

CELTIC plc
(Incorporated in Scotland with company registration number SC003487)
Registered office: Celtic Park, Glasgow, G40 3RE

NOTICE OF ANNUAL GENERAL MEETING ("AGM")

Notice is given that the 2023 Annual General Meeting of Celtic plc ("**Company**" or "**Celtic**") will be held at **Celtic Park, Glasgow G40 3RE** on **Wednesday 22 November 2023** at **11.30am** to consider and, if thought fit, pass the following resolutions:

Resolutions 1 to 10 (inclusive) will be proposed as ordinary resolutions. Resolution 11 will be proposed as a special resolution.

As ordinary resolutions:

1. To receive the Company's annual accounts and the Auditors' Report, the Strategic Report and the Directors' Report for the year ended 30 June 2023.
2. To reappoint Peter Lawwell, who retires at the first AGM following his appointment, as a director of the Company.
3. To reappoint Brian Rose, who retires at the first AGM following his appointment, as a director of the Company.
4. To reappoint Dermot Desmond, who retires by rotation, as a director of the Company.
5. To reappoint Tom Allison, who retires by rotation, as a director of the Company.
6. To reappoint Brian Wilson, who retires by rotation, as a director of the Company.
7. To reappoint Sharon Brown, who retires by rotation, as a director of the Company.
8. To reappoint BDO LLP as auditors of the Company.
9. To authorise the directors to determine the remuneration of the auditors.
10. That, pursuant to section 551 of the Companies Act 2006 and Article 6 of the Company's articles of association ("**Articles**"), the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £151,376.52 provided that (unless previously revoked, varied or renewed) this authority shall expire on the earlier of 22 February 2025 and the conclusion of the next annual general meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after this authority expires and the directors may allot shares or grant such Rights in pursuance of any such offer or agreement as if this power had not expired.

This authority is in substitution for all existing authorities under section 551 of the Companies Act 2006 which authorities, to the extent unused at the date of this resolution, are revoked with immediate effect.

As a special resolution:

11. That, subject to the passing of Resolution 10 and pursuant to section 570 of the Companies Act 2006 (and Article 6 of the Articles), the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash pursuant to

the authority conferred by Resolution 10 as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to:

- 11.1 the allotment of equity securities in connection with an offer (whether by way of a rights issue, open offer or otherwise):
 - 11.1.1 to holders of ordinary shares (within the meaning of section 560(1) of the Companies Act 2006) in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - 11.1.2 to holders of other equity securities in the capital of the Company, as required by the rights of those securities, or subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, record dates, fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange;

- 11.2 the allotment of equity securities in place of a cash dividend pursuant to any authority conferred upon the directors in accordance with and pursuant to Article 40.8 of the Articles; and
- 11.3 the allotment of equity securities otherwise than pursuant to sub-paragraphs 11.1 and 11.2 above, up to an aggregate nominal amount of £47,305.16;

and (unless previously revoked, varied or renewed) this power shall expire on the earlier of 22 February 2025 and the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such expiry and the directors may allot equity securities pursuant to any such offer or agreement as if this power had not expired.

This power is in substitution for all existing powers under section 570 of the Companies Act 2006 which powers, to the extent unused at the date of this resolution, are revoked with immediate effect.

By order of the board of directors of the Company (the "**Board**")

17 October 2023



Christopher Duffy, Company Secretary

NOTES

1. *The right to attend and vote at the meeting is determined by reference to the register of members. **Only those holders of ordinary shares and/or convertible preferred ordinary shares whose names are entered in the register of members of the Company as at 6.00pm on 20 November 2023 (or, in the event that the meeting is adjourned, in the register of members at 6.00pm on the day which is two business days prior to the date of the adjourned meeting) shall be entitled to attend and vote at the meeting (or adjourned meeting, as the case may be) in respect of the number of ordinary shares and/or convertible preferred ordinary shares registered in their name at that time.** Changes to entries in the register of members after 6.00pm on 20 November 2023 (or, in the event that the meeting is adjourned, in the register of members after 6.00pm on the day which is two business days prior to the date of the adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.*
2. *A member is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. 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 a different share or shares held by that member. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company's registrar on **0370 702 0192** or you may photocopy the enclosed proxy form. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being invalid. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. **Members are encouraged to appoint the 'Chair of the Meeting' as their proxy.***
3. *A form of proxy is enclosed. To be valid, it must either be: (i) completed, signed and sent (by post or (during normal business hours only) by hand) to the offices of the Company's registrar, **Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ**; or (ii) cast via the online Investor Centre, as explained in the Form of Proxy, in each case so as to arrive or be received no later than 24 hours (excluding any part of a day that is not a working day) before the time fixed for the annual general meeting or any adjourned meeting. In the case of a poll taken more than 48 hours (excluding any part of a day that is not a working day) after it is demanded, the form of proxy should be received by the Company's registrars at least 24 hours (excluding any part of a day that is not a working day) before the time appointed for the taking of the poll. In the case of a poll taken not more than 48 hours (excluding any part of a day that is not a working day) after it is demanded, the form of proxy should be delivered at the meeting to the chairman or to the secretary or to any director of the Company. If a registered holder of ordinary shares and/or convertible preferred ordinary shares is a corporation, the form of proxy should be executed under its seal or signed under the hand of a duly authorised officer or attorney and must be accompanied by any power of attorney or other authority under which it is signed or a copy of such authority certified notarially or in some other way approved by the directors.*
4. *A member which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.*
5. *Copies of the service contracts and letters of appointment of the directors, and the Company's existing memorandum and articles of association are available for inspection during normal business hours at the registered office of the Company (excluding weekends and public holidays).*

6. *Biographical details of all those directors who are offering themselves for re-appointment at the meeting are set out in the annual report and accounts and brief details are also included in the Explanatory Notes attached to this notice of AGM.*
7. *If you have any questions about the form of proxy or the procedures to follow, please telephone the Computershare Investor Services PLC helpline on **0370 02 0192**, by writing to **Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE** or email **webqueries@computershare.co.uk**.*
8. *Shareholders are reminded that they can contact the Company at any time during the year with questions or suggestions via investorrelations@celticfc.co.uk. Shareholders are welcome to submit questions in advance of the AGM via this email address, which the Board will endeavour to address at the AGM. We ask that all questions are submitted by no later than **Friday 17 November 2023**. We ask that you include your full name and SRN in all communications with the Investor Relations Team.*

EXPLANATORY NOTES

Each of Resolutions 1 to 11 (inclusive) is proposed and recommended by the directors.

RESOLUTION 1: Annual report and accounts

The directors must present the annual audited accounts of the Company and the Strategic, Directors' and Auditors' Reports for the year ended 30 June 2023 ("**2023 Annual Report**") to shareholders at the meeting. You are voting to receive the 2023 Annual Report. Detailed information is contained within the 2023 Annual Report.

RESOLUTION 2: Reappointment of Peter Lawwell

Peter Lawwell was appointed to the Board as a non-executive director and Chairman with effect from 1 January 2023 and is required to retire and stand for reappointment at the first AGM following his appointment.

Mr Lawwell was Chief Executive of Celtic plc from October 2003 until June 2021 and also served as a Trustee of Celtic FC Foundation for much of that time. Mr Lawwell previously held senior positions at Clydeport plc, ICI, Hoffman-La-Roche and Mining Scotland. During Mr Lawwell's tenure as CEO and now Chairman, Celtic have won 34 major trophies (15 League Championships, 10 Scottish Cups, 9 League Cups) and qualified for the group stage of the UEFA Champions League on all but 2 occasions. In addition to having served on the Board of Directors of the SPFL and the Scottish FA and various other domestic sub-committees, panels and working groups, Mr Lawwell has also represented Celtic FC on various UEFA committees and is now Vice-Chairman of the European Club Association ("**ECA**") and a Board member of the UEFA/ECA joint venture (UCC SA) and member of the ECA Executive Committee.

RESOLUTION 3: Reappointment of Brian Rose

Brian Rose was appointed to the Board as a non-executive director with effect from July 2023 and is required to retire and stand for reappointment at the first AGM following his appointment.

Mr Rose is a Director of Apple Services in London and has worked in the entertainment and content industry for over two decades, including roles at market leading music and film companies. Throughout this time, Mr Rose has been at the forefront of the development of new Digital Content Strategies leading to improved customer experiences and growth for rights holders and creators.

RESOLUTION 4: Reappointment of Dermot Desmond

Under the Articles, one third of the directors are required to retire from office by rotation each year. Additionally, as part of the Company's on-going commitment to effective corporate governance and to continued assessment of the independence of its non-executive directors, Dermot Desmond retires from office given he has served more than nine years. Mr Desmond is willing to stand for reappointment as a director.

Mr Desmond has been a non-executive director of the Company since May 1995. He is a member of the Audit and Risk Committee and the Nomination Committee.

Mr Desmond is the Chairman and founder of International Investment and Underwriting UC, a private equity company based in Dublin. He has investments in a variety of start-up and established businesses worldwide, in the areas of financial services, technology, education, information systems, leisure, aviation, health and sport (including Celtic FC). He also promoted the establishment of a financial services centre (IFSC) in Dublin in 1986. Today more than 500 companies trade from the IFSC.

RESOLUTION 5: Reappointment of Tom Allison

Tom Allison also retires from office given he has served more than nine years as a non-executive director. Mr Allison is willing to stand for reappointment as a director.

Mr Allison has been a non-executive director of the Company since September 2001. He is Chairman of the Remuneration Committee and a member of the Nomination Committee. Mr Allison is the nominated Senior Independent Director.

Mr Allison is a very experienced businessman and has held directorships in large corporate and public company environments. His experience spans numerous sectors over several decades. He is also an ambassador for the Beatson Cancer Charity.

RESOLUTION 6: Reappointment of Brian Wilson

Brian Wilson also retires from office given he has served more than nine years as a non-executive director. Mr Wilson is willing to stand for reappointment as a director.

Mr Wilson was appointed as a non-executive director of the Company in June 2005. He is a member of the Audit and Risk Committee and the Remuneration Committee.

Formerly a Member of Parliament, Mr Wilson also held several ministerial posts during his political career and is a Privy Counsellor. In 2011, he was named UK Global Director of the Year by the Institute of Directors. He is an experienced journalist and a visiting professor at the University of Strathclyde, where he chairs the Centre for Energy Policy.

RESOLUTION 7: Reappointment of Sharon Brown

Sharon Brown retires by rotation in accordance with the Articles and is willing to stand for reappointment as a director.

Sharon Brown was appointed as a non-executive director of the Company in December 2016 and is Chair of the Audit and Risk Committee.

Mrs Brown has served as a Director, and chaired the Audit Committees of a number of companies, primarily in the retail and financial sectors. Between 1998 and 2013, she was Finance Director and Company Secretary of Dobbies Garden Centres plc, which was sold to Tesco plc in 2008. In addition to her current appointments, she was previously a Director of Fidelity Special Values plc, CT UK Capital & Income Investment Trust plc and McColl's Retail Group plc.

RESOLUTIONS 8 AND 9: Appointment and remuneration of auditors

The Company is required to appoint auditors at each general meeting at which its annual accounts and reports are presented to shareholders. The auditors hold office until the end of the next such general meeting. The auditors are responsible for examining the Company's annual accounts in accordance with statutory requirements.

The accounts for the year to 30 June 2023 have been audited by BDO LLP. Their report to the members of the Company is included within the 2023 Annual Report.

Each year the Audit and Risk Committee considers the performance of the auditors, including factors such as objectivity, independence, quality of audit work, quality of service and value for money. The Board, taking account of the recommendations of the Audit and Risk Committee, is satisfied that the performance of BDO LLP continues to meet the necessary standards. Accordingly this resolution proposes the appointment of BDO LLP as auditors and follows normal practice in giving authority to the Board to determine their fees.

RESOLUTION 10: Authority to allot shares

Generally, the directors may only allot shares in the Company (or grant rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by shareholders in a general meeting. This Resolution, if passed, will authorise the directors to allot shares in the Company (and to grant such rights) up to an aggregate nominal amount of £151,376.52, which represents approximately 16% of the nominal value of the issued ordinary share capital of the Company (excluding the convertible preferred ordinary shares) as at 17 October (being the last practicable date before the publication of this document). This falls well within guidelines issued by the Investment Association, which suggest a general limit of up to one third of the nominal value of the issued ordinary share capital.

If given, this authority will expire on the earlier of 22 February 2025 (being the date 15 months after the date of this annual general meeting) and the conclusion of the next annual general meeting. The directors have no present intention to exercise the authority sought under Resolution 10 other than for the purposes of the Company's scrip dividend scheme, and honouring share options (if any), if exercised.

RESOLUTION 11: Disapplication of pre-emption rights

Generally, if the directors wish to allot new shares or other equity securities (within the meaning of section 560 of the Companies Act 2006) for cash, then under the Companies Act 2006 they must first offer such shares or securities to ordinary shareholders in proportion to their existing holdings. These statutory pre-emption rights may be disappplied by shareholders.

Resolution 11, which will be proposed as a special resolution, renews a similar power given at last year's annual general meeting and, if passed, will enable the directors to allot equity securities for cash up to an aggregate nominal value of £151,376.52 without having to comply with statutory pre-emption rights. However this power is limited so that it applies only for allotments:

- (a) in connection with a rights issue, open offer or other pre-emptive offer to ordinary shareholders and to holders of other equity securities (if required by the rights of those securities or the directors otherwise consider necessary), but (in accordance with normal practice) subject to such exclusions or other arrangements, such as for fractional entitlements and overseas shareholders, as the directors consider necessary;
- (b) in place of a cash dividend pursuant to any authority conferred upon the directors in accordance with and pursuant to article 40.8 of the Company's articles of association (the Company's scrip dividend scheme); and

- (c) in any other case, up to an aggregate nominal amount of £47,305.16, which represents approximately five percent of the nominal value of the issued ordinary share capital of the Company (excluding the convertible preferred ordinary shares) as at 17 October (being the last practicable date before the publication of this document).

If given, this power will expire on the earlier of the conclusion of the Company's next annual general meeting and 22 February 2025. It is the directors' intention to renew this power each year in order that the Company has some flexibility to issue shares if considered appropriate and in the Company's best interests to do so, although it has not been used in recent years other than for implementation of the Company's scrip dividend scheme.

Other than for the Company's scrip dividend scheme, and to honour the exercise of share options (if any), the directors have no present intention of exercising the authority sought under Resolution 11.

RECOMMENDATIONS ON RESOLUTIONS 1-11 (INCLUSIVE)

The directors believe that the proposals outlined in Resolutions 1 to 11 (inclusive) are in the best interests of the Company and its shareholders. The directors intend to vote in favour of each of those resolutions in respect of their own shareholdings, and recommend shareholders to do likewise.