

Company No. 806281

THE COMPANIES ACT 1985 AND 1989 (AS AMENDED)

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS
OF THE SHAREHOLDERS
of
EMI GROUP FINANCE PLC
(the "Company")**

The undersigned, being the sole members of the Company who as at the date of these resolutions have the right to attend and vote at an Extraordinary General Meeting of the Company, resolve, pursuant to Article 10.12 of the Company's Articles of Association as follows and agree that the following resolutions shall, for all purposes, be as valid and effective as if they had been passed as ordinary and special resolutions at an Extraordinary General Meeting of the Company duly convened and held:

RESOLUTIONS

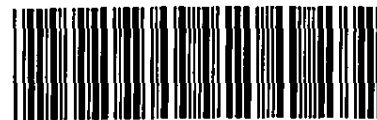
- 1 **THAT** the articles of association of the Company be amended by inserting a new Article 4 A stating


"Lien

4 A Any lien on any shares (whether part or fully paid) which the Company has shall not apply in respect of any shares that have been charged by way of security to a bank or financial institution, a subsidiary or subsidiary undertaking of that bank or financial institution, or the nominee of any such chargee (a "Secured Party") and Regulation 8 of Table A shall be modified accordingly."

- 2 **THAT** the articles of association of the Company be amended by deleting the existing Article 6 2 and substituting the following as Article 6 2:

"The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share, save that the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such a transfer is made in respect of any shares that have been charged by way of security to any Secured Party and the Directors shall immediately register any such transfer of shares upon receipt and furthermore, notwithstanding anything to the contrary in these articles, no shares in the Company to be transferred or proposed to be transferred to a Secured Party, or as a Secured Party shall direct, shall be required to be offered to the shareholders for the time being of the Company and no such shareholder shall have any right under the Articles or otherwise to require such shares to be transferred to them for valuable consideration or otherwise "

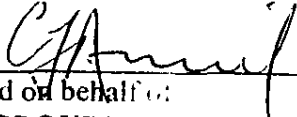




For and on behalf of

EMI GROUP PLC

Dated 19 September 2007



For and on behalf of

EMI GROUP NOMINEES LIMITED

Dated 19 September 2007

This is certified a true and complete copy of the original
Wee, Gotshal and Kays
Wee, Gotshal & Manges
Dated 15.09.08