



Fifteen Rosehill,
Montgomery Way,
Rosehill Estate,
Carlisle,
Cumbria, CA1 2RW

I.P.S. Registered Number:
29220R

NOTICE IS HEREBY GIVEN that a Special General Meeting of the Society will be held at Foxy's Restaurant, Brunton Park, Carlisle on Sunday 29th March 2015 at 11.00am, for the following purpose:

RESOLUTION:

- 1. The members give approval to the Board of the Society to waive any rights contained in section 7 of the Shareholders' Agreement dated May 30th, 2006, headed "Agreement relating to shares in CUFC Holdings Limited" so as to allow for an injection of share capital into CUFC Holdings totalling approximately £1,250,000 via a new issue of shares. This will dilute the Society's share to no less than 10 per cent of Holdings and will be protected at that level.**

The Society Board recommends that members vote in favour of this resolution. Supporting information relating to the detailed proposals for the corporate restructuring of the football club, holding company and all major debts existing within the companies is provided in the appendix.

Prior to this SGM, there will be a members' meeting on Sunday March 22 at 11am in Foxy's Restaurant where the above resolution and the related proposals will be discussed.

By order of the Board

A. Woodcock, Secretary

Fifteen Rosehill
Montgomery Way
Rosehill Estate
Carlisle
CA1 2RW