

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES

AFCW plc (Company)
(Registered No. 04764827)

MINUTES of the GENERAL MEETING
of the above-named company held at Kingsmeadow Stadium
Jack Goodchild Way, Kingston, Surrey, KT1 3PB
at 10:00am on 18 December 2020 and continued,
following adjournment, at 10:00 on 19 December 2020

1. Chair

Mark Davis, a director of the Company, chaired the meeting and welcomed shareholders to the seventeenth annual general meeting of the Company. Introducing the meeting Mark noted the special arrangements that had been made to ensure the meeting could be conducted safely, notwithstanding the Covid-19 epidemic.

2. Quorum

2.1. **IT WAS NOTED** that a quorum was present, including the Dons Trust (represented by Edward Leek) and other directors of the Company who are the holders of A Ordinary shares (Mark Davis, Iain McNay, Mick Buckley).

2.2. There was produced to the meeting a notice (**Notice**) convening the meeting and, with the consent of all members present, the Notice was taken as read.

3. Approval of Minutes

3.1. The minutes of the annual general meeting held on 19 March 2020 were approved by a show of hands.

3.2. The minutes of the general meeting held on 29 June 2020 were approved by a show of hands.

4. Report and accounts

4.1. To receive the accounts and report of directors and auditors for the year ended 30 June 2020. Approved by a show of hands.

5. Reappointment of Directors offering themselves for re-election

5.1. Mark proposed, and those present consented, to turn to this agenda item later on in the meeting.

6. Reappointment of the auditors

6.1. The reappointment of BDO LLP as auditors of the Company was carried on a show of hands.

7. Remuneration of the auditors

7.1. The directors were authorised to agree the auditors' remuneration by a show of hands.

8. Allotment of A ordinary shares

Resolution 1

8.1. 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 £10,000.00 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.

8.2. The resolution was carried by a show of hands.

Resolution 2

8.3. 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 special resolution 1 up to an aggregate nominal amount of £10,000.00 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.

8.4. The resolution was carried by a show of hands.

9. Reappointment of Directors offering themselves for re-election

9.1. With the consent of the chair, the Dons Trust's representatives at the meeting proposed to adjourn the meeting so as to permit the Trust's votes to be cast in accordance with the instructions of the Trust's membership at the Trust's annual general meeting the previous evening, the outcome of which was not yet known. The meeting was adjourned at 10:15am.

9.2. Reconvening the meeting at 10:00am on 19 December 2020, at which a quorum was duly present, Mark invited those present to resume the adjourned business of the annual general meeting.

9.3. Iain Ronald McNay was re-elected as a director of the Company, on a show of hands.

10. Close

The meeting was closed at 10.10am.



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Mark Davis, Director

Note: For information, 16 proxy forms were received in advance of the meeting. Of these:

- 13 proxy forms indicated votes in favour of every resolution.
- One proxy form indicated votes against against every resolution except for resolutions 5 (appointment of auditors) and 6 (remuneration of auditors), for which no vote was indicated.
- One proxy form indicated that they appointed the chairman to vote on their behalf.
- One proxy form gave no indication either that they were appointing the chairman to vote on their behalf or of which way they were voting.