



*(Incorporated and registered in England & Wales with registered number 2355508)*

*Directors:*

John G. Berylson (Chairman)  
Andy Ambler (Chief Executive)  
James T. Berylson (Non-Executive Director)  
Constantine Gonticas (Non-Executive Director)  
Trevor Keyse (Non-Executive Director)  
Demos Kouvaris (Non-Executive Director)  
Richard S. Press (Non-Executive Director)

*Registered office:*

The Den  
Zampa Road  
London SE16 3LN

14 September 2010

Dear Shareholder

**Millwall Holdings plc (“Company”): proposed consolidation of ordinary share capital**

As announced today, you will find enclosed with this letter or available on our website, a formal letter from me together with a notice of an Extraordinary General Meeting of the Company to be held at 10 a.m. on 4 October 2010 at The Den, Zampa Road, London, SE16 3LN (“**EGM**”) to approve a proposed consolidation of the ordinary share capital of the Company. You will also find enclosed with this letter a proxy form for use by shareholders at the EGM.

My purpose in writing to you personally is to summarise the proposal to be put to shareholders at the EGM and to explain the effect that this may have for you.

It is proposed that there is a consolidation of the Company’s ordinary share capital so that every 100,000 issued ordinary shares of 0.01 penny each (“**Existing Ordinary Shares**”) are consolidated into one issued ordinary share of £10 (“**New Ordinary Share**”) (“**Consolidation**”). This is achieved by issuing one New Ordinary Share for every 100,000 Existing Ordinary Shares held.

A resolution will be put to shareholders at the EGM to approve the Consolidation. Notice of the EGM and further information relating to the Consolidation are enclosed with this letter or set out on the Company’s website <http://www.millwallholdingsplc.co.uk/circulars.htm>.

**The documents posted on the Company’s website in relation to this matter are very important and should be read, in full, in conjunction with this letter.**

The Company has also announced today that it intends to implement a fundraising by way of an offer of New Ordinary Shares to shareholders *pro rata* to their existing holdings. Further information on that offer will be made available to shareholders in due course.

Your directors consider that before proceeding with the fundraising, the Company should rationalise and modernise its constitution and shareholdings by way of the Consolidation.

Unfortunately, if the proposed Consolidation is approved by shareholders at the EGM, this will result in any shareholder owning less than 100,000 Existing Ordinary Shares ceasing to be a shareholder in the Company. I personally am very sorry to see this happen, as the smaller shareholders in the Company form a very important part of the Millwall family. However, I believe this to be in the best interests of the Company as part of our plans for the future development of Millwall Football Club (“**Club**”).

The detailed reasons for the proposed Consolidation are set out in the more comprehensive document either enclosed with this letter or available on the website. However, in essence, the Company currently has nearly 43,500 shareholders, of which 35,350 smaller shareholders (representing 81.34 per cent. of total shareholders) hold less than 100,000 Existing Ordinary Shares (representing 2.12 per cent. of the issued share capital). Indeed, there are over 5,500 shareholders whose current shareholding is valued at £1 or less, of which nearly 800 shareholders hold shares worth less than one penny.

The current size of the shareholder register places an unwarranted financial and administrative burden on the Company, which is out of proportion to its current market value.

As explained in my more comprehensive letter, a consequence of the Consolidation is the creation of a number of fractional entitlements to shares. The majority of these fractional shares relate to the holdings of the smaller shareholders. Your directors propose to exercise their discretion provided for in the Company's articles of association by transferring the New Ordinary Shares arising from the aggregation of the fractional shares created as a consequence of the Consolidation to The Lions Trust. However, for those shareholders who tick the relevant box on the proxy form, your directors will sell the New Ordinary Shares arising from the aggregation of these fractions and distribute the net proceeds to the charity Help for Heroes. If all of the New Ordinary Shares arising from the aggregation of the fractions were transferred to The Lions Trust, it is expected that these shares together with its existing shareholding would result in it holding 2.89 per cent. of the total issued share capital of the Company.

The aims of The Lions Trust are to achieve proper representation and influence for supporters of the Club and to contribute positively to the future success of the Club.

I believe that this gift of shares to The Lions Trust will allow the voting interests of fans as shareholders to continue and be more effective and will strengthen the ability of The Lions Trust to represent the views of fans as shareholders. Further information on The Lions Trust can be found at <http://www.thelionstrust.co.uk>.

I recognise that for a great many of you, the current small value of your shares reflects the rump of a much greater financial investment in Millwall over the years by way of subscriptions for shares, often at times when the Company needed the financial support of fans, and that very many of these subscriptions date from the original flotation of the Company in 1989.

I also know that for a great number of our smaller shareholders, the ownership of shares is more of a commitment and association with the Millwall community of supporters than a holding for financial gain. I am sorry that some of you will not be able to continue as shareholders in the Company if the Consolidation is approved at the EGM, but hope that you will continue to feel part of the Millwall family. With this in mind, I would like to invite, subject to the Consolidation being approved at the EGM and coming into effect, all shareholders registered as holding less than 100,000 Existing Ordinary Shares at 5 p.m. on 4 October 2010 to receive an individual "Certificate of Appreciation" to recognise their support for Millwall Football Club and the Company. All such shareholders can apply to the Club to receive this Certificate. Details and conditions relating to this invitation are set out in my more comprehensive letter enclosed with this letter or available on the website.

Over the three years since I have been Chairman, we have together been able to achieve a great deal for the Club both on and off the field and I am keen to continue this hard work to secure the financial future of the Club that means so much to us all.

To this end, I believe that together we need to take steps to modernise the structure and share capital of the Company. Once again I am sorry that some of you will no longer be shareholders in the Company if the Consolidation is approved at the EGM, but I would like to thank you for your support and hope that you continue to take an active interest in the affairs of Millwall Football Club. I would also like to reiterate that I sincerely believe that the Consolidation is in the best interests of the Company and the Club at this time.

I am sure that many of you will have a number of questions regarding the Consolidation. A question and answer sheet is also available at <http://www.millwallholdingsplc.co.uk/circulars.htm>.

I urge you all to consider fully the formal documents sent with this letter or posted on the Company's website, submit your proxy form in good time and attend and vote at the EGM.

Yours sincerely



John G. Berylson  
*Chairman*