

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
of
CIRCA MUSIC LIMITED
(the "Company")

Passed on 30 November 2007

The following written resolutions were passed as special resolutions of the Company pursuant to Part 13, Chapter 2 Companies Act 2006 on 30 November 2007

- 1 THAT the authorised share capital of the Company be increased from £200 to £140,200 by the creation of a further 140,000 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company
- 2 THAT
 - (a) the directors be generally and unconditionally authorised for the purpose of s80 Companies Act 1985 to allot relevant securities up to a maximum aggregate nominal amount of £140,000 to such persons at such times and upon such conditions as the directors may determine (subject to the articles of association of the Company) during the period expiring at the end of five years from the date of the passing of this resolution, this authority being in substitution of any part of any pre-existing authorisation not already exercised at the date of the passing of this resolution, and
 - (b) the Company may at any time prior to the expiry of that authority make an offer or agreement which would or might require relevant securities to be allotted pursuant to that authority after its expiration and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired

For the purposes of this resolution, the expression "relevant securities" and references to the allotment of relevant securities shall respectively have the meanings given to them in s80 Companies Act 1985


Secretary

