

Company number: 01630402

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
NOTTINGHAM FOREST FOOTBALL CLUB LIMITED (the Company)

22nd June 2022 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**the Act**), the directors of the Company propose that resolution 1 and 2 be passed as ordinary resolutions, and resolution 3 be passed as a special resolution (each a **Resolution** and together the **Resolutions**).

ORDINARY RESOLUTIONS

1. **THAT**, the Capitalisation Deed in the form circulated with these Resolutions and marked "A" for the purpose of identification is approved and the directors be authorised to execute the Capitalisation Deed on behalf of the Company.
2. **THAT**, subject to the passing of Resolution 1, for the purposes of section 551 of the Act, the directors of the Company (the **Directors**) be authorised (in addition to all existing authorities granted to the Directors under section 551 of the Act (to the extent that they remain in force and unexercised)) generally and unconditionally to exercise all powers of the Company to allot, grant options over, offer or otherwise deal with or dispose of equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £41,000,000 provided that this authority shall expire on the fifth anniversary of the date on which the date of this Resolution is passed, unless such authority shall have been previously revoked or varied by the Company in a general meeting. The authority granted by this Resolution is in substitution for any authority to allot, grant options over, offer or otherwise deal with or dispose of equity securities previously granted to the directors which (to the extent that it remains in force and unexercised) is revoked.

SPECIAL RESOLUTION

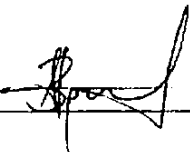
3. That, subject to the passing of Resolutions 1 and 2, the Directors be and are empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) in consideration for the waiver of debts due by the Company pursuant to the authority conferred upon them by Resolution 2 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
 - a. be limited to the allotment of equity securities up to an aggregate nominal amount of £41,000,000; and
 - b. expire on the fifth anniversary of the date on which the date of this Resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date). The authority granted in Resolution 2 is in substitution for any authority to allot, grant options over, offer or otherwise deal with or dispose of equity

securities previously granted to the directors which (to the extent that it remains in force and unexercised) is revoked.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement or not to any of the Resolutions.

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



Director:

Date: 22/06/22

For and on behalf of **NF Football Investments Limited**

NOTES

1. Resolution numbers 1 and 2 are proposed as ordinary resolutions. This means that they will be passed if the Company receives before the date falling 28 days after the Circulation Date (the **Lapse Date**) signified agreement from members of the Company representing more than 50 percent of the total voting rights of eligible members. Where, by the Lapse Date, insufficient agreement has been received for the Resolution to pass, the Resolution will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us by 5pm on the day before the Lapse Date.
2. Resolution 3 is proposed as a special resolution which means that it will be passed if the Company receives before the Lapse Date signified agreement from members representing 75 percent or more of the total voting rights of eligible members. Where, by the lapse date, insufficient agreement has been received for a Resolution to pass, such Resolution will lapse.
3. You can choose to agree to all of 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 to the Company using one of the following methods:
 - by hand/post: delivering the signed copy to Freeths LLP, 100 Wellington Street, Leeds, LS1 4LT, marked for the attention of Angelique Richardson; or
 - by email: by attaching a scanned copy of the signed document to an email and sending it to angelique.richardson@freeths.co.uk. Please enter "*Written Resolutions re NFFC*" in the email subject box.
4. You may not indicate your agreement to the Resolutions by any other method.
5. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
6. Once you have indicated your agreement to a Resolution, you may not revoke your agreement.
7. 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.
8. If you are signing this document on behalf of a person under a power of attorney or other authority please send a certified copy of the relevant power of attorney or authority when returning this document.