

## Memorandum of Understanding (MOU) between Hadley

### Development Management Limited (HDML) and Dulwich Hamlet Supporters' Trust (DHST)

#### HDML and DHST will:

1. Respond to all reasonable requests for information from either party linked to any item in this agreement as soon as reasonably practicable.
2. Use our reasonable endeavours to keep the other party fully notified of all progress linked to any item in this agreement. HDML will give DHST at least 21 days-notice of the date that a planning application is to be submitted.
3. HDML will give DHST at least 4 days-notice of any external communications that mentions DHST by name or has a direct bearing on any item in this agreement. Likewise, DHST will give HDML the same notice.

#### HDML will:

##### *Fan ownership*

4. Work with DHST and Supporters Direct to begin the transition of DHFC towards becoming a Community Benefit Society (CBS) owned by the fans. This includes collaborating with DHST with the development of a business plan and providing full access to current financial operating costs.
5. Involve DHST in all discussions with other potential users of the new ground and facilities (e.g. leisure providers and schools, etc) and not to enter into any agreement with a third party about future use of the new ground without first consulting with DHST.
6. Within 2 months of planning permission being granted by the London Borough of Southwark for the proposed development, exercise its exclusive option and complete the purchase of the majority shares in DHFC Ltd from Nick McCormack.
7. Upon completion of the new football ground transfer ownership of DHFC Ltd free of all liabilities, with a discussion on any unknown clubhouse liabilities, taking into account best practice; also transfer all other interests (e.g. the associated sports/leisure facilities which lie upon the freehold land currently owned by Greendale Property Company Limited) for a peppercorn consideration to the CBS. At that time, DHFCL should be the lessee under the new lease from the London Borough of Southwark for the portion of the new football ground and associated sports/leisure facilities that are situated on Council-owned land.
8. Transfer to DHFCL an amount to be agreed, following a review by all parties of the business plan, to ensure that the transition from private to community ownership is not prejudiced by lack of funds in relation to working capital. For the avoidance of doubt, this is not a loan and the period affected is to be determined by both parties.
9. Irrespective of the planning process, <sup>ML</sup>HDST will commit to working together with DHST in securing ownership and financial sustainability of the Football Club in East Dulwich. DTH

### *Ground redevelopment*

10. Continue to involve DHST and AFL Architects in the development of the new ground and ensure it is of a standard to enable the Football Club to play at least at National League Premier Division, with potential for expansion to League 2 and is otherwise fit for purpose as a sustainable football club.
11. To involve DHST in all decisions that may impact on the future use of the new ground – including contents of any S106 agreement.
12. Actively engage with Southwark Council to attempt to secure the freehold or a long-term lease (99 years minimum) for the new ground, and include such action within any planning application.
13. Complete development of the “new ground” for Dulwich Hamlet FC in a way that enables the Football Club to continue to play all their home matches at the current Champion Hill stadium prior to moving into the new ground.
14. Ensure that the artificial surface available at the time of installation is to the highest quality (and also the quality most appropriate to multi-use), and ensure that any repairs and anti-deterioration works are conducted at no cost to DHFC for a period of 10 years.

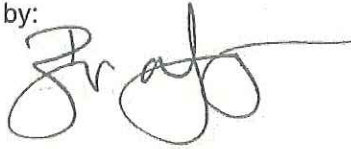
### *Polling*

15. Supply DHST with any reasonable information considered necessary in order to poll members on support for the development in a format that is readily publishable.

### Dulwich Hamlet Supporters Trust will:

16. Work with HDML and Supporters Direct to begin the transition of DHFC towards becoming a Community Benefit Society (CBS) owned by the fans.
17. Work with HDML, Supporters Direct and other stakeholders to establish the CBS with a sustainable business plan and transparent governance structure.
18. Publicly recognise the beneficial role of HDML in assisting with the development of the Football Club and the ground since their purchase of the freehold of the ground.
19. Hold a full members ballot concerning support for the proposed new ground development as soon as reasonably practicable at a date agreed with HDML.
20. If DHST members vote to support the new ground, to publicly support the proposed development formally in response to any planning consultation.
21. If DHST members vote to support the new ground development to publicly champion the proposals in so far as they concern the Football Club.
22. Not do anything that may otherwise undermine the delivery of the development as soon as practicable.
23. Continue to grow membership in order to build up the biggest pool of members, interest and support.

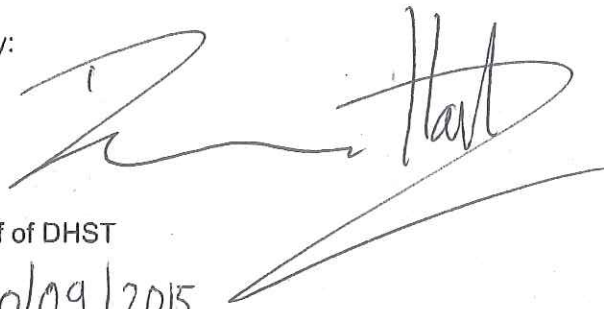
Signed by:

A handwritten signature in black ink, appearing to be 'Z. Adams'.

On behalf of HDML

Dated: 22/09/2015

Signed by:

A handwritten signature in black ink, appearing to be 'R. Hart'.

On behalf of DHST

Dated: 30/09/2015