

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS OF**  
**NOTTINGHAM FOREST FOOTBALL CLUB LIMITED (the Company)**

.....31 May 2020.....(Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the Act), the directors of the Company propose the following resolutions.

**ORDINARY RESOLUTIONS**

- 1 **THAT**, the Capitalisation Deed in the form attached to these resolutions and marked "A" for the purpose of identification is approved.
  
- 2 **THAT**, subject to the passing of resolution 1, for the purposes of section 551 of the Companies Act 2006 (the Act), the directors of the Company (the **Directors**) be authorised (in addition to all existing authorities granted to the Directors under section 551 of the Act (to the extent that they remain in force and unexercised)) generally and unconditionally to exercise all powers of the Company to allot, grant options over, offer or otherwise deal with or dispose of equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £20,800,000 provided that this authority shall expire on the fifth anniversary of the date on which the date of this resolution is passed, unless such authority shall have been previously revoked or varied by the Company in a general meeting. The authority granted by this resolution is in substitution for any authority to allot, grant options over, offer or otherwise deal with or dispose of equity securities previously granted to the directors which (to the extent that it remains in force and unexercised) is revoked.

**SPECIAL RESOLUTION**

- 3 That, subject to the passing of resolutions 1 and 2, the Directors be and are empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) in consideration for the waiver of debts due by the Company pursuant to the authority conferred upon them by resolution 2 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 £20,800,000; and
- b. expire on the fifth anniversary of the date on which the date of this resolution is passed (unless renewed, varied or revoked by the Company prior to or no that date). The authority granted in resolution 2 is in substitution for any authority to allot, grant options over, offer or otherwise deal with or dispose of equity securities previously granted to the directors which (to the extent that it remains in force and unexercised) is revoked.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement or not to any of the resolutions.

	For	Against
<b>RESOLUTION 1</b>	X	
<b>RESOLUTION 2</b>	X	
<b>RESOLUTION 3</b>	X	

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, irrevocably votes in respect of those resolutions as indicated above.

.....  


Date: 31 May 2020

Director

For and on behalf of **NF Football Investments Limited**

## NOTES

1 If you wish to vote in favour of a resolution, please put an 'X' in the 'For' box next to that resolution. If you wish to vote against a resolution, please put an 'X' in the 'Against' box next to that resolution or leave both boxes next to that resolution blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:

- by hand/post: delivering the signed copy to Freeths LLP, Cumberland Court, 80 Mount Street, Nottingham, NG1 6HH , marked for the attention of Geoff Cunningham; or
- by email: by attaching a scanned copy of the signed document to an email and sending it to [Geoffrey.Cunningham@freeths.co.uk](mailto:Geoffrey.Cunningham@freeths.co.uk). Please enter "Written resolutions re NFFC" in the email subject box.

If there are no resolutions you agree with, 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 a resolution, you may not revoke your agreement.

3 Resolution numbers 1 and 2 is an ordinary resolution. This means that it will be passed if the Company receives before the date falling 28 days after the Circulation Date (the **Lapse Date**) signified agreement from a simple majority of the members of the Company. Where, by the Lapse Date, insufficient agreement has been received for the resolution to pass, the resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches us by 5 pm on the day before the Lapse Date

4 Resolution 3 is a special resolution which means that it will be passed if the Company receives before the Lapse Date signified agreement from members representing 75 per cent or more of the total voting rights of eligible members. Where, by the lapse date, insufficient agreement has been received for a resolution to pass, such resolution will lapse.

5 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.

6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a certified copy of the relevant power of attorney or authority when returning this document.