

Company Number 03304408  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION

of

BIRMINGHAM CITY PLC (the "Company")

passed on 7 April 2010



Pursuant to the articles of association of the Company, the following resolutions were passed in the annual general meeting of the Company on 7 April 2010

- 1 **IT WAS RESOLVED** that the Company's audited financial statements for the financial year ended 31 August 2009 together with the directors' report and the joint auditors' report on those accounts be received
- 2 **IT WAS RESOLVED** that Ka Sing Carson Yeung, who retired by rotation pursuant to the articles of association of the Company and who, being eligible, offered himself for re-election as a director, be and is hereby re-elected as a director of the Company with immediate effect
- 3 **IT WAS RESOLVED** that Ho Luek Vico Hui, who retired by rotation pursuant to the articles of association of the Company and who, being eligible, offered himself for re-election as a director, be and is hereby re-elected as a director of the Company with immediate effect
- 4 **IT WAS RESOLVED** that Michael Wiseman, who retired by rotation pursuant to the articles of association of the Company and who, being eligible, offered himself for re-election as a director, be and is hereby re-elected as a director of the Company with immediate effect
- 5 **IT WAS RESOLVED** that BDO LLP and Edwards, chartered accountants be and are hereby re-appointed as joint auditors of the Company and that the directors be and are hereby authorised to fix their remuneration
- 6 **IT WAS RESOLVED** that the directors be generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "Act"):
  - (a) to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (such shares and rights being together referred to as "Relevant Securities") up to an aggregate nominal value of £5,433,666 to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company), and further
  - (b) to allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal value of £5,433,666 in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such

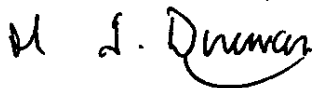
exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory

PROVIDED THAT this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting or on the date which is 10 months after the next accounting reference date of the Company (if earlier) save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Relevant Securities or equity securities (as the case may be) to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities or equity securities (as the case may be) in pursuance of such offer or agreement as if the authority conferred hereby had not expired

7 IT WAS RESOLVED that, subject to and conditional upon the passing of the resolution numbered 6 in the notice convening the meeting at which this resolution was proposed and in substitution of all existing and unexercised authorities and powers, the directors of the Company be empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by resolution 6 as if section 561 of the Act did not apply to any such allotment provided that this authority and power shall be limited to

- (a) the allotment of equity securities in connection with the a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any, territory, and]
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £2,037,625, representing approximately 25 per cent of the current issued share capital of the Company,

and shall expire at the conclusion of the next annual general meeting or on the date which is 10 months after the next accounting reference date of the Company (if earlier) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired



Director