

**Company Number: 3412290**

## THE COMPANIES ACT 2006

**COMPANY LIMITED BY SHARES**

## ORDINARY RESOLUTION

of

**HMV GROUP PLC**

**(PASSED ON 9 SEPTEMBER 2010)**

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 resolution was duly passed as an ordinary resolution

## ORDINARY RESOLUTION

## Authority to Allot Shares

THAT the authority to allot relevant securities conferred on the Directors by Article 3 6(A) of the Company's Articles of Association be and it is hereby renewed, by conferring on the Directors for the purpose of section 551 of the Companies Act 2006 a general and unconditional authority to allot shares in the Company or grant rights to subscribe for or convert any security into shares of the Company, for the period ending 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) (the 'Prescribed Period') and for such period the prescribed amount for the purpose of such authority shall be £950,030 54.

Thane Black

**Company Secretary**

SATURDAY



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18/09/2010

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COMPANIES HOUSE