

**NORTHAMPTON SAINTS PLC ("THE COMPANY")**

**COMPANY NUMBER: 04064363**

**NOTICE OF GENERAL MEETING**

Notice is hereby given that a general meeting of the Company will be held at cinch Stadium at Franklin's Gardens, Northampton, NN5 5BG on 17<sup>th</sup> July 2024 at 10am to consider and, if thought fit, to pass the following resolutions. It is intended to propose the resolutions as ordinary and special resolutions where indicated.

**ORDINARY RESOLUTIONS**

- 1 That, in accordance with section 551 of the Companies Act 2006 (the "**Act**"), the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £6,290,637, being inclusive of all issued shares as at the date this resolution is passed, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act.

**SPECIAL RESOLUTIONS**

- 2 THAT, subject to the passing of the resolution 1 above, in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561 of the Act did not apply to any such allotment, provided that this power shall:
  - 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £6,290,637; and
  - 2.2 expire on the fifth anniversary of the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.
- 3 THAT the articles of association (attached) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, all the existing articles of association.

By order of the Board

J Chapman

Secretary

Dated: 27<sup>th</sup> June 2024

Registered in England and Wales no. 04064363

Registered office: Franklins Gardens, Weedon Road, Northampton, Northamptonshire, NN5 5BG

Email address for delivery of proxies: [companysecretary@northamptonsaints.co.uk](mailto:companysecretary@northamptonsaints.co.uk)

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## **NOTES TO THE NOTICE OF GENERAL MEETING**

1. A member of the Company is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at the meeting. A member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by them.
1. A form of proxy is enclosed. To be effective, the proxy form or other instrument appointing a proxy must be completed and signed and delivered to the registered office of the Company or delivered by electronic communication as specified below not later than 48 hours (ignoring any part of a day that is not a working day) before the time for holding the meeting. Any power of attorney or any other authority under which the instrument appointing a proxy is signed (or a duly certified copy of such power or authority) must be included. Appointing a proxy does not preclude a member from attending and voting at the meeting in person.
2. To deliver an appointment of a proxy by electronic communication, scan the duly signed instrument appointing a proxy and any supporting documents in a .pdf, .jpg or .tiff format (so that the documents are legible and the signature is clearly visible) and send to the email address for delivery of proxies specified above. Any document or information relating to proxies for the meeting or otherwise relating to proceedings at the meeting may be sent by email to that address (but not to any other address or number for electronic communications mentioned in this document or any document accompanying it) provided that it is received no less than 48 hours (ignoring any part of a day that is not a working day) before the meeting, but any electronic address or number provided in this notice or in any related document (including the proxy form) may not be used to communicate with the Company for any purposes other than as expressly stated.
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 their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.
4. In the case of joint holders of a share, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the more 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.