

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the contents of this document and/or the action you should take, you should consult your stockbroker, bank manager, solicitor or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (“FSMA”) if you are in the United Kingdom.

If you have sold or transferred all of your shares in Millwall Holdings plc, please send this document, together with the accompanying Proxy Form, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

MILLWALL HOLDINGS PLC

(Incorporated and registered in England and Wales with Registered No. 2355508)

NOTICE OF EXTRAORDINARY GENERAL MEETING REGARDING PROPOSED CONSOLIDATION OF ORDINARY SHARE CAPITAL

Notice of an Extraordinary General Meeting of Millwall Holdings plc (“EGM”) to be held at The Den, Zampa Road, London SE16 3LN at 10.00 a.m. on 4 October 2010 is set out at the end of this document. A Proxy Form for use at the meeting is enclosed or has been sent to you in hard copy under separate cover and should be completed, signed and returned as soon as possible and in any event so as to be received by Computershare Investor Service PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 10.00 a.m. on 2 October 2010 being 48 hours before the time appointed for the holding of the EGM. Completion of a Proxy Form will not preclude Shareholders from attending and voting at the EGM should they so wish. For full details of proxy appointments, see the notes to the Notice of EGM and the Proxy Form.

CHAIRMAN'S LETTER

MILLWALL HOLDINGS PLC

("Company" or "Millwall")

(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

Proposed consolidation of ordinary share capital

The Company has today announced that it proposes to consolidate its issued ordinary shares of 0.01 penny each ("**Existing Ordinary Shares**") into ordinary shares of £10 each ("**New Ordinary Shares**") ("**Consolidation**").

The main purpose of this document is to provide information about the background to and the reasons for the proposed Consolidation and to seek your approval of the resolution to be proposed at the EGM to be held at 10 a.m. on 4 October 2010 at The Den, Zampa Road, London, SE16 3LN in relation to the Consolidation. Notice of the EGM is set out on pages 7 and 8 of this document.

Background to and reasons for the Consolidation

At the general meeting of the Company held on 11 December 2009 to consider whether any and if so, what steps should be taken to deal with the situation that the net assets of the Company were less than 50 per cent. of its called up share capital, your directors informed you of their intention to address the position. Since that time your Board has been considering a number of options for a refinancing of the Company to enable it to reduce its level of borrowings, improve its net asset position and provide working capital for Millwall Football Club ("**Club**"). As stated in today's announcement, the Company intends to implement the refinancing by way of a proposed offer of ordinary shares to shareholders *pro rata* to their existing holdings on the record date for the offer. The details of this offer are being finalised and will be announced in due course.

Your directors consider that before proceeding with the fundraising, the Company should seek to rationalise and modernise its constitution with a view to reducing costs and streamlining the number of shareholdings in the Company.

As at the date of this document, there are 37,661,097,134 Existing Ordinary Shares in issue.

The Company currently has nearly 43,500 shareholders, of which 35,350 shareholders represent in aggregate, 81.34 per cent. of the total number of shareholders but only 2.12 per cent. of the total issued share capital of the Company. Each of these 35,350 shareholders holds less than 100,000 Existing Ordinary Shares with a maximum value of £29.00* and the average holding of these shareholders is 22,592 Existing Ordinary Shares with an average value of £6.55*. Over 5,750 shareholders have a current shareholding value of £1* or less and nearly 800 hold Existing Ordinary 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. Although the Company has taken advantage of the provisions of the Companies Act 2006 which enable it to communicate with shareholders via its website, the law still requires shareholders to be notified in writing when any notice or other document is published on the website, requiring up to 43,500 letters to be printed and posted. Your Board believes that the cost of administrating the

shareholder register and communicating with such a large number of shareholders (comparative to the Company's current market value) is to the detriment of the Company, its current shareholders and the Club.

In addition, as you may recall from attending general meetings of the Company at which proxy numbers were read out, the number of shares resulting from the low denomination of 0.01 penny of Existing Ordinary Shares is unwieldy and inappropriate for a Company of the nature and size of Millwall.

For the above reasons, your Board therefore believes that it is in the best interests of the Company to reduce the number of shareholders by consolidating the ordinary shares in the capital of the Company into ordinary shares of £10 each, decreasing the number of shareholders to around 8,000, which is still a large number for a company of our size.

Details of the Consolidation

It is proposed that:

Every 100,000 Existing Ordinary Shares held by shareholders at 5 p.m. on 4 October 2010 ("Record Date") are consolidated into one New Ordinary Share of £10.

The effect of the Consolidation, if approved, is that shareholders holding more than 100,000 Existing Ordinary Shares will exchange every 100,000 Existing Ordinary Shares for one New Ordinary Share.

The proportion of the total issued share capital of the Company held by each shareholder holding more than 100,000 Existing Ordinary Shares following the Consolidation will, save for fractional entitlements, be substantially unchanged. Apart from having a different nominal value, each New Ordinary Share will carry the same rights as an Existing Ordinary Share as set out in the Company's articles of association ("**Articles**").

Effect on shareholders and treatment of fractions

An unfortunate consequence of the Consolidation, is that shareholders who hold less than 100,000 Existing Ordinary Shares will not be entitled to New Ordinary Shares arising on the Consolidation, will cease to be shareholders in the Company and will therefore not be able to participate in the intended share offer.

As a result of the Consolidation, a number of fractional entitlements of New Ordinary Shares will exist ("**Fractions**"). The Fractions represent the fractions of a New Ordinary Share attributable to shareholders holding less than 100,000 Existing Ordinary Shares together with the fractions of New Ordinary Shares attributable to shareholders with a holding of more than 100,000 Existing Ordinary Shares which is not a multiple of 100,000.

Fractions of a share cannot be issued by the Company. The Articles therefore give the Board power to deal with fractions arising on a consolidation of shares as it thinks fit. For example, the Board could aggregate the Fractions, sell them on the market and distribute the proceeds of sale pro-rata between all of the shareholders entitled to a fraction of a share. It is estimated that 10,839 New Ordinary Shares would be created on the aggregation of all Fractions, giving an average value per shareholder of £7.23*. The sale of this number of shares on the market could have a substantial negative impact on the share price of the New Ordinary Shares. Your Board has therefore concluded that the value of selling the New Ordinary Shares arising on the aggregation of the Fractions and distributing the proceeds to shareholders is uncertain and that the cost of administering such a distribution is prohibitive and accordingly has considered other more practical solutions.

Your Board is very conscious that for a great many of the shareholders affected by the Consolidation, the current low value of their shares reflects the rump of a much greater financial investment into the Company over the years by way of subscriptions for shares, often at times when the Company needed the financial support of fans and very many of these subscriptions date from the original flotation of the Company in 1989. These subscriptions in many cases represented a substantial personal amount for individual shareholders. Your directors remain thankful for the support shown by shareholders in this way.

After much consideration, your Board has decided to exercise its discretion as to the treatment of the Fractions by offering individual shareholders a choice as to how their entitlement will be dealt with.

Shareholders may:

- authorise your Board to transfer the New Ordinary Shares arising from the aggregation of the fractions after the Consolidation of your Existing Ordinary Shares with the fractions arising from the Consolidation of those of other shareholders that make the same election (“**Gift Shares**”) to The Millwall Supporters’ Society Limited (known as The Lions Trust), a registered body whose purpose is to represent the interests of the fans of Millwall Football Club (“**Option 1**”). The Lions Trust, further details of which are set out below, has performed this role since 2003. The transfer of the Gift Shares to The Lions Trust will, we believe, enable the voting interests of fans and shareholders affected by the Consolidation to continue and be more effective as well as strengthen the ability of The Lions Trust to represent the views of fan shareholders.

The Lions Trust is completely independent of the Company and there will be no voting restrictions applicable to the Gift Shares.

Authorising your Board to transfer the Gift Shares to The Lions Trust will maintain the value of the Fractions, estimated (on the basis that Option 1 applies to all of the Fractions) to amount in aggregate to 2.89 per cent. of the issued share capital of the Company, in a form that your Board believes to be beneficial for the fans and the Club.

If you take no action, you will be deemed (subject to the approval of the Consolidation by shareholders) to have chosen Option 1.

- elect to authorise your Board to sell the New Ordinary Shares arising from the aggregation of the Fractions after the Consolidation of your Existing Ordinary Shares with the Fractions arising from the Consolidation of those of other shareholders that make the same election and distribute the net proceeds of sale to the charity “Help for Heroes”, which has been well supported by Millwall fans and the Club in recent years (“**Option 2**”). Further information on the “Help for Heroes” charity is available at <http://www.helpforheroes.org.uk/>.

To select Option 2 please tick the box set out on the proxy form enclosed or sent to you in hard copy under separate cover.

The Lions Trust

The Lions Trust is a not for profit organisation incorporated as a registered Industrial and Provident Society with registered number 29562R, whose contact address is at 146 Aylesbury Road, Wendover, Bucks, HP22 6AP. The Lions Trust was incorporated on 12 April 2003.

The Lions Trust is owned by its members. It is run by a committee of members, being:

Nick Hart (chair)
John Hendry
Jes Holden
Cliff Hughes
Steve Jones

The Lions Trust is an existing shareholder of the Company (holding 2,790,000 Existing Ordinary Shares (0.007 per cent. of the issued share capital), as at 7 September 2010) and currently campaigns for increased supporter influence at the Club.

The objectives of The Lions Trust include improving communication between the Club and its supporters, the acquisition of shares and voting rights in the Company to enable the views of the Club’s supporters to influence decision making and to promote the principle of supporter representation on the Board of the Club.

Further information on The Lions Trust is available at <http://www.thelionstrust.co.uk>.

Terms of transfer of the Gift Shares to The Lions Trust

The Company and The Lions Trust have agreed that the Gift Shares will be transferred to The Lions Trust on the following conditions:

1. between the date of the transfer of the Gift Shares to The Lions Trust and the date falling three years after that date, The Lions Trust will not, without the prior written consent of the Company, dispose of the Gift Shares;

2. after the date falling three years from the date of the transfer of the Gift Shares to The Lions Trust, The Lions Trust will not dispose of the Gift Shares without first informing the Company of its intention to do so, any such disposal must be through the Company's broker so as to maintain an orderly market in the Company's shares;
3. any disposal of the Gift Shares will be at the highest price obtainable in the market and otherwise on the terms then ordinarily prevailing in the market; and
4. for the duration of its ownership of the Gift Shares, The Lions Trust will not grant any third party rights over the shares.

Certificate of Appreciation

The Chairman in his letter of today's date which accompanies this document, has subject to the Consolidation becoming unconditional, invited 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 the Club and the Company.

The invitation to apply for a Certificate of Appreciation expires on 31 December 2010.

All shareholders entitled to apply for a Certificate of Appreciation may do so by contacting the Club by email at certificate@millwallholdingsplc.co.uk or by writing to the Club at The Den, Zampa Road, London SE16 3LN, marking the email or, in the case of a letter, the envelope "Certificate of Appreciation". All applications should quote the full name and address of the shareholder and the number of shares held as at 5 p.m. on 4 October 2010. Unfortunately, in view of the number of potential applications, the Company will not be able to enter into any correspondence with shareholders relating to the invitation.

Settlement and timing

It is intended that the Consolidation will be effective at 8.00 a.m. on 5 October 2010 ("**Consolidation Date**") and that dealings in the New Ordinary Shares will commence at that time.

Application will be made to the AIM Market of the London Stock Exchange plc for the New Ordinary Shares to be admitted to trading and the Consolidation will be conditional on the New Ordinary Shares being so admitted.

Following the Consolidation, certificates for the Existing Ordinary Shares will cease to be valid and will be replaced by new certificates in respect of the New Ordinary Shares. It is intended that the new share certificates in respect of the New Ordinary Shares will be issued within approximately five business days of the Consolidation Date. Pending despatch of such certificates, instruments of transfer may be certified by the Company's registrars against the register.

Shareholders who hold their Existing Ordinary Shares in uncertificated form will have their CREST accounts credited at 8.00 a.m. on 5 October 2010 with their New Ordinary Shares in substitution for the number of Existing Ordinary Shares held by them as at 5 p.m. on 4 October 2010.

The ISIN for the New Ordinary Shares will be GB00B68GQL44. The Company's ticker code will continue to be MWH.L.

Share Warrants

The Board proposes to adjust all warrants that are currently outstanding to reflect the Consolidation, subject to the terms of each document. The adjustments to be made are designed to have no economic impact on the value of the warrants.

Convertible debt facilities and loan notes

The Board proposes to adjust all convertible debt facilities and loan notes that are currently outstanding to reflect the Consolidation, subject to the terms of each document. The adjustment will multiply the conversion price by a factor of 100,000. The adjustments to be made are designed to have no economic impact on the value of the conversion.

Tax

The following summary is intended as a general guide only and relates solely to United Kingdom ("**UK**") tax. It is based on the Company's understanding of current UK law and of the current practice of HM Revenue & Customs ("**HMRC**") and relates only to holders of Existing Ordinary Shares who are the absolute beneficial owners of those shares and who are resident and (if

individuals) ordinarily resident in the UK. The summary may not apply to certain special categories of shareholder such as share dealers, insurance companies and persons who acquired their Existing Ordinary Shares by reason of any office or employment.

The Consolidation should be treated as a reorganisation of share capital for the purposes of UK taxation of chargeable gains, such that a shareholder should not generally be treated as making a disposal of their holding of Existing Ordinary Shares or acquiring a new holding. Instead, the New Ordinary Shares received by a shareholder should generally be treated as the same asset as, and acquired for the same amount and at the same time as, the holding of Existing Ordinary Shares from which they derive.

In a case where a shareholder holds fewer than 100,000 Existing Ordinary Shares and is therefore not entitled to receive any New Ordinary Shares as a result of the Consolidation, the Existing Ordinary Shares will cease to have any value. That shareholder will generally be treated as making a disposal of his or her Existing Ordinary Shares for the purposes of UK taxation of chargeable gains. Depending on his or her circumstances this may give rise to an allowable loss.

A subsequent disposal by a shareholder of the whole or part of the New Ordinary Shares which he or she holds as a result of the Consolidation may, depending on his or her circumstances, give rise to a chargeable gain or allowable loss.

Extraordinary General Meeting

Set out on pages 7 and 8 of this document is a notice convening the EGM to be held on 4 October 2010 at The Den, Zampa Road, London SE16 3LN at 10.00 a.m.

At the EGM an ordinary resolution (“**Resolution**”) will be proposed to consolidate every 100,000 ordinary shares of 0.01 penny each in the capital of the Company into 1 new ordinary share of £10.

Action to be taken

The Consolidation will not proceed unless the Resolution is passed.

A Proxy Form is enclosed or has been sent to you in hard copy under separate cover, for use by shareholders at the EGM. Whether or not shareholders intend to be present at the EGM they are asked to complete, sign and return the Proxy Form to the Company’s registrars, Computershare Investor Services PLC, as soon as possible, but in any event so as to arrive no later than 10.00 a.m. on 2 October 2010. The completion and return of a Proxy Form will not preclude shareholders from attending the EGM and voting in person should they wish to do so. Accordingly, whether or not shareholders intend to attend the EGM, they are urged to complete and return the Proxy Form as soon as possible.

If you wish your Fractions to be aggregated and transferred to The Lions Trust, you need take no additional action. If you wish to elect for Option 2 please tick the box on the Proxy Form.

Recommendation

Your Board considers that the proposed Consolidation is in the best interests of the Company and its members as a whole and is most likely to promote the success of the Company for the benefit of its members as a whole. The directors therefore unanimously recommend that you vote in favour of the Resolution as they intend to do in respect of their own beneficial and other associated holdings representing 34.3 per cent. of the Existing Ordinary Shares, which includes the holdings of Chestnut Hill Ventures LLC representing 28.3 per cent. of the Existing Ordinary Shares.

Yours sincerely



John G. Berylson
Chairman

* Based on a share price of 0.029 penny per Existing Ordinary Share as at 7 September 2010.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("**Meeting**") of Millwall Holdings plc ("**Company**") will be held at The Den, Zampa Road, London, SE16 3LN on 4 October 2010 at 10.00 a.m.

You will be asked to consider and vote on the resolution below, which will be proposed as an ordinary resolution.

ORDINARY RESOLUTION

1. **THAT** subject to and conditional upon the admission of the New Ordinary Shares (as defined below) to the AIM Market of the London Stock Exchange plc becoming effective, every 100,000 ordinary shares of 0.01 penny each in the share capital of the Company in issue as at 5 p.m. on 4 October 2010 (each an "**Existing Ordinary Share**") be consolidated into one ordinary share of £10.00 (a "**New Ordinary Share**") having the rights attaching to ordinary shares as set out in the articles of association of the Company and where such consolidation would otherwise result in any member being entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of New Ordinary Shares to which other members of the Company may be entitled and the directors of the Company be and hereby are authorised to:

- (a) aggregate and transfer the fractional entitlements to New Ordinary Shares resulting from the above consolidation to Millwall Supporters' Society Limited, save where any member has notified the Company, in the manner specified in the circular accompanying this notice, that they wish for their fractional entitlements to be aggregated and sold with the proceeds of the sale being distributed to "Help for Heroes" on the basis set out below; and
- (b) sell (or appoint another person to sell) all the New Ordinary Shares representing such fractions in respect of which a relevant election has been made by shareholders at the best price reasonably obtainable to any person and distribute the proceeds of such sale (net of any commissions, dealing costs and administrative expenses) to the charity "Help for Heroes";

and that any director of the Company (or any person appointed by the directors of the Company) be and is hereby authorised to execute an instrument of transfer in respect of such shares on behalf of the relevant members and to do all other acts and things the directors consider necessary or expedient to effect the transfer of such shares to the Millwall Supporters' Society Limited or as the case may be to or in accordance with the direction of, any buyer of such shares.

By order of the Board
Tom Simmons
Company Secretary

Millwall Holdings plc
The Den
Zampa Road
London SE16 3LN

14 September 2010

NOTES TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING

- (1) A holder of ordinary shares entitled to attend, speak and vote at the meeting may appoint a proxy to exercise all or any of his rights to attend, speak and vote instead of him at the meeting. A proxy can only be appointed using the procedures set out in these notes and the notes to the proxy form. A proxy need not also be a member of the Company but must attend at the meeting to represent the member appointing him.
- (2) A holder of ordinary shares may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. More than one proxy may not be appointed to exercise rights attached to any one share.
- (3) A proxy form is enclosed or has been sent to you in hard copy under separate cover. To be valid, the completed proxy form and the authority, if any, under which it is signed must be lodged with Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not less than 48 hours before the time fixed for the meeting.
- (4) Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.
- (5) Completion and return of the proxy form will not preclude members entitled to attend, speak and vote at the meeting (or at any adjournment of the meeting) from doing so in person if they so wish.
- (6) In the case of joint holders, the signature of any holder will be sufficient but the names of the joint holders should be stated. In the event of more than one joint holder voting in person or by proxy, the vote of the senior holder who enters a vote whether by proxy or in person shall be accepted to the exclusion of the votes of the other joint holders, seniority being determined by the order in which their names stand in the register of members.
- (7) In the case of a corporation, the proxy must be under the common seal or signed on its behalf by a duly authorised officer of the corporation.
- (8) Each holder of ordinary shares present in person or by proxy shall have one vote on a show of hands and, on a poll, one vote for each such ordinary share held.
- (9) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, holders of ordinary shares will be entitled to attend, speak and vote at the meeting only if they are entered in the register of members of the Company at close of business on the day which is two days before the day of the meeting or any adjournment thereof. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- (10) Holders of deferred shares are not entitled to receive this Notice or to vote upon the resolution proposed at the meeting.
- (11) Please note that communications regarding the matters set out in this Notice will not be accepted in electronic form.