

**LINCOLN CITY FOOTBALL CLUB COMPANY LIMITED (COMPANY NUMBER
00045611)**

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting (**Meeting**) of Lincoln City Football Club Company Limited (company number: 00045611) (**Company**) will be held in the 200 Club at the LNER Stadium, Sincil Bank, Lincoln, LN5 8LD on Thursday 08 December 2022 at 7pm.

You will be asked to consider and vote on the resolutions below. The directors of the Company propose that resolutions 1 and 2 are passed as special resolutions of the Company and that resolution 3 is passed as an ordinary resolution of the Company (together the **Resolutions**).

SPECIAL RESOLUTIONS

RESOLUTION 1: THAT the articles of the Company be amended by the insertion of new Article 7:

"7. SHARE CAPITAL

7.1. Subject to Articles 7.2(b) and 7.3(b) the Ordinary Shares and the Variable Nomination Shares shall rank pari passu in all respects.

Ordinary Shares

7.2. Each Ordinary Share shall confer on its holder the right to:-

- (a) receive notice of, attend, whether in person or proxy, speak and vote at general meetings of the Company;*
- (b) receive a dividend on the same terms as and when one is declared on any of the shares.*

Variable Nomination Shares

7.3. Each Variable Nomination Share shall confer on its holder the right to:-

- (a) receive notice of, attend, whether in person or proxy, speak and vote at general meetings of the Company;*
- (b) receive a dividend on the same terms as and when one is declared on any of the shares. .*

7.3 On a return of capital upon liquidation or otherwise or upon the sale of the Company (whether by sale of all of the issued shares or by way of an asset sale) the proceeds of sale or assets of the Company available for distribution amongst the shareholders (as applicable) shall be applied pro rata to all shareholders excluding, for the avoidance of doubt, any share premium.

7.4. Subject to the remaining provisions of this Article 7, the directors are generally and unconditionally authorised, for the purposes of section 551 of the Act, to exercise any power of the Company to:

7.4.1. *offer or allot;*

7.4.2. *grant rights to subscribe for or to convert any security into; and*

7.4.3. *otherwise deal in, or dispose of,*

any shares (or any options, warrants, conversion rights and all other rights to acquire or subscribe for shares) to any person, at any time and subject to any terms and conditions as the directors think proper.

7.5. *The foregoing authority:*

7.5.1. *shall be limited to a maximum number of an additional 10,000,000 (ten million) Ordinary Shares and 10,000,000 (ten million) Variable Nomination Shares.*

7.5.2. *shall only apply insofar as the Company has not, subject to these Articles, renewed, waived or revoked it by ordinary resolution; and*

7.5.3. *may only be exercised for a period of 5 (five) years from the date of these Articles save that, subject to these Articles, the directors may make an offer or agreement which would, or might, require any shares to be allotted after the expiry of such authority (and the directors may allot shares in pursuance of an offer or agreement as if such authority had not expired)."*

RESOLUTION 2: THAT the articles of the Company be amended by the insertion of new Article 12:

"12. Right to Refuse Transfer of Shares

12.1 *The directors may refuse to register the transfer of any share(s) in the event that:*

(a) *Football League Limited (The) (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*

(b) *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.*

12.2 *Except as required by law, no person is to be recognised by the Company as holding any shares 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."*

ORDINARY RESOLUTION

RESOLUTION 3: THAT in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be unconditionally authorised to allot 10,000,000 (ten million) Variable Nomination Shares in the capital of the Company having the rights and subject to the restrictions set out in the articles of association of the Company. Unless renewed, varied or revoked by the Company, this authority shall expire five years from the date the Resolution is passed.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

By order of the Board

R.J. Parnell

Company Secretary

LNER Stadium

Sincil Bank

Lincoln

LN5 8LD

21 November 2022

NOTES TO THE NOTICE OF GENERAL MEETING

Appointment of Proxies

1. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. 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.
2. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, you must contact the Company Secretary by post at LNER Stadium, Sincil Bank, Lincoln, LN5 8LD or by email at companysecretary@theredimps.com. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder will result in the proxy appointment being invalid. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
3. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy by post

4. The notes to the proxy form explain how to direct your proxy how to vote on each resolution.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to the Company at LNER Stadium, Sincil Bank, Lincoln, LN5 8LD; and
- received by the Company no later than 5pm on Wednesday 07 December 2022.

In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact the Company Secretary by post at LNER Stadium, Sincil Bank, Lincoln, LN5 8LD or by email at companysecretary@theredimps.com

Appointment of proxies electronically

5. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by contacting the Company Secretary by post at LNER Stadium, Sincil Bank, Lincoln, LN5 8LD or by email at companysecretary@theredimps.com For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than 5pm on Wednesday 07 December 2022.

This email address should not be used for any other purposes unless expressly stated.

Appointment of proxy by joint members

6. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

7. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company Secretary, LNER Stadium, Sincil Bank, Lincoln, LN5 8LD.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointment

8. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by either:
 - Sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to the Company. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed

(or a duly certified copy of such power or authority) must be included with the revocation notice.

- Sending an email to companysecretary@theredimps.com and attaching a signed letter of authority and instruction by PDF attachment to be received no later than 5pm on Wednesday 07 December 2022.

In either case, the revocation notice must be received by the Company no later than 5pm on Wednesday 07 December 2022.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Communication

9. Except as provided above, shareholders who have general queries about the meeting should contact the Company Secretary by post at LNER Stadium, Sincil Bank, Lincoln, LN5 8LD or by email at companysecretary@theredimps.com (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in this notice of general meeting; or
- any related documents (including the proxy form),

to communicate with the Company for any purposes other than those expressly stated.