

## **Notice of Annual General Meeting**

Notice is hereby given that an Annual General Meeting (AGM) of AFCW PLC (Company) will be held at The Cherry Red Records Stadium, Jack Goodchild Way, Kingston upon Thames, Surrey, KT1 3PB on 19 March 2020 at the later of 8.30 pm and the closing of the Dons Trust AGM which precedes it.

You will be asked to consider and vote on the resolutions set out below

### **ORDINARY RESOLUTIONS**

#### **1. Approval of minutes**

To approve the minutes of the Company's AGM, held on 12 December 2018 and reconvened on 18 March 2019

#### **2. Report and accounts**

To receive the Company's accounts and the reports of the directors and auditors for the year ended 30 June 2019

#### **3. Re-election of directors appointed since the previous AGM**

To re-elect the following directors who were appointed since the last AGM and, in accordance with the company's articles of association, are retiring and offering themselves for re-election.

- a) Michael Buckley
- b) Anna Kingsley
- c) Edward Leek
- d) Joseph Palmer
- e) Jane Lonsdale

#### **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.

### **SPECIAL RESOLUTIONS**

#### **6. Borrowing powers**

To authorise the directors to enter into borrowings up to an aggregate amount of £11,000,000.00 as if the restrictions contained in articles 98.2 and 104 of the articles of association of the Company did not apply to such borrowings provided that this power 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.

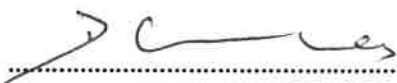
## **7. Allotment of A Ordinary shares**

That, in accordance with section 551 of the Companies Act 2006, the directors be generally and unconditionally authorised to allot further A Ordinary shares of £0.01 up to an aggregate nominal amount of £30,000.00 to such persons 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.

## **8. Disapplication of pre-emption rights re A Ordinary shares**

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 £0.01 each for cash, pursuant to the authority conferred by resolution 7 up to an aggregate nominal amount of £30,000.00 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.

By order of the Board



Director/Company Secretary

AFCW PLC (Company number: 04764827)

The Cherry Red Records Stadium, Jack Goodchild Way, Kingston upon Thames, Surrey, KT1 3PB

Date: 24 February 2020

## **Notes to the Notice of Annual General Meeting**

### **Appointment of proxies**

If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. See the enclosed Proxy Form for guidance on how to appoint a proxy, what authority you are granting them, and how to complete the form itself.