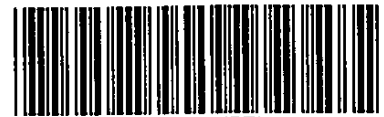


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MILLWALL HOLDINGS PLC
Annual General Meeting

WEDNESDAY



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04/12/2013

#241

COMPANIES HOUSE

At the annual general meeting of Millwall Holdings plc (Company) held at 11 00 a m on 2 December 2013 at the The Den, Zampa Road, London, SE16 3LN the following resolutions were passed

ORDINARY RESOLUTION

- 1 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, any authority granted pursuant to resolution 6 of the annual general meeting of the Company held on 14 December 2012 and any authority granted pursuant to Resolution 6 below, which shall each remain in full force and effect

SPECIAL RESOLUTIONS

- 2 That
 - (a) the authorised share capital of the Company be and is increased from £16,238,108 4503 to £41,238,108 4503 by the creation of a new class of B ordinary shares of £1 each in the capital of the Company (**B Shares**) having the following rights and restrictions
 - (i) on a return of assets on liquidation or otherwise, the assets of the Company available for distribution among the members shall be applied in the following order
 - (a) first in paying to the holders of the B Shares a sum equal to the nominal amount paid up or credited as paid up on each B Share held by them plus £0 20 for each B Share held by them,
 - (b) second in paying to the holders of the ordinary shares of £10 each in the capital of the Company (**Ordinary Shares**) a sum equal to the nominal amount paid up or credited as paid up on each Ordinary Share held by them plus £100,000 for each Ordinary Share held by them,

- (c) third in paying to the holders of the deferred shares of £0 0009 each in the capital of the Company (Deferred Shares) a sum equal to the nominal amount paid up or credited as paid up on each Deferred Share held by them, and
 - (d) the balance of such assets (if any) shall be distributed amongst the holders of the Ordinary Shares, pro rata (as nearly as may be) according to the nominal amounts paid up or credited as paid up on the Ordinary Shares held by them respectively
- ii the holders of the B Shares shall not be entitled to receive any dividends
- iii the B Shares shall not entitle the holders thereof to receive notice of or to attend general and other meetings of the Company unless the business of the meeting is or includes the consideration of a resolution for the winding up of the Company or a resolution modifying, altering or abrogating any of the rights, privileges, limitations or restrictions attached to the B Shares in which case the holders of the B Shares shall be entitled to vote only such resolution and shall have one vote for each B Share held
- iv the B Shares may be redeemed at the option of the Company Upon any redemption of B Shares, the Company shall pay to each registered holder (or in the case of joint holders, the holder whose name stands first in the register of members of the Company) of the B Shares which are to be redeemed a sum equal to the nominal amount paid up or credited as paid up on each B Share plus £0 20 for each B Share Upon receipt of that amount the holder shall deliver to the Company for cancellation the certificate(s) for those B Shares or an indemnity in a form reasonably satisfactory to the Company in respect of any missing share certificate In the case of a redemption of less than all of the B Shares for the time being in issue, the Company shall redeem the same proportion (as nearly as possible) of each holder's registered holding of B Shares, any fractions otherwise arising to be determined (in the absence of agreement between such holders) by lot supervised by the Board The Company shall only redeem such of the B Shares as is permitted by the Companies Act 2006 If any holder of B Shares which are liable to be redeemed fails to deliver to the Company the documents referred to above, the Company shall retain the redemption monies on trust for that holder (without obligation to invest or earn or pay interest in respect of the same) until it receives those documents The Company shall then pay the redemption monies to the relevant holder upon receipt of those documents
- (b) in accordance with section 551 of the 2006 Act and in addition to the authority granted pursuant to Resolution 5 above, the Directors be and they are hereby unconditionally authorised, to allot B Shares or grant rights to subscribe for B Shares (**B Rights**) up to an aggregate nominal amount of £20,000,000 This authority shall expire on 02 December 2018 save that the Company may, before such expiry, make an offer or agreement which would or might require B Shares to be allotted or B Rights to be granted and the Directors may allot B Shares or grant B Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

(c) in relation to the authority conferred by paragraph (b) above, the Directors be and are hereby generally empowered in accordance with section 570 of the 2006 Act to allot B Shares for cash as if section 561(1) of the 2006 Act did not apply to such allotment

3 That subject to the passing of Resolution 1 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



Chairman