

## **WYCOMBE WANDERERS FOOTBALL CLUB P. L. C.**

**PURSUANT TO NOTICE GIVEN THE THIRD ANNUAL GENERAL MEETING OF WYCOMBE WANDERERS FOOTBALL CLUB P. L. C. WAS HELD AT ADAMS PARK, HIGH WYCOMBE ON 6<sup>TH</sup> DECEMBER 2007 AT 8-00PM WITH MR I. L. BEEKS IN THE CHAIR.**

### **PRESENT**

Mr I. L. Beeks (Chairman), Mr S. E. Hayes (Managing Director), Mr B. L. Kane (Director), Mr I. P. Mather (Founders Trust Director), Mr K. Blagbrough (Supporters Trust Director), Mr K. J. Allen (Company Secretary) and sixty-five (65) Shareholders present, with apologies received from fourteen (14) Shareholders.

### **THE CHAIRMAN'S WELCOME TO THE MEETING**

The Chairman welcomed the Shareholders to the 2007 Annual General Meeting of the Company and thanked them for their attendance.

The Chairman proceeded to refer Shareholders to the notice convening the meeting, which had been in Shareholders' hands for the statutory period and with their permission took the notice as read.

The Chairman then read out the total number of Proxy Votes received by the stipulated time, adding that the Proxy Votes held in his favour together with the votes of Mr S. E. Hayes and Mr B. L. Kane totalled more than 75% of the share capital. Therefore if any resolution at the meeting were defeated by a show of hands, he would be demanding that a Poll be held.

The Chairman then asked The Company Secretary if any apologies for absence had been received, with The Company Secretary stating that there had been fourteen (14) apologies received.

### **MINUTES OF THE PREVIOUS ANNUAL GENERAL MEETING**

The Chairman then proposed, "That the Minutes from the previous Annual General Meeting, being the 2006 and second Annual general Meeting of the Company, be received and signed".

This proposition was seconded by Mr K. Blagbrough and passed unanimously.

The Chairman then declared the proposition carried.

## **TO RECEIVE AND ADOPT THE REPORT OF THE DIRECTORS AND THE AUDITED ACCOUNTS FOR THE YEAR ENDED 30<sup>TH</sup> JUNE 2007**

The Chairman referred Shareholders to pages 2, 3, 4 and 5 of the accounts, which had been previously circulated, bring the attention of Shareholders to The Chairman's Report and that of the Directors, which with the permission of Shareholders was taken as read.

Before The Chairman moved the adoption of the accounts, he informed Shareholders that a number of written questions had been received, to which answers had been prepared.

He announced his intention to read both the questions and answers, but that he would not take further questions on the replies:

### **From Founders/Supporters Trusts (jointly):**

1. Have any additional guarantees been given to the auditors to avoid the need to qualify the accounts in any way?

**Answer** Steve Hayes provided a letter of support to the auditors, confirming he would not seek repayment of the loan balance before 1 July 2008 and giving an undertaking to continue to support the Club financially "so that it can continue to trade as a viable and going concern business for the foreseeable future and at least until 30 September 2008".

2. It was reported last year that the proceeds from the Carling Cup run would be allocated to the Manager over a 2-year period to invest in the playing squad. Is this still the intention?

**Answer** Yes. Provision was made in the 2007/08 budget for extra wages for players as a result of the Carling Cup income.

3. It was reported last year that the proceeds from the Carling Cup run would be allocated to the Manager over a 2-year period to invest in the playing squad. Has a provision been made in these accounts for this future expenditure?

**Answer** Unfortunately it was not legally possible to accrue in the 2006/07 accounts for player costs that would be incurred in future periods. The profit for the Carling cup run was therefore included in the 2006/07 accounts and the spend will be shown in subsequent accounts. This will unfortunately contribute to reported losses in 2007/08.

4. The accounts show a loss of £699K even after the receipt of £972K from a combination of the Carling Cup run (£441K) and the sale of players (£531K). Given that there will be no cup run this year and proceeds of sale of players is likely to be lower, the projected loss for the current year would seem likely to be in the range £1M - £1.5M. What is the Board's estimate of the likely loss for the current year?

**Answer** The lack of cup runs and player sales will clearly have an impact on this year's trading position. Unless attendances pick up significantly the loss will be greater than last year, but is expected to be lower than the loss for 2005/06.

5. How are the costs of the installation of the "Big Screen" being covered - by loan notes or by a donation?

**Answer** Steve Hayes has funded the purchase of the screen, which was purchased by the Club. He will be repaid from revenue generated from the screen.

6. Are London Wasps using and contributing to the costs of the "Big Screen"?

**Answer** The screen was put in place after Wasps agreed their budget and so they had no funds available to rent it. We are working on them using the screen next year, and are also looking for a lead sponsor.

7. Will the "Big Screen" be self-financing this financial year?

**Answer** No it will not be self-financing this year. Due to set-up costs and the lack of income from Wasps, the screen will make a loss this year. However, we do expect a profit next year, with use by Wasps, a lead sponsor in place, and the set-up costs having already been incurred.

8. If the "Big Screen" makes a loss, how will the loss be covered - by loan notes or by a donation?

**Answer** Most P&L cost relating to the loss is depreciation and so covered by the loan mentioned in response to the previous question about screen funding. On-going costs will be covered by loan notes.

9. What steps are the Board taking to fund any loss this financial year?

**Answer** Steve Hayes has agreed to fund the loss for the year by way of loan notes. As stated in the statutory accounts he will not be able to withdraw his loan notes without the prior consent of Ivor Beeks and Brian Kane. It is worth noting that work is ongoing to minimise any loss by increasing revenues and decreasing costs wherever possible. In particular we are focussing on advertising sales, sponsorship packages and retail incomes. Non matchday day conferencing and banqueting sales are a huge growth opportunity and in the first 4 months of the financial year are up 34% following a focussed marketing campaign.

10. The Board's stated policy, confirmed in the answers to questions asked at last year's AGM and reported in the minutes, has been to invest in the playing squad and the supporting infrastructure at the Club in anticipation of on-field success and hoped for higher revenues. Have the Board considered in depth any alternative plan to break even in the short term?

11. **Answer** Steve Hayes stated at the Fans' Forum in August that he would continue to fund the Club for at least this season and the following season. Should the necessary support for a new stadium not be forthcoming from the council and from fans then the alternative plan needs to come into play. This will involve a large scaling down of operations in both the football departments and the commercial departments and will realistically mean that the ambitions of the Club will not be realised.

12. On what basis does the Chairman assert, "the long term solution to becoming financially self sufficient has to be with the creation of a new stadium"?

**Answer** There are certain constraints that are placed on the businesses of both Wycombe Wanderers and London Wasps due to the location of the current stadium. These constraints are unlikely to be overcome at Adams Park and include access/egress, stadium capacity and non-matchday income from Conference & Banqueting. To grow the Club and achieve our ambitions the Board agree that the best solution is to look for a move to a new stadium.

13. What is the current status of the possible new stadium?

**Answer** We are actively speaking to the Council and talks are progressing well. We now have a consultant in place who is working to see if there is a suitable site for our requirements. However, there is a long way to go although we hope to have some more definitive news by March next year.

14. In the event of a move to a new stadium and the associated sale of Adams Park, are the Board able to confirm that proceeds of the sale of Adams Park will only be used to fund future capital investments and specifically not be used to pay off debts arising from funding the current operating expenses?

**Answer** Any move from Adams Park is a long way off and possibly may not even happen. The board's intention is that by the time a move is proposed, the debt will have reduced. Also, the potential value of the Adams Park site is unknown and will be dependent on whether the site is removed from its current Green Belt classification. Any decision regarding the use of proceeds from any potential sale value will not be made until much nearer the time.

14. In the event of a liquidation of the PLC, are the Board willing to guarantee that the payment of up to £1,320,000 payable to the Founder Shareholders Trust would rank ahead of the repayment of loan notes?

**Answer** We have taken legal opinion on this matter and received the following reply: "The assets which are available for distribution following a winding up are those available once all other liabilities of the Company have been discharged. Given the loan notes are in effect a debt of the Company these will be repaid (along with other liabilities of the Company) and then to the extent there is anything left this will be distributed in accordance with the articles".

**From CA Rackstraw:**

15. What contribution are we receiving from Wasps – it's not possible to get this from the plc accounts?

**Answer** It is not possible to tell from the statutory accounts how much is received from London Wasps as statutory accounts do not go into this level of detail. We do not disclose this information publicly. In any commercial agreement it is never sensible to let the other party know your financial position relating to that agreement.

**From JC Barnes:**

16. If the Club continue to sell our best players how are we going to achieve promotion?

**Answer** No club wants to sell their best players, but at times, especially in the Lower leagues, it's inevitable. Most good players are ambitious and want to play at the highest possible level to earn the best possible money. A player being linked to a bigger club will naturally be attracted by the higher profile and the higher wages and it should be counter productive for Wycombe Wanderers to stand in the way of a player who feels that such a move would be in his interest. Particularly if the player is nearing the end of his contract which, in most cases, due to the Bosman ruling, would see the player move for free and the club receive nothing. If a player is not close to the end of his contract the club would be left with the prospect of keeping an unhappy player who would prefer not to be here and who would likely have a negative impact on the rest of the squad. Sometimes the only realistic option is to sell players and to negotiate the best possible terms for the club. Developing players, not only from our own youth programme, but also from shrewd transfer acquisitions, is very important to clubs such as ours. We just need to try as best we can to make the maximum possible profit from player sales.

17. While I welcome forward looking how can the Board justify a new stadium for Division Two football considering the average attendances this season?

**Answer** There is no disputing that crowds have been very disappointing so far this season. Efforts by the club and the marketing team are ongoing to further raise the profile and awareness amongst potential new fans throughout the club's wider catchment area in an effort to increase match attendance. However, it remains the ambition of the Board to move up the leagues, which will attract bigger gates, including much higher attendances from away fans.

The Chairman then proposed, "That the report of the Directors and the audited accounts for the year ended 30<sup>th</sup> June 2007 be received and adopted and the recommendation of the Directors that no dividend be declared in respect of the year to be approved".

The proposition was seconded by Mr Brian Kane and passed unanimously.

The Chairman then declared the resolution carried.

**TO RE-ELECT AS A DIRECTOR MR STEPHEN HAYES, WHO IS RETIRING BY ROTATION**

The Chairman then made the proposition, "To re-elect as a Director Mr Stephen Edward Hayes, who is retiring by rotation".

The proposition was seconded by Mr Brian Kane and passed unanimously.

The Chairman then declared the resolution carried.

**TO RE-APPOINT HW CHARTERED ACCOUNTANTS AS AUDITORS OF THE COMPANY AND FOR THEIR REMUNERATION TO BE DETERMINED BY THE DIRECTORS**

The Chairman then made the proposition, "That HW Chartered Accountants be appointed as auditors of the Company and for their remuneration to be determined by the Directors".

The proposition was seconded by Mr Ian Mather and passed unanimously.

The Chairman then proposed the resolution carried.

**TO CONSIDER AND IF THOUGHT FIT PASS THE FOLLOWING SPECIAL RESOLUTION**

The Chairman then proposed the following Special Resolution, "Article 13 Sub-Clause 13.3.1 Variations of Founder Share Rights (page 12)".

"Delete Causeway Stadium and insert Adams Park."

The special resolution was seconded by Mr Ian Mather and passed unanimously.

The Chairman then proposed the special resolution carried.

This concluded the business of the meeting,

The Chairman thanked Shareholders for their attendance and wished them a safe journey home.

**Signed as a true and complete record**

**Mr I. L. Beeks**  
**CHAIRMAN**