

Company No: 04305508

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SWANSEA CITY FOOTBALL 2002 LIMITED (the Company)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the directors of the Company propose that resolutions 1 and 2 are passed as ordinary resolutions and resolutions 3 and 4 are passed as special resolutions (the **Resolutions**). The Resolutions were first circulated to members of the Company on 2020 (the **Circulation Date**).

ORDINARY RESOLUTIONS

1. **THAT**, in accordance with Section 551 of the Act, the directors be generally and unconditionally authorised to allot equity securities or grant rights to subscribe for or to convert any security into shares in the Company as required under the Convertible Loan Note (as defined in Resolution 2 below), provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of the conversion of the Convertible Loan Note (as defined in Resolution 2 below) to the equity securities or the redemption of the Convertible Loan Note in accordance with the Convertible Loan Note (as defined in Resolution 2 below).
2. **THAT**, the directors of the Company be authorised to allot and issue convertible loan notes (the **Convertible Loan Notes**).

SPECIAL RESOLUTION

3. **THAT**, subject to the passing of Resolutions 1 and 2 above, article 11 of the Company's existing articles of association be dis-applied so that the directors of the Company be and are hereby generally empowered to allot the Convertible Loan Notes and equity securities in accordance with the terms of the Convertible Loan Note Instrument, as if article 11 of the existing articles of association of the Company did not apply to any such allotment, to expire on the earlier of the conversion of the Convertible Loan Notes to equity securities or the redemption of the Convertible Loan Notes in accordance with the Convertible Loan Note .
4. **THAT**, subject to the passing of Resolutions 1, 2 and 3 above, the new articles of association set out in the printed document attached to this written resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

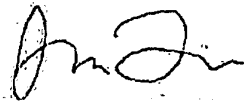
Please read the notes at the end of this document before signing your agreement to the Resolutions.



AGREEMENT OF MEMBERS

We, being the members entitled to vote on the Resolutions on the Circulation Date, Irrevocably agree to the Resolutions:

Signed:



SWANSEA FOOTBALL LLC

Dated: 21st September 2020

DAVID RHYS MORGAN

Dated: _____ 2020

HUW JENKINS

Dated: _____ 2020

**Signed by OTH 2015 LIMITED
(IN LIQUIDATION) ACTING
BY ITS JOINT LIQUIDATOR UNDER
POWERS CONFERRED ON HIM BY
SCHEDULE 4 TO THE INSOLVENCY
ACT 1986**

Dated: _____ 2020

MARTIN MORGAN

Dated: _____ 2020

LOUISA MORGAN

Dated: _____ 2020

BRIAN KATZEN

Dated: _____ 2020

SWANSEA CITY SUPPORTERS

Dated: _____ 2020

SOCIETY LIMITED

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 methods:

By Hand: delivering the signed copy to Liberty Stadium, Landore, Swansea, West Glamorgan, SA1 2FA.

Post: returning the signed copy by post to Liberty Stadium, Landore, Swansea, West Glamorgan, SA1 2FA.

By Email: to Lee Greening at [TBC].
2. If you do not agree to the Resolutions, you are not required to take any action.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, within the period of 28 days commencing on 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 the Company before this date.