

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

THORN EMI FINANCE LIMITED

Passed on 13th October 1986

At an Extraordinary General Meeting of the Company duly convened and held at THORN EMI House, Upper St Martin's Lane, London WC2 on 13th October 1986 the following Resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. THAT:-

- (a) the Company be re-registered as a public company pursuant to Section 43 Companies Act 1985.
- (b) the provisions of the Memorandum of Association of the Company be altered:
  - (i) by deleting the name of the Company as set out in Clause 1 thereof and substituting therefore the name "THORN EMI Finance plc"
  - (ii) by the insertion after Clause 1 of the following new Clause 2:

"2. The Company is to be a public limited company."
  - (iii) by renumbering the existing Clauses 2, 3, 4 and 5 as Clauses 3, 4, 5 and 6

2. THAT the provisions of the Memorandum of Association of the Company with respect to its objects be altered by deleting therefrom the whole of existing Clause 3 and by substituting therefore the Clause numbered 4 contained in the revised Memorandum of Association produced to the Meeting and signed for the purposes of identification by the Chairman thereof.

3. THAT the regulations contained in the printed document submitted to the Meeting and initialled by the Chairman of the meeting for the purposes of identification be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of its existing Articles of Association.

.....  
Chairman

# FILE COPY



CERTIFICATE OF INCORPORATION  
ON RE-REGISTRATION OF PRIVATE COMPANY  
AS A PUBLIC COMPANY

No. 306281

178

I hereby certify that

THORN EMI FINANCE LTD

formerly registered as a private company has this day  
been re-registered under the Companies Act 1985 as a  
public company under the name of

THORN EMI FINANCE plc

and that the company is limited.

Given under my hand at Cardiff the 23RD OCTOBER 1986

A handwritten signature in dark ink, appearing to read 'T.G. Thomas', written over a horizontal line.

T.G. THOMAS

An Authorised Officer