

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2013 Annual General Meeting of Celtic plc ("**Company**" or "**Celtic**") will be held at Celtic Park, Glasgow G40 3RE on **15 November 2013 at 10.30 am** for the following purposes:

To consider and, if thought fit, pass the following resolutions:

Resolutions 1 to 8 (inclusive) will be proposed as ordinary resolutions. Resolution 9 will be proposed as a special resolution. Resolutions 10, 11 and 12 are ordinary resolutions requisitioned by members under Section 338 of the Companies Act 2006 and are not proposed by the directors.

As ordinary resolutions:

1. To receive the Company's annual accounts and the Auditors' Report and the Directors' Report for the year ended 30 June 2013.
2. To reappoint Eric Riley, who retires by rotation, as a director of the Company.
3. To reappoint Peter Lawwell, who retires by rotation, 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 appoint BDO LLP as auditors of the Company.
7. To authorise the directors to determine the remuneration of the auditors.
8. That, pursuant to section 551 of the Companies Act 2006 ("**2006 Act**") 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 £2,346,788 provided that (unless previously revoked, varied or renewed) this authority shall expire on the earlier of 15 February 2015 and the conclusion of the next annual general meeting, 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.

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

As a special resolution:

9. That, subject to the passing of Resolution 8 and pursuant to section 570 of the 2006 Act (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 2006 Act) for cash pursuant to the authority conferred by Resolution 8 as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:
 - 9.1 the allotment of equity securities in connection with an offer (whether by way of a rights issue, open offer or otherwise):
 - 9.1.1 to holders of ordinary shares (within the meaning of section 560(1) of the 2006 Act) in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - 9.1.2 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;
 - 9.2 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

9.3 the allotment of equity securities otherwise than pursuant to sub-paragraphs 9.1 and 9.2 above, up to an aggregate nominal amount of £733,371;

and (unless previously revoked, varied or renewed) this power shall expire on the earlier of 15 February 2015 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 2006 Act which powers which, to the extent unused at the date of this resolution, are revoked with immediate effect.

Shareholder Requisition

Resolutions 10, 11 and 12 are ordinary resolutions, requisitioned on behalf of members in accordance with section 338 of the Companies Act 2006 and are not proposed by the directors.

10. This AGM requests that the Board organises a working party on corporate governance with representatives of the Board and supporters' organisations and with the Supporters' Liaison Officer which will report to the 2014 Celtic PLC AGM. This report will include recommendations to improve and formalise a two-way communication structure between the supporters and the Board, and to consider in detail how the role of the Supporters' Liaison Officer will work in practice.
11. This AGM instructs the PLC Board to take all necessary steps to make Celtic Football Club a Living Wage employer by ensuring that all employees are paid a minimum rate of £7.45 per hour and to upgrade this annually in line with the Scottish Living Wage Campaign recommendations. Celtic FC would become the first football club in the UK to do so and will set an example to both sporting employers and the wider business community in the country.
12. This AGM requests the Board exercise the provision contained in the Procedural Rules Governing the UEFA Club Financial Control Body Article 10 with jurisdiction and investigation responsibilities identified in articles 3 & 11 (Note 1), by referring/bringing to the attention of the UEFA Club Financial Control Body (CFCB), the licensing administration practices of the Scottish Football Association (SFA), requesting the CFCB undertake a review and investigate the SFA's implementation of UEFA & SFA license compliance requirements, with regard to qualification, administration and granting of licenses to compete in football competitions under both SFA and UEFA jurisdiction, since the implementation of the Club Licensing and Financial Fair Play Regulations of 2010.

Note 1 referred to:

Article 10 – Tasks of the CFCB chief investigator

1 If a case falling under the jurisdiction of the CFCB in accordance with these rules comes to the attention of, or is referred to, the CFCB, an investigation is conducted by the CFCB chief investigator.

2 The CFCB chief investigator establishes the facts and collects all evidence.

Article 3 – Jurisdiction of the CFCB

1 The CFCB is competent to:

- (a) determine whether licensors have fulfilled their obligations and whether license applicants/licensees have fulfilled the licensing criteria as defined in the *UEFA Club Licensing and Financial Fair Play Regulations*;
- (b) determine whether licensees fulfil the club monitoring requirements as defined in the *UEFA Club Licensing and Financial Fair Play Regulations*;
- (c) impose disciplinary measures as defined in these rules in the event of non fulfilment of the requirements set out in the *UEFA Club Licensing and Financial Fair Play Regulations*;
- (d) decide on cases relating to club eligibility for the UEFA club competitions to the extent provided for by the regulations governing the competitions in question.

2 When a case seems to come under the jurisdiction of both the CFCB and the Control and Disciplinary Body, the chairmen of the two bodies decide in their own discretion which body shall deal with the case. If they cannot reach an agreement, the chairman of the Appeals Body decides in his own discretion. Such decisions on jurisdiction may only be appealed against with the final decision of the body to which the case was assigned.

Article 11 – Collection of evidence

- 1 The CFCB chief investigator may, on his own initiative or, where appropriate, at the request of the defendant, convene a hearing as part of his investigation.
- 2 All means of evidence may be considered by the CFCB chief investigator. This includes, but is not limited to, the defendant's testimony, witness testimonies, documents and records, recordings (audio or video), on-site inspections and expert reports.
- 3 The defendant may consult the case file.
- 4 The CFCB chief investigator may set a suitable time limit for the defendant to submit its observations and/or submit or request complementary evidence.

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

7 October 2013



Michael Nicholson, 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 13 November 2013 (or, in the event that the meeting is adjourned, in the register of members 48 hours before the time of any 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 13 November 2013 (or, in the event that the meeting is adjourned, after 48 hours before the time of any 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 **0870 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.*
3. *The appointment of a proxy will not preclude a member from attending and voting in person at the meeting if he or she so wishes.*
4. *A form of proxy is enclosed. To be valid, it must be 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 6ZY**, so as to arrive 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.*
5. *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.*
6. *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.*
7. *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).*
8. *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.*
9. *If you have any questions about the form of proxy or the procedures to follow, please telephone the Computershare Investor Services helpline on **0870 702 0192**.*
10. *You may not use any electronic address provided in this notice to communicate with the Company for any purpose other than as may be expressly stated in this notice.*

EXPLANATORY NOTES

Each of Resolutions 1 to 9 (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 Directors' and Auditors' Reports for the year ended 30 June 2013 ("**2013 Annual Report**") to shareholders at the meeting. You are voting to receive the 2013 Annual Report. Detailed information is contained within the 2013 Annual Report.

RESOLUTION 2: Reappointment of Eric Riley

The Company's articles of association require one third of the directors (or, where the number of directors is fewer than three or not a multiple of three, such number as the board of directors (having regard to principles of good corporate governance) shall determine) to retire from office by

rotation each year. Pursuant to principles of good corporate governance, the board of directors ensure that each director is subject to re-election at least every three years.

Eric Riley retires by rotation this year and is willing to stand for reappointment as a director. Mr Riley is the Financial Director and joined the Company in August 1994. Mr Riley is a chartered accountant and has executive responsibility for operational areas of corporate strategy and finance. During the year Mr Riley served as a member of the Board of the Scottish Premier League Limited, renamed as Scottish Professional Football League Limited on 5 July 2013. During the year Mr Riley was also a member of the Finance Committee of the European Club Association. The Company benefits substantially from his experience and knowledge of the sector and of the Company's affairs.

RESOLUTION 3: Reappointment of Peter Lawwell

Peter Lawwell also retires by rotation and is willing to stand for reappointment as a director. Mr Lawwell was originally appointed to the Board in October 2003 and was last re-elected in November 2011. His business experience prior to joining Celtic in 2003 included posts at Clydeport plc as Commercial Director, Chief Executive of Scottish Coal and senior posts with Hoffman la Roche and ICI. Mr Lawwell has played a key, and in the view of the Board, extremely effective and successful role in the management of the Company's operations and finances since his appointment, leading the business on a day-to-day basis and through major projects and initiatives to meet the Company's underlying strategic and business objectives. He is highly respected throughout Scottish, British and European football. During the year Mr Lawwell served as member of the Professional Game Board of the Scottish FA and in September 2013 he was appointed to the Board of the Scottish Football Association as representative for the professional game in Scotland.

RESOLUTION 4: Reappointment of Dermot Desmond

Dermot Desmond retires from office pursuant to Rule B7.1 of The UK Corporate Governance Code. That rule requires directors who have served for nine years or more to retire from office and stand for reappointment annually. The Board has elected to continue to apply the provisions of the UK Corporate Governance Code, whilst not legally required to do so. 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 Committee and the Nomination Committee. Mr Desmond is the Chairman and founder of International Investment and Underwriting (IIU), a private equity company based in Dublin. Through IIU, 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 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 pursuant to Rule B7.1 of The UK Corporate Governance Code. 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. He is Chairman of Peel Ports Limited and a director of a number of other companies within the Peel Ports Group. He is Chairman of Tulloch Homes Group Limited, a non-executive director of Sunseeker Yacht Group Limited and Pinewood Shepperton plc, an ambassador for The Prince and Princess of Wales Hospice in Glasgow and a member of the Council of CBI Scotland.

The reappointments of directors referred to in this notice and the explanatory notes for Resolutions 2 – 5 (inclusive) have been duly proposed and are recommended by the Board.

RESOLUTIONS 6 AND 7: 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 2013 have been audited by BDO LLP. Their report to the members of the Company is included within the 2013 Annual Report.

Following the merger between PKF (UK) LLP and BDO LLP, BDO LLP were appointed as auditors of the Company on 7 June 2013.

Each year the Audit 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 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 8: 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 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 £2,346,788, which represents approximately 16% of the nominal value of the issued ordinary share capital of the Company (including the convertible preferred ordinary shares) as at 3 October 2013 (being the last practicable date before the publication of this document). This falls well within guidelines issued by the ABI, 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 15 February 2015 (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 8 other than for the purposes of the Company's scrip dividend scheme, and honouring share options (if any), if exercised.

RESOLUTION 9: 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 disapplied by shareholders.

Resolution 9, 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 £2,346,788 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 £733,371 (which represents approximately five percent of the nominal value of the issued ordinary share capital of the Company (including the convertible preferred ordinary shares) as at 3 October 2013, being the last practicable date before the publication of this document.

If given, this power will expire on the earlier of 15 February 2015 (being the date 15 months after the date of this annual general meeting) and the conclusion of the next annual general meeting. 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 9.

RECOMMENDATIONS ON RESOLUTIONS 1-9 (INCLUSIVE)

The directors believe that the proposals outlined in Resolutions 1 to 9 (inclusive) are in the best interests of the Company and its shareholders. The directors intend to vote in favour of each of those resolutions, and recommend shareholders to do likewise.

RESOLUTION 10: Corporate Governance Working Party

Resolution 10 has been requisitioned by certain members under the provisions of Section 338 of the Companies Act 2006. **The resolution is not proposed by the directors.**

The following statement is circulated on behalf of those members in accordance with Section 314 of the Companies Act 2006:

"The Celtic Trust

The Celtic Trust is a not-for-profit membership organisation, formally constituted as an Industrial & Provident Society, that has been formed as a vehicle to mobilise the voting power of the many thousands of small shareholders of Celtic Plc. Over the last 12 years through a series of quarterly meetings with Celtic's Chief Executive, the Trust has had a constructive dialogue with Celtic Plc on issues of concern. However a key objective of the Trust remains to give supporters a formal voice at Board level in the future development of Celtic Football Club. In the absence of such representation, we welcome the announcement that Celtic Plc, in compliance with UEFA club licensing regulations, has appointed a Supporter Liaison Officer, Mr John Paul Taylor. We welcome John Paul to the new post and we look forward to a much improved line of communication between the PLC and the Celtic supporters. In line with the position of the Celtic Trust since its inception, we continue to request a greater and more productive two-way exchange of views between the PLC and the supporters and we hope that this appointment will go some way towards this.

However, we do not see this as a substitute for direct supporter involvement in key decisions of the PLC; nor do we wish to see the downgrading of longstanding (albeit inadequate) lines of communication between the Chief Executive and the various supporters' organisations.

We ask you to support this resolution and the written statement above circulated to shareholders in advance of the meeting, in the interests of a stronger Celtic."

Board Response

The Board continues to believe that Celtic consults and communicates more extensively and more effectively with its supporter base than almost any other football club. This is conducted in a wide variety of ways and across a number of organisations including supporters' clubs, associations and shareholder groups, and is not restricted to one particular forum or topic.

Regular meetings and conversations take place throughout the year not only with the Chief Executive but also with other senior representatives of the organisation in response to a variety of issues, requests or projects as these come up. Due to the size of the organisation and range of activities conducted, individual enquiries, requests and complaints are also dealt with on a departmental basis with nominated points of contact.

The appointment of the Supporter Liaison Officer, who reports to the Chief Executive, augments this process. The Supporter Liaison Officer will work to ensure that issues are addressed by the most appropriate club representative.

Celtic complies with requirements imposed by the Scottish FA as part of the Club Licensing process, which take account of UEFA regulations, and received a club licensing approval at "Gold" standard again in 2013.

The Board considers that the existing approach works well and is sufficiently flexible to enable consultation and communication to take place in a sensible, constructive and effective manner that responds not only to issues as they arise but also in the longer term. The Supporter Liaison Officer will continue to work with our supporters, clubs and associations and to develop that role. The Company's approach to corporate governance is fully disclosed in the 2013 Annual Report.

In the circumstances the Board considers the resolution to be unnecessary and recommends that you vote against it.

RESOLUTION 11: Scottish Living Wage Employer

Resolution 11 has been requisitioned by certain members under the provisions of Section 338 of the Companies Act 2006. **The resolution is not proposed by the directors.**

The following statement is circulated on behalf of those members in accordance with Section 314 of the Companies Act 2006:

"One hundred and twenty five years ago this great football club was founded with its principal aim to alleviate poverty in the East end of Glasgow. Today we have a different but no less devastating type of poverty, in work poverty. Wages are so low so close to the national minimum wage that many workers are living week to week, hand to mouth with no real financial security. No ability to save, no chance of a holiday, no way to plan for the future. The Living Wage as set out in the resolution has been calculated taking into account all of these factors and is currently £7.45 per hour. It aims to provide breathing space for employees on low wages so that they can live rather than just exist.

Since the campaign began in 2009 there has been a growing realisation that paying the Living Wage is not only good for employees but also for employers, communities and the economy generally. In Scotland increasing numbers of employers are paying the Living Wage including the Scottish government, the NHS in Scotland and also local councils. It is not just public sector employers who are persuaded of the benefits of paying the Living Wage. A senior partner in the multinational accountancy firm KPMG said "At KPMG we have found that paying the Living Wage not only makes good ethical sense but good business sense too".

In the one hundred and twenty five years existence of Celtic Football Club, it has remained true to its founding principles. This resolution builds directly on those principles and sets out for Celtic a 21st century way of alleviating poverty today as it has done without ceasing since 1888.

We ask you to support this resolution and the written statement above circulated to shareholders in advance of the meeting, in the interests of a stronger Celtic. "

Board Response

The Board considers that the Company demonstrates its commitment to our employees in many ways. The Company's focus in this regard is reflected by our Investors in People status, the UK's leading people management standard, which recognises our commitment to the development and success of our people and our desire to continually improve and grow. The Company is the only professional football club in Scotland to have attained and retained this award.

In April this year, we launched our annual Colleagues' Attitudes and Opinions Survey, which provided useful feedback. We will implement a plan of action to address areas for improvement in the coming months, reflecting our commitment to engaging with our employees. The Company operates a number of initiatives to consult with, and provide information to, our employees.

The main objective of the Company's remuneration policy is to attract, retain and motivate committed and capable individuals who will make a significant contribution to the Company's success but, taking into account the market place, without paying more than is reasonable or necessary. As is reported in the 2013 Annual Report, the Company operates in a diverse range of industry sectors. Each of these sectors have different market levels of remuneration.

The Company takes into account remuneration packages within other comparable companies and sectors and considers performance of the Company against budget in the year and performance from year to year. The Company operates an annual bonus scheme for most of its regular employees, full-time and part-time, in order to encourage out-performance, motivate and retain staff. The scheme is reviewed annually and changes made to reflect the Company's performance and business plan.

The Board considers that a key element of sustaining a robust structure that can withstand the economic pressures of the current football environment is responsible financial management for the long term. Such an approach requires flexibility and control of costs.

The Board recognises the work undertaken by the Scottish Living Wage Campaign and is mindful of the club's founding principles. The Board considers that the Company's remuneration policy serves the requirements of the Company and its employees at the present time.

In the circumstances the Board considers the resolution to be unnecessary and recommends that you vote against it.

RESOLUTION 12: SFA and compliance with UEFA licensing requirements

Resolution 12 has been requisitioned by certain members under the provisions of Section 338 of the Companies Act 2006. **The resolution is not proposed by the directors.**

The following statement is circulated on behalf of those members in accordance with Section 314 of the Companies Act 2006:

"We the undersigned request this course of action, from our clubs custodians and corporate representation, responsible to protect our interests in line with corporate law. We consider the SFA governance has displayed a disregard for the rules and spirit of fair play, contradicted FIFA, UEFA & SFA mission statements and acted in contravention to the spirit of the rules of fair play outlined in FIFA, UEFA & SFA Rules, Regulations and Supplementary documents of which the SFA are signatories, such as;

FIFA Code of Conduct Article 3 – Eleven principles for behaviour and conduct of the FIFA family. (Note 2)

FIFA Standard Cooperation Agreement of 2004 Article 2.1 - Basic Principles, which states;

The basic principles governing the organization, administration and financing of football are as follows: football statutes and regulations, democratic election of governing bodies, legality, competence, dignity, probity, mutual respect, responsibility, trust, communication, transparency, fair play, solidarity, protection of sportsmen and sportswomen's health and promotion of friendly relations.

A number of recent examples of this including but not limited to the following;

1. Unprecedented transfer of membership and granting of license to operate to an unqualified new club, facilitating queue jumping into the lower professional set-up, at the expense of existing qualified clubs, who had applied through the recognized process.
2. Secret cross governance agreements to facilitate point 1. above, which took place during the preparation and contrary to the ethos of the SFA's own published mission statement Scotland United A 20/20 Vision 2012, regarding trust and respect, as part of the future governance of the sport. Further the process for the above agreement is in direct contravention of the FIFA Standard Cooperation Agreement of 2004 Article 2.1 Basic Principles, which identifies Associations responsibilities outlined above.
3. Participation of a new club in an SFA affiliated domestic club competition without proper registration compliance.
4. The participation of the SFA, in an inquiry on improper player registration, an inquiry the SFA declined to initiate on the grounds that; the SFA required to be neutral, maintaining appellate authority status, then not only compromising that neutrality by participation but providing an interpretation on player eligibility that UEFA and indeed FIFA should examine.

These in our opinion are just some of the more blatant contradictions to the spirit of fair play, however, far more serious, and the main thrust of this resolution is the granting by the SFA of a license to participate in European Competition in 2011, to a club who prime facie did not qualify specifically under the non-payment of social tax requirements identified in the FFP 2010, still outstanding to date, a decision that had a direct financial impact on our CFC Plc's financial well being.

Our concern is directed at the governance of the game in Scotland, the SFA, and its apparent disregard for the licensing system that was designed to protect against such commercial impropriety and to ensure sporting integrity; we wish to eliminate the opportunity for possible future indiscretions and insist this problem requires immediate action through investigation by the FCFB, to restore trust and respect in the governance of Scottish football.

We have no confidence in the SFA's governance within the current framework, to satisfy our concerns and therefore request the Board supports this resolution.

If the Board cannot support this resolution, we require a response in writing before the AGM, followed up with a statement addressing this issue at the AGM, justifying any such reticence, as to why it is believed the SFA's actions or lack of, in granting the UEFA license without due rigor, has not had a detrimental financial impact on our club, also justifying why there were no license administration irregularities if that is the Boards contention.

We ask you to support this resolution and the written statement above circulated to shareholders in advance of the meeting, in the interests of a stronger Celtic.

Note 2 referred to:

Eleven core principles for behaviour and conduct of the FIFA family

As a member of the FIFA family, we shall at all times comply with the following principles:

3.1 Integrity and ethical behaviour

We all behave ethically and act with integrity in all situations, keeping in mind that a reputation for integrity is of the utmost importance to FIFA and its objectives.

3.2 Respect and dignity

We treat everyone with respect, and protect the personal dignity, privacy and personal rights of every human being.

3.3 Zero tolerance of discrimination and harassment

We are committed to a diverse culture. There shall be no discrimination as a result of race, ethnicity, origin, skin colour, nationality, religion, age, gender, language, physical appearance, sexual orientation or political opinion, or engagement in any kind of verbal or physical harassment based on any of the above-mentioned or any other criteria.

3.4 Fair play

We believe in the importance of fair play guiding us at all times in all our actions and decisions.

3.5 Compliance with laws, rules and regulations

We comply with all applicable laws and adhere to internal rules and regulations, including respecting stakeholders' interests.

3.6 Avoidance of conflicts of interest

We act always in the best interests of FIFA and its objectives. It is the personal responsibility of each member of the FIFA family to avoid any conflict of interest.

3.7 Transparency and compliance

We seek transparency and strive to maintain a good compliance culture with checks and balances.

3.8 Social and environmental responsibility

We are committed to taking our social and environmental responsibility seriously. We want to contribute to positive social change through football, and aim to minimise the negative impact of all our activities on the environment and to promote sustainability within our sphere of influence.

3.9 Fight against drugs and doping

We want to play a pioneering role in the fight against drugs and doping in sport. We are strictly against drugs and all doping practices.

3.10 Zero tolerance of bribery and corruption

We reject and condemn all forms of bribery and corruption.

3.11 No betting or manipulation

We do not take part in betting connected with football and do not tolerate any form of manipulation or unlawful influencing of match results. "

Board Response

The Board is committed to protecting and promoting the interests of the Company, having regard to, among other things, the principles of fairness and sporting integrity.

Having regard to those interests and principles, the Board monitored the developing situation at Rangers Football Club carefully. The Company maintained a consistent position that the circumstances should be considered by the football authorities and the matter dealt with fairly and proportionately. This position was made clear to the football authorities, including the Scottish FA.

The Company received assurances from the Scottish FA regarding the Club Licensing process for Season 2011/12 at the time. The Board considers that it took appropriate steps to protect the interests of the Company.

The Board will continue to take steps to protect and promote the interests of the Company. The Company participated in the restructuring of Scottish football and will continue to monitor the development and effectiveness of governance systems.

The Board remains committed to a strategy that promotes and protects the interests of the Company and does not rely on any other club. That stand alone strategy has been successful, as demonstrated by the robust results for the year to June 2013 and encouraging start to the current year.

In the circumstances the Board considers the resolution to be unnecessary and recommends that you vote against it.