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**IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT**

No. 4597 of 2006

MR. JUSTICE RIMER
Tuesday the 29th day of August 2006

IN THE MATTER OF WH SMITH PLC

and

IN THE MATTER OF THE COMPANIES ACT 1985

UPON THE ADJOURNED PETITION of the above-named WH Smith PLC (hereinafter called the **Company**) whose registered office is situate at Greenbridge Road, Swindon, Wiltshire SN3 3DX preferred until this Court on 15th August 2006

AND UPON HEARING Counsel for the Company

AND UPON READING the documents recorded on the Court File as having been read

AND THE COURT HEREBY CONFIRMS the reduction of the capital of the Company by the cancellation of the Scheme Shares (as defined in the Scheme of Arrangement), the Non-cumulative Redeemable Preference B Shares of 53.75 pence each and the Non-cumulative Redeemable Preference C Shares of 85 pence each, resolved on and effected by a Special Resolution passed at an Extraordinary General Meeting of the Company held on 2 August 2006

AND THE COURT APPROVES the Minute set forth in the First Schedule hereto

AND IT IS ORDERED that this Order be produced to the Registrar of Companies and that an Office Copy be delivered to him together with a copy of the said Minute and that the Registrar of Companies shall register this Order

AND THE COURT AUTHORISES pursuant to Section 139(3) of the said Act the re-registration of the Company as a private company AND DIRECTS that the alterations set out in the Second Schedule hereto be made in the Company's Memorandum and Articles of Association in connection therewith

AND IT IS ORDERED that notice of the registration by the Registrar of Companies of this Order (so far as it confirms the reduction of the capital of the Company) and of the said Minute be published once in the Times newspaper within 21 days after such registration



THE FIRST SCHEDULE BEFORE REFERRED TO
(Minute approved by the Court)

The capital of WH Smith PLC was by virtue of a Special Resolution and with the confirmation of an order of the High Court of Justice dated 29 August 2006 reduced from £416,508,957.28 divided into 260,620 $3\frac{3}{4}$ per cent. Cumulative Preference Shares of £1 each, 285,540,480 Non-cumulative Redeemable Preference B Shares of $53\frac{3}{4}$ pence each (**B Shares**), 82,875,506 Non-cumulative Preference C Shares of 85 pence each (**C Shares**), 167,686,994 Deferred Shares of 85 pence each, 2,304,667,739 Ordinary Shares of $2\frac{13}{81}$ pence each, and one deferred share of $2\frac{13}{81}$ pence each to £401,940,823.34 divided into 2,121,747,849 Ordinary Shares of $2\frac{13}{81}$ pence each, one deferred share of $2\frac{13}{81}$ pence, 281,118,182 B Shares, 73,182,358 C Shares, 260,620 $3\frac{3}{4}$ per cent. Cumulative Preference Shares of £1 each and 167,686,994 Deferred Shares of 85 pence each. By virtue of a Scheme of Arrangement sanctioned by the said Order and of the said Special Resolution the capital of the Company has been increased to £405,892,796.27 by the creation of 182,919,890 Ordinary Shares of $2\frac{13}{81}$ pence each. Accordingly, the share capital of the Company upon registration of this Minute is £405,892,796.27 divided into 2,304,667,739 Ordinary Shares of $2\frac{13}{81}$ each, 281,118,182 B Shares of $53\frac{3}{4}$ pence each, 73,182,358 C Shares of 85 pence each, 260,620 Cumulative Preference Shares of £1, 167,686,994 Deferred Shares of 85 pence and one deferred share of $2\frac{13}{81}$ pence of which 182,919,890 ordinary shares of $2\frac{13}{81}$ pence each and one deferred share of $2\frac{13}{81}$ pence have been issued and are paid up and the remainder are unissued.

THE SECOND SCHEDULE BEFORE REFERRED TO
(Amendments to Memorandum and Articles)