

AGM RESULTS NOTICE 2022

The Annual General Meeting (the “**AGM**”) of Rangers International Football Club PLC (the “Company”) took place at The Clyde Auditorium on 6 December 2022 at 10.30a.m. There were 7 ordinary resolutions and one special resolution voted upon.

The Company is pleased to declare the outcome of the AGM.

Resolution 1

“THAT the Company’s audited Financial Statements, the Director’s Report and the Strategic Report for the financial year ended 30 June 2022 together with the Auditors Report be received and adopted.”

For – 381,058,139 (98.4%) Percentages are shown to the nearest decimal place

Against – 6,280,377 (1.6%)

Total votes cast on the Resolution was 387,338,516

This represents 89.6% of the Company’s issued share capital.

Resolution 2

“THAT Douglas 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.

For – 283,968,271 (73.4%)

Against – 103,128,276 (26.6%)

Total votes cast on the Resolution was 387,096,547. This represents 89.5% of the Company’s issued share capital.

Resolution 3

“THAT Julian Wolhardt 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.”

For – 379,940,880 (98.2%)

Against – 7,081,871 (1.8%)

Total votes cast on the Resolution was. 387,022,751. This represents 89.5% of the Company’s issued share capital.

Resolution 4

“THAT George Taylor, 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.”

For – 380,032,042 (98.2%)

Against – 7,049,411 (1.8%)

Total votes cast on the Resolution was 387,081,453. This represents 89.5% of the Company's issued share capital.

Resolution 5

"THAT Azets Audit Services be re-appointed as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company before which audited statements of the Company are laid"

For – 380,759,822 (98.3%)

Against – 6,737,952 (1.7%)

Total votes cast on the Resolution was 387,497,774. This represents 89.6% of the Company's issued share capital.

Resolution 6

"THAT the Directors be authorised to determine the remuneration of the Company's auditors."

For – 380,647,765 (98.3%)

Against – 6,547,840 (1.7%)

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Total votes cast on the Resolution was 387,195,605. This represents 89.6% of the Company's issued share capital.

Resolution 7

"THAT the Directors be and are 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):

(a) up to an aggregate nominal amount of £216,164 and such authority shall expire at the conclusion of the Company's next Annual General Meeting in 2023, but so that the Company may, 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 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; and

(b) in addition to and without prejudice to the authorisation provided at sub-paragraph (a) above, an aggregate nominal amount of £432,328 per annum in the year following this Annual General Meeting and for each of the following four years and such authority shall expire on 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 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."

For – 294,256,211 (76.1%)

Against – 92,521,479 (23.9%)

Total votes cast on the Resolution was 386,777,690. This represents 89.5% of the Company's issued share capital.

SPECIAL BUSINESS

Resolution 8

“THAT the Directors be and they are empowered pursuant to Section 570(1) of the Act to allot equity securities (as defined in Section 560(1) of the Act) of the Company wholly for cash pursuant to the authority of the Directors under Section 551 of the Act conferred by Resolution 7 above, as if Section 561(1) of the Act did not apply to such allotment provided that unless previously revoked, varied or extended, this power shall expire on 5 December 2027”

For – 292,160,140 (75.5%)

Against – 94,759,616 (24.5%)

Total votes cast on the Resolution was 386,919,756. This represents 89.5% of the Company's issued share capital.