

Company number: 00051828

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

BRISTOL ROVERS FOOTBALL CLUB LIMITED

(the "Company")

Passed on 17 October 2022

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the following ordinary resolutions and special resolution (as indicated) were duly passed by the company as written resolutions:

ORDINARY RESOLUTIONS

1. THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Act (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in regulation 5 of the memorandum of association of the Company, which by virtue of section 28 of the Act is treated as a provision of the Company's articles of association, is hereby revoked and deleted.
2. That the directors be generally and unconditionally authorised for the purposes of section 550 of the Act to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £400,000 provided that:
  - (a) the authority granted under this resolution shall expire five years after the passing of this resolution; and
  - (b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

3. That, subject to the passing of resolutions 1 and 2 above, the directors be generally empowered pursuant to section 569 of the Act to allot equity securities wholly for cash as if section 561 of the Act and any rights of pre-emption (however expressed) contained in the articles of association of the Company (or wherever so else contained) did not apply to any such allotment (the expression "equity securities" and references

to the allotment of "equity securities" bearing the same respective meanings in this resolution as in section 560 of the Act).

DocuSigned by:  
.....*Tom Goringe*.....  
Director

PRESENTED BY:

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