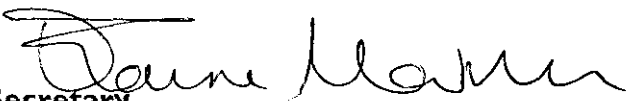


**THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989**

RESOLUTIONS OF HMV GROUP PLC

On the 29th September 2003, the following RESOLUTIONS IN WRITING (such resolutions to have effect as Special Business Ordinary Resolution (1) and Special Resolutions (2 and 3)) were duly passed by all the members of the Company who were at the date thereof entitled to attend and vote at a general meeting of the Company pursuant to section 381A, Companies Act 1985 (as amended):

1. THAT the authority to allot relevant securities and equity securities conferred on the Directors by Article 7.2 of the Company's Articles of Association be and is hereby granted for the period ending on 29 December 2004 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 £1,144,900.17.
2. THAT subject to the passing of Resolution 1 above, the power to allot equity securities for cash as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment conferred on the Directors by Article 7.2 of the Company's Articles of Association be and is hereby granted for the Section 80 prescribed period (as defined in Resolution 4.1 above) and for such period the Section 89 amount shall be £202,050.08.
3. THAT pursuant to the authority contained in its Articles of Association, the Company is hereby granted general and unconditional authority to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) up to a maximum of 20,205,008 Ordinary Shares of £0.01 each provided that:
 - (a) the maximum price per Ordinary Share is not more than 5% above the average 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 £0.01, the maximum and minimum prices being exclusive of any expenses, and
 - (b) this authority, unless previously renewed, shall expire on 29 December 2004 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 earlier) except in relation to the purchase of any Ordinary Shares the contract for which was concluded before the expiry of the authority and which would or might be completed wholly or partly after such date.


Secretary

