

ROCHDALE ASSOCIATION FOOTBALL CLUB LIMITED (“COMPANY”)

Directors: S Gauge (Chairman), G Courtney, T Pockney, M Knight, R Knight, J Wormald.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Rochdale Association Football Club (“RAFC”) will be held as follows.

Type of meeting: The meeting will be held in-person.

Date of meeting: Thursday 7th March 2024

Time of meeting: 1930

Place: The Ratcliffe Bars & Function Suite, Sandy Lane, Rochdale, OL11 5DR

Members will be asked to consider and, if thought fit, to pass the resolutions below. Resolutions 1, 3, 4 and 5 will be proposed as special resolutions and resolution 2 will be proposed as an ordinary resolution.

RESOLUTIONS

Removal of Restriction on Authorised Share Capital – SPECIAL RESOLUTION

1. THAT, the restrictions on the authorised share capital of the Company set out in paragraph 5 of the memorandum of association of the Company and paragraphs 44 and 45 of the Company’s articles of association are hereby revoked and deleted so that the number of shares the Company can allot and issue will be unlimited.

Authority to Allot New Class of Shares and Class Rights

2. THAT, subject to the passing of resolution 1, in accordance with section 551 of the Companies Act 2006, the directors of the Company (Directors) be generally and unconditionally authorised to allot 9,000,000 ordinary A shares of £0.22p each in the capital of the Company having the rights and restrictions as set out in paragraphs 2.1, 2.2, 2.3 and 2.4 below provided that –
 - a) this authority shall, unless renewed, varied or revoked by the Company, expire at not less than 5 years from the date this resolution is passed; and
 - b) all ordinary A shares allotted pursuant to the authorisation hereby conferred shall be so allotted at no less than their nominal value.

2.1 On a return of assets on liquidation, capital reduction or otherwise (other than a conversion or purchase of shares of any class in the Company), the assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully able to do so) in the following order of priority:

- a) first, in paying to the holders of the ordinary A Shares, in respect of each ordinary A Share held, the price paid for that ordinary A share and, if there is a shortfall of assets remaining to satisfy such payments in full, the proceeds shall be distributed to the holders of the ordinary A shares pro rata to the aggregate amounts due under this resolution to each such ordinary A share held; and
- b) thereafter, in distributing the balance among the holders of all ordinary and ordinary A shareholders pro rata to the number of shares held, as if they all constituted shares of the same class.

2.2 The holder of a majority of the ordinary A shares for the time being shall be entitled to appoint [four] persons to be “A Share Directors” of the Company.

- 2.3 Subject to the minimum number of Director requirements under the articles of association of the Company, any Director may at any time be removed from office by the holder of a majority of the ordinary A shares and the right to appoint and to remove Directors under this resolution shall be a class right attaching to the ordinary A shares.
- 2.4 Section 561 of the Companies Act 2006 shall apply to the holders of any ordinary A shares and reference to 'existing shareholders' and 'ordinary shares' in that section of the Act should be read as ordinary A shareholders and ordinary A shares and construed accordingly and the right of pre-emption under this resolution shall be a class right attaching to the ordinary A shares.

Changes to Director Rotation – SPECIAL RESOLUTION

3. THAT, the requirements within the Company's articles of association for rotation of directors shall not apply to A Share Directors and accordingly articles 85 to 93 should be read so that these provisions are amended or removed so as to disapply this requirement in respect of A Share Directors.

Changes to Voting – SPECIAL RESOLUTION

4. THAT, the wording of articles 65 and 67 of the articles of association of the Company, be amended as follows.

'65. At any general meeting every resolution shall be decided on a show of hands unless a poll is duly demanded and a poll may be demanded in advance of the general meeting where the resolution is to be put to the vote or at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

...

67. A poll may be demanded by the chairman of the meeting, the holder of any ordinary A shares, the Directors, two or more persons having the right to vote on the resolution or a person or persons representing not less than one tenth of the total voting rights of all shareholders having the right to vote on the resolution.'

Removing Requirement to Appoint an Auditor – SPECIAL RESOLUTION

5. THAT, the requirements within the Company's articles of association for the Company's accounts to be audited and for the Company to appoint an auditor to be removed and accordingly articles 118 to 124 of the Company's articles of association be deleted and that Wyatt Morris Golland Ltd shall hold appointment as auditor until the next Annual General Meeting of the Company after which it is intended that no further appointment will be made.

Registered Office: -
The Crown Oil Arena
Sandy Lane
Rochdale
OL11 5DR

By order of the board

S Gauge
Chairman
20th February 2024

Appointment of Proxies

Members of the company entitled to attend and vote at the meeting are also entitled to appoint one or more proxies to attend, vote and speak on their behalf. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

To be valid, the full name of any proxies must be lodged at the registered office of the company no later than 48 hours prior to the time appointed for the meeting. Members should make proxies aware of their voting intentions and are responsible for giving them the relevant instructions directly.