

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

SHEFFIELD WEDNESDAY FOOTBALL CLUB LIMITED (the "Company")

24 September 2022 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below be passed as a special resolution (the "**Resolution**"):

RESOLUTION

THAT with effect from this Resolution being passed, the articles of association of the Company be altered by:

a) inserting the following new definitions:

"EFL"	means the English Football League
"EFL Regulations"	means the regulations of the EFL from time to time (and any rules made thereunder)
"Football Association Rules"	means the rules and regulations for the time being of the Football Association
"Premier League Rules"	means the rules from the time being of The Football Association Premier League Limited
"Regulation"	means the regulations of The League from time to time (and any rules made thereunder)
"The League"	means The Football League Limited

b) inserting the following new article:

"42. Regulations Required by The Football League

42.1 Without prejudice to the provisions of Article 5 and Articles 23 to 28 of Table A, the directors may refuse to register the transfer of any share(s) in the event that:

42.1.1 the Football League Limited (company number 00080612) has not provided the transferee with all necessary confirmations and approvals as required by the Owners' and Directors' Test contained at Appendix 3 of the EFL Regulations (as updated from time to time) or any equivalent provision of the EFL Regulations as updated from time to time; or

42.1.2 registering the transfer of any share(s) would cause the Company to breach any Regulation, Football Association Rule, Premier League Rule or any other equivalent provision of any regulatory authority to which the Company is subject.

42.2 Except as required by law, no person is to be recognised by the Company as holding any share upon any trust, and except as otherwise required by law or the articles, the Company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it."; and

c) updating any cross-references as necessary.

We, the undersigned, being the holders of the requisite amount of the issued share capital of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.



.....
For and on behalf of

Sheffield Wednesday Football Club Limited

Date: 24 - 9 - 22

NOTES

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (a) **By hand:** delivering the signed copy to the Company at its registered office.
 - (b) **By post:** returning the signed copy by post to the Company at its registered office.
- If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 3 Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.