THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

AFCW plc (Company)

(Registered No. 04764827)

MINUTES of the SPECIAL GENERAL MEETING

of the above-named company held at Cherry Red Records Stadium

Plough Lane, London SW17 0NR

at 7.30pm on 13 May 2024

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1. Chair

Mick Buckley, a director of the Company, chaired the meeting and welcomed shareholders to the special general meeting of the Company. Michele Gull and Iain McNay sent their apologies.

2. Quorum

2.1 IT WAS NOTED that a quorum was present, including the Dons Trust (represented by Michele Little, Graeme Price and James Macdonald) and other directors of the Company who are the holders of A Ordinary shares (Nick Robertson) and non-executive directors (Dan Johnson).

2.2 There was produced to the meeting a notice (**Notice**) convening the meeting and, with the consent of all members present, the Notice was taken as read.

3 Resolution 1

3.1 The special resolution to approve the amendment of the Articles of Association of AFCW PLC to change the structure of the AFCW PLC board to provide more flexibility for future new board additions was approved by a show of hands and proxies, noting the votes also cast by the Dons Trust in favour. In particular, that the amended article 13.3.2 contained in the proposed new articles of association of the Company annexed hereto (the "New Articles"), as set out below, was approved:

"*the Board will be made up as follows: an AFC Wimbledon chair as appointed from time to time by the Society Board, three directors who are Society Board members and up to eight directors who are either directors representing minority shareholders and/or non-executive directors appointed for specific knowledge and experience. Any subsidiary of the Company shall also have the same requirements for its board of directors, except for AFC Wimbledon Women, which must have one member of the Society Board and one member of the Board represented on its board of directors;*

4 Resolution 2

4.1 The special resolution to approve the amendment of the Articles of Association of AFCW PLC to provide protection to the voting rights of the Dons Trust (the Society) to always be in the majority of 50.01% was approved by a show of hands and proxies, noting the votes also cast by the Dons Trust in favour. In particular, that the amended article 35.1.3(b) contained in the proposed new articles of association of the Company annexed hereto, as set out below, was approved:

"*At a general meeting, on a show of hands, subject to any rights or restrictions attached to any shares, the Society which is present by a duly authorised representative or by proxy shall have the higher of 50.01% of the voting rights attaching to all shares and the voting rights attaching to the shares held by the Society and the Non-Society Members shall have the balance of the voting rights attaching to all shares proportionally to the number and class of shares held by each Non-Society Member in accordance with article 35.1.3(a); on a poll the Society which is present by a duly authorised representative or by proxy shall have the higher of 50.01% of the voting rights attaching to all shares and the voting rights attaching to the shares held by the Society and the Non-Society Members shall have the balance of the voting rights attaching to all shares proportionally to the number and class of shares held by each Non-Society Member in accordance with article 35.1.3(a); and on a vote on a written resolution, the Society which is present by a duly authorised representative or by proxy shall have the higher of 50.01% of the voting rights attaching to all shares and the voting rights attaching to the shares held by the Society and the Non-Society Members shall have the balance of the voting rights attaching to all shares proportionally to the number and class of shares held by each Non-Society Member in accordance with article 35.1.3(a).*"

5. Resolution 3

5.1 The special resolution to approve the amendment of the Articles of Association of AFCW PLC to provide a limit of any party's holding of the voting rights in AFCW PLC to 15% was approved by a show of hands and proxies, noting the votes also cast by the Dons Trust in favour. In particular, that the amended article 35.1.3(c) contained in the proposed new articles of association of the Company annexed hereto, as set out below, was approved:

"*The voting rights conferred on the shares held by each of the Non-Society Members (together with their Connected persons) pursuant to articles 35.1.3(a) and 35.1.3(b) shall be restricted to the lower of 15% of the voting rights attaching to all shares and the number of votes allocated pursuant to article 35.1.3(b).*"

6. Resolution 4

6.1 The special resolution to approve the amendment of the Articles of Association of AFCW PLC to prevent a transfer of shares in AFCW PLC where the party receiving the shares would then hold more than 15% of the voting rights in AFCW PLC was approved by a show of hands and proxies, noting the votes also cast by the Dons Trust in favour. In particular, that the amended article 58 contained in the proposed new articles of association of the Company annexed hereto, as set out below, was approved:

"The directors shall refuse to register the transfer of both certificated shares and uncertified shares without the prior written consent of the Society where:

58.1.1 the proposed transferee is not a member; and/or

58.1.2 the proposed transferee (together with their Connected persons) would, following the transfer, hold 15% or more of the voting rights attaching to all shares."

7. Resolution 5

7.1 The special resolution to approve the amendment of the Articles of Association of AFCW PLC to update the articles of AFCW PLC to reflect changes in the Companies Act 2006 was approved by a show of hands and proxies, noting the votes also cast by the Dons Trust in favour. In particular, that all other provisions incorporated into the attached New Articles were hereby approved, and as a result, the New Articles were hereby adopted as the new articles of association of the Company in substitution for the existing articles of association of the Company.

8. Resolution 6

8.1 The special resolution to seek shareholders of AFCW PLC's consent to send or supply documents and information (Documents and Information) to them in electronic form and via a website, as well as to approve the amendment of the Articles of Association of AFCW PLC to permit such forms of communication was approved by a show of hands and proxies, noting the votes also cast by the Dons Trust in favour. In particular, as contemplated in the New Articles:

A) the Company may send or supply any document or information that is required or authorised to be sent or supplied to a member or another person by the Company under the Companies Acts (as defined in section 2 of the Companies Act 2006 (the "**Act**")), or pursuant to the Company's articles of association or to any other rules or regulations to which the Company may be subject, by making it available on a website; and

B) the provisions of the Act which apply to sending or supplying a document or information required or authorised to be sent or supplied by the Companies Acts (as defined in section 2 of the Act) by making it available on a website shall also apply, the necessary changes having been made, to sending or supplying any document or information required or authorised to be sent by the Company's articles of association or other rules or regulations to which the Company may be subject by making it available on a website

9. **Close**

The SGM was closed at 8.30pm.

Mick Buckley, Director

Note: For information, 25 proxy forms were received in advance of the meeting. Of these:

- 18 proxy forms indicated votes in favour of every resolution
- 0 proxy forms indicated votes against every resolution
- 1 proxy form indicated votes against resolutions 1, 2, 3, 4 and 5 but in favour of resolution 6.
- 2 proxy forms indicated votes against resolutions 3 and 4 but otherwise in favour of the resolutions.
- 1 proxy form indicated votes against resolution 1 but otherwise in favour of the resolutions.
- 1 proxy form indicated votes against resolutions 2 and 3 but otherwise in favour of the resolutions.
- 1 proxy form indicated votes against resolutions 6 but otherwise in favour of the resolutions.