

06951765
COMPANY NUMBER: 0005304

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
Written resolution OF
ST MARY'S FOOTBALL GROUP LIMITED
(the Company)

CIRCULATED ON 22 SEPTEMBER 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution:

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended to include the following 'Mandatory Article', required under the EFL Regulations:

71. The English Football League Mandatory Article

(A) Without prejudice to the provisions of articles 34, 37 and 70, the directors may refuse to register the transfer of any share(s) in the event that:

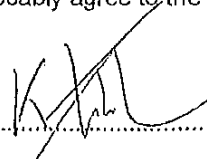
(i) the Football League Ltd (company number 00080612) has not provided the transferee with all necessary confirmations and approvals as required by the Owners' and Directors' Test contained at Appendix 3 of the EFL Regulations (as updated from time to time) or any equivalent provision of the EFL Regulations as updated from time to time; or

(ii) registering the transfer of any share(s) would cause the Company to breach any Regulation, Football Association Rule, Premier League Rule or any other equivalent provision of any regulatory authority to which the Company is subject.

(B) Except as required by law, no person is to be recognised by the Company as holding any share upon any trust, and except as otherwise required by law or the articles, the Company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

Please read the explanatory notes at the end of this document before signifying your agreement to the resolutions.

We, the undersigned, were at the time the resolution was circulated entitled to vote on the resolution and irrevocably agree to the resolution.

Signed 

Date 26.9.23

Katharina Liebherr

Signed 

Date 27.9.23

for and on behalf of Sport Republic UK Limited

EXPLANATORY NOTES FOR SHAREHOLDERS

- 1 If you agree to the resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company.

- 1.1 **BY HAND:** by delivering the signed copy to Legal at St Mary's Stadium, Britannia Road, Southampton, SO14 5FP.

AND/OR

- 1.2 **BY POST:** by returning the signed copy by post to Legal at St Mary's Stadium, Britannia Road, Southampton, SO14 5FP.

AND/OR

- 1.3 **BY E-MAIL:** by attaching a scanned copy of the signed document to an e-mail and sending it to legal@saintsfc.co.uk or, if scanning of a signed document is not possible, by sending an e-mail to legal@saintsfc.co.uk stating the agreement to the resolution in the text of the e-mail.

If you do not agree to the above resolution, you do not need to do anything.

- 2 Once you have signified your agreement to the resolution, you may not revoke your agreement.

- 3 Unless, by 19 October, sufficient agreement has been received for the resolution to be passed, it will lapse. If you agree to the resolution, please ensure that signification of your agreement reaches us before or on this date.

- 4 Sufficient agreement will have been reached to pass an ordinary resolution if eligible members (ie, members who were entitled to vote at the time the resolution was circulated) representing a simple majority of the total voting rights of eligible members signify their agreement to it. Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it.

- 5 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.