

THE COMPANIES ACTS 1985 AND 1989

A PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

EMI GROUP PLC

Passed on 19 July 2002

At the Annual General Meeting of the Company duly convened and held at the Hotel Inter-Continental London, 1 Hamilton Place, London W1 on 19 July 2002 the following resolutions were duly passed as special resolutions:

9. SPECIAL RESOLUTION

THAT, the authority to allot equity securities for cash as if Section 89(1) of the Companies Act 1985 did not apply conferred on the Directors by Article 14 of the Company's Articles of Association be and is hereby granted for the period ending on 18 October 2003 or at the conclusion of the 2003 Annual General Meeting (whichever is the earlier) and for such period the Section 89 amount shall be £5,520,186.

10. SPECIAL RESOLUTION

THAT, pursuant to the authority contained in its Articles of Association, the Company be and is hereby granted general and unconditional authority to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) up to a maximum of 78,859,793 Ordinary Shares of 14p each provided that:

(i) the maximum price per Ordinary Share is not more than 5% above the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange for the five business days in respect of which such Daily Official List is published before the purchase is made, and the minimum price per Ordinary Share is not less than 14p, the maximum and minimum prices being exclusive of any expenses; and

(ii) this authority, unless previously renewed, shall expire on 18 October 2003 or at the conclusion of the 2003 Annual General Meeting (whichever is the earlier) except in relation to the purchase of Ordinary Shares the contract for which was concluded before the date of expiry of the authority and which would or might be completed wholly or partly after such date.



CHARLES ASHCROFT
Secretary

