

No: 27318

THE COMPANIES ACT 2006

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COMPANY LIMITED BY SHARES

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MINUTES OF AN EXTRAORDINARY GENERAL MEETING

-of-

**BIRMINGHAM CITY FOOTBALL CLUB PLC**

(the "Company")

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13 OCTOBER 2009

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In accordance with Section 307 of the Companies Act 2006 (the "Act") and Article 50 of Companies Act 1948, Table A as incorporated into the Articles of the Association of the Company, the sole member of the Company has consented to short notice of this Extraordinary General Meeting of the Company.

The following resolution of the sole member of the Company was passed on 13 October 2009 in accordance with Section 318(1) of the Act:

**RESOLUTION**

In accordance with Section 318(1) of the Act, we the undersigned, being the only member of the Company entitled to attend and vote at a general meeting of the Company HEREBY RESOLVE to pass the following resolution of the Company as a Special Resolution.

THAT article 16 of the Articles of Association of the Company be and is hereby deleted and replaced with the following:

"The quorum necessary for the transaction of the business of the Directors shall be two Directors. Any Director who attends a meeting of Directors by telephone or other conference facility shall be deemed to be present at such meeting for all the purposes of these Articles and shall be counted in the quorum accordingly."

For and on behalf of

**BIRMINGHAM CITY PLC**

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Authorised signatory

Date:

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FRIDAY



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23/10/2009

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