

**CHELSEA PITCH OWNERS PLC**  
**Company Number: 02800546**

(the **Company**)

**NOTICE** of the annual general meeting of the Company held at 11:00 a.m. on Friday 30th January 2015 at The Hollins Suite, Chelsea Football Club, Stamford Bridge, London SW6 1HS

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 8 will be proposed as ordinary resolutions and resolutions 9 to 10 will be proposed as special resolutions.

1. to receive and adopt the Company's annual accounts for the financial year ended 31 July 2014 together with the directors' report and the auditor's report on those accounts
2. to re-elect Steven John Frankham as a director of the Company (a Director);
3. to re-elect Richard Graham Catherwood Smith as a Director;
4. to re-elect Richard John Glanvill as a Director;
5. to re-elect Sean William Jones as a Director;
6. to re-elect Charles George Rose as a Director;
7. to re-appoint Hannaways as auditors to the Company from the conclusion of this annual general meeting until the conclusion of the next annual general meeting at which accounts are laid; and
8. that the Directors be authorised to fix the remuneration of Hannaways.
  
9. THAT, in substitution of all existing authorities, the Directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the **Act**), to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount of £100,000 during the period commencing on the date of the passing of this resolution (unless previously renewed, varied or revoked by the Company in general meeting), save that the Company may before such expiry make an offer or agreement which would or may require equity securities to be allocated after the expiry of this authority and the board of Directors of the Company (the **Board**) may allot the securities pursuant to any such offer or agreement as if this authority had not expired.
10. THAT, in substitution of all existing authorities and subject to the passing of resolution 9, the Directors be generally empowered, in accordance with section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 9, as if section 561(1) of the Act did not apply to such allotment, provided that this power shall expire on the day falling on the 5<sup>th</sup> anniversary of the date of the passing of

this resolution (unless previously renewed, varied or revoked by the Company in general meeting), save that the Company may before such expiry make an offer or agreement which would or may require equity securities to be allotted after the expiry of this authority and the Board may allot the securities pursuant to any such offer or agreement as if this authority had not expired.

By order of the Board

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Charles George Rose

Company Secretary

Chelsea Pitch Owners Plc

Irene House,  
Five Arches Business Park, Maidstone Road,  
Sidcup, Kent, DA14 5AE

Date: 30th December 2014