

Minutes of the Special General Meeting of the members of the Wimbledon Football Club Supporters' Society Limited (The Dons Trust) held at Plough Lane and online, Sunday 30 April 2023 at 4.30pm

1. Welcome and introduction

The Chair of the Dons Trust, Kris Stewart, opened the meeting, welcomed everyone present and thanked everybody for coming along.

After a brief delay to resend a link for online attendees the meeting proceeded.

2. AGM on 19 December 2022

Resolution 1: The minutes of the AGM on 19 December 2022 (Paper 1) were unanimously approved.

3. Amendments to the Dons Trust Constitution

Resolution 2: Approval of the amendments to Schedule 1 of the DT constitution regarding Restricted and non-Restricted Actions.

	In Person	Online	Proxy	Total
For	28	1712	4	1744
Against	0	64	0	64
Abstain	2	71	0	73
at least 50% (1788) of total eligible membership (3576) cast a vote on the resolution				53% (1881)
at least 75% (1411) of the votes are cast in favour of the resolution				93% (1744)
the number of votes cast in favour of the resolution (1744) represents at least 40% of the total eligible membership (3576)				49%
Outcome of resolution				Passed

4. Open Discussion about Equity Options

Kevin Rye introduced the item by confirming how the consultation on equity options would work. He informed the meeting that he personally was in favour of retaining the 75+1 percentage ownership of the club by the Dons Trust that was in place, however, a mature discussion was now needed in relation to the bond debt. It would cover 2 processes, a fundamental discussion amongst members, along with wider consultation with non-DT members to gain a greater understanding of those people's views and perceptions. A pre-eminent specialist

in stakeholder engagement - Engagecf - would assist with the consultation programme.

A set of in-person and online meetings were therefore being convened over the summer period to seek views and comments with a view to meeting expectations in terms of answering questions that people would have and clarifying matters where there was any uncertainty.

The attendees were then invited to ask questions and comment and the following contributions were made:-

Q. A company would consult with its shareholders about how they want to constitute themselves but not its customers – I appreciate we have season tickets holders and other engaged people with an interest in it, including the wider community, but ownership should be a matter for DT members and no one else

(Kevin Rye) Yes, the meetings being organised are for DT members. For the second part of the 'programme', we will be reaching out to non-DT members as it is important to gather information on their views about the club as part of our agreed initiative to assist growing the DT membership.

Q. Is there anyone on the Board that does not believe that 75+1 is a non-negotiable?

(Kris Stewart) This won't completely answer that question, we haven't taken a poll as a Board, and you are unable to bind a future Board, clearly the make-up may change, but when we had a discussion around this toward the end of last year and with previous Board members, the conclusion we came to was that the outcome of the process that we are about to undertake would then remain in place for some time. A lot of the options, like 50+1, the German model, special resolution, company law and associated legalities have been 'knocked around' for some time and we all need to understand what the issues are, for instance is there a large concern about retaining 75+1 which I think there is, or does 75+1 need to be thought about again, whether there are other protections in law which we would be happy with, which there may be, all these things need to be thought about and considered fully.

(Michele Little) As chair of the Finance Committee, and as I look after the PL bonds, we need to understand the parameters open to us in refinancing in spring 2025 and there are a range of options. People may ask for their money back, people may be happy to 'roll over' at the same or a higher interest rate, the average is 2.4% on that first tranche of bonds, a small number have donated their bonds, and the other option is to convert their bond into equity. We are not saying we are in favour of below 75+1, but are keen to know views as that will inform our planning for spring 2025. We are not trying to say that is the right thing to do, but it is a potential option. The narrower the options are the tougher refinancing could be. We have 'friendly debt', but if all upped the interest rate they wanted then the interest per year could grow from £400,000 to £600,000, a considerable sum of money. We would like to put more into the playing budget, so it is appropriate from a governance point of view to look at all options.

(Graeme Price) the questions from DT members about equity have, in the main, come from bond holders who might be happy to swap debt for equity. That would be slightly difficult as we only currently have a small amount of equity left, which is under discussion for sale to a further minority shareholder with a view to using those funds for capital expenditure, which would increase our turnover, which is good. So, in looking at what we could potentially do, a reduction from 75+1 to enable bond debt to equity conversion is one thing that could possibly be done. The timeframe is we need to do that for early 2024. We have done everything alone, coming to this decision will again be us and us alone.

Matt Lowndes would like to know more about why some people do not become DT members, but this is an issue for the current owners of the club. No one on the Board wants us not to be a fan owned club, but sometimes you need to think more about tactical ways of doing it. If you look at other clubs, the owners have previously converted debt to equity, although in some cases that is to try and get round FFP. Exeter have started buying back shares, so do we start a mechanism to potentially buy back friendly equity on a minority basis or use equity on a recycled basis? So, if we did drop below 75+1 we could immediately start a process to buy equity back again in a recycled manner. I think that is the only way – I would not vote for a process whereby we could not buy back equity at a later stage.

Q. I can understand concern about going below 75%. In terms of non-DT member questioning, I hope they will not be asked anything about 75% or less.

(Kevin Rye) The conversation with the membership will be very specific, at the recent informal joint DTB/PLCB meeting, I felt good it would be a good opportunity to understand our fan base better. We are not going to be asking non-DT members their opinion on equity ownership. That will be a wider conversation - the football club is a complex business, including things like DLAG, WiSH, the education hub, and we can't assume we know and understand the reasons people come and what their interests are.

Q. The problem we have, we need to find a way of raising more money that does not jeopardise fan ownership - this season we could have been looking at going into the National League and not being able to fund this stadium, that was a serious threat and fans were very angry about results this season. I assume this consultation about equity is being driven by the PLC, who would like to know if fans ownership should be looked at, because I know that is a subject the PLC have discussed. I would like to see a PLC representative at some of these consultation meetings taking place in the summer. I am nervous about that timing of the consultation as it coincides with holiday times. Personally, I am open on this, I want us to stay fans owned, but with a formula that finds the money to not only keep us in League 2 but gets us out of it.

Q. To my mind we are conflating 2 issues, and running consultations at the same time will cause some confusion. Also, we previously took

professional advice that resulted in the 75+1 ownership model, so I don't understand why this issue is coming up again and is being presented as an option. I don't believe there is a mandate for discussing the conversion of bonds to equity, that was not offered at the time to bond holders.

(Kevin Rye) I'm sorry if there has been some confusion, I took a view there were 2 areas we needed to consult on with 2 broad groups of people, making sure membership is at the heart of it all. We need to ensure that the people that look after the finances have a better understanding of what they can do. I know that there are people, like me, that are absolutely wedded to 75+1 and I am exceedingly nervous about any conversations about equity, because having worked at the 'sharp' end of football for years, most of my work was in crises and chaos created by private interests taking over or owning football clubs and running them for their own self-interests – I'm not saying nobody else here understands that, but that was my work for 10 or 12 years. The need is there though for us to have as much information as we can have about the discussions around debt. One thing I am very clear about is that the processes of consultation are not necessarily the processes of decision. I disagree that we need to have a vote about something, the point is we need to understand what our members think about this so that those looking after finances are best armed with those views.

On conflation, the perfect being the enemy of the good, the decision I took was that we should run the wider consultation in tandem with a view to it tying in with Matt's project to grow the membership, building it more rapidly, which would add greater fan ownership security in future. We have achieved an enormous amount, one or bad seasons does not deflect from those achievements, and I wanted to ensure the parallel consultation was run in the most professional way possible to give us the deepest level of insight from the non-DT member fans. This will be done by questionnaires, other forms of technology, gathering and analysing information. The company we are using to do this know how this operates in institutions that are not simply a private company.

Q. I attend a lot of away matches, I'm getting the feel of a developing 'us and them' situation from fans that follow us around the country but are not members – a developing thought that the way we are working is not their way. If this feeling grows, the DT could be seen more as a nuisance and irrelevance and a 'blocker'. We are also probably an aging membership and younger people may see us as a threat.

Q. In terms of demographics, it is very important we do wider consultation of the fan base, it is sensible business practice, particularly as membership is fluid and people may leave or sign up to it at any time. The wider issue is about the finances.

Q. I like the idea of asking people what they understand, I think there are a number who do not understand what the DT does, how it works and how it relates to the PLCB, and a lot of what they have heard is incorrect. I feel that unless you are from a professional background, some of the explanations offered may not be that clear. A lot of people I

feel do not understand what happens here and how it relates to what happens on the pitch. If they are not happy with what happens on the pitch, they will lay the blame here or at Danny Macklin's door. I am 100% in favour of fan ownership, and I am not that interested in conversations about equity, but some explanations about things need to be clearer.

(Matt Lowndes) The manifesto I stood for election on was about increasing members. James Macdonald and I are very passionate about engaging younger fans and giving them a voice. I hear the same things from fans at away games, indeed there are several people I know that are debenture or bond holders, that are not trust members. Those people often say, 'what's the point of membership?', it is incumbent on us to make sure people know the value of being a DT member, it is equally important we put that in simple terms and engage. I've been in touch with Union Berlin who have 53,000 members who pay 10 Euros a month to be a member and it doesn't even guarantee them a ticket. Why is that happening? By the time I leave the Board I want our numbers of members to be far greater than they are now.

Q. As far as I can work out, has 75+1 come up as we are talking about switching bonds to equity? people who bought bonds did not buy them with that anticipation. I'm interested in recycling my bond. If we are offering bond holders something they were never expecting, is this not 'lose, lose'? - if we even temporarily drop below 75+1, by doing this we may be opening the door for somebody inappropriate to become involved, but will also be restricting significant minority external investment because we would have lost that cushion to sell a minority stake that we currently have

Q. We must face up to the fact that some bondholders will want their money back at some point

Q. On membership growth, we need to be educating people about what the DT is about before trying to grow the numbers

(Mark Lewis) You are spot on, as a Board we have discussed and want to put in place greater 'reach-out'. As well as the matchday kiosk, we want to increase visibility around other areas of the stadium with pop-up banners and information, etc and we want to make clear what the DT is, what benefits of membership are, and answer questions. It is positive that the fanbase continues to grow and if we can harness that interest by increasing awareness of the benefits of fans ownership then so much the better.

Q. We need to be clear with people if we are entering a situation which could, although not necessarily will, result in the current 75+1 ownership being reduced

(Kris Stewart) It's entirely possible for a group of members to come to any of these meetings with a motion that could change the rules of the organisation. That is not the intention of the consultation, we don't have a view on what the outcome of the process will be, and are we by opening the discussion making that more likely? I don't think so, but I guess that is a judgement. As Kevin said, there is not a question at the end, but we want to make sure everyone feels

they have taken part in that conversation. Notwithstanding that many feel that conversation has already taken place, some do not feel that. I think it is therefore valuable in that sense and will take us to a better place.

Q. I think everyone would support Matt's project, in the past when I was involved with the Board we were very aware, although we mentioned it in jest, that just before a key vote 500 fans of another club could sign up as members, march in and take the club away from us. So, we must be aware of the possibilities that might arise from increasing membership amongst fans not wedded to fans ownership.

(Kris Stewart) The intention is not to run around trying to force people to join the DT, it is more about talking to people that have not previously been engaged with the trust so that they may have a greater understanding about it and so they can make an informed decision whether they want to be a part of it.

Q. The Imperial College report, has it been fully implemented, could Imperial College come down, present it and discuss it?

(Graeme Price) Only one recommendation was made by Imperial College – three boards down to two, and that has been implemented.

(Kris Stewart) And that work done by them was fully thought about and has informed us in other governance matters, such as the changes we have now approved that were before us earlier today.

Q. A week ago today, the PLCB put up on its website that the club had been approached by London Irish, about utilising our stadium. I was first aware in February and raised this with the club, who said it was not true. I would like clarity the PLCB will not enter into any agreement without coming to the membership first about it. Is it true London Irish has offered £6m for a long-term agreement, improving facilities including under soil heating and the floodlights?

(Kris Stewart) In any such conversation the DT is always kept aware, through the normal channels, but also because I, Graeme and Michele also sit on the PLCB. The rules we have just approved earlier this evening mean that the PLCB is unable to decide on an issue like that on its own and without reference elsewhere. There has not been an offer of £6m for a long-term occupancy of Plough Lane.

Q. Are we a London living wage club?

(Kris Stewart) Somehow, we are not. Everyone employed directly by us is, I'm not sure why this has not been at the top of the list to complete – we should be working towards it as a priority.

5. End of Meeting

Kris Stewart thanked everybody for coming along, and taking part in the discussions, and then closed the meeting.

Signed on behalf of the DT Board

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Chair of the DTB