

ELECTION OF AFCW PLC DIRECTORS

Resolutions 1-3 seek members' authorisation for the Dons Trust Board to appoint named Dons Trust Board members as directors of the company.

Resolution 4 seeks members' authorisation for the Dons Trust Board to cast the Trust's votes at the next AFCW PLC members meeting in favour of appointing Nick Robertson as a director of the company.

The Dons Trust Board recommends that members vote in favour of Resolutions 1-4, which require a simple majority of votes cast in order to be passed.

Background

The plc is required to have a majority of its directors being DTB members. If these resolutions are passed, the make-up of the plc board will be 5 DTB members and 4 non-DTB members:

- Dons Trust Board nominees:
 - Edward Leek
 - Jane Lonsdale
 - Xavier Wiggins
 - Charlie Talbot
 - Hannah Kitcher
- AFC Wimbledon – Joe Palmer (CEO)
- Independent
 - Mick Buckley
 - Iain McNay (Chairman)
 - Nick Robertson

Mick Buckley, Edward Leek, Jane Lonsdale and Joe Palmer were all reappointed as directors at the 2019 AGM. Iain McNay was re-appointed as a director at the 2020 AGM.

Resolution 1 – statement from Xavier Wiggins

I am currently the Co-Chair of the Dons Trust and was one of the creators of the Plough Lane Bond.

I am also a Co-Founder and Leadership Group Member of the multiple award-winning Dons Local Action Group. I am Joint Owner and Director of a real estate consultancy, focusing on distribution, which involves connecting developers to worldwide agents. I have built and sold brands in the property-based media, marketing and distribution space and have consulted to many property companies, including building and implementing marketing strategies responsible for extremely fast growth businesses. I spent four years as Director of Peterborough United, having consulted to the Owner on property matters.

Like other DTB members on the PLC board, I will represent the interests of the Dons Trust and its voting rights on the plc board and also work to support where needed on both on and off pitch matters.

Resolution 2 – statement from Charlie Talbot

I am currently the Vice-Chair of the Dons Trust and was one of the creators of the Plough Lane Bond. I have other directorships: I am the managing director of a production company which specialises in theatrical and corporate events, as well as the co-founder of a related consultancy business which advises companies on their branding, marketing and experiential offerings.

I will represent the interests of the Dons Trust and its voting rights on the plc board and also work to ensure we have adequately resourced operational and professional working structures in every aspect of how our club is run.

Now Plough Lane is built, our next challenge is to ensure we have a club, plc and Trust set-up that is robust, financially secure and future proof, protecting fan ownership while enabling revenue generation, investment and growth.

Resolution 3 – statement from Hannah Kitcher

I joined the Dons Trust in 2016 and was first elected to the Dons Trust Board (DTB) in 2018, and was reelected to serve for a further two years in 2020. I am putting myself forward for the AFCW PLC namely for two reasons:

- 1. I will represent the voice of the membership on the PLC Board.** In the most recent election I was elected to the DTB with the highest number of votes of all the candidates. I stand for being a representative on the Trust Board that listens to, and learns from the all owners of the club, and who stands for ensuring that the Club remains fan-owned and operating sustainably. I will stand for this on the PLC Board too.
- 2. Stability is important.** I have been involved with the work of the Trust for a number of years, and am now in my third year on the Board. I bring longevity of experience in a governance role at the Club.

For my day job I work as a communications manager at a research institute, and I am proud to be able to bring this expertise to the Board. On the DTB, my primary focus is on continuing to improve communications and membership engagement. I am also currently supporting the Club strategy review and the restructuring of the Club's volunteering framework.

I also stand for, and advocate the following:

- We remain fan-owned.
- The Club operates sustainably – within our means – and that we are doing everything we can to maximise the potential of Plough Lane.
- Greater transparency from the Board and the Club.
- All members feel they have a voice and are listened to and that I represent these in all decisions made by the Board. Where it is possible to consult with members, we should. When issues are a matter of principle, they should not be dictated by the Board, this is for the members to decide on.
- Inclusion. We must always strive to be as inclusive as possible, tolerate no forms of abuse and engage with the wider community.
- We are a responsible employer.
- We maintain and build our volunteer capacity and community ethos.
- We play a wider role in supporting the wider Football family.
- We admit to, and learn from our mistakes, and always strive to be better.

Resolution 4 – background to Nick Robertson

Nick Robertson, OBE is 53 years old and has been a Wimbledon resident since 2007. He co-founded ASOS in 2000 and was its CEO until 2015. He is currently a non-executive director of ASOS and Chair of the ASOS Foundation as well as an investor or advisor in a number of small-medium size enterprises. He is passionate about the local community and is a supporter of Polka Theatre and Wimbledon Bookfest as well as a shareholder in AFC Wimbledon and a Dons Trust member.

Members of the Dons Trust Board and existing members of the PLC approached Nick Robertson and asked him to consider joining the PLC board - he did not seek this role of his own volition and it was not a consideration or expectation predicated on his investment.

The DTB believes that strengthening the make-up of the PLC Board with a non-executive director of Nick's calibre will assist in the board's advisory role within the institution as well as the challenges it faces in improving the plc and club's financial position over the next few years.

The club, Trust and PLC are finalising a five-year Business Plan (beginning in the 2021-22 season with the first full use of Plough Lane) that will in year one, require the refinancing of the bridging loan from MSP Capital. It will then look at longer-term debt financing, including the first repayment window for the Plough Lane Bond, and all avenues for other sources of investment to support the club's growth and deliver significantly increased revenues from Plough Lane on matchdays and non-matchdays.

The boards and the finance committee consider that Nick's presence on the PLC Board and his input will increase the efficacy of this process, and provide confidence to lenders, investors and other potential institutional partners.

The club / Trust are conducting a strategy review - membership engagement on this will follow in the next few weeks. As per their stated aims for 2021, the Trust are also looking at potential structural reforms – with the aim of protecting core principles while providing a framework for future growth and success. Adding a further non-executive director to the PLC at this stage does not pre-judge or affect the outcome of those processes.

Nick is happy to undertake involvement as a PLC director for the good of the club but is not doing so to seek further publicity or control, simply to assist in improving financial performance and supporting strategies for long-term growth.

Nick will be attending the Dons Trust SGM on Wednesday 28 April to discuss this resolution. For further background, and in advance of the deadline for proxy votes (midday on Tuesday 27 April), the DTB plans to release an interview with Nick soon, so members who have not heard from Nick since his investment in the club can find out more about him and his background.