



**Report on the Annual General Meeting of
Wycombe Wanderers Football Club PLC
held in the Woodlands Lounge, Adams Park
8:00 p.m. Wednesday, 1st February 2006**

In accordance with the official notification issued to shareholders in the company, Wycombe Wanderers Football Club PLC held its inaugural Annual General Meeting in the Woodlands Lounge, Adams Park at 8:00 p.m. on Wednesday, 1st February 2006.

The meeting was chaired by the PLC's Chairman, Mr. Ivor Beeks. In attendance were Mr. Steve Hayes (Managing Director), Mr. Brian Kane (Director), Mr. Keith Blagbrough (Director, Supporters Trust), Mr. Ian Mather (Director, Founders Trust), and Mr. Keith Allen (Company Secretary). Also attending were Mr. Ron Allsop and Mr. Roger Peak from Penningtons, the Club's solicitors, and Mr. Marius Brooks from the Club's accountants, BDO Stoy Hayward. Approximately 80 shareholders were in attendance, including official representatives from the four supporter organisations all of which are shareholders in the PLC, Wycombe Wanderers Supporters Trust, Wycombe Wanderers Founders Trust, the Official Wycombe Wanderers Supporters Association and Wycombe Wanderers Independent Supporters Club. The Club's manager, Mr. John Gorman, was unable to attend due to personal reasons.

Mr Beeks observed that a minimum of two members were needed for a quorum and, since there were sufficient attendees, the meeting was formally opened at 8.04pm.

There was no presentation on or discussion of either the financial results or the resolutions to be voted upon. The Chairman turned immediately to the resolutions to be put to the AGM. The Chairman informed shareholders that the following proxy votes had been received:

	For	Against	Withheld
Resolution 1	907,801	0	0
Resolution 2	907,801	0	0
Resolution 3	907,299	0	502
Resolution 4	907,299	502	0
Resolution 5	905,800	2,001	0
Resolution 6	899,786	8,015	1
Resolution 7	907,800	0	0

Note: Resolutions placed before general meetings are voted on by a show of hands with each attendee having one vote irrespective of the size of their shareholding. Proxy votes are only relevant if a resolution is put to a poll i.e. one vote per share held by those voting in person or by proxy in which case the proxy votes cast above would be included.

There are 1,092,352 shares in issue including the 500 Founder Shares. The proxy votes includes the votes cast by Mssrs. Beeks, Hayes and Kane, who hold between them 778,752 shares. A total of 546,177 votes were needed to guarantee a greater than 50% majority in favour to pass ordinary resolutions such as Resolutions 1-5. A total of 819,265 votes were needed to guarantee a greater than 75% majority in favour to pass special resolutions such as Resolutions 6 and 7.

The Supporters Trust and Founders Trust account for a total of 100,077 votes and hence, of the remaining 214,523 shares, 121,034 had cast proxy votes in favour of Resolution 6, which was opposed by the Supporters Trust and Founders Trust.

Mr Beeks stated that should any resolution be defeated by a show of hands at the meeting, a poll would be demanded since proxy votes had been cast in advance representing more than the minimum necessary to pass each resolution.

Resolution 1:

To adopt the directors' report and accounts for the period ended 30th June 2005.

The resolution was passed unanimously by a show of hands.

Resolution 2:

To re-elect Mr. Stephen Hayes as a Director.

The resolution was passed unanimously by a show of hands.

Resolution 3:

To re-elect Mr Brian Kane who had retired by rotation in accordance with the Company's Articles of Association

The resolution was passed unanimously by a show of hands.

Resolution 4:

To re-appoint BDO Stoy Hayward as auditors.

The resolution was passed unanimously by a show of hands.

Resolution 5:

To allow the Board of Directors to allot shares to the value of £2,907,648

The resolution was passed unanimously by a show of hands.

Note: There would be a total of 4,000,000 shares issued if the full amount of 2,907,648 shares were issued in addition to the 1,092,352 shares that have been issued prior to the AGM.

Resolution 6:

To dis-apply pre-emption rights

It was noted that a 75% majority was needed to pass this resolution, as it was a Special Resolution.

The show of hands gave the following result:

For	Against
39	41

There were also a number of abstentions. As the resolution had been defeated by a show of hands but the Company had received proxy votes in favour over and above the 75% required to pass the resolution, the Chairman demanded a poll, which was scrutinised by the Company's solicitors.

Immediately following the voting by show of hands, a question from the floor requested that the Board explain the meaning and consequences of the resolution. Initially Mr Beeks refused to explain further as the directors were of the view that there had been sufficient time ahead of the meeting to ask such questions. He noted that the Wycombe Wanderers Supporters Trust and Wycombe Wanderers Founders Trust had entered into a dialogue with the directors and their advisors on the meaning and need for this resolution ahead of the AGM. However, following a repeat of the request to explain the resolution and why the Board felt it was necessary, Mr Beeks called upon Mr. Ron Allsop of Penningtons to repeat advice received by the Board.

Mr Allsop commented that without the passing of resolution 6, the Board would only be able to issue new shares by first offering shares to all existing shareholders in the company. Thus, the purpose of resolution 6 was to provide the Board with the flexibility not to have to offer shares to existing shareholders. In a comment from the floor, Mr. Francis Glenister, Chairman of the Supporters Trust, observed that it had been explained to the Supporters Trust and Founders Trust that the PLC intended to issue shares without going to the expense of issuing a prospectus and, in the absence of such prospectus, that it will not be possible to make shares available to be purchased by the supporter base of the Club as a whole.

Resolution 7 was voted on and there then followed a break to allow voting to take place. The AGM was then formally closed. Whilst counting was underway, the Board proceeded to outline a vision for the Club (below).

Later the results of the poll was announced as follows:

For	Against	Withheld	% in favour
927,820	125,626	Not Stated	88.07% of total votes cast

Votes against included the 100,077 votes cast by the Supporters and Founders Trust – see separate report.

Having achieved greater than the necessary 75% majority for a special resolution, the resolution was duly passed.

Resolution 7:

To give both the Founder Shareholders and Ordinary Shareholders one vote at a general meeting for each share held.

It was noted that a 75% majority was needed to pass this resolution, as it was a Special Resolution.

The resolution was passed unanimously by a show of hands.

A Vision for the Future

Following the formal business of the meeting, Mr Brian Kane outlined the Board's vision for the future of the Club. In short, the vision was for ***"a successful Football Community Club providing pride and passion in performance!"***

The Club's mission was to see the establishment of a Championship-level community Club by 2010 rewarding Sponsors and Customers with an environment of great entertainment, first class service and high quality facilities.

The Club would provide a pride in investment and long-term potential for increased shareholder value, which would contribute to the community and offer a commercially beneficial relationship. The Club would demand the best from its suppliers, who would be rewarded with a long-term relationship. The Club would also endeavour to make everyone who does business with it feel *special, appreciated and valued*.

Mr Kane ended by stating that shareholders would have already noted changes since the Club converted to the PLC structure. Many of the future changes were anticipated to take from 1-10 years to complete.

Mr Hayes then provided more specific details on a number of issues:

- ◆ Work to date: Hayes highlighted the refurbishment and maintenance work that had already been completed. Investment had been made in the Club's IT infrastructure, which included the installation of Customer Relationship Management software (the CRM), although it was conceded that this had yet to see a return. His vision was for a club that was free of debt and on a sustainable footing within six years from June 2005.
- ◆ New initiatives: A call centre would be put in place, whilst a sponsors meeting was announced for 27th March 2006. The game against Torquay United would be designated 'Community Day' with the intention of filling the Dreams Stand by attracting school children and following up on the 7's scheme already in place. Torquay supporters will be seated in an alternative area of the ground. Finally, the conference business would be revamped to ensure that all areas of the Club are fully utilised throughout the week.
- ◆ Pitch: He noted that mistakes had been made regarding overuse of the pitch, for which pre-season fixtures, reserve fixtures, rugby, pre-match warm ups and half-time entertainment were all contributory factors. Hayes reported that a plan has been put in place and agreed with Wasps to improve matters for season 2006/07 and that he had personally apologised to the manager of WWFC for the state of the pitch.
- ◆ Club Shop: The Club will be seeking planning permission for a new club shop at the stadium, to replace Wanderers in Town, which had been losing money. If approved, the shop will incorporate a ticketing facility. Hayes commented that "once the marketing was right", the Club would consider reopening an outlet in the town centre.
- ◆ Wasps: Rugby would be incorporated in the Club's plans, but the Board would ensure that first and foremost WWFC were in the best position.
- ◆ Wycombe District Council: Hayes described as a 'fallacy' the notion WDC care more for Wasps than Wycombe Wanderers. Referring to the possibility of a new stadium included in the recent WDC consultation process "'Help Plan Your District - Imagine the Future" (see separate reports), Hayes noted that there had been no communication with the Club, who had no prior knowledge of the plans. However, he did not rule out that such a plan would be considered by the Board, if it were in the Club's best interests. It was asserted that any new stadium would need to be a community hub.
- ◆ Training Ground: Hayes asserted that the Club needs a new training facility with more and better facilities available. The Club would be looking to identify an appropriate site, and then finance and plan the project for the long-term. Residential facilities onsite would be desirable for the Club's youth schemers.

Mr Hayes closed by asserting that the Club would only be successful if everyone pulled together – as had been seen following the recent tragic death of Mark Philo. Shareholders were thanked for their support.

Questions from the floor

Finances

Asked to give an update on the financial situation since the date of the accounts of 30th June 2005, Hayes admitted that the Club were still running at a loss; a situation which is anticipated to continue for some time. Hayes asserted that, due to the funding of the loss via loan notes, the financial state of the Club is not worsening. Hayes stated that he is personally happy to invest further in the Club and is aware where improvements still needed to be made. Hayes admitted that the PLC had gambled on Nathan Tyson being sold during the year by providing additional money to strengthen the squad during the summer of 2005 before any sale had been agreed. Hayes stated that John Gorman had been told that additional funds would be made available for players in the January transfer window should the team be “there or there about” at Christmas.

Hayes noted that changes were not going to happen overnight. Loan notes were increasing but that he would look to convert some proportion of these to shares in the Club as new investors are found and thereby allow him to raise his shareholding without breaking the 25% limit on any one shareholder.

Asked to explain how the Club intended to turn around the negative cash flow, Hayes noted that the Club had recently agreed terms with an individual to take up the vacant position of a sales and marketing manager. He pointed to this as a sign that the Club are investing in the right people now for the future.

Payment of the second Instalment on partly paid PLC Shares

In response to a question about the timing of the payment of the second instalment on those PLC shares that were issued in a partly paid form, Mr. Keith Allen, Company Secretary, stated that he would be writing to relevant shareholders to inform them that the call date is to be 18th February 2006 and that the payment would be due within 7 days.

How to remedy the problem of the reduction in commercial activity?

Hayes noted that relegation had made a large negative difference to the Club's income, not just from ticket sales, but also in the number and financial commitment of sponsors now willing to invest in the Club. All income streams have suffered as a result. Hence promotion to League One is a priority.

What happens when Steve Hayes reaches his investment 'limit'?

Hayes confirmed that he has an ultimate limit in mind beyond which he would not wish to spend further on the Club. He declined to provide details of the figure. Should this limit be reached, Hayes promised that he would talk to the Board of Directors and both Trusts as things would need to be changed. However, he stated that he did not want to see the Club in a poorer position for his involvement.

Gifting of Loans to the Club

In a light hearted exchange about a matter that has potentially serious long term implications for the financial state of the Club, Mr Hayes declined an invitation to gift his loans to the Club at this stage.

New Investors

Hayes stated that he has been speaking to a few people and that he expects further investment to be made by new shareholders into the Club. He declined to give names observing that it would have been inappropriate if they subsequently decide not to invest.

Should not the preparation of a prospectus for share issues be considered one of the operating costs of any PLC structure? Why will WWFC PLC not therefore be issuing a prospectus and thereby allowing supporters to invest if they wish?

Mr. Hayes stated that the PLC are not ready to produce a prospectus. He observed that the Club's finances are not in the position where they would make an attractive case for an investment. Mr. Kane stated that the cost of producing a prospectus would likely be in the region of £20,000-£30,000. Some remarks were made suggesting that supporters could approach the PLC to make an investment but advice received by the PLC's Directors subsequent to the AGM indicates that they would not be able to accept such approaches in general. Mr. Hayes promised that, once the financial situation at the Club had been set in order, a prospectus would be produced so that supporters might be given the opportunity to invest in the Club. No timescale was provided within which this might happen.

How do the Board expect to be taken seriously when they state they wish to 'go forward together' when they go against fans' emotional commitment (a reference to the Chairman calling for a poll on resolution 6 earlier in the meeting, when the resolution had been defeated by a show of hands)?

Mr. Beeks noted that there were in the order of 100 people present, indicating the existence of a number of 'stay at home' shareholders. (*The PLC has 89 Ordinary Shareholders and 424 Founder Shareholders including the Founders Trust - a significant number of the Founder Shareholders are also Ordinary Shareholders.*) The fact that these shareholders had not chosen to oppose the resolution could be taken as an indication that these shareholders are in favour of the Board's position. Mr. Beeks added that the Directors never proposed anything unless they believed it to be in the best interest of the Club.

Request for the return of the 10% discount for season ticket holders on purchases from the Club Shop rather than the discount vouchers

Hayes noted that this was a matter to be raised with the Sales and Marketing team, but promised that the issue would be discussed once again.

The handling of matters surrounding the death of Mark Philo

The Board were congratulated from the floor for their handling of both the announcement of the tragic death of Mark Philo after the match versus Notts County and the subsequent arrangements. The Chairman commented that similar comments had been received from many sources.

The meeting closed at 9.52pm.

Comment by the Trusts

For the main part, the meeting was conducted in an open, constructive and friendly manner. However, the answers to the questions on finances and the financial viability of the Club were answered with rather vague and general remarks together with an aspiration for a brighter future rather than with hard financial facts or plans. Many financial analysts would disagree with the assertion that the funding of the ongoing losses via loan notes means that the Club's financial state is not worsening. The Trusts are disappointed that Resolution 6 was passed since it is likely to mean that fans will be excluded from purchasing further shareholdings in the Club that they support. The financial conditions necessary to allow a prospectus to be issued are unlikely to be realised anytime soon. Without a prospectus, it will not be possible for the Club to approach supporters to invest. The Trusts will continue to represent their members by engaging with the PLC on these matters.

This report has been produced jointly by the Boards of Wycombe Wanderers Supporters Trust and the Wycombe Wanderers Founders Trust for the purpose of updating their members. The report must not be used for any other purpose including but not limited to selected or total quotation without the prior agreement of the Boards of Wycombe Wanderers Supporters Trust and Wycombe Wanderers Founders Trust.