

Company Number: 00224792

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COMPANIES HOUSE

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**MORECAMBE FOOTBALL CLUB. LIMITED ("Company")**

**CIRCULATION DATE: 12 August 2016**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**Act**"), the directors of the Company proposed that the following resolutions are passed as a special resolution by way of a written resolution ("**Resolutions**"):

**SPECIAL RESOLUTIONS**

**1. AUTHORITY TO ALLOT**

THAT, in accordance with section 551 of the Act, the directors of the Company (or a duly constituted committee of the directors) ("**Directors**") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £5,056,181 (being up to 500,000 Ordinary Shares of £1.00 each and up to 56,181 A Ordinary Shares of £1.00 each) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

**2. DISAPPLICATION OF PRE-EMPTION RIGHTS**

THAT, subject to the passing of resolution 1 in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:

- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £5,056,181 (being up to 500,000 Ordinary Shares of £1.00 each and up to 56,181 A Ordinary Shares of £1.00 each); and
- (b) expire on the fifth anniversary of this Resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in

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pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

### AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

I undersigned, being a person entitled to vote on the Resolutions on 12<sup>th</sup> August 2016, hereby irrevocably agree to the Resolutions:

Signed by:

PETER MCGUIGAN  
(INSERT FULL NAME OF SHAREHOLDER IN BLOCK CAPITALS)

  
(SIGNATURE OF SHAREHOLDER) 12/8/16

Date

.....

### NOTES

1. You can choose to agree to all of the resolutions comprised in the Resolutions or none of them, but you cannot agree to only some of them. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

1. **By Hand:** delivering the signed copy to the Company's registered office.
2. **Post:** returning the signed copy by post to the Company's registered office.

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

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by a date 14 days from the Circulation Date, sufficient agreement has been received for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. 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.