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No.06215 of 1997

**IN THE HIGH COURT OF JUSTICE**

**CHANCERY DIVISION**

**COMPANIES COURT**

**MR JUSTICE BLACKBURNE**

**MONDAY the 9th day of FEBRUARY 1998**

**IN THE MATTER OF WEST HAM UNITED PLC**

**-and-**

**IN THE MATTER OF THE COMPANIES ACT 1985**

**UPON THE PETITION** of the above-named West Ham United plc (the "Company") whose registered office is situate at Boleyn Ground, Green Street, Upton Park, London E13 9AZ on 19th January 1998 preferred unto this Court

**AND UPON HEARING** Counsel for the Company

**AND UPON READING** the said Petition and the evidence

**AND** the said West Ham Holdings plc by Counsel for the Company, being its Counsel for the purpose, submitting to be bound by the Scheme of Arrangement hereinafter sanctioned and undertaking to execute all such documents and do all such acts and things as may be necessary or desirable to be executed and done by it for the purpose of giving effect to such Scheme of Arrangement

**THIS COURT HEREBY SANCTIONS** the Scheme of Arrangement as set forth in the Schedule to the said Petition and in the First Schedule hereto

**AND THIS COURT ORDERS** that the reduction of the capital of the Company from £5,500,000 divided into 11,000,000 ordinary shares of 50p each to nil resolved on and effected by a Special Resolution passed at an Extraordinary General Meeting of the said Company held on 16th January 1998 be and the same is hereby confirmed in accordance with the provisions of the above-mentioned Act

**AND THIS COURT HEREBY APPROVES** the Minute set forth in the Second Schedule hereto

**AND IT IS HEREBY ORDERED** that this Order be produced by the Company to the Registrar of Companies and that an Office Copy hereof be delivered to him together with a copy of the said Minute



**AND THIS COURT DIRECTS** pursuant to section 139(2) of the said Act that the Registrar of Companies to register this Order insofar as it confirms the reduction of the capital of the Company notwithstanding that it has the effect of bringing the nominal value of the allotted share capital of the Company below the authorised minimum

**AND IT IS ORDERED** that notice of the registration by the Registrar of Companies of this Order (so far as it confirms the reduction of the capital of the Company) and of the said Minute be published once in The Times newspaper within 21 days after such registration.

Dated the 9th day of February 1998.

**WEST HAM UNITED plc**  
**SCHEME OF ARRANGEMENT**

**IN THE HIGH COURT OF JUSTICE**  
**CHANCERY DIVISION**  
**COMPANIES COURT**

**No.06215 of 1997**

**IN THE MATTER OF WEST HAM UNITED plc**

**- and -**

**IN THE MATTER OF THE COMPANIES ACT 1985**

**SCHEME OF ARRANGEMENT**  
**UNDER SECTION 425 OF THE COMPANIES ACT 1985**

**BETWEEN:-**

**(1) WEST HAM UNITED plc**

**and**

**(2) THE WEST HAM SHAREHOLDERS**

**PRELIMINARY**

A. In this Scheme, unless inconsistent with the subject or context, the following expressions shall bear the following meanings:-

"Court Meeting"	means the meeting of the holders of the Scheme Shares convened by order of the Court pursuant to section 425 of the Companies Act 1985 to consider and, if thought fit, to approve this Scheme;
"Effective Date"	means the day on which this Scheme becomes effective in accordance with Clause 7 of this Scheme;
"holder"	includes a person entitled by transmission;

"New West Ham Shares"	means the shares of 50p each to be created and allotted by West Ham pursuant to Clause 2 of this Scheme;
"new WHH Shares"	means the shares of 25p each to be created and allotted by WHH pursuant to Clause 2 of this Scheme;
"Record Date"	means 3.30 p.m. on the day immediately preceding the Effective Date;
"this Scheme"	means this Scheme in its present form or with any modification thereof or addition or condition thereto, in each case approved by the Court;
"West Ham"	means West Ham United plc;
"Scheme Shares"	means the shares of 50p each comprising the issued share capital of West Ham as at the date hereof; and
"WHH"	means West Ham Holdings plc.

B. The authorised share capital of West Ham is £5,500,000 divided into 11,000,000 shares of 50p each, of which 11,000,000 shares have been issued and are credited as fully paid.

C. The authorised share capital of WHH is £6,875,000 divided into 27,500,00 ordinary shares of 25p each of which 4 have been issued to each of Terence Brown and Charles Warner fully paid.

D. WHH has agreed to appear by Counsel on the hearing of the Petition to sanction this Scheme, and to consent thereto, and to undertake to the Court to be bound thereby and to execute all such documents and do all such acts and things as may be necessary or desirable to be executed or done by it for the purpose of giving effect to this Scheme.

## THE SCHEME

### 1. Cancellation of West Ham Shares

(a) The capital of West Ham shall be reduced by the cancellation of all of the Scheme Shares.

(b) Forthwith upon the said reduction of capital taking effect the capital of West Ham shall be increased to its amount immediately preceding the said reduction by the creation of such amount of capital consisting of New West Ham Shares as shall equal the amount of capital so cancelled.

(c) On the Effective Date, West Ham shall apply the credit which will arise in its books of account as a result of the said reduction of capital in paying up in full at par the New West Ham Shares created pursuant to Clause 1(b) of the Scheme and shall allot the said New West Ham Shares, credited as fully paid, to WHH and/or its nominees.

## **2. Consideration for the Cancellation of Scheme Shares**

In consideration of the cancellation of the Scheme Shares and the allotment of New West Ham Shares to WHH and/or its nominees respectively provided for by Clause 1 of this Scheme, WHH shall allot to the holders of the Scheme Shares, as appearing in the Register of Members of West Ham on the Record Date, two new WHH Shares credited as fully paid up in respect of each West Ham Share formerly held by such holders respectively.

The persons who hold WHH Shares in issue on the date of this Scheme shall be treated as having received such shares as part of their entitlement under the Scheme and their entitlement to the allotment of new WHH Shares shall be reduced accordingly.

## **3. Rights attaching to new WHH Shares**

The new WHH Shares to be allotted and issued pursuant to the provisions of this Scheme shall rank *pari passu* in all respects with the shares of WHH in issue on the Effective Date and shall rank for all dividends or distributions made, paid or declared thereon after the Effective Date.

## **4. Certificates**

WHH shall, not later than twenty-one days after the Effective Date deliver to the persons entitled thereto in accordance with this Scheme, certificates in respect of the new WHH Shares. All certificates required to be sent by WHH pursuant to this Scheme to holders of Scheme Shares shall be sent through the post in pre-paid envelopes addressed to the persons entitled thereto at their respective registered addresses appearing in the Register of Members of West Ham at the close of business on the Record Date (or, in the case of joint holders, to the address of that one of the joint holders whose name stands first in the Register in respect of such joint holding) and WHH shall not be responsible for any loss in transmission.

## **5. Mandates**

Each mandate in force on the Record Date relating to the payment of dividends on Scheme Shares shall, unless and until revoked, be deemed as from the Effective Date to be a valid and effective mandate to WHH in relation to dividends on the corresponding new WHH Shares to be issued pursuant to this Scheme.

## **6. Certificates representing West Ham Shares**

On the Effective Date all certificates representing holdings of Scheme Shares shall cease to have effect, and every holder of Scheme Shares shall be bound on the request of West Ham to deliver up to West Ham the certificate for his holding thereof.

## **7. Effective Date**

This Scheme shall become effective as soon as an office copy of the Order of the Court confirming under section 137(1) of the Companies Act 1985 the reduction of capital provided for by Clause 1 of this Scheme and sanctioning this Scheme under section 425 of the Companies Act 1985 shall have been delivered by the Company to the Registrar of Companies for registration and, in the case of the reduction of capital, registered by him.

Unless this Scheme shall have become effective on or before 30th September, 1998 or such later date, if any, as the Court may allow, the same shall lapse.

#### **8.     Modification**

West Ham and WHH 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.

Dated the 19th day of December, 1997

**THE SECOND SCHEDULE ABOVE REFERRED TO**

"The capital of West Ham United plc ("the Company") was by virtue of a Special Resolution and with the sanction of an Order of the High Court of Justice dated 9th February 1998 reduced from £5,500,000 divided into 11,000,000 ordinary shares of 50p each to nil.

By virtue of the said Special Resolution of the Company and the Scheme of Arrangement sanctioned by the said Order the capital of the Company was increased immediately upon such reduction taking effect to £5,500,000 by the creation of 11,000,000 ordinary shares of 50p each. At the date of the registration of this Minute the capital of the Company is £5,500,000 divided into 11,000,000 ordinary shares of 50p each none of which have been issued. It is further provided by the Special Resolution that upon the reduction of capital taking effect the reserve thereby arising be applied in paying up in full 11,000,000 ordinary shares of 50 pence each."

No.06215 of 1997

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

MR. JUSTICE BLACKBURN

9<sup>TH</sup> FEBRUARY 1998

IN THE MATTER OF

WEST HAM UNITED PLC

- and -

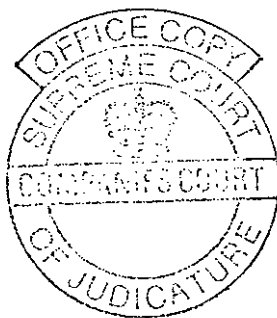
IN THE MATTER OF THE

COMPANIES ACT 1985

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ORDER

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