



**Variations to the special conditions of issue of the
£75,000,000 6.15 PER CENT. PERMANENT INTEREST BEARING SHARES ISSUED BY
WEST BROMWICH BUILDING SOCIETY**

The following special conditions of issue of the Permanent Interest Bearing Shares (PIBS) have been duly varied at a meeting of PIBS holders on 4th September 2009.

Special Condition 4(3)(c)(i) in the Special Conditions of such Shares shall read as follows:

“(i) the Society shall procure that it does not pay any interest or dividend on any other class of deferred shares (as defined in the Act) of the Society other than any Mandatory PIBS or Profit Participating Deferred Shares for a period of 5 months following the passing of such resolution. For the purposes of these Conditions, “Mandatory PIBS” mean any class of deferred shares the terms of which do not provide for the Board to be able to cancel any interest or dividend payment at its discretion and “Profit Participating Deferred Shares” or “PPDS” means the profit participating deferred shares issued by the Society with an initial aggregate principal value of £182,500,000;”

Special Condition 4(3)(c)(ii) in the Special Conditions of such Shares shall read as follows:

“(I) notify each stock exchange on which it has any securities (including the PIBS) for the time being listed, of the passing of the resolution by the Board (together with, save in the case of a cancellation or reduction in the interest payment which is required by the special conditions of the PPDS or in the case of the interest payments to be made on 5 October 2009 and 5 April 2010, a list of the Board members and their titles) and the cancellation (in whole or in part) of the relevant interest payments;”

“(II) notify RNS provided by the London Stock Exchange and PR Newswire Disclose provided by PR Newswire (or in each case, any successor regulatory information service), of the passing of the resolution by the Board (together with, save in the case of a cancellation or reduction in the interest payment which is required by the special conditions of the PPDS or in the case of the interest payments to be made on 5 October 2009 and 5 April 2010, a list of the Board members and their titles) and the cancellation (in whole or in part) of the relevant interest payment; and”

“(III) save in the case of a cancellation or reduction in the interest payment which is required by the special conditions of the PPDS or in the case of the interest payments to be made on 5 October 2009 and 5 April 2010, convene a special general meeting of its Members at which the Chairman will inform the Members of (A) the passing of the resolution by the Board, (B) the reasons for the passing of such resolution and (C) the consequences for the Society of the passing of such resolution.”