

No. 53703

THE COMPANIES ACTS 1862 to 1890

THE COMPANIES ACTS 1948 to 1980

and

THE COMPANIES ACT 1985

Private Company Limited by Shares

MEMORANDUM

~ and ~

NEW

ARTICLES OF ASSOCIATION

~ of ~

THE READING FOOTBALL CLUB LIMITED

Incorporated on 11 August 1897.

(Reprinted incorporating all amendments on 8 February 2000)

Field Seymour Parkes
The Old Coroner's Court
No 1 London Street
Reading
Berkshire
RG1 4QW



THE COMPANIES ACTS 1862 to 1890
THE COMPANIES ACTS 1948 to 1980
and
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Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

~ of ~

THE READING FOOTBALL CLUB LIMITED

1. The name of the Company is The Reading Football Club Limited.*
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (1) To purchase or otherwise acquire the football and athletic ground and all other the property and effects of the Reading Football Club and to take over the same as a going concern and acquire and undertake its assets and liabilities of every kind.
 - (2) To acquire from time to time by purchase or on lease or otherwise land, hereditaments or other property of any description which may be deemed suitable for all or any of the purposes of the Company and generally to acquire by purchase, lease, exchange, hire or otherwise any real or personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of the Company, or in furthering the objects thereof.

* The Company was originally incorporated as "The Reading Football Club Limited" which name was changed to "The Reading Football Club PLC" upon the re-registration of the Company as a Public Limited Company on 16 March 1983. The name was changed to "The Reading Football Club Limited" upon the re-registration of the Company as a Private Limited Company pursuant to an Order of the High Court made on 7 February 2000.

- (3) To form, lay out, level, drain, plant, embellish, build upon, or otherwise improve, fit up, and adapt and maintain all or any part of any lands of the Company as athletic, recreation, or pleasure grounds, and for all or any purposes hereinafter named, or purposes of a similar kind.
- (4) To carry on or promote the business of any ground of the Company for the purpose of a football ground, cricket or tennis ground, bicycle or running ground, or any place or places for gymnastics, bowling, golf, croquet, athletic sports, or any of them, or for any other amusement, recreation, game, pastime, sport or object whatsoever which may from time to time be determined upon by the Directors.
- (5) To provide and arrange for football, cricket, cycling and other matches, contests, exhibitions, concerts and such other entertainments and amusements as may be deemed expedient and in particular to hold football matches at Reading or elsewhere, and for the purposes aforesaid to engage, establish and maintain teams of players whether comprised of amateur or professional players or partly of one and partly of the other and including matches or athletic sports to give at such sports prizes in money or in kind, and to become a Member of and subscribe to the English Football Association, or any other Association, League or Alliance, having objects altogether or in any respect similar to those of this Company, and also to insure the players of the Company against accident for their own benefit, and also to set apart any match or other meeting or entertainment, or the profits or portion of the profits arising from any match, meeting or entertainment for the benefit of any charity or charitable institution or purpose, or for the benefit of any player engaged by the Company, or for the benefit of any other person or persons whether a player or not, as the Directors may from time to time determine, and also to recompense any player who shall receive injury while engaged in playing football for the Company or in or about the business or engagements of the Company or in case of the decease of any player owing to such injury to recompense any person or persons whom the Directors shall consider has or have suffered pecuniary loss by his death, and also (out of the balance of profits for any year after payment of a dividend of 5% or such dividend as is allowed to be paid by the Football Association) to give to any charitable institution or for any charitable purpose such amount or amounts as shall be determined upon by resolution of a General Meeting, and subject to any condition which may be annexed to any such gift by the terms of such resolution.
- (6) To carry on the business of hotel restaurant and refreshment house proprietors and caterers, and for that purpose to buy and sell comestibles, wines, spirits and beverages of all kinds, and either conduct the same under the immediate control of the Company or by management, sub-contracting or otherwise.

- (7) To sell, convey, assign, demise, underlet, mortgage, dispose of, develop, use or otherwise deal with or turn to account or profit the whole or any portion of the lands, buildings and premises or other property, real or personal, of the Company as may from time to time be deemed necessary or expedient.
- (8) To draw, make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments.
- (9) To borrow or raise money in such a manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, or by way of mortgage or charge upon all or any of the property of the Company, including its un-called capital.
- (10) To acquire by purchase, amalgamation, co-operation or otherwise any share or other interest in any business (within the objects of this Company) of any other Company, or any person or persons, club or other body, or to sell the undertaking of the Company as a going concern, and for the purposes aforesaid to accept on behalf of the Members or otherwise, and to hold shares, debentures or securities of the purchasing, or in any other Limited Company.
- (11) To promote any Company or Companies for the purpose of acquiring and undertaking all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (12) To invest, if thought fit, and deal with the monies of the Company not immediately required upon such securities, and in such manner as may from time to time be determined.
- (13) To lend money to such person or persons, and on such terms as may seem expedient, and in particular to persons having engagements and dealings with the Company.
- (14) To raise money by subscriptions, and to grant any rights and privileges to subscribers.
- (15) To transact and do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the Members is limited.

- *5. The nominal Capital of the Company is £6,000 divided into 12,000 Shares of 50 pence each, with power to issue any of such Shares or the Shares in any increased Capital with such preference, priority, restrictions or conditions as to Dividend or Capital, or both, as the regulations of the Company from time to time may provide.

* The Authorised Capital of the Company was increased by :-

- (a) Ordinary Resolution dated 16 July 1956 to £20,000 by the creation of 28,000 Ordinary Shares of 50 pence each ;
- (b) Ordinary Resolution dated 8 August 1974 to £25,000 by the creation of 10,000 Ordinary Shares of 50 pence each ;
- (c) Ordinary Resolution dated 13 August 1981 to £40,000 by the creation of 30,000 Ordinary Shares of 50 pence each ;
- (d) Ordinary Resolution dated 19 August 1982 to £50,000 by the creation of 20,000 Ordinary Shares of 50 pence each; and
- (e) Ordinary Resolution dated 4 September 1998 to £750,000 by the creation of 1,400,000 Ordinary Shares of 50 pence each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, addresses & description of Subscribers	Number of shares taken by each Subscriber
Alfred H Bull Alexandra Road Reading Draper	One
Sydney Brain Denmark Road Reading Solicitor	One
Frederick Alfred Cox 117 Kings Road Reading Purveyor	One
Edward Farrer 39 Broad Street Reading Newsagent	One
J C Fidler Friar Street Reading Seedsman	One
Jas Higgs Hurstdale Erleigh Road Reading Builder	One

George Richard Jackson Pretoria Oxford Road Reading General Merchant	One
Henry Lewis Thames Bank Iron works Reading	One
W J Lewis Queens Hotel Friar Street Reading Hotel Proprietor	One
J B Messer Stanstead London Road Reading Timber Merchant	One
A E J Ridout Wheatsheaf Hotel Friar Street Reading Hotel Proprietor	One

Dated the 10th day of August 1897.

Witness to the above signatures

Harry Childs
60 London Street
Reading

Decorator

THE COMPANIES ACT 1985

Private Company Limited by Shares

NEW

ARTICLES OF ASSOCIATION

~ of ~

THE READING FOOTBALL CLUB LIMITED

(Adopted by Special Resolution passed on 4 September 1998.)

PRELIMINARY

1. (A) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby or are inconsistent herewith and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

- (B) Regulations 3, 23, 40, 41, 54, 64 to 69 (inclusive), 88, 89, 96 to 98 (inclusive) and 118 of Table A shall not apply to the Company.

2. (A) In these Articles where the context so admits:-

"Act" means the Companies Act 1985 including any statutory modification or re-enactment for the time being in force;

"Articles" means the Articles of Association of the Company;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"executed" means any mode of execution;

"holder" means in relation to any share the member whose name is entered in the register of members as the holder of the share;

"office" means the registered office of the Company;

"seal" means the common seal of the Company;

"secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company including a joint assistant or deputy secretary; and

"United Kingdom" means Great Britain and Northern Ireland.

- (B) References to the singular shall include the plural and references to the masculine include a reference to the feminine and neuter and vice versa.
- (C) Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.
- (D) Where an ordinary resolution of the Company is expressed to be required for any purpose a special or extraordinary resolution shall also be effective and where an extraordinary resolution is expressed to be required for any purpose a special resolution shall also be effective.
- (E) Headings are used for convenience only and shall not affect the construction of these Articles.

SHARE CAPITAL

- 3. The authorised share capital of the Company at the date of adoption of these Articles is £750,000 which is divided into 1,500,000 Ordinary Shares of 50 pence each.

ALLOTMENT OF SHARES

- 4. (A) Shares which are comprised in the authorised share capital of the Company at the date on which these Articles were adopted shall be under the control of the Board of directors who may (subject to Section 80 of the Act and to paragraph (C) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- (B) All shares which are not comprised in the authorised share capital of the Company at the date on which these Articles were adopted and which the Board of directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of

existing shares of the same class of shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Board of directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this paragraph (B) shall have effect subject to Section 80 of the Act.

- (C) The Board of directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital of the Company at the date on which these Articles were adopted at any time or times during the period of five years from such date and the Board of directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

5. Subject to the provisions of the Act the Company may:

- (a) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the member;
- (b) purchase its own shares (including any redeemable shares);
- (c) make a payment in respect of the redemption or purchase, under Section 159 or (as the case may be) Section 162 of the Act and the relevant power (1) and (2) above, of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by Section 171 of the Act.

week at the same time and place or to such other day and at such other time and place as to the directors may determine, and if, at that adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

15.*

REPRESENTATIVES

16. Any person who is a member and who is also acting as the representative or proxy of a member or members or a person who is not a member and who is acting as the representative or proxy of two or more members or a person who is not a director acting as an alternate director for two or more directors or who is a director and who acts as an alternate director may sign a written resolution of the members or the directors (as the case may be) in more than one capacity, and he shall not be obliged to act in the same manner or to vote for or against such resolution in respect of each capacity in which he acts, but such a person who attends a General Meeting of the Company shall be counted once for each capacity in which he acts for the purpose of determining whether the quorum for the transaction of the business of the General Meeting exists.

VOTES OF MEMBERS

17. Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person by representative (if a corporation) or by proxy shall have one vote in respect of every Share held by him and on a poll every member shall have one vote for each Share of which he is the holder PROVIDED THAT in the case of a corporation a director or secretary thereof shall be deemed to be a duly authorised representative of such member.
18. An instrument appointing a proxy in any common or usual form or in such other form as the Board of directors may approve may be used in connection with any General Meeting of the Company.

DIRECTORS

19. Unless and until otherwise determined by the Company in General Meeting the number of directors shall be not less than two.

* Article 15 deleted by Order of the High Court made on 7 February 2000 on the re-registration of the Company as a Private Limited Company.

ALTERNATE DIRECTORS

20. (A) Each director shall have the power at any time to appoint as an *alternate director either another director or any other person approved for that purpose by a resolution of the directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternate director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the board of directors agrees otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company. The appointment of an alternate director shall automatically determine on the happening of any event which if he were a director would cause him to vacate such office or if his appointor shall cease for any reason to be a director otherwise than by retiring and being re-appointed at the same meeting.*
- (B) An alternate director shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but otherwise be subject to the provisions of these Articles with respect to directors. An alternate director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.
- (C) An alternate director shall be entitled to receive notices of all meetings of the Board of directors and of any committee of directors of which his appointor is a member and to attend and to vote as a director at any such meeting at which his appointor is not personally present (including the right to a casting vote in the event of his acting as alternate for the Chairman) and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a director of his appointor and to receive notice of all General Meetings. A director or any other person may act as alternate director to represent more than one director and an alternate director shall be entitled at meetings of the Board of directors or at any committee of directors to the number of votes to which every director whom he represents would be entitled in addition to his own vote (if any) as a director but shall not count for more than one director for the purposes of a quorum at any directors' meeting.
- (D) An alternate director shall not require a share qualification but shall nevertheless be entitled to attend and speak at any General Meeting of the Company if his appointor is not present.

INTEREST OF DIRECTORS

21. A director (including an alternate director) who has duly declared his interest therein may, notwithstanding his interest, vote in respect of any contract or arrangement with the Company in which he is interested, directly or indirectly,

and be taken into account for the purpose of deciding whether a quorum is present and may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulations 94 and 95 of Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

22. (A) Subject to paragraph (C) of this Article the directors may meet together for the despatch of business as they think fit. The quorum for a meeting of directors or of a committee of directors shall (save in the case of a committee comprising one director only in which case the quorum shall be one) throughout the meeting be at least two directors (or their alternate directors).
- (B) A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.
- (C) At least seven days' previous notice in writing shall be given of every meeting of directors or of a committee of directors unless either all of the directors or all of the members consent in writing (which includes consent given by telex, facsimile or any other legible form) to the holding of a meeting on shorter notice. Such notice shall be given to all directors and also to all directors and also to all alternate directors and shall set forth the business to be discussed at such meeting and the meeting shall not be competent to deal with any business not referred to in such notice.
- (D) If within half an hour from the time appointed for the meeting of directors or of a committee of directors a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time and place as the directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the directors present or their alternates shall be a quorum.
23. Save as herein otherwise provided questions arising at any meeting of the Board of directors or of a committee of directors shall be decided by a majority of votes provided that in the case of an equality of votes the Chairman of the meeting of directors or of a committee of directors shall have a second or casting vote.
24. A resolution in writing signed by all the directors or their respective alternates shall be as effective for all purposes as a resolution passed at a meeting of the Board of directors duly convened and held and may consist of several documents in like form each signed by one or more of the directors and may be in the form of a telex, facsimile or any other legible form sent by any other similar method of transmission and unless the contrary shall be proved it shall be deemed to be duly and validly signed by the person purporting to sign the same and whose name appears in the text as the person signing the same.

25. The Board of directors may delegate any of the powers vested in it to a committee or committees. Any committee so formed shall, in the exercise or any powers delegated to it, conform to any regulations that may be imposed upon it by the Board of directors.
26. It shall be necessary to give notice of a meeting of the Board of directors or of a committee of the directors to any director who is absent from the United Kingdom. Regulation 88 of Table A shall be modified accordingly.
27. All or any of the directors or any committee thereof may participate in a meeting of the directors or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and be heard by each other. Any person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting is then present.

DISQUALIFICATION OF DIRECTORS

28. Regulation 81 of Table A as applicable to the Company shall be construed with the addition to paragraph (e) thereof of the words "unless he shall have appointed an alternate director who has not been similarly absent during such period".
29. Any person may be appointed or elected as a director whatever his age and no director shall be required to vacate his office by reason of his age or having obtained the age of seventy years or any other age.

INDEMNITY

30. (A) Every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (B) The directors shall have power to purchase and maintain for any director or other officer of the Company insurance against any such liability as is referred to in Section 310(1) of the Act pursuant to the provisions of Section 310(3) of the Act.