

Company Number: 03536554

Private Company Limited by Shares

WRITTEN RESOLUTION

of

The Memorial Stadium Company Limited
(the **Company**)

THURSDAY



A13 *ACXWE86R* 29/02/2024 #95
COMPANIES HOUSE

Circulated on 11 August 2023 (the **Circulation Date**)

Under Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the sole director of the Company proposes that the resolutions below be passed as special resolutions.

SPECIAL RESOLUTIONS

1. **THAT** the articles of association of the Company be amended such that:
 - a. Article 17.3 is amended to provide that: "*The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number and if there is only one director of the Company from time to time, he may exercise all the powers and authorities vested in the directors by these articles and accordingly the quorum for the transaction of business in these circumstances shall be one. Regulation 90 of Table A shall not apply.*";
 - b. Article 10 is amended to provide that: "*The minimum number of Directors shall be three. There shall no maximum number of Directors. Regulation 64 of Table A shall not apply.*"; and
 - c. Article 17.2 is amended to provide that: "*The quorum for the transaction of the business of the Director shall (subject to Article 17.3) be three. Regulation 89 of Table A shall not apply.*"
2. **THAT** the redesignation of 10,000 A ordinary shares and 10,000 B ordinary shares into 20,000 ordinary shares of £1.00 each in the capital of the Company between 11 June 1998 and 27 March 1999 (the "**Redesignation**") is in the fullest sense approved and ratified, notwithstanding that no documents reflecting the Redesignation were filed at Companies House, and all acts and/or omissions of the directors of the Company in connection with the Redesignation are, pursuant to section 239 of the Act, approved and ratified to the fullest extent possible, whether such act or omission would or might amount to negligence, breach of duty, breach of trust or otherwise.
3. **THAT** the entries in the Company's register of members stating that Bristol Rovers (1883) Limited ("**1883**") acquired 10,000 Ordinary shares of £1.00 each ("**Ordinary Shares**") on 3 September 1998 and 705,100 Preference shares of £1.00 each on 27 March 2007 ("**Preference Shares**") are updated to state that the Ordinary Shares and Preference Shares were acquired by 1883 on 22 April 2003 (the "**Correction**"). Furthermore, **THAT** the Correction is in the fullest sense approved and ratified and all acts and/or omissions of the directors of the Company in connection with the

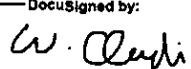
Correction are, pursuant to section 239 of the Act, approved and ratified to the fullest extent possible, whether such act or omission would or might amount to negligence, breach of duty, breach of trust or otherwise

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions set out above.

The undersigned, each being a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agree to the resolution set out above.

Signed

DocuSigned by:

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for and on behalf of **Bristol Rovers (1883) Limited**

By: Wael Al-Qadi

Date: 11 August 2023

NOTES

- 1 If you agree to 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 delivery methods:
 - by DocuSign;
 - by email – by attaching a scanned copy of the signed document to an e-mail and sending it to the Company.

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 the last day of the 28 day period beginning with the Circulation Date, sufficient agreement is received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this 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.