

PAPER 4 – RE-ELECTION/ELECTION OF DIRECTORS

As part of the normal process at the AFCW PLC AGM, we present resolutions to seek shareholders' authorisation to re-elect and/or elect directors of the company as appropriate.

The Board seeks authorisation from members to cast the Trust's votes at AFCW PLC's Annual General Meeting in favour of approving the reappointment of Graeme Price and James Macdonald as directors of AFCW PLC.

In addition to these appointments, after three years in post as a director of AFCW PLC, Iain McNay is now standing for re-election as a director at the AFCW PLC AGM. As part of the governance changes made in December 2022, the AFCW PLC Articles were amended at the December 2022 AGM (in particular clause 84.3) to set out the structure of the Board to be as follows:

- a) the Directors shall be appointed on terms agreed and approved by the Society Board;
- b) the Company Board will be made up as follows: an AFC Wimbledon Chair as appointed from time to time by the Society Board, 2 directors representing minority shareholders, 3 directors who are Society Board members and up to 6 non-executive directors appointed for specific knowledge and experience. Any subsidiary of the Company shall also have the same Board structure, except that for AFC Wimbledon Ladies FC Limited there must be one member of the Society Board and one member of the AFCW PLC Board represented on its Board.

It was also agreed that there would be further changes brought to amend the rules in 2024 such that the minority shareholders of AFCW PLC should themselves decide which two people should represent them on the Board. **In the interim, the Dons Trust Board have agreed therefore that they will not cast the Dons Trust vote on any resolution to appoint a minority shareholder Board representative and that for this 2023 AFCW PLC AGM, the minority shareholders alone should cast their votes.**

Background

The current directors of AFCW PLC are as follows:

Dons Trust Board nominees

- Michele Little Appointed December 2022 AGM
- Graeme Price Appointed January 2023
- James Macdonald Appointed September 2023

AFC Wimbledon

- Mick Buckley (Chair) Reappointed December 2022 AGM

Independent

- Iain McNay Reappointed December 2020 AGM
- Nick Robertson Reappointed December 2021 AGM

Following the election at the Dons Trust December 2022 AGM to the Dons Trust board, Graeme Price was appointed director of AFCW PLC in January 2023. Kris Stewart resigned as a director of AFCW PLC in September 2023 and was replaced by James Macdonald.

Graeme Price, James Macdonald now stand for formal election/re-election as directors at this AGM.

Resolution 6 – background to Graeme Price

Re-election/election of directors

Having been involved in several fund raising and finance initiatives for the club I was co-opted on to the DT board in April 2022 and then formally elected to the DT in December 2022. I was selected as one of the DT representatives on the PLC in January 2023. My role is to ensure that there is DT oversight and representation on the PLC board and that decisions are taken with the best interests of the owners of the club. I will strive to ensure that AFC Wimbledon are successful, sustainable and remain fan owned.

The majority of my professional life has been spent in finance and wealth management with two global institutions. I'm now the executive chair of a group of wealth management companies, as well as a trustee of a charity.

Resolution 7 – background to James Macdonald

I have been a Wimbledon fan since 1978 and was a founder member of the Dons Trust. Having attended games at Plough Lane, I believe that the club is now rightfully back in the community in which it belongs and will do all that I can to help AFC Wimbledon be sustainable and successful.

I was elected to the Dons Trust Board in December 2022 and, on the resignation of Kris Steward from the DTB and PLC board, was the unanimous choice to replace Kris as a DTB representative on the PLC board. I believe my experience of being Chief Operating Officer for a £17m turnover Multi Academy Trust allows me to use my experience to help the club deliver success within its means. Working in education provides me with the experience of making tight budgets work but primarily my role is to represent the Dons Trust Board on the operational side of the club and ensure that decisions are taken with the best interests of the owners of the club.