

CFC 2001 Ltd

Annual General Meeting 2026 including a General Meeting

SMH Group Stadium, 11am, 26 February 2026

Annual General Meeting

1. Welcome remarks
2. Apologies for absence
3. Minutes of the previous meeting
4. To approve the Directors Report and financial statement for the year ended 30 June 2025
5. To authorise Directors to appoint Auditors of the company and to fix their remuneration
6. Any other business

General Meeting

ORDINARY RESOLUTION

1. Authority to allot shares

THAT, subject to the passing of Resolution 2 in accordance with section 551 of the Companies Act 2006 (**CA 2006**) and article 4 of the Company's articles of association (the **Articles**), the directors of the Company (the **Directors**) are generally and unconditionally authorised for the purposes of s 551 CA 2006 to exercise all the powers of the Company to allot B Ordinary Shares of £0.04 each in the Company and to grant rights to subscribe for or to convert any security into shares in the Company on and subject to such terms as the Directors may determine up to an aggregate nominal amount of £5,000,000, provided that:

- (a) (unless previously revoked, varied or renewed by the Company) this authority will expire on 30 June 2030, save that the Directors may, before this authority expires, make offers or agreements which would or might require B Ordinary Shares in the Company to be allotted, or rights to subscribe for or convert securities into B Ordinary Shares to be granted, after its expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into B Ordinary Shares pursuant to such offers or agreements as if this authority had not expired; and
- (b) this authority replaces all subsisting authorities previously granted to the Directors for the purposes of s 551 CA 2006, which, to the extent unused at the date of this resolution, are revoked with immediate effect, without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities.

SPECIAL RESOLUTION

2. Disapplication of pre-emption rights

THAT, subject to the passing of Resolution 1, in accordance with s 570 CA 2006 the Directors are given power to allot equity securities (as defined in s 560 CA 2006) of the Company pursuant to the authority conferred by that resolution as if s 561(1) CA 2006 and article 5.1 of the Articles did not apply to any such allotment, provided that:

- (a) this power is limited to the allotment of equity securities up to a maximum aggregate nominal amount of £5,000,000; and

- (b) (unless previously revoked, varied or renewed by the Company) this power will expire on 30 June 2030, save that the Directors may, before this power expires, make offers or agreements which would or might require equity securities to be allotted after its expiry and the Directors may allot equity securities pursuant to such offers or agreements as if this power had not expired.
- (c) This power replaces all subsisting powers previously given to the Directors for the purposes of s 570 CA 2006, which, to the extent unused at the date of this resolution, are revoked with immediate effect, without prejudice to any allotment of equity securities already made, offered or agreed to be made under any such power.

NOTES:

- (1) A member may appoint another person as proxy to exercise all or any of his/her rights to attend, speak and vote at the meetings. A proxy need not be a member of the Company. The appointment of a proxy will not preclude a member from attending and voting in person at the meetings.
- (2) To be effective, any proxy indication or any other instrument appointing a proxy must be completed, signed and sent (together with any power of attorney or other authority under which an appointment is made or a duly certified copy):
 - (a) by post to The SMH Group Stadium, 1866 Sheffield Road, Chesterfield S41 8NZ; or
 - (b) between the hours of 10am and 5pm on any weekday by hand to The SMH Group Stadium, 1866 Sheffield Road, Chesterfield S41 8NZ; or
 - (c) to peterwhiteley@chesterfield-fc.co.uk (where a recognised email address will serve as a signature),

in each case, so as to be received not later than the commencement of the initial meeting on 26 February 2026 or, if the meeting is adjourned, not later than the time appointed for holding any adjourned meeting.

- (3) Votes either in favour or opposing agenda item 4 or 5 at the Annual General Meeting or in favour or opposing the Ordinary Resolution or Special Resolution at the General Meeting can be indicated by the means described in Note (2).
- (4) Any reasonable question concerning the Directors Report and financial statement posed by the means in Note (2) will be addressed at the Annual General Meeting with the response recorded
- (5) Proxy indications and any other instrument appointing a proxy and any power of attorney or other authority under which an appointment is made or a duly certified copy and any notice of termination of the authority of a proxy may be sent by electronic means to the electronic address specified in Note (2) and will not be validly received by the Company if they are sent to any other electronic address.. No electronic address set out in this notice relating to the meeting may be used for the purpose of sending information or documents to the Company, including documents or information relating to proceedings at the meeting, except as provided in this Note (4). Any electronic communication received by the Company that is found to contain any virus or other malware will not be accepted.

Peter Whiteley
Secretary
11 February 2026