

**EXPLANATORY NOTES TO THE 16 OCTOBER 2026 NOTICE OF ANNUAL GENERAL
MEETING FOR LEDBURY RUGBY FOOTBALL CLUB LIMITED**
(the 'Company' or the 'Club')

Dear Member,

The Notice of Annual General Meeting dated 16 October 2026, ('Notice'), published on the Club's website sets out the resolutions to be proposed at the Annual General Meeting ("AGM") to be held on 12 November 2026. These explanatory notes seek to explain the Notice terms more fully to assist consideration and determination of the resolutions set out therein. Members are urged both to carefully consider the details about conduct of the AGM, as these are described in the accompanying form of Proxy, and to complete that form of Proxy and submit it to the Club, in accordance with the instructions contained in it. Further, members are therefore recommended to appoint the Chair of the meeting as their proxy to ensure that their vote can be counted and exercised at the AGM. This will help toward ensuring a quorate meeting and that each member wishing to cast a vote, being able to do so.

ORDINARY BUSINESS

Resolution 1: Approve the Minutes of the Fifteenth Annual General Meeting held on 5 February 2026.

The minutes are and have been available for review on the website and summarise the matters discussed during that meeting.

Resolution 2: To receive from the Board a Report on the activities of the Club.

It is customary for the Club Chair to report to members upon the progress of the Club over the previous twelve months in relation to both on and off the field activities. The current Club Chair, Ellie Ramsey, will present that report to members.

Resolution 3: Elect and re-elect directors.

This resolution is broken into a series of separate and distinct resolutions, to comply with company law, and to enable each appointment to be considered and voted upon individually.

The resolutions address the provision in the articles of association ("Articles") of the Company which provide that each year one third of elected directors are required to retire and submit themselves to members for re-election for a further term. For this Sixteenth AGM the one-third requirement will be satisfied by the re-election at this AGM, and offering themselves for re-election, of James Seager and Michael Barber-Starkey in accordance with article 19, coupled with the election of Michelle Bishop as a director of the Club, following her co-option to the Board by your directors on 2 March 2026.

Resolution 4: Receive a report of the Playing Section AGM

A report of the playing section annual general meeting will be presented to this AGM by Chris Wallin or James Seager.

Resolution 5: Report and Accounts to 30 June 2026

The directors are under a duty in respect of each financial period to lay the Accounts and Directors' Report and that of the Company's accountant before the Club's members in general meeting. This affords the members the opportunity to ask questions on the content of those reports and in relation to the Club's finances generally.

Resolution 6: Re-appointment of Accountant

This resolution proposes, on the recommendation of your Board, the re-appointment of Crowthers Accountants Limited as accountant to the Club to hold office until the conclusion of the next General Meeting at which accounts are laid before the Club.

Resolution 7: Remuneration of Accountant

Standard practice is that the directors of the Club be authorised to determine the accountants' remuneration which this resolution proposes.

Recommendation

Your Board believes that all the resolutions numbered 1 to 7 to be proposed at the annual general meeting are in the best interests of the Club and its members as a whole and recommend members to vote in favour of the resolutions as they intend to do so themselves.

Note

The Notice and Form of Proxy were made available on the Club's website at: www.ledburyrfc.co.uk on and from 16 October 2026. The annual report and accounts for the period ending 30 June 2026 will be placed on the Club's website as soon as they are available and before the date of the AGM.

Yours sincerely

Michael Greensmith

Michael Greensmith

Company Secretary

Ledbury Rugby Football Club Limited

Company Registration No: 07148112

16 October 2026