

COMPANY NUMBER 1414045

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

BEGGARS BANQUET COMMUNICATIONS LIMITED

At an Extraordinary General Meeting of the above-named company duly held and convened at Hanover House, 14 Hanover Square, London W1R 0BE on the *26th* day of *May* 1992 the following Resolutions were passed as a Special Resolutions of the Company.

SPECIAL RESOLUTIONS

THAT:

1. The 100 ordinary shares of £1 each held by Hal Nominees Limited and the 100 ordinary shares of £1 each held by Martin Mills be converted to 'B' ordinary shares ('the B Shares') and 'A' ordinary shares ('the A Shares') respectively.
2. A new article 5A be inserted into the Articles of Association of the Company in the following terms:-
 - "5A(i) The 'B' Shares shall have the following rights and shall be subject to the following restrictions:-
 - (a) The 'B' Shares shall carry no votes
 - (b) The 'B' Shares shall be entitled to a return of capital at par on a winding up prior to any payment of capital in respect of the 'A' Shares but subject thereto shall not be entitled to participate in any return of capital on a winding up
 - (c) The 'B' Shares shall be entitled to any distribution by way of dividend in specie comprising the whole or part of the Company's holdings of 152 ordinary shares of £1 each in Musicalc Systems Limited and 76 ordinary shares of £1 each and 1,931,333 preferred ordinary shares of £1 each in Coda Records Limited but shall not otherwise be entitled to any dividend or other participation in the profits of the Company"



73/1

3. There is a new Article 5B to be inserted in the Articles of Association of the Company in the following terms:-

- "5B(i) The 'A' Shares shall confer upon their holders one vote for each 'A' share held by them
- B(ii) On a winding up the 'A' Shares shall be entitled to participate in all distributions of capital subject as provided in article 5(A)(i)(b) hereof
- B(iii) The 'A' Shares shall be exclusively entitled to participate in all dividends and other distributions of profit of the Company subject as provided in Article 5A(i)(c) hereof"

Dated this 20 day of March 1992


.....
Director