

STEP 9(c)

Company no. 1070953

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

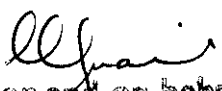
WRITTEN RESOLUTION

of

VIRGIN RECORDS LIMITED

The following written resolution of the holders of all of the shares in the capital of the Company was passed pursuant to Section 381A and Schedule 15A, Part II, paragraph 5 of the Companies Act 1985 on 28 July 2000:

THAT the Company be authorised pursuant to Section 164 of the Companies Act 1985 to enter into a contract substantially in the terms of that attached to this written resolution for the acquisition of 100,000,000 'C' Cumulative Convertible Participating Preference Shares of FF10 each in the capital of the Company.


For and on behalf of
MAWLAY SECRETARIES LTD
Secretary



STEP 9(c)

DATED 28 JULY 2000

(1) EMI GROUP HOLDINGS (UK) LIMITED

(2) VIRGIN RECORDS LIMITED

SHARE SALE AND PURCHASE AGREEMENT

relating to purchase of 100,000,000 'C' Cumulative
Convertible Participating Preference Shares in Virgin
Records Limited

ROWE & MAW
20 Black Friars Lane
London EC4V 6HD
Tel: 020 7248 4282
Fax: 020 7248 2009
Ref: 561/00012.10077

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DATE: 28 July 2000

PARTIES:

- (1) **EMI GROUP HOLDINGS (UK) LIMITED** (registered number 315108) whose registered office at 4 Tenterden Street, London W1A 2AY (the "Seller"); and
- (2) **VIRGIN RECORDS LIMITED** (registered number 1070953) whose registered office is at Kensal House, 553-579 Harrow Road, London W10 4RH (the "Company").

BACKGROUND:

- (A) The Company is a company limited by shares incorporated in England.
- (B) Details of the authorised and issued share capital of the Company are set out in the Schedule.
- (C) The Seller is the legal and beneficial owner of 100,000,000 'C' Cumulative Convertible Participating Preference Shares of FFr 10 each in the share capital of the Company.
- (D) The Company has agreed to re-purchase all of the 'C' Cumulative Convertible Participating Preference Shares held by the Seller.
- (E) In accordance with Section 160(4) of the Companies Act 1985, the 'C' Cumulative Convertible Participating Preference Shares shall be cancelled upon the re-purchase of those shares by the Company.

IT IS NOW AGREED:

1. INTERPRETATION

In this Agreement:

"Shares" means the 100,000,000 issued 'C' Cumulative Convertible Participating Preference Shares of FFr 10 in the capital of the Company as at the date of this Agreement.

2. AGREEMENT TO SELL AND PURCHASE

The Seller shall sell as legal and beneficial owner with full title guarantee and the Company shall purchase the Shares free from all claims, charges, liens, encumbrances and equities together with all rights attached or accruing to those shares.

3. PURCHASE PRICE

The purchase price for the sale of the Shares shall be FFfr 1,055,980,000 to be satisfied in cash on Completion.

4. COMPLETION

Completion of the sale and purchase ("**Completion**") shall take place immediately following execution of this Agreement when:

- (a) the Seller shall hand, or procure to be handed, to the Company duly executed instrument of transfer or as it may direct, together with (if appropriate) the share certificate in respect of the Shares;
- (b) the Shares purchased by the Company shall be cancelled by the Company at Completion;
- (c) the Seller hereby irrevocably waives all rights of pre-emption over or other rights to restrict transfer of the Shares converted to him either by the Articles of Association of the Company or in any other way.

5. GOVERNING LAW

This agreement shall be governed by and construed in accordance with English Law and the parties agree to submit to the non-exclusive jurisdiction of the English courts.

EXECUTION:

The parties have shown their acceptance to the terms of this Agreement by executing it at the end of the Schedule.

Schedule

Details of the Company

Name of Company	Authorised Share Capital	Issued Share Capital	Registered Shareholders
Virgin Records Limited	1,200,000,000 Ordinary Shares of £1 each	700,010,000 Ordinary Shares of £1 each	EMI Group Holdings (UK) Limited
	500,000,000 'A' Fixed Rate Cumulative Redeemable Preference Shares of DM1 each	190,000,000 'A' Fixed Rate Cumulative Redeemable Preference Shares of DM1 each	EMI Group Holdings (UK) Limited
	150,000,000 'B' Fixed Rate Cumulative Redeemable Preference Shares of DM1 each	13,617,534 'B' Fixed Rate Cumulative Redeemable Preference Shares of DM1 each	EMI Group Holdings (UK) Limited
	500,000,000 'C' Cumulative Convertible Participating Preference Shares of FFfr10 each	100,000,000 'C' Cumulative Convertible Participating Preference Shares of FFfr10 each	EMI Group Holdings (UK) Limited
	150,000,000 'D' Participating Preference Shares of FFfr10 each	None	N/A

SIGNED by
duly authorised for and on behalf
of **EMI GROUP HOLDINGS (UK)**
LIMITED

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SIGNED by
duly authorised for and on behalf
of **VIRGIN RECORDS LIMITED**

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