

## **NORTHAMPTON SAINTS PLC**

**(the Company)**

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

**Thursday 29<sup>th</sup> January 2026 at 11am**

#### **Actions Prior To The Meeting**

There are four resolutions to be considered and voted on by the shareholders at the GM. One resolution is proposed as and "Ordinary Resolution", with the remaining three resolutions proposed as "Special Resolutions".

Members are invited to submit any questions relating to the resolutions prior to the AGM **EITHER BY POST** to Company Secretary, Franklin's Gardens, Weedon Road, Northampton NN5 5BG **OR BY EMAIL TO** [companysecretary@northamptonsaints.co.uk](mailto:companysecretary@northamptonsaints.co.uk)

All voting will take place either in person at the meeting, or using the proxy form enclosed which should be completed, signed and returned either:

- **By post** – Company Secretary, Franklin's Gardens, Weedon Road, Northampton NN5 5BG.
- **By email** – [companysecretary@northamptonsaints.co.uk](mailto:companysecretary@northamptonsaints.co.uk),

to arrive no later than 48 hours before the time fixed for the AGM.

#### **Ordinary Resolutions**

##### **Resolution 1 – Allotment of Shares**

The purpose of this resolution is to grant the Club's Board of directors (the "**Board**") the ability to raise up to £4m, by increasing the number of shares in issue up to an aggregate nominal amount of £7,739,916.

#### **Special Resolutions**

##### **Resolution 2 – Waiver of Pre-emption Rights**

The purpose of this resolution is to grant the Board the ability to issue the New Shares without offering them first to all of the Shareholders of the Club (the "**Shareholders**"). As a result, all other shareholders will see a small dilution due to the issue of new shares.

##### **Resolutions 3 and 4 – Redesignation of Preference Shares**

The purpose of these resolutions is to redesignate preference shares, held by certain major shareholders, as ordinary shares. This will result in a small dilution for existing shareholders.