

The Celtic Paradox

Day 3 of 5: the governance case

Celtic Supporters Limited. Friday 5 June 2026. Estimated read time, five to seven minutes.

Yesterday: the commercial gaps are choices. Today: where the choices get made, by whom, and what the audited disclosures tell us about how those people are accountable. This is a structural and disclosure analysis. It does not evaluate any individual on a personal basis. It does not contest the legality of any regulatory decision. It rests, as the whole series does, on Celtic plc's own published documents.

Board composition and tenure

At the FY2025 reporting date Celtic plc had eight directors. Five of them exceeded the nine-year independence benchmark set by the UK Corporate Governance Code. Average non-executive tenure, excluding the one recent appointment, was 22.5 years. Three of the long-tenured directors had been on the board for 20 or more years. Celtic applies the QCA Corporate Governance Code rather than the UK Code, as is its right as an AIM company. AIM companies can voluntarily adopt the stricter UK Code, and several do. Celtic chooses not to. The choice is the point: it is a choice.

Since the FY2025 reporting date, Peter Lawwell has resigned the chair (December 2025), Tom Allison has retired (April 2026), and Brian Wilson is interim chairman. The departures create an opportunity for genuine board renewal. Whether the board takes it is the most important governance test of the next twelve months.

The Lawwell question

Peter Lawwell served as Celtic's CEO from 2003 to 2021, eighteen years, and then became non-executive chairman in 2021. Provision 9 of the UK Corporate Governance Code explicitly warns against this transition: a former CEO chairing a board cannot objectively oversee the direction they set, the team they appointed, or the culture they created. Celtic, applying the lighter QCA code, made the transition anyway. Lawwell's departure now reopens the question.

Voting concentration

Celtic plc has approximately 107.7 million voting shares in issue. The register includes approximately 29,000 individual shareholders, many holding small parcels from the McCann-era share issues. The largest beneficial shareholder, Dermot Desmond, holds a concentrated bloc of ordinary shares through Line Nominees, with further convertible preference shares through Telsar Holdings. Bank of New York Nominees holds approximately 17.71% of ordinaries as nominee for the

Lindsay Trust, a separate holding. The practical effect is that a concentrated bloc can determine the outcome of any ordinary resolution. Individual shareholders, unaggregated, have no practical influence. This is the structural reality that makes CSL's aggregation model necessary.

The Desmond question

Dermot Desmond has been a director of Celtic plc since 1995. Per Celtic plc's FY2025 Annual Report, he attended 0 of the 6 scheduled board meetings in the year. His son, Ross Desmond, is his alternate director. The formal terms of the alternate, whether he is employed by Celtic plc or any subsidiary, whether he is remunerated, and whether he is subject to the same fiduciary disclosures as appointed directors, are not set out in the Annual Report. These are legitimate shareholder questions that Celtic plc is obliged to address under AIM Rule 26 (adequate information for shareholders).

Under the UK Corporate Governance Code, a holder above 30% would be expected to enter a formal relationship agreement. AIM does not require it, and Celtic's board has stated that no formal shareholder agreement is required. That is a governance choice, not a regulatory constraint.

The 2005 whitewash

In 2005, Dermot Desmond increased his shareholding to a level that, under Rule 9 of the City Code on Takeovers and Mergers, would ordinarily have required a mandatory general offer to all other shareholders at the highest price paid in the preceding twelve months. No such offer was made. Instead, a whitewash was granted under Appendix 1 of the Code, waiving the Rule 9 requirement with the approval of independent shareholders at a general meeting. A whitewash is an exceptional waiver, not a routine corporate action. Its use in 2005 allowed a consolidation of control without the discipline of an all-shareholder offer. AIM listing does not disapply Rule 9 or the whitewash procedure. This is the single most specific Code-level governance event in Celtic's recent history. It has not been revisited by the current board.

The 2025 AGM

The November 2025 AGM ended amid shareholder protest, with shareholder questions on transfers, recruitment, European performance and governance unanswered. An AGM is a statutory accountability event, not an optional one. How the 2026 AGM is conducted will tell shareholders what, if anything, the board has learned.

The NOMAD and the auditor

As an AIM-listed company, Celtic plc retains a Nominated Adviser whose continuing obligation under AIM Rule 39 is to assess the appropriateness of the company's governance arrangements and the accuracy of its public disclosures. Celtic's FY2025 governance report makes claims about the independence of its directors. The accuracy of those claims, against five-of-eight exceeding the nine-year benchmark and a controlling shareholder who attended none of six board meetings while his son acted as alternate, is a matter the NOMAD and the auditor are entitled, and arguably required, to test.

What this section is, and is not

This is a structural and disclosure analysis of Celtic plc's audited and published documents. It does not contest the legality of any regulatory decision. It does not evaluate any individual on a personal basis. It records, in plain terms, what the disclosures show, and asks the questions the disclosures invite.

Tomorrow

The structures and disclosures above are not abstract. Comparable clubs in comparable broadcast environments have made different choices, and have built different businesses on the back of them. Tomorrow, what good looks like.

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