

Written resolution

Company Number: 00099885

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE MEMBERS

of

STOKE CITY FOOTBALL CLUB LIMITED

(the Company)

Circulated on... 9 SEPTEMBER 2024 (the **Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), it is proposed that the resolution below is passed as indicated below. The resolution set out below is referred to in this document as the **Resolution**.

SPECIAL RESOLUTION

THAT with effect from this Resolution being passed the articles of association of the Company be altered by:

- a) inserting the following new definitions:

"EFL the English Football League.

EFL Regulations the regulations of the EFL from time to time (and any rules made thereunder).

Football Association Rules means the rules and regulations for the time being of the Football Association.

Premier League Rules means the rules from the time being of The Football Association Premier League Limited.

Regulation means the regulations of The League from time to time (and any rules made thereunder).

The League means 'The Football League Limited'."

- b) inserting the following new article:

"9. REGULATIONS REQUIRED BY THE ENGLISH FOOTBALL LEAGUE

9.1 Without prejudice to the provisions of Article 5 and Articles 23 to 28 of Table A, the directors may refuse to register the transfer of any share(s) in the event that:

9.1.1 the Football League Limited (company number 00080612) has not provided the transferee with all necessary confirmations and approvals as required by the Owners' and Directors' Test contained at Appendix 3 of the EFL Regulations (as updated from time to time) or any equivalent provision of the EFL Regulations as updated from time to time; or

9.1.2 registering the transfer of any share(s) would cause the Company to breach any Regulation, Football Association Rule, Premier League Rule or any other equivalent provision of any regulatory authority to which the Club is subject.

9.2 Except as required by law, no person is to be recognised by the Company as holding any share upon any trust, and except as otherwise required by law or the articles, the Company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it."; and


c) updating any cross-references as necessary.

Please read the notes set out below before signing or taking any action on this document.

AGREEMENT

We, being the holder of 75 per cent or more of the issued share capital in the Company and entitled to vote on the Resolution on the Circulation Date, irrevocably agree to the Resolution.

SIGNED on behalf of **STOKE CITY HOLDINGS LIMITED**

Signature 	Director
Print name JOHN COATES	

Date on which Resolution is passed.....9 SEPTEMBER 2022**.....**

Notes:

1. If you agree to the Resolution, please indicate your agreement by signing (but not dating) this document where indicated above and returning it to the Company using one of the following methods:

1.1 by hand or post to Emma Webb; or

1.2 by attaching a scanned copy of the signed document and sending it to emma.webb@mishcon.com; or

1.3 by returning the DocuSign envelope containing the signed resolution if arranged with Emma Webb to be sent to you in this way – you do this by clicking "Finish" after signing the resolution in DocuSign.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

By returning the document to the person as set out at 1 above you irrevocably confirm that he/she or any person he/she may nominate is authorised at his/her sole discretion to deliver the signed document to the Company and date it with delivery on your behalf and will (until the date of delivery of such document to the Company) continue to hold the document as your agent and not as agent for the Company.

2. Once delivered, you will have indicated your agreement to the Resolution and may not revoke your agreement.

3. *The Resolution will lapse if sufficient agreement to it has not been received by the Company within 28 days of the Circulation Date.*
4. *In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.*
5. *If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.*