

APPOINTMENT OF AFCW PLC DIRECTORS

This item is carried forward from the Trust's AGM on 29 January 2020. At that meeting, the Dons Trust Board had sought members' approval for the Trust to cast its votes in favour of the appointment of various directors to the board of AFCW PLC. However, members pointed out at the meeting that it would be more appropriate for the names of directors to be approved individually rather than collectively. The board therefore agreed to bring this item back to the subsequent SGM, which was expected in March.

However, the Trust's March SGM was cancelled, due to COVID-19. It was therefore not possible for the board to obtain members' approval for casting the Trust's votes in favour of approving the directors at the AFCW PLC AGM on 19 March. Nonetheless, the Trust did cast its votes in favour, and the directors were duly elected. The present resolution therefore seeks retrospective approval. In the event that the membership rejects any of Resolutions 3 to 7, the Trust will take such action as is necessary to ensure the removal of the director(s) concerned.

We are therefore putting the following resolutions to the Trust's SGM:

Resolution 3: To ratify the Trust's vote in favour of re-electing Michael Buckley to the board of AFCW PLC at the AFCW PLC AGM held on 19 March 2020.

Resolution 4: To ratify the Trust's vote in favour of re-electing Anna Kingsley to the board of AFCW PLC at the AFCW PLC AGM held on 19 March 2020.

Resolution 5: To ratify the Trust's vote in favour of re-electing Edward Leek to the board of AFCW PLC at the AFCW PLC AGM held on 19 March 2020.

Resolution 6: To ratify the Trust's vote in favour of re-electing Jane Lonsdale to the board of AFCW PLC at the AFCW PLC AGM held on 19 March 2020.

Resolution 7: To ratify the Trust's vote in favour of re-electing Joseph Palmer to the board of AFCW PLC at the AFCW PLC AGM held on 19 March 2020.

The AFCW PLC board meets quarterly. There are seven directors. The board is chaired by Iain McNay and the other members are Mick Buckley, Mark Davis, Anna Kingsley, Edward Leek, Jane Lonsdale and Joe Palmer. The majority of the directors are Dons Trust Board members nominated by the Dons Trust Board and all are approved by the Dons Trust Board. The directors are accountable to all shareholders of the company, not just to the Dons Trust. As well as fulfilling its legal obligations, the AFCW PLC board serves in an advisory capacity both to the Dons Trust Board and the Football Club Board, reviewing the group's finances, commercial activities and business risks.

Given the recently reinvigorated role of the AFCW PLC board, some members present at the AGM were interested in hearing more about each of the directors who were being appointed. We therefore asked four of them, prior to the (cancelled) March SGM, to prepare a short a short statement, and these are provided below. We did not seek a statement from Joe Palmer as the board considers that (pending a review of governance procedures) his role as CEO of AFC Wimbledon requires him to be a director. Having appointed Joe as CEO, we are looking to the membership to support us in that decision without requiring a personal statement from Joe.

Mick Buckley

I have supported Wimbledon since the age of 12 (44 years ago). Plough Lane provided a second home for me and my mates and when we weren't watching the games, we would help collect the balls up after training. Whilst challenging at

times, I am highly motivated to make our move get back to Wimbledon a successful one, with us at the heart of our community.

I have been involved with The Dons Trust since 2002. I was a founder member and I helped out with fundraising when the club was launched. I have been involved ever since in a number of roles.

My passion for the Trust and club combined with my business experience (I spent 12 years as MD/ CEO of 2 large broadcasting companies), resulted in various Dons Trust boards co-opting me on two occasions , and in 2012, I was asked to play a non-exec role on the Football Club board. When I stepped down in 2019, I was asked to be a director of the PLC which I agreed to do.

We have all been asked to comment on our commitment to fan ownership and conflicts of interest.

I am a life member of the Dons Trust, when I handed over my £500, it was with the expectation and desire that the Dons Trust would always own the club. That remains my strongly preferred position. The mobilisation of the fans behind the Plough Lane Bond gives me confidence that the solution to financial sustainability can emerge from within.

I don't have any conflicts of interest regarding any potential investors in the club.

Anna Kingsley

I joined the Dons Trust Board at a really busy and exciting time. The challenges ahead are tough, but this is a fantastic club to be a part of and I would like to continue to do my bit. I want to be an AFCW PLC Director so that I can continue to represent the views of the Trust.

I've followed the Dons since I first sat on my father's lap at Plough Lane. Now my children play Saturday morning football with AFC Wimbledon and dream of making it into the first team.

I live and work in Wimbledon. I am a psychotherapist and run a busy and successful practice. My job has taught me to be good at listening for detail and I don't shy away from difficult conversations. I get stuff done. When you're self-employed, work full-time and care for two children, you learn what's essential, fast.

I would like the new stadium to be about more than just football. Ultimately, I hope it will be a hub for the whole community. That's why I passionately want our club to stay fan-owned. I'd like us to remain in the EFL too. I think we all agree the club needs to be financially stable and professionally run. As AFC Wimbledon grows, those aims will only get tougher to achieve, but this club likes a challenge and I think we're up for it – just look at what has been achieved by the team behind The Plough Lane Bond – incredible!

Lastly, I should add that I don't have any conflicts of interest regarding any potential investors in the club.

Edward Leek

I have been a Wimbledon fan since I was a boy, used to stand at Plough Lane and had a season ticket throughout the period at Selhurst Park. I was a founding member of the Dons Trust, although I was living in Brazil for much of the time that the club was non-league.

In my professional life am a finance director for small companies, and previously worked with KPMG (a large accountancy firm) for 20 years.

The return to Plough Lane is what motivated me to stand for the DTB and I continue to work hard on the stadium project and the related funding. With the mix of funding that we are raising (debt through the Plough Lane Bond / Dons Trust, equity through Seedrs and other outside debt) comes responsibility to those that have invested their money in the club. This is partly what the PLC board is responsible for, and I think that my professional skills and experience will be useful to that board.

I am committed to fan ownership and think that the Dons Trust has been an excellent vehicle for this. With hand on heart I would say that I am even more committed to the return to Plough Lane and to the future of the club as a league club with sustainable finances, so that we can all continue to enjoy watching our team play good competitive football and bring through our own young players.

I don't have any conflicts of interest regarding any potential investors in the club.

Jane Lonsdale

My name is Jane Lonsdale. I am currently the vice-chair of the Dons Trust Board (DTB). I was first elected to the board in 2013 and have been a board member since. Most recently re-elected in December 2019. I have a track record of delivery and member engagement on the DTB including setting up and overseeing two DT Working Groups: Diversity & Inclusion and Junior Dons that have delivered many events over the years but most recently the Kick it Out Event in January, the Women at the Game event in February. I also researched and implemented the first Trust member engagement tool: Trust Webjam.

I first started supporting Wimbledon in 1994 (26 years year ago). I am a season ticket holder in the main stand and attend games with my husband and two teenage sons. For my day job I am head of Corporate Governance at the Treasury and lead a team of people. Understanding governance will be a key element for the plc as we, as a club, become larger and more professionalised.

In relation to the fan-owned model I 100% advocate that Wimbledon should remain fan owned. I also don't think we should be reducing the Trust's share down to anywhere near 51%! Why would we do that if we don't need to. I believe being fan-owned is part of what makes us Wimbledon now. I have shown my commitment to the wider fan ownership model by working closely with Supporters Direct (now incorporated into the Football Supporters Association) and have presented at their Supporters Summit. What we as a club have achieved over the last 19 years has been phenomenal! This most recently demonstrated again with the Plough Lane Bond. Wimbledon fans are the best! Anyone who knows us wouldn't be surprised by what has been achieved in such a short space of time.

I don't have any conflicts of interest regarding any potential investors. I have met 2 of the investors once, and that was at a DTB meeting.

The above statements were prepared some months ago, in preparation for the (cancelled) March SGM. More recently, the positions of all members of the Dons Trust Board in relation to fan ownership have been collated into a document which can be found at <https://thedonstrust.org/2020/08/03/a-fans-owned-club-where-do-we-stand/>

The board recommends that members vote in favour of all of the above resolutions. They are ordinary resolutions, requiring a simple majority of votes cast in order to be passed.