

Company Number: 00035668

THE COMPANIES ACT 1985, 1989 (AS AMENDED) AND 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER

of

The Liverpool Football Club and Athletic Grounds Limited

(Company)

CIRCULATION DATE: 29 March 2023

We, the undersigned, being the sole member of the Company who as at the circulation date of these resolutions has the right to attend and vote at a General Meeting of the Company, resolve, pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) and the Company's Articles of Association (as amended by special resolution on 19 October 2010) to irrevocably agree that the following resolutions shall, for all purposes, be as valid and effective as if they had been passed as special at a General Meeting of the Company fully convened and held.

Special Resolutions

1. That in accordance with Article 3 of the Articles of Association the proposed amendments set out at a) to c) below to the Articles of Association of the Company be sent to The Football Association for approval:

- a) Article 2(a) of the Company's Articles of Association be amended by the deletion of the definition of 'Football Association Limited' and the insertion of the following in substitution:

Football Association means Football Association Limited (company registration number 00077797 a company registered in England and Wales whose registered office is situated at Wembley Stadium, Wembley, London, HA9 0WS;

- b) Article 2(a) of the Company's Articles of Association be amended by the insertion in alphabetical order of the following new definitions:

Consult means that the Company will consult (by way of entering into meaningful discussion held at a meeting in person or by electronic means) with the Supporters' Board and shall debate and consider the Supporters' Board's views, but the Company retains absolute and final discretion over the determination of the following issues, which shall not (for the avoidance of doubt) be subject to Supporter Approval:

- (i) the Company's representative primary club badge;
- (ii) the Company's representative club first team home shirt primary colour (excluding any variation of pantone only which the Company may from time to time decide at its sole discretion); and
- (iii) the Company's representative primary club name (but not the registered name of the Company);

(and **Consulted** shall be construed accordingly);

Engage means that the Company will inform and engage with the Supporters' Board



on certain issues (as agreed from time to time in writing between the Supporters' Board and the Company) at such time as the Company deems appropriate, but (for the avoidance of doubt) such issues are not subject to a requirement to Consult (and Engaged shall be construed accordingly);

Key Strategic Issue(s) means any resolution concerning:

- (i) the permanent relocation of the Company's designated home venue for representative men's first team home fixtures or a permanent proposed groundshare at Anfield;
- (ii) the Company's representative men's and/or women's first team(s) (as the case may be) joining, on a permanent basis, a new competition that is not affiliated to FIFA, UEFA and the Football Association and/or leaving a competition in which it plays as at the effective date of the amendment of these Articles by special resolution (subject to Article 3) **provided that** such Supporter Approval shall not be required for and should not inhibit or restrict any variation of and/or revision(s) to existing competition(s) in which the Company's respective representative men's and/or women's first team(s) are participating member(s);

Supporter Approval shall mean a poll vote on a Key Strategic Issue, which poll shall:

- (i) be conducted and verified by an independent third party (to be appointed jointly by the Company and the Supporters' Board) with the requisite experience; and
- (ii) be determined by a fair representative group of supporters of the Company (with the exact composition and demographic of such representative group of supporters to be polled being determined by the Supporters' Board and agreed with the Company (acting reasonably) at the time the vote is required, taking into consideration the nature of the Key Strategic Issue that shall be voted upon;

Supporters' Board means The Liverpool Football Club Supporters' Board, an unincorporated association established under a constitution dated 1 October 2022 comprising, as at the date of amendment of these Articles by special resolution, the following member organisations (together with such other organisation(s) as may be admitted to its membership from time to time in accordance with the above constitution):

- (i) Liverpool Supporters Union (LSU) Limited a registered society registered in England and Wales under number IP030494 and known as Spirit of Shankly;
- (ii) the Official Liverpool Supporters Club;
- (iii) Kop Outs;
- (iv) Liverpool Disabled Supporters Association;
- (v) The Liverpool Women Supporters Club;
- (vi) Spion Kop 1906; and
- (vii) A representative of ethnicity, faith and culture group.

- c) a new Article 45(f) be inserted into the Company's Articles of Association as follows:

"A resolution of the Company in relation to a Key Strategic Issue or an issue on which the Company is required to Consult or Engage (as the case may be), whether in general meeting or pursuant to Article 59 below and/or at a meeting of the board of directors, shall not be validly passed unless:

- (a) in relation to a Key Strategic Issue, the board of directors of the Company has first obtained Supporter Approval;
- (b) in relation to an issue on which the Company is required to Consult the Supporters' Board, the board of directors of the Company has Consulted;
- (c) in relation to an issue on which the Company is required to Engage with the Supporters' Board, the board of directors of the Company has Engaged;

provided that the Company shall not be required to Engage or Consult with the Supporters'

Board where the Company (acting reasonably) considers that:

- (i) the Company is under confidentiality obligations with a third party and the disclosure of information by the Company to the Supporters' Board would result in the Company breaching such confidentiality obligations; or
- (ii) the Company (acting reasonably) considers that the Company's ability to conduct its business and/or pursue its own commercial interests would be impacted materially by any delay in making a decision to undertake an activity or would otherwise be unduly restricted.

2. That 14 days after the Company receives written approval from The Football Association, the amendments to the Articles of Association set out at a) to c) above be adopted and shall take effect.

Signed by



Acting for and on behalf of
UKSV HOLDINGS COMPANY LTD
Sole Shareholder

SCHEDULE

CIRCULATION OF A WRITTEN RESOLUTION: INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
2. The circulation date of the written resolutions is 29 March 2023 (the "**Circulation Date**").
3. The procedure for signifying agreement by any eligible members to written resolutions is as follows:
 - (a) A member signifies his agreement to proposed written resolutions when the company receives from him (or someone acting on his behalf) an authenticated document:
 - (i) identifying the resolutions to which it relates, and
 - (ii) indicating his agreement to the resolutions.
 - (b) The document must be sent to the company in hard copy form or in electronic form.
 - (c) A member's agreement to written resolutions, once signified, may not be revoked.
 - (d) Written resolutions are passed when the required majority of eligible members have signified their agreement to them.
4. The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).