

## NOTICE OF ANNUAL GENERAL MEETING

Rangers International Football Club plc

(Incorporated in Scotland under the Companies Act 2006 with registered number SC437060)


**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Rangers International Football Club plc (the "Company") will be held at **Edmiston House, 100 Edmiston Drive, Glasgow, G51 2YX, on Tuesday 5 December at 10.30am** where the ordinary resolutions set out below will be proposed:

### As Ordinary Business

#### ORDINARY RESOLUTIONS

1. "THAT the Company's audited Financial Statements, the Directors Report and the Strategic Report for the financial year ended 30 June 2023 together with the Auditors Report be received and adopted."
2. "THAT John Bennett, who retires and offers himself for re-appointment in accordance with the Company's Articles of Association, be re-appointed as a Director of the Company."
3. "THAT Graeme Park, who retires and offers himself for re-appointment in accordance with the Company's Articles of Association, be re-appointed as a Director of the Company."
4. "THAT Alastair Johnston, who retires and offers himself for re-appointment in accordance with the Company's Articles of Association, be re-appointed as a Director of the Company."
5. "THAT John Halsted, who retires and offers himself for re-appointment in accordance with the Company's Articles of Association, be re-appointed as a Director of the Company."
6. "THAT Azets Audit Services be appointed as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company before which the audited statements are laid."
7. "THAT the Directors be authorised to determine the remuneration of the Company's auditors."
8. "THAT the Directors be and hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 ("the Act") to allot equity securities (as defined in Section 560(1) of the Act) up to an aggregate nominal amount of £447,248 per annum in the year following this Annual General Meeting, and for each of the following three years and such authority shall expire 5 December 2027 or on the date of the Company's Annual General Meeting in 2027 if earlier, but so that the Company may (other than with regard to any transaction that would complete after 5 December 2027), in each case 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 as if the power conferred hereby had not been expired. . This authority shall be in substitution for any previous authorities granted in this regard by the Company, but without prejudice to any allotment of equity securities or grant of rights already made, offered or agreed to be made pursuant to such authorities."

BY ORDER OF THE BOARD



John Bennett, Chairman  
9 November 2023



## NOTES:

1. A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to exercise all or any of the rights of the shareholder to attend and speak and vote on his or her behalf. A proxy need not be a member of the Company. A shareholder may appoint more than one proxy in relation to the Annual General Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Completion and return of a form of proxy will not preclude a shareholder from attending and voting at the meeting in person. The right to appoint a proxy does not apply to any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the "Act") to enjoy information rights (a "**Nominated Person**").
2. A form of proxy is enclosed which shareholders of the Company are invited to complete, sign and return. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

If you would like to vote by proxy or online you can do so by:

- Accessing the Link Group Share Portal at: [www.signalshares.com](http://www.signalshares.com);
  - Entering the Company name into the Company search box and click 'Search'; and
  - Following the **online instructions**. If you need help with voting online, please contact our Registrar, Link Group by email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk), or you may call Link on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Link Group are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.
3. The instrument appointing a proxy, together with a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be completed, signed and returned so as to reach, by hand or by post, PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 10.30 a.m. on 1 December 2023. Any member or proxy has the right to ask any questions at the Annual General Meeting relating to the business at the Annual General Meeting.
  4. The Company, pursuant to Section 360B of the Act and Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), specifies that only shareholders whose names appear on the register of members of the Company as at close of business on 1 December 2023 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of Ordinary Shares registered in their name at such time. If the Annual General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned Annual General Meeting is at close of business on the date which is two days before the date fixed for the adjourned meeting (excluding any part of a day that is not a business day). Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.
  5. As at 6 November 2023 the Company's issued share capital consists of 447,248,285 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 6 November 2023 are 447,248,285.
  6. The information required to be published by Section 311(A) of the Act (information about the contents of this Notice of Annual General Meeting and numbers of Ordinary Shares in the Company and voting rights exercisable at the Annual General Meeting and details of any shareholders' statements, shareholders' resolutions and shareholders' items of business received after the date of this notice) may be found at <https://www.rangers.co.uk/investor-information/3xiJwTahGEhZWGZAUckMy1>
  7. A Nominated Person may under an agreement between them and the shareholder who nominated them have a right to be appointed (or to have someone else appointed) as a proxy entitled to attend and speak and vote at the Annual General Meeting. Nominated Persons are advised to contact the shareholder who nominated them for further information on this and the procedure for appointing any such proxy.
  8. If a Nominated Person does not have a right to be appointed, or to have someone else appointed, as a proxy for the Annual General Meeting, or does not wish to exercise such a right, they may still have the right under an agreement between themselves and the shareholder who nominated them to give instructions to the shareholder as to the exercise of voting rights at the Annual General Meeting. Such Nominated Persons are advised to contact the shareholders who nominated them for further information on this.
  9. If you hold your Ordinary Shares in uncertificated form (that is, in CREST), you may vote using the CREST proxy voting service in accordance with the procedures set out in the CREST Manual. Proxies submitted via CREST must be received by the Company's agent (ID RA10) by no later than 10.30 a.m. on 1 December 2023 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a business day)).
  10. Unless otherwise indicated on the Form of Proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

## EXPLANATORY NOTES

### Admission

Registration will commence at 9.00am on Tuesday 5 December 2023. Please plan to arrive at or prior to 9.00am to allow enough time for registration and security clearance, bringing your attendance card with you. The attendance card is attached to your Proxy Form.

### Shareholders with special needs or requirements

New Edmiston House is fully accessible for wheelchair users. Any Shareholders with special needs or requirements should ask for assistance at the registration desk and suitable arrangements will be made to accommodate those needs or requirements.

### The purpose of each of the resolutions proposed at the Annual General Meeting ("AGM") is as follows:

#### Resolution 1: To receive the Annual Report and Accounts for the year ended 30 June 2023

In accordance with section 437 of the Act, Directors must present the annual accounts and reports of the Company for the year ended 30 June 2023 to shareholders at the AGM. The accounts, Directors' Report, Strategic Report and the report of the Company's auditors on the accounts are contained within the Annual Report. A copy of the Annual Report has been sent to shareholders with this Notice of AGM. Copies of the Annual Report may also be obtained by shareholders at any time upon written request without charge to the Directors at Ibrox Stadium, 150 Edmiston Drive, Glasgow G51 2XD or an electronic copy can be found on the Company's website at <https://www.rangers.co.uk/investor-information/3xiJwTahGEhZWGZAUckMy1>

#### Resolutions 2 to 5: Re-appointment of Directors

Article 18.1 of the Company's Articles of Association (the "Articles") requires one third of the Directors to retire and stand for reappointment at the AGM and Article 18.7 of the Articles requires any person appointed as a Director by the Board to fill a casual vacancy or as an additional director to also retire and stand for re-appointment at the AGM. One additional Director was appointed in year and is standing for re-appointment. In addition one half of all Directors of the Company are standing for re-appointment by shareholders at the AGM and so fulfils all requirements.

#### Resolutions 6 and 7: Appointment and Remuneration of Auditors

The Company is required to appoint auditors at each AGM at which accounts are presented to hold office until the conclusion of the next AGM. Resolution 6, which is recommended by the Board, proposes the appointment of Azets Audit Services. Resolution 7 follows best practice in corporate governance by separately seeking authority for the Directors to determine the auditors' remuneration.

#### Resolution 8: Authority to Allot Shares

The purpose of resolution 8 is to renew the Directors' authority to allot shares. Under section 551 of the Act the Directors are unable to allot Ordinary Shares in the Company or rights to subscribe for or convert securities into Ordinary Shares in the Company unless they are authorised to do so by the Company's shareholders in general meeting.

Resolution 8 authorises the Directors to allot equity securities up to an aggregate nominal amount of £432,328.00 per annum for each of the years following this AGM and the next three years. This amount represents 10% of the nominal value of issued Ordinary Share Capital of the Company as at the last practicable business day prior to the publication of this Notice of AGM. The authorities granted under Resolution 8 seek new authority from the Shareholders to enable an equity fundraising to be supported by existing shareholders and/or to meet the capital requirements of the Company by raising finance from new shareholders. The authorities if approved will expire on 5 December 2027. A special resolution was passed at the 2022 AGM to extend the authorisation to allot equity securities to 10% of the nominal share capital of the company. As noted at the 2022 AGM, the Directors would bring forward an ordinary resolution each year following the passing of the special resolution in order to re-affirm the authorisation.