

Company Number: 07914690  
Darlington 1883 Limited  
("the Company")

**AGM 2015 - Admission and Proxy Reply Form**

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**1 – Request for Admission**

If you wish to attend the AGM in person, please insert an X in the box below and sign where indicated

**Request of Admission** – I/we will personally attend the Annual General Meeting. Please issue an Admission Card in my/our name

<b>Signature</b>	<b>Date</b>
<b>NAME OF SHAREHOLDER (IN BLOCK LETTERS)</b>	

**2 – Appointment of Proxy and Voting Instructions**

**Before completing this form, please read the explanatory notes on the notice of the Meeting**  
I/We being a member of the Company appoint the Chairman of the meeting or (see note 3)

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as my/our proxy to attend, speak and vote on my/our behalf at the Meeting of the Company to be held on 5 November 2015 at 6.30 p.m. at Blackwell Grange Hotel, Grange Road, Darlington, County Durham, DL3 8QH and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the Meeting.

<b>ORDINARY BUSINESS</b>	<b>For</b>	<b>Against</b>
1. To receive the Company's annual accounts for the financial year ended 30 June 2015		
2. To reappoint the following directors in accordance with article 21.1.1 of the Company's Articles of Association:		
David Mills		
Darlington 1883 Supporters Society Limited		

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3. To authorise the directors to allot Ordinary shares in the Company up to an aggregate nominal amount of £75,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 June 2016 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares 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 80 of the Companies Act 1985 or section 551 of the CA 2006 but without prejudice to any allotment of shares or grant of rights to subscribe for or to convert any security into shares in the Company already made or offered or agreed to be made pursuant to such authorities

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**SPECIAL BUSINESS**

**For**                      **Against**

4. Subject to the passing of the above Ordinary Resolution (3), to generally empower the directors to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by the Ordinary Resolution, as if article 28.1 did not apply, provided that this power shall:

- (i) be limited to the allotment of equity securities up to an aggregate nominal amount of £75,000; and
- (ii) expire on 30 June 2016 (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.

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**Signature**

**Date**

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**Important Notes for AGM Registration, Proxy Appointment and Voting Instructions**

These Important Notes accompany, and should be read in conjunction with, the Notice of AGM and letter to shareholders dated 13 October 2015.

1. To be valid for the AGM your request for an Admission Card or Proxy Appointment and, as the case may be, your voting instructions must be completed signed and received either in hard copy or by email:

FAO The Directors (AGM)  
Darlington 1883 Limited  
Blackwell Meadows  
Grange Road  
Darlington  
DL1 5NR  
Email: agm@dfc1883.co.uk

**no later than 5:00pm on Tuesday 3 November 2015.**

**Alternatively, please feel free to leave your completed documents with Quaker Retail staff at the Dolphin Centre in Darlington during standard opening hours, if this is more convenient, ensuring that they are received no later than 5:00pm on Tuesday 3 November 2015.**

Admissions Cards will be available for collection in person from Quaker Retail (either at the above address or at home league matches) from Monday 26 October 2015] until Tuesday 3 November 2015. If you are unable to collect your Admission Card before that date, it will be available for collection from the Shareholder's check-in counter from 6:00pm on the day of the AGM

2. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the notice of the Meeting.
3. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
4. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. To appoint as your proxy a person other than the Chairman of the Meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the Meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

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6. To appoint a proxy using this form, the form must be:
  - 6.1 completed and signed;
  - 6.2 sent or delivered to Darlington 1883 Limited, Blackwell Meadows, Grange Road, Darlington, DL1 5NR; and
  - 6.3 received by the Company no later than forty-eight hours before the time of the Meeting (not taking into account any part of a day which is not a working day).
7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. As an alternative to returning by post the hard-copy proxy form, you can appoint a proxy by sending a copy of the completed proxy form to the Company Secretary using the email address [agm@dfc1883.co.uk](mailto:agm@dfc1883.co.uk). For such a proxy appointment to be valid, your emailed form must be received by no later than forty-eight hours before the time of the Meeting (not taking into account any part of a day which is not a working day). The e-mail address and fax number should not be used for any other purposes unless expressly stated.
10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
11. If you submit more than one valid proxy appointment, the appointment received before the latest time for the receipt of proxies will take precedence.
12. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of the Meeting.

