

REISSUED LETTER FROM THE INDEPENDENT DIRECTOR

This letter has been reissued following comments received by the Takeover Panel, dated 22nd September 2023. Thomas Smith cannot be regarded as an Independent Director and cannot vote on the Resolutions because he has a conflict of interest as the nephew of Delia Smith.

Please note that the change is that this letter has been signed by Zoe Webber alone as the sole Independent Director.

Please also note that the definition of “Independent Directors” in the Waiver Circular should be treated as being amended to “**Independent Director**: Zoe Webber being the Director of the Company who is considered, for the purposes of seeking the approval for waivers of obligations under Rule 9 of the City Code, to be independent of any Concert Party arrangements” and that any reference to “Independent Directors” in the Waiver Circular should be read as “Independent Director”.

NORWICH CITY FOOTBALL CLUB PLC

(Incorporated and Registered in England and Wales with No. 00154044)

Independent Director	Registered Office
Zoe Webber	Carrow Road Norwich Norfolk NR1 1JE

22 September 2023

To Shareholders and, for information only, other persons with information rights

Dear Shareholder

Approvals sought in respect of the waiver of obligations under Rule 9 of the City Code and the issuance of New Ordinary Shares

1 Introduction

This document, which contains a Notice of General Meeting, is being sent to all Shareholders today to provide you with information about the background to, and the reasons for, the Proposals and the Resolutions to be proposed at the General Meeting.

The General Meeting is to be held at Carrow Road, Norwich, Norfolk, NR1 1JE at 6:00 p.m. on 2 October 2023 to seek: (i) approval from the Independent Shareholders of the Waivers granted by the Panel of the obligations under Rule 9 of the City Code which would otherwise apply to Norfolk as a result of the Proposals; (ii) authority from the Ordinary Shareholders to allot the New Ordinary Shares pursuant to the Capitalisation and to disapply pre-emption rights in connection with such issuance of the New Ordinary Shares; and (iii) ancillary authorities to enable the Directors to implement the Conversion, in the event that a Trigger Event were to occur and the holder of the C Preference Shares elected to convert such C Preference Shares into Ordinary Shares.

The Resolutions are included in the Notice of General Meeting set out at the end of this document. Further details on the background to, and reasons for, the Proposals are set out in section 2 below.

Further details on the Rule 9 Waiver Resolutions are set out in section 3 below.

2 Background to, and reasons for, the Proposals

Ordinary Share Acquisition and C Preference Share Issuance

On 13 September 2022, Norfolk agreed to acquire 132,697 Ordinary Shares in the capital of the Company, being approximately 21.5 per cent. of the Company's entire issued Ordinary Share capital (the "**Ordinary Share Acquisition**"). Norfolk acquired these Ordinary Shares from various third-party sellers. These transfers became effective on 10 November 2022, when the Company's register of members was updated.

In addition to the Ordinary Share Acquisition, on 13 September 2022, the Company and Norfolk entered into a subscription agreement (the "**Subscription Agreement**") pursuant to which the Company issued 10,000,000 C Preference Shares to Norfolk (the "**C Preference Share Issuance**") on 27 September 2022. The C Preference Shares may (at the option of Norfolk) be redeemed or converted (the "**Conversion**") into such number of Ordinary Shares as is equal to 10 per cent. of the total number of Ordinary Shares in the Company issued and outstanding (on a fully diluted basis) following the Conversion, upon the occurrence of a Trigger Event. A Trigger Event is an event which results in the Company undergoing: a change of control; a sale of substantially all of its assets; bankruptcy, liquidation or other similar insolvency event; or an initial public offering (see the Articles for more detail on a Trigger Event). The Company considers it unlikely that the Conversion will take place in the short-term and it may, in fact, never take place since it is conditional on a Trigger Event occurring. For further information on the C Preference Shares, see the Articles (which are available to view at <https://www.canaries.co.uk/rule9waivercircular>).

On 13 September 2022, the Company, Delia Smith and Michael Wynn-Jones and Norfolk entered into the Shareholders' Agreement which among other things, grants Norfolk the right to nominate a Director and, in exercise of this right, Mark Attanasio was appointed to the Board on 13 September 2022. Norfolk also has the right to appoint a second Director in the event that it holds more than 30 per cent. of the Ordinary Shares (which would be triggered if the Capitalisation were to occur).

Debt Financing

Following the Ordinary Share Acquisition and C Preference Share Issuance, Norfolk provided a total of £33,637,200 of debt finance to the Company (the "**Debt Financing**").

A portion of the Debt Financing (being the Relevant Loan) was made available to the Company by Norfolk pursuant to the terms of a loan agreement which provided that the Company must, on the Relevant Loan Maturity Date, either: (i) repay in cash an amount equal to \$12,040,292.82; or (ii) subject to the passing of the Rule 9 Waiver Resolution in respect of the Capitalisation and the New Issuance Resolutions, capitalise the amount outstanding under the Relevant Loan by way of the issuance of the New Ordinary Shares to Norfolk (the "**Capitalisation**"). Norfolk may elect to extend the maturity date of the Relevant Loan and other Debt Financing at any time in order to provide additional financial support to the Company as may be required.

The repayment of the Relevant Loan by way of Capitalisation is only available to the Company if the Independent Shareholders approve the Rule 9 Waiver Resolution in respect of the Capitalisation and the Ordinary Shareholders approve: (i) the allotment of the New Ordinary Shares to Norfolk (the "**Allotment Resolution**"); and (ii) the disapplication of pre-emption rights in respect of the allotment of the New Ordinary Shares (the "**Disapplication Resolution**").

The Independent Director considers that the repayment of the Relevant Loan by way of Capitalisation is in the best interests of the Company.

Information on the Concert Party

Delia Smith and Michael Wynn-Jones are presumed to be acting in concert for the purposes of the Code due to the fact that they are married to each other.

Following the Ordinary Share Acquisition and C Preference Share Issuance, Norfolk entered into a voting arrangement (the “**Voting Arrangement**”) with Delia Smith and Michael Wynn-Jones pursuant to which Norfolk agreed until 19 January 2026:

- (i) to vote its Ordinary Shares (including the New Ordinary Shares and any other Ordinary Shares which it were to obtain from time to time) in line with Delia Smith and Michael Wynn-Jones. The Voting Arrangement does not require Norfolk to vote its Ordinary Shares so as to override existing contractual rights it had under the Shareholders Agreement described in Section 7.1 of Part II of this Circular; and
- (ii) that Delia Smith and Michael Wynn-Jones would retain their respective titles and management rights, as they were immediately before the Voting Arrangement was entered into.

The Company has agreed with the Panel that, due to the Voting Arrangement, Delia Smith and Michael Wynn-Jones and Norfolk are acting in concert for the purposes of Rule 9 of the City Code. See Part II of this document for further detail.

Delia Smith and Michael Wynn-Jones are the largest shareholders in the Company and hold approximately 53 per cent. of the issued Ordinary Share capital of the Company between them in the following manner:

- (i) they jointly own 327,309 Ordinary Shares;
- (ii) Delia Smith, in her own individual capacity, holds 100 Ordinary Shares; and
- (iii) Michael Wynn-Jones, in his own individual capacity, holds 300 Ordinary Shares.

Delia Smith and Michael Wynn-Jones also jointly own 3,025 B Preference Shares.

Norfolk is a significant shareholder in the Company and a member of the Concert Party. Norfolk currently owns 132,697 Ordinary Shares which represents approximately 21.5 per cent. of the issued Ordinary Share capital of the Company. Norfolk also owns 10,000,000 C Preference Shares.

You should note that if: (i) the Resolutions are passed; and (ii) the New Ordinary Shares are issued to Norfolk pursuant to the Capitalisation and whether or not the Conversion then also occurs thereafter:

- (i) **each of Norfolk, on the one hand, and Delia Smith and Michael Wynn-Jones, on the other hand, will be interested in shares carrying more than 30 per cent. of the Company’s voting share capital, but will not hold shares carrying more than 50 per cent. of such rights; and**
- (ii) **together, Norfolk and Delia Smith and Michael Wynn-Jones, will between them hold shares carrying more than 50 per cent. of the Company’s voting share capital.**

In those circumstances, normally no obligations to make a general offer to all holders of Shares under Rule 9 of the City Code would arise if any member of the Concert Party (for so long as they continue to be acting in concert) was to purchase further Shares. However, the Panel may regard such an obligation as arising in certain circumstances as contemplated by Note 4 of Rule 9.1 of the City Code, including where the balance between the interests in the Concert Party has changed significantly.

The Company considers it unlikely that the Conversion will take place in the short-term and it may, in fact, never take place since it is conditional on a Trigger Event occurring.

For the avoidance of doubt, the Waivers apply only in respect of increases in shareholdings of Norfolk resulting from the Proposals and not in respect of other increases in its holdings.

3 The City Code and the Rule 9 Waiver Resolutions

Under Rule 9.1(a) of the City Code, any person who acquires an interest in shares (as defined in the City Code) which, taken together with any interest in shares already held by that person or any interest in shares held or acquired by persons acting in concert with it, carry 30 per cent. or more of the voting rights of a company which is subject to the City Code and,

under Rule 9.1(b), any person, together with persons acting in concert with that person, is interested in shares which in the aggregate carry not less than 30% of the voting rights of a company but does not hold shares carrying more than 50% of such voting rights and such person, or any person acting in concert with that person, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which that person is interested, such person shall extend offers, on the basis set out in Rule 9.3 and Rule 9.5, to the holders of any class of equity share capital whether voting or non-voting and also to the holders of any other class or transferable securities carrying voting rights. Offers for different classes of equity shares must be comparable; the Panel should be consulted in advance in such cases.

Such an offer would have to be made in cash and at the highest price paid for any interest in shares by that person or by any person acting in concert with it within the 12 months prior to the announcement of the offer.

If the Relevant Loan is repaid by way of Capitalisation such that the New Ordinary Shares are issued to Norfolk, Delia Smith and Michael Wynn-Jones' holding of Ordinary Shares would decrease to 40.4 per cent. and Norfolk's holding of Ordinary Shares would increase to 40.4 per cent., resulting in a combined holding for Delia Smith and Michael Wynn-Jones and Norfolk of 80.7 per cent. of the Ordinary Shares. Please see the bold text in section 2 above for a description of the members of the Concert Party's ability to buy further shares in the Company in these circumstances.

Assuming the Rule 9 Waiver Resolution in respect of the Capitalisation and the New Issuance Resolutions are passed, it is anticipated that the Capitalisation would take place on the Relevant Loan Maturity Date and prior to any Conversion. If the Conversion occurred after the Capitalisation, Norfolk's holding of Ordinary Shares would increase to 46.3 per cent. and Delia Smith and Michael Wynn-Jones' combined shareholding would reduce to 36.3 per cent. Please see the bold text in section 2 above for a description of the members of the Concert Party's ability to buy further shares in the Company in these circumstances.

It is not expected that a Conversion would take place in the short-term or at all since a Conversion is conditional on a Trigger Event occurring. However, in the unlikely event that a Conversion occurred prior to the Capitalisation, Norfolk's holding of Ordinary Shares would increase to 29.4 per cent..

The Panel has agreed to waive the obligations to make a mandatory offer that would otherwise arise under Rule 9 of the City Code as a result of an increase in the shareholding of Norfolk following the Proposals, subject to the approval of the Independent Shareholders. Accordingly, the Rule 9 Waiver Resolutions are being proposed at the General Meeting and will be taken on a poll. A representative of Norfolk and Delia Smith and Michael Wynn-Jones may attend the General Meeting but neither Norfolk, Delia Smith and Michael Wynn-Jones nor any of their representatives will be entitled to vote on the Rule 9 Waiver Resolutions.

Neither Delia Smith, Michael Wynn-Jones nor Mark Attanasio, each in their capacity as Directors of the Company, have taken part in the decision to recommend that Independent Shareholders vote in favour of the Rule 9 Waiver Resolutions to approve the Waivers and that all Ordinary Shareholders vote in favour of the New Issuance Resolutions and the Conversion Resolution. These matters have been dealt with by the Independent Director.

Norfolk and/or members of the Concert Party will not be restricted from making an offer for the Company following the approval of the Rule 9 Waiver Resolutions by the Independent Shareholders at the General Meeting.

4 Directors, management, employees and continuation of the business of the Company

The Directors intend to continue to conduct the business of the Company in the same manner as it is currently conducted and there are no plans to redeploy its fixed assets or to introduce any changes in the business of the Company, the management of the Company, the continued employment of its employees or their terms of employment.

The Match-Bargain Basis Facility in respect of the Shares is run independently from the Company. Norfolk has confirmed to the Company that it has no intention to alter the existing arrangements with respect to the Match-Bargain Basis Facility. The Shares are not traded or dealt with on any authorised stock exchange.

The Company does not currently have a research and development function and Norfolk has no plans in this regard.

No statements in this section 4 constitute “post-offer undertakings” for the purposes of Rule 19.5 of the City Code.

In considering the recommendation of the Rule 9 Waiver Resolutions to Independent Shareholders, the Independent Director has given due consideration to the assurances given to employees within the Group. The Independent Director welcomes Norfolk’s intentions with respect to the future operations of the business and its employees, in particular, the intentions to observe the existing contractual and statutory employment rights of the Company’s employees and pension obligations (including existing agreed contributions into the Company’s pension plans), to make no changes to the balance of skills and functions of employees across the Group and to work with the Company’s management going forward with no change to the location of the Company’s headquarters or to any places of business.

No member of the Concert Party proposes to put any incentivisation arrangements in place for the Company’s management in connection with the Proposals.

5 Financial and trading prospects of the Company

Please refer to the Company’s financial statements for the period commencing on 1 July 2021 and ended on 30 June 2022 for further information on the Company’s current trading and prospects. These can be found on the Company’s website at <https://www.canaries.co.uk/rule9waivercircular>.

The revenue of the Company is lower than it was during the year ended 30 June 2022, as a consequence of being relegated from the Premier League to the EFL Championship. The Company is managing its reduced revenue by controlling costs and has raised funds through financing.

The Directors have produced cash flow forecasts to the end of the 2024/25 football season and, even if the Company does not achieve promotion back to the Premier League during that period, the Directors have concluded that the Company remains a going concern.

6 Offer-related agreements

6.1 The Relevant Loan was entered into between Norfolk and the Company on 9 June 2023 for \$6,020,146.41. Please refer to section 2 above for further information on the Relevant Loan.

6.2 The Relevant Loan Amendment Agreement was entered into between Norfolk and the Company on 21 August 2023. The Relevant Loan Amendment Agreement extended the repayment date of the Relevant Loan from 1 September 2023 to the Relevant Loan Maturity Date.

6.3 The Subscription Agreement was entered into between Norfolk and the Company on 13 September 2022. Please refer to section 2 above for further information on the Subscription Agreement.

7 General Meeting – action by Ordinary Shareholders

Set out at the end of this document is a notice convening the General Meeting to be held at Carrow Road, Norwich, Norfolk, NR1 1JE on 2 October 2023 at 6:00p.m. at which the following Resolutions will be proposed and on which the Rule 9 Waiver Resolutions will be taken by way of a poll of Independent Shareholders.

The Rule 9 Waiver Resolutions

There will be two separate ordinary resolutions to approve each Waiver as required by the City Code in respect of which only Independent Shareholders will be entitled to vote. As required by the City Code, voting on the Rule 9 Waiver Resolutions will be by means of a poll of Independent Shareholders and the members of the Concert Party are therefore not entitled to vote on the Rule 9 Waiver Resolutions.

The Allotment Resolution

The Allotment Resolution is an ordinary resolution that, subject to the Rule 9 Waiver Resolution in respect of the Capitalisation Waiver being passed by Independent Shareholders, authorises the Directors to allot the New Ordinary Shares in the Company up to an aggregate nominal amount of £195,012 in connection with the proposed Capitalisation of the Relevant Loan. This authority will expire on 1 October 2024.

The Disapplication Resolution

The Disapplication Resolution is a special resolution that, subject to the Rule 9 Waiver Resolution in respect of the Capitalisation Waiver being passed by Independent Shareholders and the Allotment Resolution being passed by Ordinary Shareholders, empowers the Directors to allot the New Ordinary Shares pursuant to the authority given by the Allotment Resolution, as if section 561 of the Companies Act did not apply to such allotment. This power will be limited to the allotment of New Ordinary Shares in connection with the proposed Capitalisation of the Relevant Loan. This authority will expire on 1 October 2024.

The Conversion Resolution

The Conversion Resolution is a special resolution, in connection with the proposed Conversion Waiver, which authorises the Directors, in the event that a Trigger Event were to occur and the holder of the C Preference Shares elected to convert them into Ordinary Shares, to implement the Conversion of the C Preference Shares into Ordinary Shares in accordance with their terms as set out in the Articles, in any manner that the directors see fit. The Company considers it unlikely that the Conversion will take place in the short-term and it may, in fact, never take place since it is conditional on a Trigger Event occurring.

Form of Proxy

Ordinary Shareholders will find enclosed with this document a Form of Proxy for use at the General Meeting. Whether or not Ordinary Shareholders intend to be present at the meeting, Ordinary Shareholders are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon so that it arrives at Carrow Road, Norwich, Norfolk, NR1 1JE as soon as possible and in any event not later than 6:00 p.m. on 28 September 2023, being 48 working hours before the start of the General Meeting. Completion and return of the Form of Proxy will not prevent Ordinary Shareholders from attending and voting at the meeting should they so wish.

8 Further information

Your attention is drawn to the further information set out in Parts II to IV of this document.

9 Recommendations

The Independent Director, who has been so advised by Carteret Group Ltd. (the Company's Financial Advisor) as to the financial terms of the Proposals, believe that the Proposals are fair and reasonable and in the best interests of the Independent Shareholders and the Company as a whole. In providing advice to the Independent Director, the Company's Financial Advisor has taken into account the Independent Director's commercial assessments.

Accordingly, the Independent Director recommends that Independent Shareholders vote in favour of the Rule 9 Waiver Resolutions to approve the Waivers and that all Ordinary Shareholders vote in favour of the New Issuance Resolutions and the Conversion Resolution as they intend to do in respect of their own shareholdings of 104 Ordinary Shares, representing approximately 0.02 per cent. of the issued Ordinary Share capital of the Company.

In accordance with the provisions of the City Code, each member of the Concert Party is considered to be interested in the outcome of the Rule 9 Waiver Resolutions and, accordingly, each of them will not vote on the Rule 9 Waiver Resolutions.

Yours faithfully

Zoe Webber