

**Return of Allotment of Shares**Company Name: **NORWICH CITY FOOTBALL CLUB PLC**Company Number: **00154044**Received for filing in Electronic Format on the: **24/04/2024**

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Shares Allotted (including bonus shares)Date or period during which
shares are allottedFrom
24/04/2024To
24/04/2024**Class of Shares: ORDINARY**Number allotted **195012**Currency: **GBP**Nominal value of each share **1**Amount paid: **1**Amount unpaid: **0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

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| Class of Shares: | "A" | Number allotted | 9675 |
| | PREFERENCE | Aggregate nominal value: | 9675 |

Currency: **GBP**

Prescribed particulars

VOTING THE RIGHT TO ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY ONLY IN THE FOLLOWING EVENTS (A) IF ANY RESOLUTION FOR WINDING UP SHALL BE PROPOSED, AND THEN ONLY ON SUCH RESOLUTION, OR (B) IF THE SAID PREFERENTIAL DIVIDEND SHALL BE IN ARREARS FOR MORE THAN TWELVE MONTHS, AND SO THAT FOR THIS PURPOSE ONLY THE SAME SHALL BE DEEMED TO FALL DUE AND PAYABLE ON 30 JUNE IN EACH YEAR. DIVIDENDS IN PRIORITY OF ANY RIGHTS OF THE HOLDERS OF ANY OTHER SHARES IN THE CAPITAL OF THE COMPANY, THE RIGHT TO CUMULATIVE PREFERENTIAL DIVIDEND AT THE RATE OF 5.25% NET OF TAX PER ANNUM ON THE CAPITAL PAID UP THEREON, SUBJECT TO THE FOLLOWING LIMITATIONS: "A" PREFERENCE SHARES MAY BE ISSUED WITH A CUMULATIVE PREFERENCE DIVIDEND NOT EXCEEDING £5.25 PER CENT NET FOR A PERIOD NOT EXCEEDING THREE YEARS (THAT IS TO SAY, THE PAST THREE CONSECUTIVE YEARS), BUT THE COMPANY MAY NOT ISSUE MORE "A" PREFERENCE SHARES THAN ITS SUBSCRIBED ORDINARY SHARES. CAPITAL THE RIGHT IN A WINDING UP OR OTHER RETURN OF CAPITAL TO REPAYMENT OF THE CAPITAL PAID UP THEREON AND ANY ARREARS OF CUMULATIVE PREFERENTIAL DIVIDEND CALCULATED (WHETHER EARNED OR DECLARED OR NOT) DOWN TO THE DATE OF PAYMENT BUT TO NO FURTHER OR TO OTHER RIGHT TO SHARE IN SURPLUS ASSETS.

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| Class of Shares: | "B" | Number allotted | 14052 |
| | PREFERENCE | Aggregate nominal value: | 14052 |

Currency: **GBP**

Prescribed particulars

VOTING THE HOLDERS OF B PEF SHARES ARE ENTITLED TO RECEIVE NOTICE OF, ATTEND AND SPEAK AT GENERAL MEETINGS OF THE COMPANY BUT SHALL NOT BE ENTITLED TO VOTE ON ANY RESOLUTION AT ANY GENERAL MEETING OF THE COMPANY IN RESPECT OF THEIR HOLDINGS OF B PEF SHARES UNLESS THE BUSINESS OF THE MEETING INCLUDES A RESOLUTION DIRECTLY OR ADVERSELY AFFECTING, ALTERATION OR ABROGATING THE RIGHTS OR PRIVILEGES ATTACHED TO THE B PEF SHARES IN WHICH CASE, THOSE MEMBERS HOLDING B PEF SHARES WHO (BEING INDIVIDUALS) ARE PRESENT IN PERSON OR BY PROXY, OR (BEING CORPORATIONS) ARE PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL, ON A SHOW OF HANDS, EACH HAVE ONE VOTE AND ON A POLL, HAVE ONE VOTE FOR EACH B PEF SHARE HELD BY THEM. DIVIDENDS SUBJECT TO THE PAYMENT OF THE CUMULATIVE PREFERENTIAL DIVIDEND ON A PEF SHARES, BUT IN PRIORITY TO THE DIVIDENDS ON ORDINARY SHARES, THE RIGHT TO RECEIVED A CUMULATIVE PREFERENTIAL CASH DIVIDEND (THE "FIXED PREFERRED DIVIDEND") FROM 01/01/2000 AT 4.5% PER ANNUM OF THEIR ISSUE PRICE IN RESPECT OF ALL B PEF SHARES THEN IN ISSUE. THE FIXED PREFERRED DIVIDEND SHALL ACCRUE FROM DAY TO DAY FROM 01/01/2000 AND SHALL BE PAID, IN ARREARS ON OR BEFORE 31 DECEMBER IN EACH YEAR IN RESPECT OF THE 12 MONTH PERIOD ENDING 30 JUNE IN EACH SUCH YEAR. IF THE COMPANY FAILS TO PAY A FIXED PREFERRED DIVIDEND THIS SHALL BECOME A DEBT DUE FROM THE COMPANY IN PRIORITY TO ANY LATER FIXED PREFERRED DIVIDEND AND INTEREST ON THE UNPAID AMOUNT SHALL ACCRUE FROM THE 31 DECEMBER IN THE YEAR WHICH SUCH FIXED PREFERRED DIVIDEND ACCRUED UNTIL PAYMENT AT THE RATE OF 3% PER ANNUM ABOVE THE BASE RATE OF GIROBANK PLC FOR THE TIME BEING CALCULATED ON A DAILY BASIS AND COMPOUNDED ON 31 DECEMBER IN EACH YEAR. REFERENCE TO AN UNPAID FIXED PREFERENTIAL DIVIDEND IS DEEMED TO INCLUDE THE AMOUNT REPRESENTING INTEREST ON THE UNPAID AMOUNT. FOR THESE PURPOSES, "ISSUE PRICE" SHALL MEAN THE SUM OF THE NOMINAL AMOUNT AND ANY PREMIUM PAID ON THE ISSUES OF A PARTICULAR SHARE. CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION (OR OTHERWISE) THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG SHAREHOLDERS SHALL BE APPLIED, SUBJECT TO PAYMENTS OF DIVIDEND AND/OR CAPITAL TO A PEF SHAREHOLDERS, BUT IN PRIORITY TO ORDINARY SHAREHOLDERS. A) THE NOMINAL AMOUNT AND ANY PREMIUM PAID ON THE ISSUE OF EACH OF THEIR "B" PEF SHARES, AND B) A SUM EQUAL TO ANY ACCRUED AND/ OR UNPAID FIXED PREFERRED DIVIDEND. B PEF SHARES DO NOT CONFER ANY FURTHER RIGHT OF PARTICIPATION IN THE PROFITS OR ASSETS OF THE COMPANY. REDEMPTION ON 1 JANUARY IN EACH CALENDAR YEAR IMMEDIATELY FOLLOWING A PREMIER LEAGUE PROMOTION (A "PREMIER LEAGUE YEAR") AND IN EACH YEAR FOLLOWING A PREMIER

LEAGUE YEAR AT THE COMMENCEMENT OF WHICH THE FIRST TEAM OF THE COMPANY REMAINS IN THE LEAGUE OR DIVISION OF SUCH LEAGUE AS THE CASE MAY BE TO WHICH IT WAS PROMOTED BY VIRTUE OF A PREMIER LEAGUE PROMOTION (OR IN THE CASE OF A RECONSTRUCTION, AMALGAMATION OR OTHER VARIATION OF SUCH LEAGUE, REMAINS IN THE LEAGUE OR DIVISION OF SUCH LEAGUE AS THE CASE MAY BE AS MOST NEARLY EQUATES TO THE LEAGUE OR DIVISION IN WHICH THE FIRST TEAM OF THE COMPANY PLAYED IMMEDIATELY PRIOR TO SUCH A RECONSTRUCTION, AMALGAMATION OR OTHER VARIATION (A "QUALIFYING YEAR") THE COMPANY SHALL REDEEM ALL THOSE B PREF SHARES IN RESPECT OF WHICH THE COMPANY SHALL, ON OR BEFORE 1 OCTOBER IN THE PRECEDING CALENDAR YEAR, HAVE RECEIVED WRITTEN NOTICE FROM THE REGISTERED HOLDER THEREOF REQUESTING REDEMPTION OF THEIR B PREF SHARES THAT THEY WISH TO BE REDEEMED TOGETHER WITH THE RELEVANT SHARE CERTIFICATE OR AN INDEMNITY FORM REASONABLY SATISFIED TO THE COMPANY. THE COMPANY SHALL NOT REDEEM ANY B PREF SHARES AT ANY TIME WHEN ANY FIXED PREFERRED DIVIDEND IS IN ARREARS OF DEFICIENCY. SUBJECT TO THE PAYMENT IF ALL ARREARS/ACCRUALS OF DIVIDENDS ON THE B PREF SHARES, THE COMPANY MAY, ON NOT LESS THAN 3 MONTH'S WRITTEN NOTICE, AT ANY TIME REDEEM ALL BUT NOT SOME ONLY OF THE ISSUED B PREF SHARES.

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| Class of Shares: | "C" | Number allotted | 10000000 |
| | PREFERENCE | Aggregate nominal value: | 10000000 |
| Currency: | GBP | | |
| Prescribed particulars | | | |

THE "C" PREFERENCE SHARES ENTITLE THE HOLDERS THEREOF TO RECEIVE REASONABLE NOTICE OF, ATTEND AND SPEAK AT ANY GENERAL MEETINGS OF THE COMPANY, BUT SHALL NOT ENTITLE THEM TO VOTE ON ANY RESOLUTION AT SAID MEETING UNLESS IT IS IN RESPECT OF A RELEVANT RESOLUTION, IN WHICH CASE SUCH HOLDERS SHALL HAVE ONE VOTE EACH ON A SHOW OF HANDS AND ON A POLL SHALL HAVE ONE VOTE FOR EACH "C" PREFERENCE SHARE HELD. SUBJECT TO THE PAYMENT OF DIVIDENDS ON THE "A" AND "B" PREFERENCE SHARES, THE "C" PREFERENCE SHARES ENTITLE THE HOLDERS THEREOF TO RECEIVE A CUMULATIVE CASH DIVIDEND AT 7% PER ANNUM IN PRIORITY TO ANY DIVIDENDS PAID TO THE HOLDERS OF ORDINARY SHARES, AS MORE FULLY SET OUT AT ARTICLE 6(C) (III) OF THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES"). ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE, FOLLOWING PAYMENT OF THE ENTITLEMENTS DUE ON THE "A" AND "B" PREFERENCE SHARES, THE "C" PREFERENCE SHARES ENTITLE THE HOLDERS THEREOF TO A) THE NOMINAL AMOUNT AND ANY PREMIUM PAID ON THE ISSUE OF EACH SUCH "C" PREFERENCE SHARE AND B) A SUM EQUAL TO ANY ACCRUED AND/OR UNPAID "C" PREFERRED DIVIDENDS, IN PRIORITY TO ANY DISTRIBUTION TO THE HOLDERS OF ORDINARY SHARES. THE "C" PREFERENCE SHARES DO NOT CONFER ANY FURTHER RIGHTS OF PARTICIPATION IN THE PROFITS OR ASSETS OF THE COMPANY. SUBJECT TO ARTICLE 6(C) (AND IN PARTICULAR ARTICLE 6(C)(IV)) OF THE ARTICLES AND THE COMPANIES ACT 2006, ON THE OCCURRENCE OF A REDEMPTION EVENT THE HOLDERS OF THE "C" PREFERENCE SHARES SHALL HAVE THE DISCRETIONARY RIGHT TO REQUIRE ALL SUCH SHARES TO BE REDEEMED AT A PRICE EQUAL TO, IN AGGREGATE, £10,000,000 PLUS ALL ACCRUED BUT UNPAID "C" PREFERRED DIVIDENDS, SUCH RIGHT TO BE EXERCISED BY DELIVERING WRITTEN NOTICE TO THE COMPANY WITHIN 15 DAYS OF RECEIPT OF WRITTEN NOTICE FROM THE COMPANY OF THE SAID REDEMPTION EVENT. ON THE OCCURRENCE OF A TRIGGER EVENT, IF THE HOLDERS OF THE "C" PREFERENCE SHARES ELECT NOT TO REDEEM THE SAID SHARES, THEY SHALL HAVE THE DISCRETIONARY RIGHT TO CONVERT THEIR ISSUED AND OUTSTANDING "C" PREFERENCE SHARES INTO ORDINARY SHARES AS MORE FULLY SET OUT AT ARTICLE 6(C)(VI) OF THE COMPANY'S ARTICLES. ALL DEFINED TERMS ARE AS PER THE ARTICLES.

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| Class of Shares: | ORDINARY | Number allotted | 811925 |
| Currency: | GBP | Aggregate nominal value: | 811925 |
| Prescribed particulars | | | |

THE RIGHT TO VOTE AT GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE A DIVIDEND IF DECLARED BY THE BOARD. SUBJECT TO THE RETURN OF CAPITAL TO "A" PREFERENCE, "B" PREFERENCE AND "C" PREFERENCE SHAREHOLDERS, EACH ORDINARY SHARE IS ENTITLED PARI PASSU TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY.

Statement of Capital (Totals)

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| Currency: | GBP | Total number of shares: | 10835652 |
| | | Total aggregate nominal value: | 10835652 |
| | | Total aggregate amount unpaid: | 0 |

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.