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16 October 2009

Recommended acquisition of Powerleague Group plc ('Powerleague') by Patron Sports Leisure S.a.r.l. ('Patron Sports Leisure')

#### Posting of Scheme Document

On 2 October 2009, the board of Patron Sports Leisure and the Independent Directors announced that they had reached agreement on the terms of a recommended cash offer for the acquisition of the entire issued and to be issued share capital of Powerleague (other than the Powerleague Shares already held by Patron Sports Leisure and the Management Team Exchange Shares), to be effected by means of a scheme of arrangement between Powerleague and its shareholders pursuant to the provisions of Part 26 of the Companies Act 2006 (the 'Scheme').

Powerleague is today posting a scheme document to its shareholders (the 'Scheme Document') which sets out, among other things, the full terms and conditions of the Scheme and an explanatory statement (pursuant to section 897 of the Companies Act 2006), together with the action to be taken by Powerleague Shareholders. Notices convening the Court Meeting and the General Meeting at which resolutions will be proposed to, among other matters, approve the Scheme are also set out in the Scheme Document.

The expected timetable of principal events is:

Event	Time and/or date (2009)
Latest time for receipt of the blue Forms of Proxy for the Court Meeting	10.00 a.m. on 7 November
Latest time for receipt of the white Forms of Proxy for the General Meeting	10.15 a.m. on 7 November
Voting Record Time in respect of the Court Meeting and the General Meeting	6.00 p.m. on 7 November
Court Meeting	10.00 a.m. on 9 November
General Meeting	10.15 a.m. on 9 November

The following dates are subject to change:

Last day of dealings in, and for registration of transfers of, and disablement in CREST of, Powerleague Shares	25 November
Scheme Record Time	6.00 p.m. on 25 November
Court Hearing to sanction the Scheme and to confirm the Capital Reduction	26 November
Effective Date	27 November
Cancellation of admission to trading on AIM of Powerleague Shares	8.00 a.m. on 27 November
Latest date for dispatch of cheques and crediting of CREST accounts for cash consideration due under the Scheme	11 December

These times and dates are indicative only and will depend, among other things, on the date upon which the Court sanctions the Scheme and confirms the associated Capital Reduction and the date upon which the Conditions are satisfied or waived (if capable of waiver).

Copies of the Scheme Document are available for inspection during normal business hours on any business day at the offices of Osborne Clarke, One London Wall, London EC2Y 5EB as soon as practicable after this announcement up to and including the Effective Date (or, if applicable, the date the Scheme lapses or is withdrawn). Copies of the Scheme Document and this announcement will also be available on Patron Capital's and Powerleague's websites at [www.patroncapital.com/portfolio/patronsportsleisure.htm](http://www.patroncapital.com/portfolio/patronsportsleisure.htm) and [www.powerleague.co.uk](http://www.powerleague.co.uk) respectively.

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Capitalised terms used in this announcement have the meanings given to them in the Scheme Document.

Altium Capital Limited, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively as financial adviser to Patron Sports Leisure and no one else in connection with the Proposals and will not be responsible to anyone other than Patron Sports Leisure for providing the protections afforded to clients of Altium Capital Limited, or for providing advice in relation to the Proposals or any matter referred to in this announcement.

Ernst & Young LLP, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively as financial adviser to Powerleague and no one else in connection with the Proposals and will not be responsible to anyone other than Powerleague for providing the protections afforded to clients of Ernst & Young LLP or for providing advice in relation to the Proposals or any matter referred to in this announcement.

This announcement is not intended to, and does not constitute or form part of any offer to sell or an invitation to purchase or subscribe for any securities pursuant to the Proposals or otherwise or the solicitation of any vote or approval in any jurisdiction. The Proposals will be made solely through the Scheme Document, which will contain the full terms and conditions of the Proposals, including details of how to vote in respect of the Proposals. Any acceptance or other response to the Proposals should be made only on the basis of the information in the Scheme Document. Powerleague Shareholders are advised to read carefully the formal documentation in relation to the Scheme once it has been despatched.

The distribution of this announcement in jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the UK should inform themselves about, and observe, any applicable legal or regulatory requirements. This announcement has been prepared in accordance with English law and the Code, and information disclosed may not be the

same as that which would have been prepared in accordance with the laws and regulations of jurisdictions outside England.

### **Dealing Disclosure Requirements**

Under the provisions of Rule 8.3 of the Code, if any person is, or becomes, "interested" (directly or indirectly) in one per cent. or more of any class of "relevant securities" of Powerleague, all "dealings" in any "relevant securities" of Powerleague (including by means of an option in respect of, or a derivative referenced to, any such "relevant securities") must be publicly disclosed by no later than 3.30 pm (London time) on the London business day following the date of the relevant transaction. This requirement will continue until the date on which the Scheme becomes effective or lapses or is otherwise withdrawn or on which the "offer period" otherwise ends. If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire an "interest" in "relevant securities" of Powerleague, they will be deemed to be a single person for the purpose of Rule 8.3.

Under the provisions of Rule 8.1 of the Code, all "dealings" in "relevant securities" of Powerleague, by Patron Sports Leisure or Patron Capital, or by any of their respective "associates", must be disclosed by no later than 12.00 noon (London time) on the London business day following the date of the relevant transaction.

A disclosure table, giving details of the companies in whose "relevant securities" "dealings" should be disclosed, and the number of securities in issue, can be found on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).

"Interests in securities" arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an "interest" by virtue of the ownership or control of securities, or by virtue of any option in respect of or derivative referenced to, securities.

Terms in quotation marks within this section are defined in the Code, which can also be found on the Panel's website. If you are in any doubt as to whether or not you are required to disclose a "dealing" under Rule 8, you should consult the Panel.