

Company Number: 04064363

**THE COMPANIES ACT 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**OF**

**NORTHAMPTON SAINTS PLC (THE "COMPANY")**

The following resolutions were duly passed as resolutions at a general meeting of the Company on 22 March 2017. The resolutions were passed as ordinary and special resolutions where indicated:

**ORDINARY RESOLUTION**

- 1 THAT, in accordance with section 551 of the Companies Act 2006 (the "**Act**"), the 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 £5,195,750.00, being inclusive of all issued shares as at the date this resolution is passed, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date this resolution is passed 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. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Act.

**SPECIAL RESOLUTION**

- 2 THAT, subject to the passing of resolution 1 and 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:
- 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £5,195,750.00; and
- 2.2 expire on the fifth anniversary of the date of this resolution (unless renewed, varied or revoked by the Company prior to or on the expiry 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 pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Signed as a record of the resolutions

.....*Chapman*.....  
Secretary

