

Darlington 1883 Limited
Blackwell Meadows
Grange Road
Darlington
DL1 5NR
Company Number 079414690



14 October 2015

Dear Shareholder

Annual General Meeting of Darlington 1883 Limited

We invite you to the 2015 Annual General Meeting (**AGM**) of Darlington 1883 Limited (the **Company**). The AGM will be held on 5 November 2015 at 6:30pm and will take place at Blackwell Grange Hotel, Grange Road, Darlington, County Durham DL3 8QH.

Please find enclosed the Company's Notice of AGM and the other information and documents that you need to take part in, or to have your voting rights exercised by third parties at, the AGM. Please read the Notice before taking any decision on how to cast your vote. This letter is not a summary of the proposals contained in the Notice and should not be regarded as a substitute for reading the Notice.

By way of further explanation, however, resolutions 3 and 4 have been included in order to provide statutory authorisation for the directors to allot and issue ordinary shares in accordance with the company's Articles of Association. The directors have included these resolutions, the provisions of which expire on 30 June 2016, within the AGM so as to avoid any potential duplication of administration and legal costs if the shareholders are required to be contacted at any point in early 2016 to vote on these same matters. These provisions mirror the written resolutions that shareholders at the time were asked to vote in favour of at the 2014 AGM.

Your vote is important to us and we ask you to exercise your voting rights. At the AGM, all resolutions will be voted on a poll. The resolutions to be passed at the AGM must be approved by more than 50% of the votes cast, in relation to each ordinary resolution, or by not less than 75% of the votes cast in respect of each special resolution. Resolutions 1 to 3 (inclusive) will be proposed as ordinary resolutions. Resolution 4 will be proposed as a special resolution. In order to cast your vote you have the following options:

Personal attendance at the AGM – we would be pleased to welcome you to the AGM to exercise your voting rights in person (see Section 1 of the Reply Form).

Appointment of a proxy – authorisation of either the Proxy Agent appointed by the Company or a person of your choice to exercise your voting rights on your behalf (see Section 2 of the Reply Form).

Please return your request for an Admission Card or your Proxy Appointment by close of business on 3 November 2015 and **please read the Important Notes before completing your instructions.**

The directors consider all of the proposed resolutions to be in the best interest of the Company and its shareholders as a whole. Accordingly, our directors unanimously recommend that you vote in favour of the resolutions. We hope that you will be able to participate in our Annual General meeting in November.

Yours faithfully

Martin Jesper

Martin Jesper
Chief Executive Officer
Darlington 1883 Limited