

Company No: 68172

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

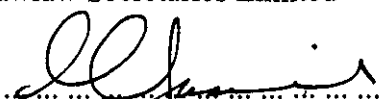
WRITTEN RESOLUTION
of
EMI RECORDS LIMITED

The following written resolution was passed of the Company pursuant to Section 381A Companies Act 1985 (as amended by the Companies Act 1989) on 26 September 2003.

THAT the memorandum of association of the Company be and is hereby amended with immediate effect with respect to the statement of the Company's objects by renumbering the existing clause 3(39) of the Company's memorandum of association as "3(40)" and inserting a new clause 3(39) as follows:

"3(39) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any monies whatsoever (including but not limited to capital, principal, premiums, interests, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is controlled by the same person or persons as control the company or is otherwise associated with the Company in its business and to give financial assistance for the purpose of the acquisition of shares in the capital of the Company or any holding company of the Company or for the purpose of reducing a liability incurred by any person for the purpose of such an acquisition subject to the provisions of Section 155 Companies Act 1985."

for and on behalf of
Mawlaw Secretaries Limited

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Secretary