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MILLWALL HOLDINGS PLC

Annual General Meeting

SATURDAY



A04 *A1NUHBL9* 15/12/2012 #78
COMPANIES HOUSE

At the annual general meeting of Millwall Holdings plc (**Company**) held at 11 00 a m on 14 December 2012 at The Den, Zampa Road, London, SE16 3LN the following ordinary and special resolutions were passed

ORDINARY RESOLUTIONS

- 5 That, in accordance with section 551 of the Companies Act 2006 (**2006 Act**), the Directors be and they are hereby generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £2,000,000 This authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired and further that such authority is to be in substitution for all other authorities conferred upon the Directors in connection with section 80 of the Companies Act 1985 and/or section 551 of the 2006 Act save for the authority granted pursuant to resolution 2 of the general meeting of the Company held on 28 March 2007 and any authority granted pursuant to Resolution 6 below, which shall each remain in full force and effect
- 6 That, in accordance with section 551 of the 2006 Act and in addition to any authority granted pursuant to Resolution 5 above, the Directors be and they are hereby unconditionally authorised, to allot shares in the Company or grant Rights up to an aggregate nominal amount of £1,000,000 pursuant to a warrant instrument to be entered into between the Company and Chesnut Hill Ventures LLC This authority shall expire on 31 December 2012 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

SPECIAL RESOLUTIONS

- 7 That subject to the passing of Resolution 5 above, the Directors be and are hereby generally empowered in accordance with Section 570 of the 2006 Act to allot equity securities (as defined in Section 560 of the 2006 Act) for cash pursuant to the authority conferred on them by Resolution 5 above as if Section 561(1) of the 2006 Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to
 - i the allotment of equity securities by way of a rights issue or other pre-emptive offer in favour of the holders of ordinary shares in the capital of the Company where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be) to the respective number of

ordinary shares in the capital of the Company held by them on the record date for such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with the fractional entitlements or legal or practical difficulties under the laws of or requirements of any recognised regulatory body in any territory or otherwise, and

- ii the allotment (other than as set out in i above) of equity securities up to an aggregate nominal value not exceeding £2,000,000,

and so that this power, unless previously renewed or revoked, shall expire at the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if such authority had not yet expired

- 8 In relation to the authority conferred in Resolution 6 above, the Directors be and are hereby generally empowered in accordance with Section 570 of the 2006 Act to allot equity securities (as defined in Section 560 of the 2006 Act) for cash as if Section 561(1) of the 2006 Act did not apply to such allotment



Company Secretary