

Company No. 68172

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

EMI RECORDS LIMITED

Passed on 4th July 1996

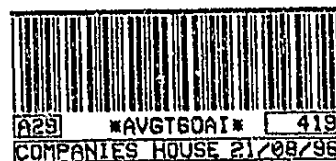
At an Extraordinary General Meeting of the Company duly convened and held at *BROOK GREEN*
LONDON on 4th July 1996 the following resolutions were duly
passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. THAT the memorandum of association of the Company be and is hereby amended by the addition of a new clause 3(23)(a) as set out below:

"3(23)(a) To donate assets by way of gift (to The EMI Group Archive Trust, a registered Charity), and to subscribe or guarantee money for, or organise or assist any charitable, benevolent, public, general, political or useful object or for any exhibition or for any person."
2. THAT the Company purchase certain relevant archive material from overseas subsidiaries namely, EMI Denmark, EMI Holland, EMI Italy, EMI Spain and EMI Sweden and donate such archive material by way of gift to The EMI Group Archive Trust, a registered charity, and that such purchase is in the best interests of the Company and that the Board be and are hereby authorised to make such purchase(s) and transfer(s) on behalf of the Company.

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3. THAT insofar as the Company itself owned any relevant archive material to be transferred by way of Gift to The EMI Group Archive Trust, a registered charity, it did so on the basis that the goodwill associated with the donation of assets to the Charity is in the best interests of the Company and that the Board be and are hereby authorised to make such transfer(s) on behalf of the Company.



Chairman

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