AFCW PLC (**Company Secretary**)

The Cherry Red Records Stadium

Jack Goodchild Way

Kingston upon Thames

Surrey

KT1 3PB

**Annual General Meeting - Form of proxy**

**Before completing this form, please read the explanatory notes below**

I/We

.............................................................................................................. (FULL NAME[S] IN BLOCK CAPITALS)

of

..............................................................................................................

(ADDRESS)

being a member of the Company appoint the Chair of the meeting or (see note 3) as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting (and at any adjournment of the meeting of the Company) to be held on Thursday 19 March 2020 at the later of 8.30 pm or the completion of the Dons Trust AGM which is being held the same evening.

|  |  |
| --- | --- |
| Named proxy (if not the Chair) |  |

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'.

If you wish to appoint multiple proxies, please see note 4 below. Please tick here if you are appointing more than one proxy: [ ]

|  |  |  |
| --- | --- | --- |
|  | **For** | **Against** |
| 1. **Approval of minutes**   To approve the minutes of the Company’s AGM, held on 12 December 2018 and reconvened on 18 March 2019 |  |  |
| 1. **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. |  |  |
| 1. Michael Buckley |  |  |
| 1. Anna Kingsley |  |  |
| 1. Edward Leek |  |  |
| 1. Joseph Palmer |  |  |
| 1. 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. |  |  |
| 1. **Borrowing Powers**   To authorise 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. |  |  |
| 1. **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. |  |  |
| 1. **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 2 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. |  |  |
| **Signature** | | **Date** |

**NOTES**

**FORM OF PROXY**

1. As a member of the Company you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at an annual general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy’s name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your full voting entitlement. This form of proxy confers authority to demand or join in demanding a poll.

2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person and vote, your proxy appointment will automatically be terminated.

**APPOINTMENT**

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish to appoint a proxy other than the chair of the meeting, insert their full name in the box. If you leave this space blank, the chair of the meeting will be appointed your proxy. Where you appoint as your proxy someone other than the chair, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chair and give them the relevant instructions directly.

4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may copy this form. If you are appointing more than one proxy, please indicate in the box next to the proxy holder’s name the number of shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.

5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

**VOTING DIRECTIONS**

6. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting, including a motion to adjourn.

**RETURNING YOUR FORM OF PROXY**

7. To appoint a proxy using this form, the form must be:

* Completed and signed;
* Sent or delivered to the Company at The Cherry Red Records Stadium, Jack Goodchild Way, Kingston upon Thames, Surrey, KT1 3PB; and
* Received by the Company no later than 8.30 pm on 19 March 2020.

8. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

9. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.

10. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.