

ORDINARY AND SPECIAL RESOLUTIONS

Company number 02849319

ORDINARY AND SPECIAL RESOLUTIONS of

Brighton and Hove Albion Holdings Limited (the "Company")

Passed on: 23 October 2023

The following resolutions were duly passed as ordinary and special resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

A copy of the written resolutions is attached.

ORDINARY RESOLUTIONS

1. **THAT** conditional on the passing of Resolution 3, a new class of redeemable C shares of £0.01 each (**C Shares**) be and is hereby created having the rights and being subject to the restrictions set out in the articles of association of the Company (**Articles**) (**C Share Rights**) as amended pursuant to Resolution 3 below.
2. **THAT** conditional on the passing of Resolutions 1 and 3, in accordance with section 551 of the Act, the directors be general authorised to allot up to 30 C Shares to any member or former member of the Company. The authority given under this resolution shall be in addition to the authority set out in article 3.1 of the Articles and expire on the fifth anniversary from the passing of this Resolution (unless renewed, varied or revoked by the Company prior to or on that date).

SPECIAL RESOLUTIONS

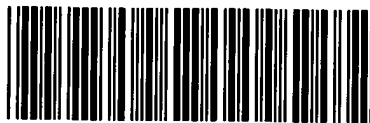
3. **THAT** conditional on the passing of Resolution 1, the Articles be amended by making the amendments set out in Schedule 1 to these Resolutions.
4. **THAT** conditional on the passing of all of the Resolutions above, in accordance with article 3.2 of the Articles, the Directors be empowered to allot the C Shares pursuant to the authority conferred upon them by Resolution 2 above as if the pre-emption rights contained in article 3.2 of the Articles did not apply to any such allotment **PROVIDED THAT** such authority and power shall expire on the fifth anniversary of the date that this Resolution is duly passed (unless renewed, varied or revoked by the Company prior to or on that date).

Signed.....

Name: Lee Cooper

Director

THURSDAY



ACUGREKR

A4 11/01/2024 #154

COMPANIES HOUSE

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A15 27/10/2023 #92

COMPANIES HOUSE

Schedule 1 (Amendments to the Articles to be made pursuant to Resolution 3)

- 1) The deletion of the existing article 2.2 in its entirety and the insertion of the following new article 2.2:

The Company's share capital shall consist of ordinary shares of £1.00 each and C Shares (as defined in Article 93).

- 2) The insertion of the underlined wording below to article 23.8:

Any transfer of a share by way of sale which is required to be made under Articles 25 (Pre-emption), 23.7 and 26.1 will be deemed to include a warranty that the transferor sells with full title guarantee.

- 3) The insertion of the following as a new article 93:

93 C Shares

93.1 *For the purposes of this Article 93, C Shares means redeemable C shares of £0.01 each in the capital of the company with the rights and restrictions set out in this Article 93.*

93.2 *The rights (C Share Rights) attached to the C Shares shall be as follows:*

93.2.1 *the holders of C Shares shall have no right to receive notice of or to attend or vote at any general meeting of the Company;*

93.2.2 *the holders of C Shares shall have no right to receive any dividend or other distribution declared made or paid by the Company;*

93.2.3 *holders of C Shares shall not be entitled to any return of capital in a liquidation or winding up or any other return of capital declared made or paid by the Company other than a sum equal to the nominal amount paid on each C Share after the rights of the holders of the shares (other than the C Shares) have been discharged in full and a sum of £10,000,000 has been paid in respect of each share (other than the C Shares) in issue at the time of such return of capital; and*

93.2.4 *the Company may at its option at any time after the creation of any C Shares redeem or cancel (in accordance with the Act) all or any of the C Shares then in issue, at a price not exceeding £0.01 per C Share,*

and for the avoidance of doubt all other provisions of these Articles including, without limitation, articles 31, 32, 34, 47 and 48 shall be construed accordingly and the rights and restrictions attaching to the Company's ordinary shares of £1.00 shall not be varied, amended or affected in any way by the C Shares or the C Share Rights.