

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action to take, you should consult your solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Burnden Leisure Limited, please forward this document and the accompanying Form of Proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

The Board of Burnden Leisure Limited considers all of the proposed resolutions to be in the best interests of shareholders and accordingly recommends that shareholders vote in favour of all of the resolutions proposed.

BURNDEN LEISURE LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that an **ANNUAL GENERAL MEETING** of **BURNDEN LEISURE LIMITED** will be held at The Macron Stadium on **1st May 2018** at **11.00am** for the following purposes:

To lay the strategic report, the director's report and the audited accounts of the Company for the years ended 30 June 2015, 30 June 2016 and 30 June 2017.

The 2015, 2016 and 2017 accounts can be found at the following link. www.bwfc.co.uk/club/shareholders If you would like hard copies of the 2015, 2016 and and/or 2017 statutory accounts of the Company, please let the Company know by writing to the following address Burnden Leisure Limited, Macron Stadium, Burnden Way, Bolton, BL6 6JW or by sending a response by email to smitton@bwfc.co.uk. Your letter or email should include your name, your address, the amount of shares you hold, which class of share you hold and a statement to the effect that you request a copy of the 2015, 2016 or 2017 statutory accounts are sent to you in hard copy.

- 1 To re-appoint Ken Anderson as a director.
- 2 To appoint Cowgill Holloway LLP as auditors of the Company until the conclusion of the next general meeting of the Company at which accounts are laid before the Company.
- 3 To authorise the directors to determine the auditors' remuneration.

Future communication

The Board proposes that you (the Member) agree that the Company is able to send or supply documents or information generally to you by means of a website from the date falling 28 days after the date of this notice. If you do not agree to allow the Company to send or supply documents by means of a website you must notify the Company before the date falling 28 days after the date of this notice at the following address Burnden Leisure Limited, Macron Stadium, Burnden Way, Bolton, BL6 6JW or by sending a response by email to smitton@bwfc.co.uk. Such notice should include your name, the amount of shares you hold and which class of share and a statement to the effect that you do not agree that the Company can send or supply documents or information to you by means of a website.

If the Company does not receive a response from you within the 28 day period indicating that you do not agree to allow the Company to send or supply documents by means of a website, you will be deemed to have agreed to allow the Company to use the website to send or supply information and/or documents to you.

Please note that the Company, where it is required to do so, will notify you where information or documents are provided on a website and the notice will provide you with details of how to access the website and the relevant information.

Dated: 9 April 2018

By order of the Board

Registered office:

Macron Stadium, Burnden Way, Bolton, BL6 6JW

Notes:

1 General

This notice is the formal notification to members of the Company's annual general meeting (the **Meeting**), its date, time and place, and the matters to be considered. If you are in doubt as to what action to take you should consult an independent adviser.

Resolutions 1 to 3 (inclusive) will be proposed as ordinary resolutions.

2 Entitlement to attend and vote

The Company specifies that in order to have the right to attend and vote at the Meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the Company's register of members as at 6.00 pm 27th April 2018 (or, if the Meeting is adjourned, at 6.00 pm two business days prior to the day of the adjourned meeting) as a holder of ordinary shares of £0.001 each in the capital of the Company, a holder of deferred shares of £0.01 each in the capital of the Company or a holder of convertible preference shares of £0.10 each in the capital of the Company. Changes to entries in the Company's register of members after such time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

3 Appointment of proxies - general

If you are a member of the Company at the time set out in note 2 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. If you require a proxy form and believe that you should have one, or if you require additional forms, please contact Sue Mitton on 01204 673640 or email at smitton@bwfc.co.uk.

A proxy does not need to be a member of the Company but will need to attend the Meeting in order to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman of the Meeting) and give your instructions directly to them.

A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to different shares. A member's proxy will vote or abstain from voting as he thinks fit in relation to any other matter which is put before the Meeting.

The return of a proxy form will not prevent a member from attending the Meeting, speaking and voting in person if he so wishes.

4 Appointment of proxy using the proxy form

The notes to the proxy form explain how to direct your proxy to vote on each resolution. To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen. B63 3DA; and
- received by Neville Registrars Limited no later than 11.00am on 27th April 2018.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company, stating their capacity (e.g. director, secretary).

Any power of attorney or other authority (if any) under which the proxy form is signed (or a duly certified copy or office copy of such power or authority) must be included with the proxy form.

Appointments of proxies, and any documents necessary to show the validity of, or otherwise relating to the appointment of the proxy can also be emailed to smitton@bwfc.co.uk

5 Appointment of proxy by joint members

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

6 Corporate representatives

If a corporation is a member of the Company, it may by resolution of its directors or other governing body authorise one or more persons to act as its representative or representatives at the Meeting and any such representative or representatives shall be entitled to exercise on behalf of the corporation all the powers that the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares.

7 Communication

You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in this Notice of Meeting (or in any related or accompanying document (including the form of proxy and annual report and accounts) to communicate with the Company for any purposes other than those expressly stated. Members and Nominated Persons should note that the website referred to in note 4 is only provided for use by members of the Company to submit forms of proxy before the Meeting using the internet and cannot be used for any other purpose in relation to the Meeting.

Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that the shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.

8 Poll voting

Voting on all resolutions will be conducted by way of a poll rather than on a show of hands.

9 Documents on display

Copies of the 2015, 2016 and 2017 statutory accounts will be available for inspection at the Company's registered office at Macron Stadium, Burnden Way, Bolton, BL6 6JW during normal business hours on any weekday (Saturdays and English public holidays excepted) from the date of this notice until the close of the Meeting and at the place of that Meeting for at least 15 minutes prior to and during the Meeting.

10 Miscellaneous

Please note that the Meeting is a private meeting for shareholders, proxies and duly authorised representatives. Non-shareholders, including spouses and partners, are not entitled to attend the Meeting. A disabled shareholder may, however, be accompanied by a carer who need not be a shareholder.

Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Reference Number (attributed to you by the Company). The Company determines the purposes for which the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's Registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

Explanations of resolutions/requests

Resolutions 1 –Re-appointment of director

Directors retire by rotation unless they have been appointed or re-appointed at either of the previous two AGMs. Ken Anderson is offering themselves for re-appointment.

Resolution 2 –appointment of auditors

The Company is required to appoint auditors at each general meeting at which accounts are laid, to hold office until the next general meeting at which accounts are laid.

The present auditors, Cowgill Holloway LLP, are willing to continue to act as the Company's auditors and this resolution proposes their appointment.

Resolution 3 – determination of auditors' remuneration

In accordance with standard practice, this resolution authorises the directors to determine the level of the auditors' remuneration.

Resolutions 1-3 – ordinary resolutions

Where voting is conducted by way of poll, an ordinary resolution is passed if it is agreed by members representing a simple majority (over 50 per cent) of the total voting rights of eligible members of the Company who vote.

Communication via website

By agreeing to receive communications from the Company via a website you will be helping the Company and Bolton Wanderers in lowering its administrative expenditure and its environmental obligations to save paper and lower its carbon footprint.