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Boyce Hatton LLP.

Boyce Hatton LLP
58 The Terrace, Torquay, TQ1 1DE

Date 17th May 2023

Company number 05132509

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Wycombe Wanderers Football Club Limited (the **Company**)

(Circulation Date: 29th April 2023)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **2006 Act**), the directors of the Company propose that resolutions 1 and 2 below are passed as ordinary resolutions and resolutions 3 and 4 below are passed as special resolutions of the Company (together the **Resolutions**).

ORDINARY RESOLUTION

1. THAT in accordance with section 551 of the 2006 Act and article 8.1 of the existing articles of association of the Company (the **Articles**) and generally the directors of the Company (**Directors**) be generally and unconditionally authorised to allot and issue:

600,000 voting shares of £1 each in the share capital of the Company, with the rights set out in the Articles (the **Subscription Shares**),

PROVIDED THAT this authority shall, unless renewed, varied or revoked by the Company, expire on 30 April 2023, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by the resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

2. THAT the entry by the Company into each of the following proposed agreements, final draft copies of which have been provided to the shareholders entitled to vote, be and is hereby approved subject to such amendments as the directors consider necessary or desirable and in the interests of the Company and the directors be and are authorised and directed to sign the same on behalf of the Company, enter into them and take all such steps as they consider necessary or desirable to give effect to the said agreements:
 - 2.1 A supplemental investment agreement between Feliciano EFL limited, Wycombe Wanderers Supporters Group Limited, the Company and Frank Adams Legacy Limited;
 - 2.2 A facility agreement between Feliciano EFL limited and the Company;
 - 2.3 A debenture from the Company in favour of Feliciano EFL Limited; and
 - 2.4 A new lease between the Company and Frank Adams Legacy Limited

SPECIAL RESOLUTIONS

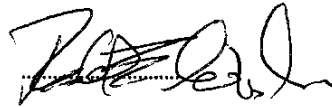
3. THAT subject to the passing of Resolution 1 and in accordance with section 570 of 2006 Act, the Directors be and are hereby generally empowered to allot and issue the Subscription Shares pursuant to the authority conferred by Resolution 1 as if section 561(1) of 2006 Act and any pre-emption rights effective on allotment of equity securities in the Articles did not apply to any such allotment, provided that this power shall:
 - 3.1 be limited to the allotment and issue of the Subscription Shares; and
 - 3.2 unless renewed, varied or revoked by the Company, expire on 30 April 2023, 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.
4. THAT the draft new articles of association attached to this document be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

AGREEMENT

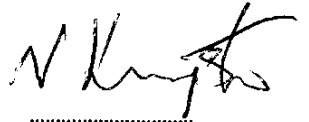
Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned being entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed by Rob Couhig for and on behalf of Feliciano EFL
Limited



Signed by Nigel Kingston for and on behalf of Wycombe
Wanderers Supporters Group Limited



NOTES

1. You can choose to agree to all the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of 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 methods:

- **By Hand:** delivering the signed copy to any director of the Company, or to Wycombe Wanderers Football Club Limited, c/o McCormicks, Wharfedale House, 35-37 East Parade, Harrogate, HG1 5LQ, or to 35-37 East Parade, Harrogate, North Yorkshire, HG1 5LQ, or to Boyce Hatton LLP, 58 The Terrace, Torquay, Devon, TQ1 1DE.
- **Post:** returning the signed copy by post to Wycombe Wanderers Football Club Limited, c/o McCormicks, Wharfedale House, 35-37 East Parade, Harrogate, HG1 5LQ, or to 35-37 East Parade, Harrogate, North Yorkshire, HG1 5LQ, or to Boyce Hatton LLP, 58 The Terrace, Torquay, Devon, TQ1 1DE.
- **Email:** return the signed PDF copy by email to: david.smith@wwfc.com, j.towler@mccormicks-solicitors.com or richard.james@boycehatton.co.uk

If you do not agree to all of 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 date 28 days from (and including) the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, 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.