



## NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Northampton Saints plc (the Company) will be held at cinch Stadium at Franklin's Gardens, Weedon Road, Northampton NN5 5BG on Thursday 29<sup>th</sup> January 2026 at 11.00am. Shareholders are invited to join the meeting in person. Your attention is drawn to the notes below and to the Explanatory Notes to the Notice of the General Meeting, which document should be read in conjunction with this Notice.

The business of the meeting will be to consider and, if thought fit, to approve the following resolutions. It is intended to propose the resolutions as ordinary and special resolutions where indicated.

### ORDINARY RESOLUTIONS

#### **Resolution 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 £7,739,916, 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

#### **Resolution 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 5, as if section 561 of the Act did not apply to any such allotment, provided that this power shall:

- 6.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £7,739,916; and
- 6.2 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.

#### **Resolution 3**

THAT, each of the 91,240 preference shares of £0.50 held by Benjamin Leon Barwell in the capital of the Company be and is hereby redesignated as an ordinary share of £0.50, having the rights and being subject to the restrictions set out in the articles of association of the Company.



#### **Resolution 4**

THAT, each of the 182,481 preference shares of £0.50 held by Keith Leslie Barwell and Margaret June Barwell in the capital of the Company be and is hereby redesignated as an ordinary share of £0.50, having the rights and being subject to the restrictions set out in the articles of association of the Company.

#### **By order of the Board**

**W Thorp**

**Secretary**

**5 January 2026**

#### **Notes:**

- 1 If you are a member who is entitled to attend electronically and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights at the meeting. Proxy votes must be cast using the enclosed Form of Proxy which should be returned by email or by post to the address shown in the Notes at the bottom of the Form of Proxy.
- 2 To be entitled to vote at the meeting (and for the purpose of determining the number of votes a member may cast) members must be entered on the Register of Members of the Company by 5pm on Monday 5<sup>th</sup> January 2026.
- 3 To be valid, forms of proxy together with any power of attorney or other authority under which it is signed, or a copy of such authority notarially certified, must be lodged **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) no later than 48 hours before the time fixed for the Meeting.
- 4 Questions relating to the resolutions to be voted upon may be addressed **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).