

Notice of Annual General Meeting (Meeting)

Notice is hereby given that the Annual General Meeting (**AGM**) of the Company will be held at Blackwell Grange Hotel, Grange Rd, Darlington, County Durham DL3 8QH at 6.30 p.m. on 5 November 2015 for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

Ordinary Business

- 1.1 To receive the Company's annual accounts for the financial year ended 30 June 2015 (**Accounts**); and
- 1.2 Notwithstanding the Company's Articles of Association, the following director resigns and shall not seek to be reappointed:
 - 1.2.1 Martin Jesper
- 1.3 in accordance with article 22 of the Company's Articles of Association, the following director retires by rotation and shall seek to be reappointed:
 - 1.3.1 Darlington 1883 Supporters Society Limited
- 1.4 Notwithstanding the Company's Articles of Association, the following directors resign and shall seek to be reappointed:
 - 1.4.1 David Mills
- 1.5 in accordance with section 551 of the Companies Act 2006 (CA 2006), the directors of the Company (Directors) be generally and unconditionally authorised 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, and

Special Business

2. Subject to the passing of Ordinary Resolution (3.5 above) and in accordance with article 28.1 and article 31.2 of the Company's articles of association, the Directors be generally empowered 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

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Darlington 1883 Limited
("the Company")

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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.

By Order of the Board

Martin Jesper

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Director

Date 9 October 2015

