

2878738

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

**No. 4558 of 2002**

**Before The Honourable Mr Justice Lawrence Collins**  
**Dated 19 September 2002**

**IN THE MATTER OF CRESTCO LIMITED**

**- and -**

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

---

**ORDER**

---

**UPON THE PETITION** of the above-named CRESTCo Limited (hereinafter called "**the Company**") whose registered office is situate at 33 Cannon Street, London EC4M 5SB preferred unto this Court as amended;

**AND UPON HEARING** Counsel for the Company being also, for the purpose referred to below, Counsel for Euroclear plc and for the holder of the Temporary Controlling Shares (as referred to in the Scheme of Arrangement hereinafter mentioned);

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

**AND UPON** Euroclear plc and the holder of the Temporary Controlling Shares (as referred to in the Scheme of Arrangement hereinafter mentioned) by Counsel for the Company, being their Counsel for this purpose, undertaking to be bound by the Scheme of Arrangement hereinafter sanctioned and in the case of Euroclear plc also undertaking to execute and do and procure to be executed and done all such documents, 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;



DEB \*10P4400A\* 0271  
COMPANIES HOUSE 2019102

**AND THIS COURT ORDERS** that the reduction of the capital of the Company from £6,015,100 to nil resolved on and effected by a Special Resolution passed at an Extraordinary General Meeting of the said Company held on 16 August 2002 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 ORDERED THAT:-**

1. this Order be produced to the Registrar of Companies and that an office copy hereof be delivered to him together with a copy of the said Minute; and
2. 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.



## THE FIRST SCHEDULE

IN THE MATTER OF CRESTCo LIMITED  
AND  
IN THE MATTER OF THE COMPANIES ACT 1985  
SCHEME OF ARRANGEMENT  
(under section 425 of the Companies Act 1985)  
BETWEEN  
CRESTCo LIMITED  
AND  
THE HOLDERS OF SCHEME SHARES  
(as hereinafter defined)  
AND  
THE HOLDER OF THE TEMPORARY CONTROLLING SHARES  
(as hereinafter defined)

PRELIMINARY

- (A) In this Scheme, unless inconsistent with the subject or context, the following words and expressions shall have the meanings ascribed to them below:

<b>CRESTCo</b>	CRESTCo Limited.
<b>Euroclear</b>	Euroclear plc.
<b>Effective Date</b>	the day on which this Scheme becomes effective in accordance with clause 8 of this Scheme.
<b>holder</b>	includes a person entitled to shares by transmission.
<b>New Euroclear Shares</b>	ordinary shares of €1 each in the share capital of Euroclear to be allotted by Euroclear in accordance with clause 2 of this Scheme.
<b>Rebate</b>	the payment to users of the CREST system in the aggregate sum of £13m to be made upon the Scheme becoming effective in accordance with article 12.3 of the articles of association of CRESTCo in respect of the financial year ended on 31 December 2001.
<b>Record Date</b>	the business day immediately preceding the Effective Date.
<b>Scheme</b>	this Scheme in its present form or with any modification, addition or condition which the Court may think fit to approve or impose.
<b>Scheme Shares</b>	redeemable fixed dividend shares of £250 each in the share capital of CRESTCo.
<b>Temporary Controlling Shares</b>	the temporary controlling shares of £1 each in the capital of CRESTCo.

- (B) The present authorised share capital of CRESTCo is £6,015,100 divided into 100 temporary controlling shares of £1 each and 24,060 Scheme Shares, all of which have been issued and are fully paid.
- (C) Euroclear is a public company limited by shares, incorporated under the Companies Acts 1948 to 1967.
- (D) The present authorised share capital of Euroclear is €4,000,000 divided into 2,569,590 ordinary shares of €1 each, 500,120 'S' shares of €1 each, one special share of €1 and 930,289 unclassified shares of €1 each, and £50,000 divided into 50,000 sterling shares of £1 each, of which 2,569,590 ordinary shares of €1 each are issued and fully paid, 500,120 'S' Shares of €1 each are issued and fully paid and one special share of €1 is issued and fully paid, and of which 50,000 sterling shares of £1 each are issued paid up as to one quarter of their nominal value. 930,289 unclassified shares of €1 each remain unissued.
- (E) Euroclear has agreed to appear by Counsel on the hearing of the petition to sanction this Scheme and to undertake to the Court to be bound thereby and to execute and do and procure to be executed and done all such documents, acts and things as may be necessary or desirable for the purpose of giving effect to this Scheme.
- (F) The Bank of England, in its capacity as the registered holder of all the Temporary Controlling Shares in the capital of CRESTCo, has agreed to appear by Counsel on the hearing of the petition to sanction this Scheme and to undertake to the Court to be bound thereby.

## **THE SCHEME**

### **1. CANCELLATION OF THE SCHEME SHARES AND THE TEMPORARY CONTROLLING SHARES**

- 1.1 The capital of CRESTCo shall be reduced by cancelling and extinguishing the Scheme Shares and the Temporary Controlling Shares.
- 1.2 *Forthwith and contingently upon the said reduction of capital taking effect:-*
  - (a) the capital of the Company shall be increased by the creation of such number of new ordinary shares of 25p each as have an aggregate nominal value which is equal to the aggregate nominal value of the Scheme Shares and Temporary Controlling Shares which have been cancelled; and
  - (b) the credit arising in the books of account of the Company as a result of the said cancellations of the Scheme Shares and the Temporary Controlling Shares shall be appropriated and applied in paying up in full at par all of the ordinary shares of 25p each created pursuant to paragraph 1.2(a) above which shall be allotted and issued credited as fully paid up to Euroclear and/or its nominees.

### **2. CONSIDERATION FOR THE CANCELLATION OF THE SCHEME SHARES**

As consideration for the cancellation of the Scheme Shares and the issue of the new ordinary shares of 25p each in CRESTCo, Euroclear shall allot and issue, credited as fully paid, to and amongst the holders of Scheme Shares as appearing on the register of members of CRESTCo at the close of business on the Record Date, New Euroclear Shares on the following basis:

for every 1 Scheme Share 30.15 New Euroclear Shares

but subject to the provisions of clause 3 of this Scheme.

### **3. FRACTIONS**

No fraction of a New Euroclear Share shall be allotted to a holder of shares in CRESTCo pursuant to clause 2 of this Scheme and any fractional entitlement shall be rounded down to the nearest whole number of New Euroclear Shares.

**4. ALLOTMENT AND ISSUE OF NEW EUROCLEAR SHARES**

Not later than 21 days after the Effective Date Euroclear shall allot and issue the New Euroclear Shares required to be allotted and issued by it pursuant to clause 2 of this Scheme and shall deliver share certificates for such shares to the persons entitled thereto. The delivery of any such certificate may be effected by duly posting the same in prepaid envelopes (at the risk of the person entitled thereto) to the registered holder at his address appearing on the Register of Members of CRESTCo at the close of business on the Record Date. The provisions of this clause shall be subject to any prohibition or restriction imposed by law.

**5. MANDATES**

Each mandate or instruction in force at the close of business on the Record Date relating to payment of dividends on any Scheme Shares shall, unless and until revoked, be deemed also to be valid and subsisting mandates or instructions to Euroclear in relation to the payment of dividends on the corresponding New Euroclear Shares.

**6. CERTIFICATES FOR THE SCHEME SHARES AND THE TEMPORARY CONTROLLING SHARES**

As from and including the Effective Date each existing certificate representing a holding of Scheme Shares or Temporary Controlling Shares shall cease to be valid and the holder of any such certificate shall be bound on the request of Euroclear to deliver up the same as directed by Euroclear.

**7. PAYMENT OF REBATE**

CRESTCo shall be authorised to pay the Rebate to users of the CREST system in accordance with the provisions of article 12.3 of the articles of association of CRESTCo.

**8. EFFECTIVE DATE**

8.1 This Scheme shall become effective as soon as an office copy of the Order of the Court sanctioning this Scheme under section 425 of the Companies Act 1985 and confirming under section 137 of such Act the reduction of capital provided in clause 1 of this Scheme shall have been delivered to the Registrar of Companies for registration.

8.2 Unless this Scheme shall have become effective on or before 31 December 2002 or such later date, if any, as the Court may allow, this Scheme shall never become effective.

**9. MODIFICATION**

Euroclear and CRESTCo may jointly consent on behalf of all concerned to any modification of or addition to this Scheme or to any condition which the Court may think fit to approve or impose.

Dated: 17 July 2002

## **THE SECOND SCHEDULE**

"The capital of the Company was by virtue of a Special Resolution of the Company and with the sanction of an Order of the High Court of Justice dated 19 September 2002 reduced from £6,015,100 divided into 24,060 redeemable fixed dividend shares of £250 each and 100 temporary controlling shares of £1 each to nil. By virtue of a Scheme of Arrangement sanctioned by the said Order and of the said Special Resolution the capital of the Company upon the registration of this Minute is £6,015,100 divided into 24,060,400 ordinary shares of 25p each, none of which has been issued."

IN THE HIGH COURT OF JUSTICE

No. 4558 of 2002

CHANCERY DIVISION

COMPANIES COURT

MR JUSTICE LAWRENCE COLLINS

19<sup>th</sup> SEPTEMBER 2002

IN THE MATTER OF CRESTCO LIMITED

AND

IN THE MATTER OF THE COMPANIES ACT 1985

**ORDER**

The Court sent this Order and copies for service on the other parties to:-

**Applicant's Solicitor**

Travers Smith Braithwaite  
10 Snow Hill  
London  
EC1A 2AL  
Ref: PBW

This Order was sealed by Mr M Uddin, Associate (Tel: 020 7947 6275) to whom all enquiries regarding this Order should be made between the hours 9.00 am - 10.15 am and after 4.15 pm. When corresponding with the Court please address forms or letters to The Court Manager, Chancery Chambers Thomas More Building Royal Courts of Justice Strand London WC2A 2LL (DX 44450 Strand) and quote the case number



No. 2878738

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**MINUTE OF REDUCTION OF CAPITAL**

**-of-**

**CRESTCo LIMITED**

The capital of the Company was by virtue of a Special Resolution of the Company and with the sanction of an Order of the High Court of Justice dated 19 September 2002 reduced from £6,015,100 divided into 24,060 redeemable fixed dividend shares of £250 each and 100 temporary controlling shares of £1 each to nil. By virtue of a Scheme of Arrangement sanctioned by the said Order and of the said Special Resolution the capital of the Company upon the registration of this Minute is £6,015,100 divided into 24,060,400 ordinary shares of 25p each, none of which has been issued.