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COMPANIES FORM No. 88(3)

Particulars of a contract relating to shares allotted as fully or partly paid up otherwise than in cash

bb(3)

Pursuant to section 88(3) of the Companies Act 1985

Note: This form is only for use when the contract has not been reduced to writing

lease complete -gibly, preferably ■ black type, or -old block lettering

To the Registrar of Companies (address overleaf)

For official use

Company number

Please do not write in the space C88PPC below. For inland Revenue use only

The particulars must be stamped with the same stamp duty as would have been payable if the contract had been reduced to writing. A reduced rate of ad valorem duty may be available if this form is properly certified at the appropriate amount.

Name of company

insert full name of company

STOKE CITY FOOTBALL CLUB LIMITED

gives the following particulars of a contract which has not been reduced to writing

1 The number of shares allotted as fully or partly paid up otherwise than in cash

5,000,000

2 The nominal value of each such share

£

3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash

£Ì

b The value of each share allotted i.e. the nominal value and any premium 2

c The amount to be considered as paid up in respect of b

£1

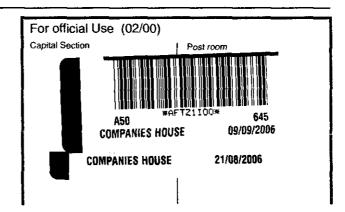
4 If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in 8, state the nature and amount of such consideration, and the number of shares allotted

CAPITALISATION OF

£5,000,000

S. 000 1000

Presentor's name address and reference (if any):



5 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	٤	
	,	
6 If the allotment is made in consideration of the release of a debt, e.g., a director's loan account, state the amount released	£5,000,000	
7 If the allotment is made in connection with the conversion of loan stock, state the amount of stock converted in respect of this issue	£	
If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give below:		
a brief description of property:		
b full particulars of the manner in which the purchase price is to be satisfied	£	р
Amount of consideration payable in cash or bills		
Amount of consideration payable in debentures, etc		
Amount of consideration payable in shares		
]	
Liabilities of the vendor assumed by the purchaser:		
Liabilities of the vendor assumed by the purchaser: Amounts due on mortgages of freeholds and/or		
,		
Amounts due on mortgages of freeholds and/or leaseholds including interest to date of sale		
Amounts due on mortgages of freeholds and/or leaseholds including interest to date of sale		
Amounts due on mortgages of freeholds and/or leaseholds including interest to date of sale		

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Where such properties are sold subject to mortgage, the gross value should be shown

between the respective heads: Legal estates in freehold property and fixed plant and machinery and other fixtures thereon* Legal estates in leasehold property* Fixed plant and machinery on leasehold property (including tenants', trade and other fixtures) Equitable interests in freehold or leasehold property* Loose plant and machinery, stock-in-trade and other chattels (plant and machinery should not be included under this head unless it was in actual state of severance on the date of the Goods, wares and merchandise subject to hire purchase or other agreements (written down value) Goodwill and benefit of contracts Patents, designs, trademarks, licences, copyrights, etc. Book and other debts Cash in hand and at bank on current account, bills, notes, etc Cash on deposit at bank or elsewhere Shares, debentures and other investments Other property

9 Give full particulars in the form of the following table, of the property which is the

subject of the sale, showing in detail how the total purchase price is apportioned

Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

This certificate nust be signed by the persons to

whom the shares

officer of the company.

nave been allotted, as well as by an Signed

Males.

Designation # DIRECTOR

Date

Certificate of value §

It is certified that the transaction effected by the contract does not form part of a larger transaction or series of transactions in respect of which the amount or value, or aggregate amount or value, of the consideration exceeds £

Signed

Date

Signed

Date

1. Before this form is delivered to Companies House it must be "stamped" by an Inland Revenue Stamp Office to confirm that the appropriate amount of Stamp Duty has been paid. Inland Revenue Stamp Offices are located at:

Birmingham Stamp Office 5th Floor Norfolk House

Smallbrook Queensway Birmingham B5 4LA

DX: 15001 Birmingham 1 Tel: 0121 633 3313 Bristol Stamp Office The Pithay

All Saints Street Bristol BS1 2NY

DX: 7899 Bristol 1 Tel: 0117 927 2022 Manchester Stamp Office

Upper 5th Floor Royal Exchange Exchange Street Manchester M2 7EB

DX: 14430 Manchester Tel: 0161 834 8020

Newcastle Stamp Office 15th Floor, Cale Cross House

156 Pilgrim Street Newcastle Upon Tyne

NE1 6TF

DX: 61021 Newcastle Upon Tyne

Tel: 0191 201 7415

London Stamp Office (Personal callers only) South West Wing Bush House Strand

London WC2B 4QN

Edinburgh Stamp Office

Mulberry House 16 Picardy Place

Edinburgh EH1 3NF

DX: ED 303 Edinburgh 1 Tel: 0131 556 8998

Worthing Stamp Office (Postal applications only)

Ground Floor East Block Barrington Road Worthing BN12 4SE

DX: 3799 Worthing 1 Tel: 01903 508962

Tel: 020 7 438 7252/7452 Tel: 01903 508962

Cheques for Stamp Duty must be made payable to "Inland Revenue - Stamp Duties" and crossed "Not Transferable".

NOTE. This form must be presented to an Inland Revenue Stamp Office for stamping together with the payment of duty within 30 days of the allotment of shares, otherwise Inland Revenue penalties may be incurred.

2. After this form has been "stamped" and returned to you by the Inland Revenue it must be sent to:

For companies registered in:

England or Wales:

Scotland:

The Registrar of Companies

Companies House Crown Way Cardiff CF14 3UZ

DX: 33050 Cardiff

The Registrar of Companies

Companies House 37 Castle Terrace Edinburgh EH1 2EB

DX: 235 Edinburgh