

G

COMPANIES FORM No. 122

122

Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

3353454

Name of company

* V2 MUSIC (HOLDINGS) LIMITED

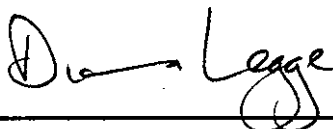
* insert full name
of company

gives notice that:

1. EACH OF THE ISSUED & UNISSUED A ORDINARY SHARES OF
£1 EACH IN THE CAPITAL OF THE COMPANY BE SUBDIVIDED &
REDESIGNATED AS 200 A ORDINARY SHARES OF 0.5
PENCE EACH.
2. EACH OF THE ISSUED & UNISSUED C ORDINARY SHARES OF
£1 EACH IN THE CAPITAL OF THE COMPANY BE SUBDIVIDED &
REDESIGNATED AS 200 C ORDINARY SHARES OF 0.5
PENCE EACH.

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation: COMPANY SECRETARY

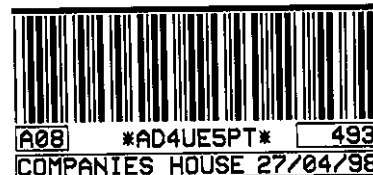
Date 7 April 1998

Presenter's name address and
reference (if any):

D P LEGGE
120 CAMPDEN HILL ROAD
LONDON
N8 7AR.

For official Use
General Section

Post room



(3)

NOTICE OF MEETING
V2 MUSIC (HOLDINGS) LIMITED

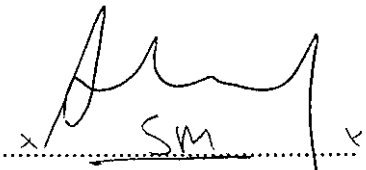
NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the Company will be held at Morgan Grenfell House, Lefebvre Street, St Peter Port, Guernsey GY1 4BY on 27 March 1998 for the purpose of considering and, if thought fit, passing the following Resolution which will be proposed as a Special Resolution:-

RESOLUTION

THAT:-

- (1) each of the issued and unissued A Ordinary Shares of £1 each in the capital of the Company be subdivided and redesignated as 200 A Ordinary Shares of 0.5 pence each
- (2) each of the issued and unissued C Ordinary Shares of £1 each in the capital of the Company be subdivided and redesignated as 200 C Ordinary Shares of 0.5 pence each; and
- (3) the Regulations contained in the printed document marked "A" submitted to this Meeting and for the purpose of identification signed by the Chairman be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

BY ORDER OF THE BOARD


.....
Director/Secretary

Dated 27 March 1998

27 March 1998

Registered Office: 120 Campden Hill Road
London W8 7AR

NOTE: A Member entitled to attend and vote at the above Meeting may appoint a proxy to attend and vote on his behalf. A proxy need not be a Member of the Company