

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES

AFCW plc
(Registered No. 04764827)

MINUTES of the ANNUAL GENERAL MEETING
of the above-named company held at the Cherry Red Records Stadium
422a Kingston Road, Kingston Upon Thames
At 8.30pm on Thursday 19th March 2020

Mark Davis chaired the meeting in the absence of AFCW PLC Chairman Iain McNay, who had sent his apologies, and welcomed shareholders to the sixteenth annual general meeting of AFCW plc. 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.

1. Approval of minutes

The minutes of the 12 December 2018 reconvened on 18 March 2019 were approved by a show of hands.

2. Report and Accounts

To receive the accounts and report of directors and auditors for the year ended 30 June 2019. Approved by a show of hands.

3. Reappointment of Directors offering themselves for re-election

Michael Buckley – carried
Anna Kingsley – carried
Edward Leek – carried
Jane Lonsdale – carried
Joseph Palmer – carried

4. Re-Appointment of the auditors

Re-appointment of BDO LLP as auditors was carried on a show of hands.

5. Remuneration of the auditors

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

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 12 months from the date of this resolution.

This resolution was carried on a show of hands.

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 12 months from the date of this resolution.

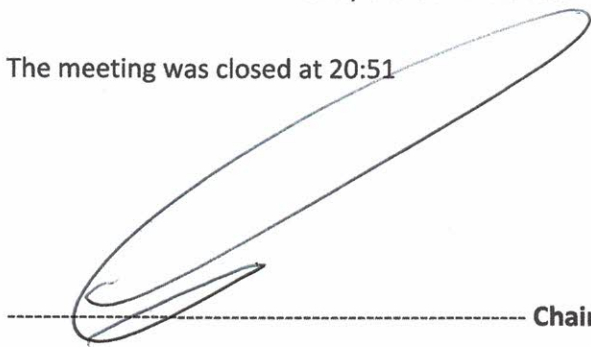
This resolution was carried by a show of hands.

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.

This resolution was carried by a show of hands.

The meeting was closed at 20:51



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