

Company Number: 3412290

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**ORDINARY RESOLUTION**

of

**HMV GROUP PLC**


**(PASSED ON 28 SEPTEMBER 2006)**

At an Annual General Meeting of the Company duly convened and held at UBS, 1 Finsbury Avenue, London EC2M 2PP on 28 September 2006 the following resolution was duly passed as an ordinary resolution:

**ORDINARY RESOLUTION**

THAT the authority to allot relevant securities conferred on the Directors by Article 7.2 of the Company's Articles of Association be and is hereby renewed for the period ending on 28 December 2007 or at the conclusion of the next Annual General Meeting of the Company to be held after the date of the passing of this Resolution (whichever is the earlier) (the 'Section 80 prescribed period') and for such period the 'Section 80 amount' shall be £1,159,170.46.

**CERTIFIED TRUE COPY**



**E MARRINER  
CHARTERED SECRETARY**

