

Company number
950138

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

PRINT OF A WRITTEN RESOLUTION

of

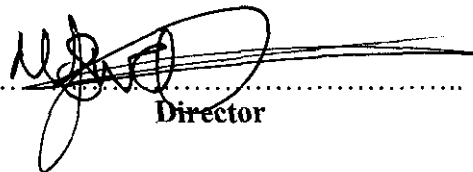
UNIVERSAL MUSIC OPERATIONS LIMITED (the "Company")

Passed on 30 December 2002

By a written resolution of all of the members of the Company dated 30 December 2002, the following resolution was duly passed:

THAT, the objects of the Company contained in the memorandum of association of the Company be altered by:

- (i) inserting after clause 3(t) the following proposed new sub-clause:
 - "(u) subject to and in accordance with the provisions of the Companies Act 1985 (if and in so far as such provisions shall be applicable) to give, directly or indirectly, financial assistance for the acquisition of shares or other securities of the Company or of any other company or for the reduction or discharge of any liability incurred in respect of such acquisition;" and
- (ii) renumbering the other sub-clauses of clause 3 accordingly.


.....
Director

