

Company Number 01788466
Private Company Limited by Shares
Written Resolution
of

Charlton Athletic Football Company Limited (Company)

TUESDAY



A20 07/01/2020 #169
COMPANIES HOUSE

27/12/2019 (Circulation Date)

Under Chapter 2 of Part 13 of the Companies Act 2006 (Act), the directors of the Company propose that the Resolutions numbered 1 to 3 below are passed as ordinary resolutions (Resolutions).

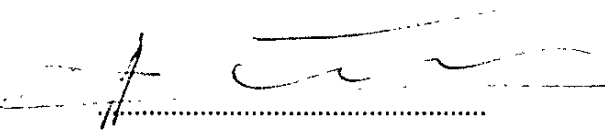
Ordinary Resolutions

1. THAT in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.
2. THAT, the directors be given the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.
3. THAT the sum of £21,494,704.00, being money owed by the Company to Baton 2010 Limited (Debt) be released and capitalised on the following conditions:
 - (a) the Debt shall not be paid in cash but shall be applied in paying up in full 21,494,704 Ordinary Shares of £1.00 each in the capital of the Company (the New Shares), which will then be allotted and issued credited as fully paid up at par to Baton 2010 Limited; and
 - (b) the New Shares shall rank *pari passu* with the existing Ordinary Shares of the Company.

Agreement

Please read the notes at the end of this document before signifying your agreement to the Resolutions. The undersigned, a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions:

Signed on behalf of Baton 2010 Limited



Date

27/12/2019

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by hand or by post to the Company's registered office address.
2. You may not return the Resolutions to the Company by any other method.
3. 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.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
5. Unless within a period of 28 days following the Circulation Date, sufficient agreement is received for the Resolutions to pass, each will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.