

mag Secin

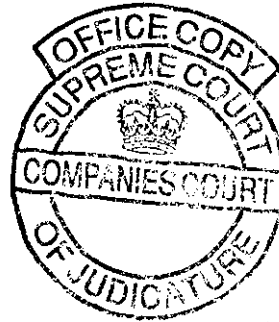
IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

The Honourable Mr Justice Pumfrey

27th November 2002



No. 6413 of 2002

4039562

IN THE MATTER OF GEORGICA PUBLIC LIMITED COMPANY

- and -

IN THE MATTER OF THE COMPANIES ACT 1985

ORDER



UPON THE PETITION of the above named Georgica Public Limited Company (the "Company") whose registered office is situate at 39 King Street, London EC2V 8DQ preferred unto this Court on 8th November 2002

AND UPON HEARING Counsel for the Company and Counsel for Allied Leisure Limited, European Leisure Limited and European Leisure (UK) Limited, being the Section 428 Shareholders (as defined in the amended Scheme of Arrangement referred to below) who hold Section 428 Shares (as so defined)

AND UPON READING the said Petition and the evidence

AND UPON the registered holder of the Convertible Ordinary Shares (as so defined) by Counsel for the Company being his Counsel for the purpose consenting to the terms of the said amended scheme and undertaking to be bound thereby

AND UPON the Company consenting on behalf of all concerned to the amendment to the Scheme approved hereby



THIS COURT HEREBY sanctions the Amended Scheme of Arrangement as set out in First Schedule hereto

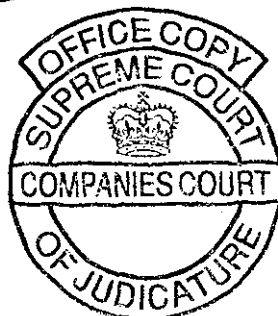
THIS COURT HEREBY confirms, in accordance with the provisions of the above mentioned Act, the reduction of the capital of the Company provided for in Clause 1(a) of the Amended Scheme of Arrangement and effected by the first Special Resolution passed at an Extraordinary General Meeting of the Company held on 8th November 2002

AND THE COURT HEREBY APPROVES the Minute set out in the Second Schedule hereto

AND IT IS ORDERED THAT:

- (a) 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
- (b) notice of registration by the Registrar of Companies of this Order (so far as it confirms the reduction of the capital of the Company) and the said Minute be published by the Company once in The Independent newspaper within 21 days after such registration.

AND THIS COURT HEREBY adjourns the further hearing of the Petition until the first applications date after 10th January 2003 for the purpose of considering the confirmation, in accordance with the provisions of the above mentioned Act, the reduction of the capital of the Company provided for in Clause 2(a) of the Amended Scheme of Arrangement and effected by the second Special Resolution passed at an Extraordinary General Meeting of the Company held on 8th November 2002



THE FIRST SCHEDULE ABOVE REFERRED TO

[Amended Scheme of Arrangement]

PART 4

The Scheme of Arrangement

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

No. 6413 of 2002

IN THE MATTER OF GEORGICA PUBLIC LIMITED COMPANY

and

IN THE MATTER OF THE COMPANIES ACT 1985

SCHEME OF ARRANGEMENT

(under Section 425 of the Companies Act 1985)

between

GEORGICA PUBLIC LIMITED COMPANY

and

THE AFFECTED ORDINARY SHAREHOLDERS

and

THE UNAFFECTED ORDINARY SHAREHOLDERS

and

THE SECTION 428 SHAREHOLDERS

(as hereinafter defined)

Preliminary

(A) In this Scheme of Arrangement, unless the context otherwise requires, the following expressions shall bear the following meanings:

- | | |
|---------------------------------|--|
| “Affected Ordinary Shareholder” | an Ordinary Shareholder who is the holder of not more than 999 Ordinary Shares as at the Initial Record Time and who is the holder of not more than 999 Ordinary Shares as at the Voting Record Time |
| “Alternative Investment Market” | the Alternative Investment Market operated by the London Stock Exchange |
| “business day” | a day (excluding Saturday and Sunday) on which banks are generally open for business in the City of London for the transaction of normal banking business |
| “Cash Payment” | 87 pence per Ordinary Share |
| “certificated form” | a share or other security, ownership of which is represented by a share certificate |

"Convertible Ordinary Shares"	convertible ordinary shares of 50 pence each in the capital of the Company
"Convertible Ordinary Shareholder"	a holder of Convertible Ordinary Shares
"Court"	the High Court of Justice in England and Wales
"Court Meetings"	the meeting of Affected Ordinary Shareholders, the meeting of Unaffected Ordinary Shareholders and the meeting of Section 428 Shareholders convened by order of the Court pursuant to section 425 of the Companies Act 1985 (as amended), to consider, and if thought fit, approve this Scheme, and any adjournment thereof
"CREST"	the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by CRESTCo in accordance with CREST Regulations
"CRESTCo"	CRESTCo Limited
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001/ 3755)
"Directors"	the current directors of Georgica
"Effective Date"	the date on which this Scheme becomes effective in accordance with its <u>terms</u> <u>Clause 4 (a)</u>
"Georgica"	the company now known as Georgica Public Limited Company incorporated in England and Wales with registered number 4039562
"Hearing Date"	the date on which the Order is made
"holder"	a registered holder and includes any person(s) entitled by transmission
"Initial Record Time"	6 p.m. on 27th September 2002
"London Stock Exchange"	London Stock Exchange PLC
"Operative Date"	<u>the date on which the respective reductions of the capital of the Company provided for by Clauses 1(a) and 2(a) shall take effect in accordance with Clause 4(b)</u>
"Opt out"	the option for holders of Scheme Shares to decline to have their Ordinary Shares cancelled by Georgica pursuant to the Scheme by signing and returning the Opt out Form by the Opt out Date
"Opt out Date"	6 p.m. on 25th November 2002
"Opt out Form"	the form to be sent to Affected Ordinary Shareholders in the event that the Scheme is approved at the Court Meeting of Affected Ordinary Shareholders and at the Court Meeting of Unaffected Ordinary Shareholders and the related reduction in the capital of the Company is approved at the EGM, pursuant to which, such Shareholders may Opt out
"Order"	the order of the Court sanctioning this Scheme
"Ordinary Shares"	the ordinary shares of 5 pence each in the capital of Georgica
"Scheme"	this Scheme of Arrangement in its present form or with or subject to any modification, addition or condition approved or imposed by the Court
"Scheme Record Time"	6 p.m. on 26th November 2002
"Scheme Shareholder"	a holder of Scheme Shares
"Scheme Shares"	all the Ordinary Shares held as at the Scheme Record Time by each Affected Shareholder who has not delivered a valid Opt out Form by the Opt out Date provided that the number of Ordinary Shares of which that Affected Shareholder is a holder (either alone or jointly with others) is not more than 999 at the Scheme Record Time

"Section 428 Shareholders"	Allied Leisure Limited (incorporated in England and Wales with registered number 1659715) (formerly Allied Leisure PLC), European Leisure Limited (incorporated in Ireland with registered number 14404) and European Leisure (UK) Limited (incorporated in England and Wales with registered number 1187669)
"Section 428 Shares"	all the Ordinary Shares that are registered in name of the Section 428 Shareholders at the Scheme Record Time 6 p.m. on 10 th January 2003 and that are held on trust by the Section 428 Shareholders pursuant to sections 428 to 430 (inclusive) of the Companies Act 1985 (as amended)
"Shareholders"	holders of Ordinary Shares
"Unaffected Ordinary Shareholder"	an Ordinary Shareholder who is neither a Section 428 Shareholder nor an Affected Ordinary Shareholder
"uncertificated" or "uncertificated form"	recorded on the relevant register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations may be transferred by means of CREST
"Voting Record Time"	6 p.m. on 6th November 2002

- (B) The authorised share capital of Georgica at the date of this Scheme is £6,814,037.50 divided into 110,900,000 Ordinary Shares and 2,538,075 Convertible Ordinary Shares of which 68,510,378 Ordinary Shares and 2,538,075 Convertible Ordinary Shares have been issued and are credited as fully paid and the remainder are unissued.
- (C) As at the Initial Record Date, Georgica had 4,050 Ordinary Shareholders of whom 3,122 each held or (in the case of joint holders) jointly with others held 999 or fewer Ordinary Shares.
- (D) The purpose of this Scheme is to provide for the cancellation of the Scheme Shares and the Section 428 Shares in consideration for the making of the Cash Payment to the Scheme Shareholders and the Section 428 Shareholders.
- (E) The sole registered Convertible Ordinary Shareholder has agreed to appear by Counsel on the hearing of the petition to sanction this Scheme and to consent to the terms of the Scheme and to undertake to the Court to be bound thereby.

THE SCHEME

1. Cancellation of Scheme Shares

- (a) The Company shall cancel and extinguish the Scheme Shares and the capital of the Company shall be reduced by a corresponding amount.
- (b) In consideration for the cancellation of the Scheme Shares as provided in Clause 1(a) of this Scheme, Georgica shall pay each Scheme Shareholder, out of its distributable reserves, on the following basis:

For each Scheme Share

87p in cash

2. Cancellation of Section 428 Shares

- (a) The Company shall cancel and extinguish the Section 428 Shares and the capital of the Company shall be reduced by a corresponding amount.
- (b) In consideration for the cancellation of the ~~Scheme~~Section 428 Shares as provided in Clause 2(a) of this Scheme, Georgica shall pay each Section 428 Shareholder, out of its distributable reserves, on the following basis:

For each Section 428 Share

87p in cash

3. Settlement

- (a) As soon as practicable after the ~~Effective~~relevant Operative Date and, in any event, no later than 14 days thereafter the Company shall dispatch or procure the despatch of cheques to Scheme Shareholders and Section 428 Shareholders for the Cash Payment due to them under the Scheme, save that persons holding Scheme Shares in uncertificated form at close of business at the Scheme Record Time will be paid through the CREST System unless otherwise determined by the Company.
- (b) All cheques shall be made payable to the holder, or in the case of joint holders, to all such holders of the Scheme Shares and the Section 428 Shares concerned and the encashment of any such cheques shall be a complete discharge to the Company for the moneys represented thereby. In respect of payments made through the CREST System, the Company will ensure that any assured payment obligation is created in accordance with the CREST assured payment arrangements. The creation of such assured payment obligation shall be a complete discharge of the Company's obligation under the Scheme with reference to payments made through the CREST System.
- (c) All deliveries of cheques required to be made pursuant to this Scheme shall be made by sending the same through the post in prepaid envelopes addressed to the persons respectively entitled thereto at their respective addresses appearing in the register of members of Georgica at the Scheme Record Time (or, in the case of joint holders, to the address of the joint holder whose name first stands in the said register in respect of such joint holding).
- (d) Georgica shall not be responsible for any loss or delay in despatching of cheques sent in accordance with the provisions of this Scheme which shall be sent at the risk of the persons entitled thereto.
- (e) With effect from and including the ~~Effective~~relevant Operative Date, each share certificate representing Scheme Shares or Section 428 Shares (as the case may be) shall cease to be valid in so far as it represents Scheme Shares or Section 428 Shares (as the case may be). With effect from and including the ~~Effective~~relevant Operative Date, in respect of those Scheme Shareholders holding Scheme Shares in uncertificated form, CREST shall be instructed to cancel such Shareholders entitlement to such Scheme Shares. Appropriate entries will be made in the Company's register of members to reflect the cancellation of the Scheme Shares and the Section 428 Shares in respect of Ordinary Shares previously held in certificated form and in uncertificated form in the CREST system.
- (f) The preceding sub-clauses of this Clause 3 shall take effect subject to any prohibition or condition imposed by law.

4. Effective date

- (a) This Scheme shall become effective as soon as an office copy of the Order sanctioning the Scheme under Section 425 of the Companies Act 1985 has been delivered to the Registrar of Companies for registration.

(b) The reductions of capital provided for in Clauses 1(a) and 2(a) of this Scheme shall take effect as soon as an office copy of the relevant Order confirming, under Section 137 of the said Act, the relevant reduction of the capital of Georgica provided for by this Scheme, the Company, is duly delivered to the Registrar of Companies for registration and, in the case of the confirmation of the reduction of capital, is registered by him.

(b) c) Unless this Scheme has become effective on or before 31st January 2003, or such later date, if any, as Georgica may agree and the Court may allow, it shall lapse.

5. Modification

(a) Georgica may consent on behalf of all persons concerned to any modification of or addition to this Scheme or to any condition which the Court may think fit to approve or impose.

(b) (i) If the Section 428 Shareholders do not approve the Scheme by the requisite majority at the Court Meeting of Section 428 Shareholders, or if the Court shall decline to sanction this Scheme so far as it effects Section 428 Shareholders, this Scheme shall be modified and construed as though it contained no reference to Section 428 Shareholders or to Section 428 Shares.

(ii) If the Affected Ordinary Shareholders do not approve the Scheme by the requisite majority at the Court Meeting of Affected Ordinary Shareholders convened for that purpose, or if the Court shall decline to sanction this Scheme so far as it effects Affected Ordinary Shareholders, this Scheme shall be modified and construed as though it contained no reference to Affected Ordinary Shareholders or to Affected Ordinary Shares.

6. Costs

The Company is authorised to bear all costs and expenses incurred by it in connection with the preparation and implementation of this Scheme.

Dated the 16th day of October 2002

THE SECOND SCHEDULE ABOVE REFERRED TO

[Minute approved by the Court]

The share capital of Georgica Public Limited Company was by virtue of special resolutions and with the sanction of an Order of the High Court of Justice dated 27th November 2002 reduced from £6,814,037.50 divided into 110,900,000 ordinary shares of 5 pence each, and 2,538,075 convertible ordinary shares of 50 pence each to £6,786,671 divided into 110,352,670 ordinary shares of 5 pence each and 2,538,075 convertible ordinary shares of 50 pence each.

Accordingly, as at the date of the registration of this minute the authorised share capital of the Company is £6,786,671 divided into 110,352,670 ordinary shares of 5 pence each and 2,538,075 convertible ordinary shares of 50 pence each, of which 67,888,048 ordinary shares of 5 pence each and 2,538,075 convertible ordinary shares of 50 pence each have been issued and are or are deemed to be fully paid up and the remainder are unissued.

No. 6413 of 2002

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

The Honourable Mr Justice Pumfrey

27th November 2002

IN THE MATTER OF GEORGICA PUBLIC
LIMITED COMPANY

- and -

AND IN THE MATTER OF THE
COMPANIES ACT 1985

ORDER



Herbert Smith

Exchange House

Primrose Street

London EC2A 2HS

Tel: 020 7374-8000

Fax: 020 7374-0888

Ref: 5737/30817283