

Company No 00806281

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
of
EMI GROUP FINANCE PLC
(the "Company")

At an Extraordinary General Meeting of the Company duly convened and held at 27 Wrights Lane, London, W8 5SW at 4pm on 26th October 2007 resolutions numbered 1, 2 and 3 were duly passed as special resolutions

SPECIAL RESOLUTIONS

"THAT.

- 1 the Company be re-registered as a private company under section 53 of the 1985 Act by the name of EMI Group Finance Limited
- 2 The Memorandum of Association of the Company be amended as follows
 - (a) by the deletion of clause 1 and in substitution for it "1 The name of the company is EMI Group Finance Limited";
 - (b) by deleting clause 2, and
 - (c) by renumbering clauses 3-6 as clauses 2-5 respectively.
- 3 The regulations contained in the document submitted to the meeting and for the purposes of identification signed by the chairman, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association "


CHAIRMAN

Dated 26th October 2007



LD1 *LXPGSU7G* 29/10/2007
COMPANIES HOUSE