

The Companies Act 2006  
Private Company Limited by Shares  
Special Resolutions  
of

\_\_\_\_\_  
West Bromwich Albion Limited ("the Company")  
\_\_\_\_\_

At an annual general meeting of the Company held at the Hawthorns, West Bromwich, West Midlands, B71 4LF on 6 November 2008 the following resolutions were passed as special resolutions of the Company

Special resolutions

1 To amend article 41 in the Company's Articles of Association to read,-

"Whenever as a result of the consolidation of shares members become entitled to fractions of a share, the directors may on behalf of those members sell the shares representing the fractions to West Bromwich Albion Holdings Ltd (or the holder of the controlling interest in the shares of the Company at the relevant time, if not West Bromwich Holding Ltd) for a price to be determined by the directors but in line with any offers for shares received by the Company and / or any controlling shareholder within the immediately preceding twenty- four months The net proceeds shall be distributed in due proportion among those members The directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the purchaser The transferee shall not be bound to see the application of the purchase money nor shall his title to the shares be affected by any irregularity in invalidity of the proceedings in reference to the sale "

2 All £10 Premier Shares which are in issue as shown on the Register of Members at close of business on 6 November 2008 will be and are consolidated into new £70 Premier Shares on the basis of 7 £10 old Premier Shares for 1 new £70 Premier Share and so on in proportion for any other number of Premier Shares held Any subsequent fractional entitlements arising shall be dealt with in accordance with the Articles of Association of the Company

Dated 6 November 2008



Mark Jenkins



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14/12/2010  
COMPANIES HOUSE