

Company Number: 3412290

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

HMV GROUP PLC

(PASSED ON 9 SEPTEMBER 2010)

SATURDAY



A23 *A851GN19* 266
18/09/2010
COMPANIES HOUSE

At the Annual General Meeting of the Company duly convened and held at Nomura House, 1 St Martin's-Le-Grand, London, EC1A 4NT on 9 September 2010 the following resolutions were duly passed as special resolutions.

Disapplication of Pre-emption Rights

THAT, subject to the passing of Resolution 13 above, the power to allot equity securities for cash, which is conferred on the Directors by Article 3.6(B) of the Company's Articles of Association, as if the provisions of the Companies Act 2006 did not apply to any such allotment, be and is hereby renewed for the Prescribed Period (as defined in Resolution 13 above) and for such period the prescribed amount for the purpose of such power shall be £211,793 52

Purchase of Own Shares by the Company

THAT, pursuant to the authorities contained in its Articles of Association, the Company be and it is hereby granted general and unconditional authority to make market purchases (within the meaning of Section 701 of the Companies Act 2006) of up to a maximum of 42,358,705 Ordinary Shares of 1p each provided that

(a) the maximum price per Ordinary Share is not more than 5% above the average middle market value for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the last five business days in respect of which such Daily Official List is published before the purchase is made, and the minimum price per Ordinary Share is not less than 1p, the maximum and minimum prices being exclusive of any expenses; and

(b) this authority, unless previously renewed, shall expire on 9 December 2011 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) except in relation

to the purchase of any Ordinary Shares the contract for which was concluded before the date of expiry of the authority and which would or might be completed wholly or partly after such date.

Notice of General Meetings

THAT a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice

Amendment of Articles of Association

THAT the new Articles of Association set out in the printed document produced to the Annual General Meeting and signed by the Chairman of the Annual General Meeting be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the current Articles of Association

A handwritten signature in black ink, appearing to read "Elaine M. O'Connell", with a long horizontal flourish extending to the right.

Company Secretary