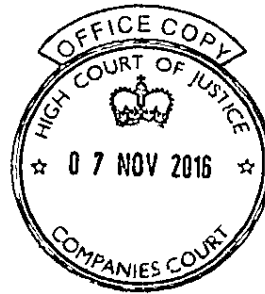


64795.

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT

Mr Justice Snowden
Monday 7 November 2016



No CR-2016-002913



IN THE MATTER OF THE BALTIC EXCHANGE LIMITED

and

IN THE MATTER OF THE COMPANIES ACT 2006

ORDER

UPON THE APPLICATION by Part 8 Claim Form dated 16 August 2016 (the **Claim Form**) of the above-named The Baltic Exchange Limited (the **Company**) (company registration number 00064795), whose registered office is at The Baltic Exchange, 38 St Mary Axe, London, EC3A 8BH

AND UPON HEARING Stephen Horan of Counsel for the Company

AND UPON READING the Claim Form and the evidence

AND UPON SGX Baltic Investments Pte Ltd, by Counsel for the Company being its counsel for this purpose, consenting to the scheme of arrangement as set forth in the Schedule (the **Scheme**) hereinafter sanctioned and undertaking to be bound thereby and to execute and do, or procure to be executed and done, all such documents, acts and things as may be necessary or desirable to be executed or done by them or on their behalf for the purpose of giving effect thereto

THE COURT HEREBY sanctions the Scheme set out in the Schedule to this Order

AND THIS COURT ORDERS that this Order be produced by the Company to the Registrar of Companies and that an office copy of it be delivered to the Registrar of Companies



Amc.

PART FOUR
THE SCHEME OF ARRANGEMENT

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT

No CR-2016-002913

IN THE MATTER OF THE BALTIC EXCHANGE LIMITED
(Company Number 00064795)

and

IN THE MATTER OF THE COMPANIES ACT 2006

SCHEME OF ARRANGEMENT
(under Part 26 of the Companies Act 2006)

between

THE BALTIC EXCHANGE LIMITED

AND

THE SCHEME SHAREHOLDERS
(as hereinafter defined)

PRELIMINARY

(A) In this Scheme, unless inconsistent with the subject or context, the following expressions have the following meanings

£, Sterling, pence or p	the lawful currency of the UK
Acquisition	the direct or indirect acquisition of the entire issued and to be issued share capital of Baltic by Bidco (other than Baltic Shares already held by Bidco, if any) to be implemented by way of the Scheme or (should Bidco so elect) by way of the Offer
Affiliate	in relation to a party, any person that directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with, the party, and for these purposes a party shall be deemed to control a person if such party possesses, directly or indirectly, the power to direct or cause the direction of the management and policies of the person, whether through the ownership of over 50 per cent of the voting securities or the right to appoint over 50 per cent of the relevant board of directors by contract or otherwise
Baltic General Meeting	the general meeting of Baltic to be convened in connection with the Scheme, including any adjournment thereof
Baltic Shares	ordinary shares of 50 pence each in the capital of Baltic

Bidco	SGX Baltic Investments Pte Ltd with company number 201622570R and whose registered office is at 2 Shenton Way, #02-02 SGX Centre 1, Singapore 068804, an indirect subsidiary of SGX
Business Day	a day (other than Saturdays, Sundays and public holidays in the UK) on which banks are open for general commercial business in London
Companies Act	the Companies Act 2006, as amended from time to time
the Company or Baltic	The Baltic Exchange Limited, incorporated in England with registered number 00064795 and whose registered office is at The Baltic Exchange, 38 St Mary Axe, London, EC3A 8BH, United Kingdom
Court	the High Court of Justice of England and Wales
Court Hearing	the hearing by the Court of the application to sanction the Scheme
Court Meeting	the meeting (or any adjournment thereof) of the Scheme Shareholders who are entitled to vote to be convened by order of the Court pursuant to section 896 of the Companies Act to consider and, if thought fit, approve the Scheme (with or without modification)
Effective Date	the date upon which this Scheme becomes effective in accordance with its terms
Excluded Shares	<p>any Baltic Shares</p> <p>(a) registered in the name of or beneficially owned by Bidco or any other member of the SGX Group, or</p> <p>(b) held in treasury by Baltic,</p> <p>and any other Baltic Shares which Bidco and Baltic agree will not be subject to the Scheme</p>
Meetings	the Court Meeting and the Baltic General Meeting
Offer	if Bidco elects to effect the Acquisition by way of a takeover offer, the takeover offer (as defined in section 974 of the Companies Act) to be made by or on behalf of Bidco to acquire the issued and to be issued ordinary share capital of Baltic on the terms and subject to the conditions to be set out in the related offer document
Press Announcement	the joint announcement of the Acquisition, dated 22 August 2016, by SGX and Baltic
Scheme	this scheme of arrangement in its present form between Baltic and the Scheme Shareholders, with or subject to any modification, addition or condition approved or imposed by the Court and agreed to by Baltic and Bidco
Scheme Court Order	the order of the Court to be granted at the Court Hearing, sanctioning the Scheme under Part 26 of the Companies Act
Scheme Document	this circular in respect of the Scheme sent to (among others) Baltic Shareholders containing and setting out, among other things, the full terms and conditions of the Scheme and containing the notices convening the Court Meeting and Baltic General Meeting
Scheme Record Time	6 00 p.m. on the Business Day before the Court Hearing

Scheme Shareholder(s)	holder(s) of Scheme Shares
Scheme Shares	<p>Baltic Shares</p> <p>(a) in issue as at the date of the Scheme Document,</p> <p>(b) (if any) issued after the date of the Scheme Document and prior to the Scheme Voting Record Time, and</p> <p>(c) (if any) issued on or after the Scheme Voting Record Time and before the Scheme Record Time, either on terms that the original or any subsequent holders thereof shall be bound by the Scheme or in respect of which the holders thereof shall have agreed in writing to be bound by the Scheme,</p> <p>but, in each case, other than the Excluded Shares</p>
Scheme Voting Record Time	6 00 p m on the Business Day before the date of the Court Meeting or any adjournment thereof
SGX	Singapore Exchange Limited, incorporated and registered in Singapore with company number 19990490D and whose registered office is at 2 Shenton Way, #02-02 SGX Centre 1, Singapore 068804, the ultimate parent company of Bidco
SGX Group	SGX, its subsidiaries and subsidiary undertakings (such terms having the meanings given to them in the Companies Act)
Special Dividend	the special dividend of £19 30 per Baltic Share, for which approval is being sought from Baltic Shareholders at the Baltic General Meeting
<p>(A) References to clauses are to clauses of this Scheme</p> <p>(B) The issued share capital of the Company as at the close of business on 23 August 2016 (the last practicable date prior to the publication of this document) was £241,930, divided into 483,860 Baltic Shares</p> <p>(C) As at the date of this Scheme there are no Excluded Shares</p> <p>(D) Bidco has agreed to appear by Counsel at the Court Hearing and to undertake to the Court to be bound by the provisions of this Scheme and to execute and do or procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by it or on its behalf for the purpose of giving effect to this Scheme</p> <p>(E) The Baltic Directors are recommending that a dividend of £19 30 per Baltic Share be declared by Baltic Shareholders which would, if so approved by ordinary resolution of the Baltic Shareholders at the Baltic General Meeting and conditional upon the Scheme becoming effective, be paid as soon as practicable and, in any event, by not later than 14 days after the Effective Date to all Baltic Shareholders who are on the register of members at the Scheme Record Time</p>	
1	Transfer of the Scheme Shares
1 1	On the Effective Date, Bidco (and/or its nominee(s)) shall acquire all of the Scheme Shares, fully paid, free from all liens, equities, charges, encumbrances and other interests and together with all rights at the date of the Scheme or thereafter attached thereto, including (without limitation) the right to receive and retain, in full, all dividends and other distributions (if any) declared, made payable or paid, or any other return of capital (whether by way of reduction of share capital or share premium account or otherwise) made on or after the Announcement Date, with the exception of the Special Dividend

- 1 2 For such purposes, the Scheme Shares shall be transferred to Bidco (and/or its nominee(s)) and, to give effect to such transfer, a person shall be appointed by Bidco as attorney and/or agent and/or otherwise and shall be authorised as such attorney and/or agent and/or otherwise on behalf of the relevant Scheme Shareholder to execute and deliver as transferor a form of transfer or other instrument or instruction of transfer of the Scheme Shares and every instrument or instruction of transfer so executed shall be as effective as if it had been executed by the holder or holders of the Scheme Shares thereby transferred

2 Consideration for the transfer of Scheme Shares

- 2 1 In consideration of the transfer of the Scheme Shares to Bidco (and/or its nominee(s)), Bidco shall provide or procure that there shall be provided to or for the account of each Scheme Shareholder whose name appears in the register of members of Baltic at the Scheme Record Time, in accordance with the provisions of clause 3 below

for each Scheme Share £160.41 in cash

- 2 2 If the Special Dividend is not approved by Baltic Shareholders at the Baltic General Meeting, the consideration payable for each Scheme Share in accordance with clause 2 1 shall be increased by an amount equal to

- (a) the amount of the Special Dividend per Scheme Share, less
- (b) an amount equal to any additional UK stamp duty or UK stamp duty reserve tax incurred by Bidco as a consequence of the increased Cash Price divided by the total number of Scheme Shares

3 Settlement

- 3 1 As soon as possible after the Effective Date, and in any event not later than 14 days after the Effective Date, Bidco shall pay the consideration to which Scheme Shareholders are entitled under clause 2 1 in accordance with any standing dividend mandate (including account details) in place between Baltic and individual Scheme Shareholders as at the Scheme Record Time, and such Scheme Shareholder shall be deemed to have authorised settlement of the consideration to which it is entitled in accordance with such standing dividend mandate. If there is no such dividend mandate in place, or it has been revoked by the relevant Scheme Shareholder before the Scheme Record Time, settlement shall be made by cheque as more particularly described below. All payments and settlements to Scheme Shareholders may be made by Bidco or its respective agents or nominees. Any charges levied by the relevant Baltic Shareholder's nominated bank in relation to the transfer shall be borne by the relevant Baltic Shareholder.
- 3 2 All deliveries of cheques required to be made pursuant to this Scheme shall be effected by sending the same by first class post in pre-paid envelopes addressed to the persons entitled thereto at their respective registered addresses as appearing in the register of members of Baltic at the Scheme Record Time (and in the case of joint holders, to the holder whose name stands first in such register in respect of the joint holding concerned) and none of Baltic, Bidco, SGX or their respective agents or nominees shall be responsible for any loss or delay in the transmission of any cheques or certificates sent in accordance with this clause 3 2, which shall be sent at the risk of the person or persons entitled thereto or if the address stated in the register of the Company is incorrect.
- 3 3 All cheques shall be in Sterling drawn on a branch of a UK clearing bank and made payable to the person or in the case of joint holders, jointly to all holders to whom, in accordance with the foregoing provisions of this clause 3, the envelope containing the same is addressed, and the encashment of any such cheque shall be a complete discharge of Bidco's obligations under this Scheme to pay the monies represented thereby.

- 3 4 Payment by Bidco of consideration to a Scheme Shareholder entitled thereto by means of electronic funds transfer for value to the account details specified in a standing dividend mandate of that Scheme Shareholder in place between Baltic and that Scheme Shareholder as at the Scheme Record Time shall be a complete discharge of Bidco's obligations under this Scheme to pay the monies represented thereby and none of Baltic, Bidco, SGX or their respective agents or nominees shall be responsible for any loss or delay in the transmission of funds sent in this way

4 Share certificates

- 4 1 With effect from, and including, the Effective Date

- (a) all certificates representing Scheme Shares shall cease to have effect as documents of title to the Scheme Shares comprised therein and every holder of Scheme Shares shall be bound at the request of the Company to deliver up the same for cancellation to the Company, or, as it may direct, to destroy the same, and
- (b) appropriate entries will be made in the register of members of the Company with effect from the Effective Date to reflect their transfer to Bidco

5 Operation of this Scheme

- 5 1 This Scheme shall become effective in accordance with its terms as soon as a Court sealed copy of the Scheme Court Order shall have been delivered to the Registrar of Companies
- 5 2 Unless this Scheme shall become effective on or before 31 December 2016, or such later date (if any) as the Company and Bidco may agree, and the Court may allow, this Scheme shall never become effective

6 Modification

- 6 1 The Company and Bidco may jointly consent on behalf of all persons concerned to any modification of, or addition to, this Scheme or to any condition which the Court may approve or impose

7 Governing Law

- 7 1 This Scheme is governed by English law and is subject to the jurisdiction of the English courts

8 Date

- 8 1 Dated 24 August 2016