

BERWICK RANGERS FOOTBALL CLUB PLC

NOTICE is hereby given that the Sixty-Ninth Annual General Meeting of Berwick Rangers Football Club PLC will be held at THE JB LOUNGE, BERWICK RANGERS F.C. SHIELFIELD PARK, BERWICK UPON TWEED on MONDAY 24th January 2022 at 7.00pm.

- NB Should there be any necessity to change this from the JB Lounge to an online Zoom AGM (as was the case last year) formal notice will be given on the normal club website and social media.

Web is www.berwickrangers.com

The meeting to consider and if thought fit, to pass the following Resolutions, with those numbered 1-3 and 5-7 being proposed as Ordinary Resolutions and those numbered 4 being proposed as Special Resolution, namely:-

1. That the Company's Annual Accounts for the financial year ended 31st May 2021, together with the Directors' Report and the Auditors' Report on those accounts, be received.
2. That James Gordon Curle and Gary John Burns, having been co-opted as Directors of the Company be ratified as Directors of the Company.
3. That, in accordance with section 551 of the Companies Act 2006 (CA 2006), 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 £100,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31st January 2023 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 80 of the Companies Act 1985 or section 551 of the CA 2006 but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.
4. That, subject to the passing of resolution 4 above and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by this resolution, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:
Be limited to the allotment of equity securities up to an aggregate nominal amount of £50,000; and expire 31st January 2023 (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.

- 5. That Paul Clegg & Company be appointed as Auditors of the Company.**
- 6. That the Board be authorised to settle the remuneration of the Auditors for 2022.**
- 7. To transact any other business which may properly be transacted at an Annual General Meeting, any matters to be raised under any other business should be lodged in writing to the Registered Office no later than 48 hours prior to the meeting date. This may also be done by email to club@berwickrangers.com**

BY ORDER OF THE BOARD

Dated: 16 DECEMBER 2021

Signed by Company Secretary

M. R. Pentecost

Sanderson McCreath & Edney, 4 Quay Walls, Berwick upon Tweed TD15 1HD

PROXIES: A member entitled to attend and vote is entitled to appoint a proxy who need not be a member of the Company, to attend and vote on his behalf. Proxies must be delivered to the Registered Office NOT LESS than 48 hours before the time of holding the meeting.