

MINUTES OF THE 17th ANNUAL GENERAL MEETING OF SWANSEA CITY SUPPORTERS SOCIETY LIMITED (SWANS TRUST) HELD ON MONDAY, 29th JANUARY, 2018 AT THE LIBERTY STADIUM, SWANSEA COMMENCING AT 7.30pm.

Supporters Trust Secretary, Nigel Hamer welcomed Members to the 17th Annual General meeting, for the record there was a Quorum present in order for the AGM to proceed.

The Minutes of the 16th Annual General Meeting had been circulated online with copies available in the room for those present.

Chairman Alan Lewis thanked Members for attending the meeting this evening.

CHAIRMANS ADDRESS

Just over twelve months since our last AGM and as seems to be the norm these days, much has happened on and off the pitch. Although in the past the Trust has been accused of not keeping members up to date with things I hope you will agree that much of the major activity over the last twelve months has been well documented and I do not propose to go over things again in great detail.

Suffice to say the proposed share sale has been high on everyone's agenda and as we have highlighted in the notice of this AGM there is no further update at the moment. That's not to say that things are not happening however and the Trust Board is looking in detail at the various options for going forward in order to inform the further members consultation exercise we have promised. At this stage we anticipate being able to update you later in February.

Looking specifically at the Trust Board since the end of the 2016/17 Trust Year, it has probably seen the highest turnaround of Board Members for some time. Two Board members who had contributed a great deal during their time on the Board, Ian James and Duncan Thomas, resigned to concentrate on their own business commitments. Ian will be someone who will be particularly remembered for his work in initially setting up and subsequently establishing the Disabled Supporters Association as a key link between the Club and its disabled fans, while Duncan's IT expertise was something the Trust Board found invaluable. Duncan continues to support the Trust's website without charge, and we are also grateful to former Board member Jim White for his support of the Trust's customer relations management system. Matthew Griffiths also resigned from his co-opted position on the Trust Board and we thank Matthew for his time spent with the Board.

Perhaps the biggest impact came with the resignation in November of long serving Trust Chairman Phil Sumbler. The timing of Phil's resignation was unfortunate but he felt unable to continue as Chairman and we respect his decision to stand down. We acknowledged and thanked Phil for his significant contribution over many years, at the time of this resignation and tonight is an appropriate occasion to repeat those thanks. Will Morris took over Phil's position as Chairman but unfortunately quickly became the victim of the unsavoury side of social media. Will had put a great deal of time and effort into many years as a Trust Board member but was not prepared to put up with the unjustified personal abuse he received whilst trying to engage with fans. Will is another loss to the Trust Board and we thank him for his valuable contribution

Thankfully, despite the resignations, the Trust Board continues to work hard in support of our members, having been brought up to strength with additional appointments at the end of last year. I would like to take this opportunity to publicly thank them all, long standing Board members as well as our newcomers for their ongoing work. Always cautious of picking out individuals but a deserved mention of the Boards long serving Secretary, Nigel Hamer. Nigel was one of the original signatories on the very first Trust Constitution and has continued to support the Trust unstintingly ever since. Also deserving of a mention and specific thanks is Stuart McDonald; someone who as well as his Treasurer responsibilities took on the key role of Supporter Director during a difficult period of the Trust in 2016. The Trust is often described as the voice of the fans but to me it is equally important to be the eyes and ears of the fans within the Club. Since his appointment Stuart McDonald has fulfilled that role admirably and has worked hard to establish a relationship with key Personnel at the Liberty, not least being the Clubs Chief Operating Officer, Chris Pearlman.

With the sale of a significant part of the Club to the American Consortium in 2016 there is little doubt that the Trust position has changed. Having said that, there is also much that remains the same; in particular the role that it has in protecting the long term interests of the Club and its fans. One of the biggest challenges I have found throughout my time on the Trust Board is getting the balance right between the Trust's role as a

Shareholder in the Club, with a seat on the Club Board of Directors, and its role as a representative of the fans. The former brings with it various obligations and responsibilities whilst with the latter there is constant pressure from fans to know every detail of what is going on at our Club.

Our unique situation with a significant shareholding in a top flight Club gives us the access to the Club decision makers which is the envy of all other Premier League Trusts and Supporter Groups. However, having that access comes with obligations around confidentiality, collective responsibility etc., and I know that many of you get frustrated when the Trust does not speak out publicly about matters of concern. I do understand that frustration but I can assure everyone that the major concerns that fans speak about on a day to day basis are being brought up by us within the Club. We don't always get a positive response to those concerns and I know that recent issues around ticket booking fees for example have led to a view in some quarters that the Trust has little or no impact on the decision makers. As mentioned earlier the reality is that the majority shareholders now have total control of what happens at the Club. However I know, and Stuart will I'm sure acknowledge that the Trust input is valued by the Club and the most recent concessions around cup matches have certainly been something we have pushed the Club on.

Going forward we, as a Trust Board will continue to work hard to maintain an influence at the Club and will certainly look to continue to be those eyes and ears that I spoke about earlier. How things will develop around the proposed share sale will of course be a key factor but the objective to protect the long term interests of the Club and its fans will always be our main focus.

We will not be able to do that of course without the support of you the Trust members and thanking you for your support in the past, I would like to pay particular thanks to those members who have stuck with the Trust through thick and thin. A look at membership numbers over the years will see some significant fluctuations and I can understand that members, for various reasons decide not to renew or otherwise depending on how they see the role of the Trust in general and the specific issues at any particular time. At the same time I fully acknowledge that we as a Trust Board have a role to play in ensuring the Trust is seen as an organisation which fans value and to which they can relate to whatever the specific on or off field dynamics at the Club. It is certainly something we will be working on in the coming months ahead.

The organisation might not exist however without those core members who have shown support for its general principles over many years and I thank them most sincerely for that. I hope we can continue to rely on that support in the future and whilst I understand that there will be times when individuals might not be completely in tune with the way the Trust is operating I hope you will always be able to acknowledge that it is there for the long term protection of the Club and its fans and for that reason alone will look to ensure it remains at the heart of the supporters involvement with our football club.

Thank you.

TREASURERS REPORT

Treasurer, Stuart MacDonald reported that the Trust reserves continue to show a very healthy position, despite making a deficit for the year of £36,999, the prime reason for that deficit being ongoing legal costs in respect of the SCFC share discussions and our need to protect our investment.

REVENUES

Memberships, donations and sponsorship showed an increase against 2016 (£18422 against £18108, whilst fundraising activities showed a decrease (£4181 net surplus against £6504). Member's subscriptions were up significantly (£4248), whilst sponsorship and donations saw a decrease of £3934. Fundraising activities continue to decline, with book sales at a minimum as we are in the fifth year since the most recent publication, and the annual raffle proceeds also continue to drop. The previous main contributor to our income has been Dividend payments from the Football Club, but these have not been paid out in the last two years, and there is no expectation of any being paid in the near future.

COSTS

Costs are showing a significant increase over 2016, totalling £65,384 against £32,564. The significant variances from 2016 are:

Legal and due diligence costs – up from £9600 to £43069. This is necessary and continuing spend on legal and Counsel costs in respect of ascertaining our rights and legal status regarding the share sale by other shareholders to our new American owners. This is an ongoing issue, and there will be further costs incurred in the current financial year as we look to move towards a resolution. Share sale consultation costs - £2514. The consultation with our membership regarding the offer made for our shares resulted in costs of £2514, and there are likely to be further costs in the current year as we continue that consultation process.

Board election costs - £1747. It is pleasing to report that we have incurred this cost for the second year in succession as a welcome feature that people are looking to put themselves forward to sit on the Trust Board.

We continue our long term commitment to invest in the local community, particularly highlighted by our ongoing sponsorship of both the Swansea Junior League and Swansea Schools FA.

Overall, we are showing a surplus of Expenditure over Income of £36999, against a deficit in 2016 of £260. In addition, we have to pay Corporation Tax on the investment interest we receive, which has given rise to a bill of £3849 to July 2017.

BALANCE SHEET

Our Balance Sheet shows our Share investment in the Football Club of £199,999 (at cost) and net current assets of £841,412, represented by Share Capital of £1,194 and Reserves of £1,040,217.

APPOINTMENT OF AUDITORS

Proposed by Treasurer Stuart MacDonald that John F. Harvey, Chartered Accountants be reappointed as Auditors. Approved by Members present.

CONFIRMATION OF OFFICERS, BOARD MEMBERS, ASSOCIATE DIRECTOR APPOINTMENTS.

Chairman - Phil Sumbler

Vice Chairman – Will Morris

Treasurer – Stuart McDonald.

Secretary – Nigel Hamer

Trust Board - Sian Davies, Cath Dyer, Andy Godden, Stuart McDonald, Will Morris, Phil Sumbler to serve for a period of 2 years from 1st August, 2017.

Associate Director – Will Morris.

ADOPTION OF THE MODEL RULES FOR A SUPPORTERS COMMUNITY MUTUAL 2016.

Legal Affiliate member, David Little proposed the adoption of the 2016 Model Rules. These had been posted onto our website during the week preceding the AGM.

Adoption of the 2016 Model Rules was confirmed by the Members present.

OPEN FORUM:

As in previous AGM's the floor is open to Members. Answers to questions were by Alan Lewis, Stuart McDonald and David Little.

Q: What is our relationship with the American owners?

A: We have a good working relationship through the Chief Operating Officer, Chris Pearlman, we don't always agree. We have no power, no real influence but generally work well. There is a remoteness of a relationship with the majority shareholders.

Q: What is our relationship with Huw Jenkins?

A: We have to have a business relationship with him, a civil relationship even. We have called for his resignation, we have challenged his input into transfers. We have been advised that he no longer has the final say in transfers of players. Nothing will go forward at the Club until Huw Jenkins leaves.

Q: How can you have a working relationship with Huw Jenkins when he has blatantly lied in a Court of Law?

A: We would need to wait for a Tribunal decision on that point. He is where he is, whether we like it or not, ultimately he is in situ, we have to work with him. The American majority shareholders have faith in him.

Q: Are the American majority shareholders aware of the fans frustrations.

A: Yes they are aware of fans frustrations through their representative Chris Pearlman. Fans have been frustrated with player recruitment mainly blaming the involvement of Huw Jenkins. They are aware of these major concerns admitting they are novices and intend to make changes, they are also aware of the fans impatience.

Q: Are the Trust concerned that the fans are becoming disunited with two new groups having formed recently. These new groups are splitting the fan base. There is a protest prior to the Arsenal fixture.

A: We have to have a balanced view, we cannot be seen to be too vocal against our fellow shareholders, these newly set up groups believe that they can be more vocal towards the American majority shareholders and the Sellers. We will not promote any protest, it is important to support the team not chanting at matches against the Sellers or the Americans.

Q: The turnout here this evening at the AGM. The younger element don't appear to be engaging with the Trust.

A: We are engaging with the younger element through our Communicating & Marketing sub-group and the Schools Initiative where local Comprehensive Schools have been promoting the Swansea City Enterprise Challenge to promote the Welsh Baccalaureate across Wales with Key Stage 4 pupils. Also we sponsor the Swansea Junior League and Swansea Schools FA promoting the Trust movement.

Q: What are we doing promoting the Trust in the Community.

A: We have been promoting the Trust since our inception, we have raised funds for the Ivor Allchurch statue, we have the Wall of Fame which has 80 names with former players and managers, we have the mural in the Riverside Lounge, we have a Lifetime Achievement Award.

Q: Were the Trust aware that Leigh Dineen was selling his remaining shares.

A: All original shareholders were asked by the Trust to sell some of their shares so that the Trust could own 25% of the Club shares. Not one Shareholder replied to our written request.

Q: The Trust are not vocal enough against Huw Jenkins especially after his recent Wales Online interview. Why?

A: The Trust had issued a lengthy statement defending ourselves where the Chairman of the Club publically questioned the accuracy of statements issued by the Trust and to call into question the integrity of people involved was totally unacceptable. Representations were made to the Club owners regarding the article, the response received was that the Chairman was acting in a personal capacity with the owners feeling it was right for him to respond.

Q: Will there be another Consultation document in the near future regarding sale of shares.

A: We anticipate that there will be an update towards the middle of February. Before any final decision is made, it will be members who will decide on any decision reached with discussions ongoing.

Q: Do the Trust want to sell all of their shares.

A: The only discussions we have had was an initial sale of 5% to the Americans.

Q: Are Trust Board members still trying to engage with unofficial websites. We have our own website.

A: The resignation of Will Morris for trying to engage with members through personal abuse was uncalled for, some of our Trust Board do engage with these websites mainly to correct the misinformation which appears and defending the running of the Trust.

Q: The Consultation document recommendation proposed by the Chairman and the Trust Board. Why did the Chairman resign from the Trust Board?

A: The Chairman felt that the clauses imposed by the Americans he couldn't agree upon, also the delaying tactics adopted by the Americans, also that payment for the shares would only be paid on Premier League status. The Trust Board after the resignations of Board Members decided to continue with negotiating with the American shareholders.

Not a question, but, a comment.

We have been taken for a ride by the Americans, we should keep our 21.1% shareholding, ensuring rights and protections of the shareholding, with new Articles and a new Shareholder Agreement produced. Under the 2016 Articles we have no rights to a Director on the Club Board, and no voting rights.

There being no further business, the Chairman thanked the members present for their attendance with the meeting closing at 8.40pm.