



Cheltenham Town Supporters Society Limited
(Registered society number: 29944R; and
Company registration number: IP29944R)

1. Minutes of a meeting of the society board of Cheltenham Town Supporters Society Limited (**Registered Society**) held via electronic means on Wednesday, 7 February 2024 at 8pm.

PRESENT:	NAME	POSITION
	James Young	Society Board Member
	Leo Hoenig	Society Board Member
	Jaimie Henderson	Society Board Member
	David Beesley	Society Board Member
	Jenny Hancock	Society Board Member
	Ryan Grimmett	Society Board Member
APOLOGIES:	NAME	POSITION
	Simon Watten	Society Board Member
	John Cooper	Society Board Member
	Sam Lear	Society Board Member
	Sam Nair	Society Board Member

2. CHAIR

James Young was appointed chair of the meeting and chaired the meeting throughout.

3. NOTICE AND QUORUM

The chair reported that due notice of the meeting had been given and that a quorum was present in accordance with Rule 67 of the Registered Society. Accordingly, the chair declared the meeting open.

4. BUSINESS OF THE MEETING

- 4.1 The chair reported that the business of the meeting was to consider, and if thought fit, approve:

4.1.1 the proposed purchase by the Registered Society of 150,500 ordinary shares of £0.50 each (**Sale Shares**) in Cheltenham Town Association Football Club Limited (**Club**) from Paul Baker (**Seller**) (the **Transaction**); and

- 4.1.2 the execution by the Registered Society of certain documents relating to the Transaction and the delivery of those documents to the Buyer on completion of the Transaction (**Completion**).

5. DOCUMENTS PRODUCED TO THE MEETING

- 5.1 The engrossments of the following documents were produced to the meeting (each a **Transaction Document**):
- 5.1.1 a share transfer agreement to be made between the Registered Society and the Seller setting out the terms of the Transaction (**STA**);
- 5.1.2 a stock transfer form, transferring the Sale Shares of the Club from the Seller to the Registered Society; and
- 5.1.3 A loan agreement to be entered into between the Registered Society and [REDACTED], [REDACTED] and [REDACTED] (each a **Lender**, collectively the **Lenders**) in respect of borrowing £5,000 from each Trustee for a total consideration of £15,000 to assist with the cash reserves available to the Registered Society to facilitate the Transaction (**Loan Agreement**).

6. RESOLUTIONS

- 6.1 After careful consideration of the Transaction Documents and subject to the Seller having been provided with all the necessary confirmations from the EFL as detailed at Article 20.1 of the Club's Articles of Association, and having considered the financial position of the Registered Society **IT WAS RESOLVED** that:
- 6.1.1 entering into the Transaction would be in the best interests of the Registered Society for the benefit of the community in furtherance of its objects;
- 6.1.2 the terms of each Transaction Document be and are hereby approved;
- 6.1.3 To the extent that the loan agreements are substantially in the same form, any modifications to the loan agreement are also approved.
- 6.1.4 the performance by the Registered Society of its obligations under the Loan Agreements be and are approved;
- 6.1.5 any two Society Board Members or any one Society Board Member and the Registered Society's Secretary, be and are hereby authorised to execute the Transaction Documents for and on behalf of the Registered Society in the form produced to the meeting (subject to such amendments, modifications, variations and alterations as those executing the same on behalf of the Registered Society think fit), and to deliver the Transaction Documents to the Buyer at Completion
- 6.1.6 each Society Board Member of the Registered Society be and is hereby authorised to do all such acts and things and agree and execute for and on behalf of the Registered Society all such other documents, deeds, certificates or notices as they consider necessary or desirable in connection with the Transaction.

7. CLOSE

There was no further business and the chair declared the meeting closed.

James Young

Chair

Wednesday, February 7, 2024.