PAPER 8 – 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 elect directors of the company as appropriate. After three years in post as a director of AFCW PLC, Nick Robertson is now standing for re-election as a director at this AGM. There are also two directors who seek formal approval of their appointments made in 2024 – Angus Fox and Daniel Johnson.

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 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. **The AFCW PLC board have since discussed this proposed change and agreed that they will revert back to the existing method of appointing all directors where the Dons Trust Board agree that they will cast the Dons Trust vote on any resolution to appoint a minority shareholder Board representative.**

The Board recommends that those shareholders entitled to vote should vote in favour of these Resolutions which require a simple majority of votes cast in order to be passed.

Background

The current directors of AFCW PLC are as follows:

Dons Trust Board nominees

○ Angus Fox	Appointed July 2024
○ Graeme Price	Appointed December 2023 AGM
○ James Macdonald	Appointed December 2023 AGM

AFC Wimbledon

○ Mick Buckley (Chair)	Reappointed December 2022 AGM
○ Michele Little (Vice Chair)	Appointed December 2022 AGM

Independent

○ Iain McNay	Reappointed December 2023 AGM
○ Nick Robertson	Reappointed December 2021 AGM
○ Daniel Johnson	Appointed March 2024

Michele Little was appointed as Vice Chair of AFCW PLC in July 2024 requiring her to step down from the Dons Trust board. Angus Fox was then appointed as the third Dons Trust board director on the AFCW PLC board to replace her. Daniel Johnson was appointed as a non-executive director of AFCW PLC in March 2024.

Angus Fox, Daniel Johnson and Nick Robertson now stand for formal election/re-election as directors at this AGM.

Resolution 4 – background to Nick Robertson

Nick Robertson, OBE was appointed to the PLC board in 2021 following a request by the then DT Board members Xavier Wiggins and Jane Lonsdale to help strengthen the PLC board. Despite Nick owning 10% of AFCW PLC following the re-financing and bond issue, it was never a condition of his investment that he receive a Board Seat but an acknowledgement that his experience and skills could be of use to the PLC Board.

Nick remains a Board Director of ASOS.com Ltd - a company he co-founded in 2000, and Chairs the ASOS Foundation, the charitable arm of ASOS.com that raises over £800,000 per year to support young people. Nick is also Chair and majority shareholder in Gandys International, a fashion brand that supports education projects for disadvantaged children across the world. Nick is also Chair of Kidly.com Ltd and invests in a wide variety of small and medium sized enterprises. A keen supporter of local enterprises (having lived in Wimbledon since 2007) Nick and his family have supported the Polka theatre and Wimbledon Bookfest as well as being a shareholder in AFC Wimbledon and a life time Dons Trust Member.

In standing for re-election to the AFCW PLC Board, Nick had to say:

"It has been an absolute pleasure to serve the Club on the PLC Board these last 3 years. The club and the people around the club never cease to amaze me in their passion and dedication to the cause. To say it's infectious would be an understatement and I firmly believe that together we are building something amazing. Despite a number of operational and financial challenges we have come together as a board and a club to navigate our way through these with special mention to the volunteers of the Dons Trust Board, both Chairs and my fellow PLC Board members who year in year out help steer our club to greater success.

We all have different skills and experiences but one common purpose - and it is this collection of minds and ambition that is our strength. There is only one agenda - to make our club great. Over the last year I have been tasked with overseeing the 'Development Committee' a small group of experienced volunteers primarily responsible for the building out of Plough Lane, identifying a more suitable training ground and fitting out our third floor. All of these projects are underway but likely to take some time given the capital constraints of the club. I was also tasked to help with the Strategy Update Document - a very comprehensive piece of work conducted by yet another volunteer from Q5, the management consultancy firm. As with any strategy, it's important to double down on the things that are going to make a material difference to our club rather than just the 'business as usual' plan. I will continue to push hard to make sure that the PLC board is completely focussed on the 'game changers' so we earn the right to compete at the highest level the club can achieve.

Finally, working together as one is what will give our club the best possible chance of success. Hosting the annual squad party is a small but symbolic gesture to remind us all that we are one big team, fighting for the same things and whilst differences of opinion exist about how the club is structured and finances itself going forward, we should never forget we got here together and will win, if we stick together. COYD's"

Resolution 5 – background to Angus Fox

I have been a supporter of the club since its resurrection. My first game was one of the early friendlies at Leatherhead. My first season ticket was at Kingsmeadow while out of work in the fall out following the dot com crash. Football at that time gave me a routine and kept me going.

Now I run my own specialist software development and consulting company which I started in 1998 providing professional services for startups and enterprises in product management, technology strategy and implementation for complex information management software platforms especially in social, collaboration, mobile and legal

technology.

Previously I made an early career in product management, and consulting for several of the world's biggest software companies including HP, Oracle and Microsoft with a focus on collaboration and mobile technologies.

I became a board member of AFCW PLC in July 2024 as one of the three members drawn from the board of the Dons Trust.

I've encountered every aspect of our clubs operations and management since joining the Dons Trust board and have got to know the people behind everything that we do from putting on match days, to running IT and operations, to managing our football teams and talent and the work of our charities.

I feel like I understand all the component parts of our club now and I believe I have the experience and time to help the club achieve sustainable and measurable success on and off the pitches as a sustainable fan-owned community football club.

I provide an important voice representing the members of the Dons Trust. The successful operation of the PLC board is key not only to the oversight and governance of our club, but to the implementation of our strategy for success.

I am known for having passion and and having an opinionated nature. I can be a perfectionist but won't let the best be the enemy of the good.

It continues to be a privilege to be involved with the club and I hope to be able to continue to put effort in to our success.

Resolution 6 – background to Daniel Johnson

I am a passionate believer in the power of sport, particularly football, to deliver positive community and cultural outcomes. AFC Wimbledon is a brilliant example of what can be achieved when those forces are harnessed with purpose and commitment. This, combined with the Club’s founding principle of fan ownership, is what makes the Dons special, and something I am proud to be a part of.

The next phase of AFC Wimbledon’s journey – essentially to prove that a fan-owned and community-focused club can progress and thrive in the upper reaches of the football pyramid – is something I am keen to use my 25 years’ experience of sports, media and political communications to help drive that ambition forward.

I have now lived in south-west London for most of my life and consider it my home and community. I can’t think of a better way to contribute than by serving on the PLC Board, and hope to remain involved for years to come.