

Company Number 411080

HMV RETAIL LIMITED

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTION

CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL
BAKER & MCKENZIE LLP
BAKER & MCKENZIE LLP
SOLICITORS
100 NEW BRIDGE STREET
LONDON EC4V 6JA

Circulation Date: *May 26*, 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions (the "Resolutions"):

1. ORDINARY RESOLUTIONS

- 1.1 THAT any actual or potential conflict of interest that may arise by reason of any existing or future director of the Company being or becoming a director or other officer of, or employed by or otherwise interested in, any company which is a subsidiary or a holding company or a subsidiary of a holding company (as those terms are defined in section 736 of the Companies Act 1985) of the Company be and is hereby authorised and ratified.
- 1.2 THAT in accordance with Regulation 8 to the Company's Articles of Association, each of the directors of the Company be and is hereby authorised to vote at any meeting of the directors called to approve the passing of a resolution or resolutions of any subsidiary of the Company in terms similar (mutatis mutandis) to all or any of the Resolutions."

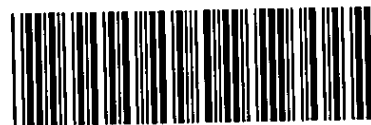
Please read the Notes at the end of this document before signifying your agreement to the Resolution below.

BY ORDER OF THE BOARD

J. Goto

Director

THURSDAY



A20 11/06/2009 119
COMPANIES HOUSE

AGREEMENT

I THE UNDERSIGNED, being the sole member of the Company on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Resolutions.

Toshihiko Onishi

Name: Toshihiko ONISHI
.....
duly authorised signatory
for and on behalf of
HMV Japan Holdings Co. Ltd

Dated: May 26 2009

NOTES

1. To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company by returning the signed copy by post to the Company Secretary at 100 New Bridge Street, London, EC4V 6JA.
2. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
3. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.