

Company number: 04501223

THE COMPANIES ACT 2006
ORDINARY/SPECIAL RESOLUTIONS

of

BRISTOL ROVERS (1883) LIMITED
(the "Company")

Passed on 20 January 2023

At the Annual General Meeting of the Company, duly convened and held at The Memorial Stadium, Filton Avenue, Horfield, Bristol BS7 0BF on 20 January 2023 at 5.30 p.m., the following resolutions were passed by the Company as ordinary and special resolutions as indicated.

ORDINARY RESOLUTION

1. That in accordance with Section 551 of the Companies Act 2006, 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 value of £495,000 provided that this authority shall expire, unless previously revoked, varied or revoked by the Company on the date following 15 months after the date of the passing of this resolution or at the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2024 (whichever is the later) but the Company may, before its 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 Rights in pursuance of that 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 Companies Act 2006.

SPECIAL RESOLUTIONS

2. That, subject to the passing of resolution number 1, the Directors be generally empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of Companies Act 2006) pursuant to the authority conferred by resolution number 1 as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment.

This power shall expire 15 months after the date of the passing of this resolution or at the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2024 (whichever is the later), but the Company may before its expiry make an offer or agreement which would or might require equity securities to be allotted after the expiry of this authority and the Directors may allot equity securities in pursuance of that offer or agreement.

3. That the updated articles of association be approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

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Tom Goringe
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Director