

Company Number: 00036624

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

THE EVERTON FOOTBALL CLUB COMPANY LIMITED

(passed on 29 April 2014)

SATURDAY



A07 *A38KT02B* 24/05/2014 #227
COMPANIES HOUSE

The following written resolution was passed as a special resolution of the Company

That the Articles of Association of the Company be amended by

- (i) deleting the definition of Act in Article 1 Interpretation, and replacing it with

'Act means the Companies Act 2006 including any statutory modification or enactment thereof for the time being in force',

- (ii) deleting Article 10 in its entirety and replacing it with the following

'10 NOTICE OF GENERAL MEETINGS

10 1 Once in every calendar year the company shall call a general meeting

10 2 Unless special notice of a meeting is required pursuant to the Act, any general meeting shall be called by at least fourteen clear days' notice

10 3 A general meeting may be called by shorter notice by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right

10 4 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted

10 5 Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors

10 6 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting'

- (iii) deleting articles 12 7 and 12 8 and replacing them with the following

'12 7 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)

"The Everton Football Club Company Limited"

I/We, _____ of _____
being a member/members of the above-named company, hereby appoint of
or failing him, _____ of _____
as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the
company to be held on _____ 20 _____ and at any adjournment thereof

Signed on _____ 20 _____

12 8 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)

"The Everton Football Club Company Limited"

I/We, _____ of _____
being a member/members of the above-named company hereby appoint
of _____ or failing him _____ of _____
as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the
company, to be held on _____ 20 _____
and at any adjournment thereof

This form is to be used in respect of the resolutions mentioned below as follows

Resolution No 1 *for *against
Resolution No 2 *for *against

*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting

Signed this _____ day of _____ 20 _____, and

(iv) deleting Article 17 in its entirety and replacing it with the following

'17 APPOINTMENT OF DIRECTORS

17 1 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors

17 2 A director appointed pursuant to article 17 1 shall hold office only until the next following general meeting If not reappointed at such general meeting, he shall vacate office at the conclusion thereof

17 3 Notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment or reappointment as a director at the meeting '