

**THE COMPANIES ACT 2006  
PUBLIC COMPANY LIMITED BY SHARES**

-----  
**AFCW PLC (the “Company”)  
(Registered No. 4764827)**  
-----

**NOTICE  
is hereby given that the  
ANNUAL GENERAL MEETING**

**of the members of the Company will be held at The Cherry Red Records Stadium, 422a Kingston Road, Kingston upon Thames KT1 3PB on Saturday 7 April 2018 at 5.15 pm. The meeting is being held for the purpose of considering the following business:**

**1. Approval of minutes**

To approve the minutes of the Company’s agm, held on 8 December 2016

**2. Report and accounts**

To receive the Company’s accounts and the reports of the directors and auditors for the year ended 30 June 2017

**3. Re-election of directors**

To re-elect Iain McNay and Nigel Higgs as directors. They are retiring by rotation in accordance with the company’s articles of association.

**4 Re-appointment of the auditors**

To re-appoint BDO LLP as auditors.

**5. Remuneration of the auditors**

To authorise the directors to agree the auditors’ remuneration.

**6. Authority to allot A Ordinary shares**

To consider the following resolution as a special resolution:

That, in accordance with section 551 of the Companies Act 2006, the directors be hereby generally and unconditionally authorised to allot further A Ordinary shares of £0.01 each up to an aggregate nominal amount of £9,366 to such persons as and at such times as they think proper providing that such authority shall expire (unless previously reviewed varied or revoked by the company in general meetings) after the prescribed period which shall be twelve months from the date of this resolution.

**7. Disapplication of pre-emption rights in relation to A Ordinary shares**

Subject to the passing of resolution 6 to consider the following resolution as a special resolution:

That, in accordance with section 570 of the Companies Act 2006, the directors be and are given the general power to allot A Ordinary shares of £0.01p each for cash, pursuant to the authority conferred by resolution 7 up to an aggregate nominal amount of £9,366 at any time for the prescribed period of twelve months from the date of this resolution as if the statutory pre-emption rights in section 561(1) of the Companies Act 2006 did not apply to any such allotment.

**8. Authority to borrow up to a total of £7 million**

To consider the following resolution as a special resolution:

In accordance with paragraph 104.1 of the company's Articles of Association, to authorise the Board to obtain borrowings of up to £7 million to assist in the acquisition and construction of a new stadium and to grant a charge against that stadium as security for the borrowing, notwithstanding that when the borrowings are incurred the aggregate amount owing by the Group (being the Company and all its subsidiaries and subsidiary undertakings) in respect of moneys borrowed (exclusive of moneys borrowed by the Company or any of its subsidiaries and subsidiary undertakings from any other of such companies) may exceed a sum equal to two times Equity Shareholders' Funds as shown in the Company's audited annual accounts for the previous financial year.

**By order of the board**  
**15 March 2018**

**I R McNay**  
**Chairman**

A member entitled to attend and unable to do so may appoint a proxy to vote in his/her place. The enclosed proxy form along with this notice can be used by shareholders. Such proxies should be sent to the registered office of the company to arrive not later than 48 hours before the commencement of the meeting.