

**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY SHARES**

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**RESOLUTIONS**

**OF**

**RECORD PLC**

**(Company Number: 01927640)**

**PASSED 14 JULY 2017**

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At a general meeting (the "**Meeting**") of the above-named Company, duly convened and held at 10 Snow Hill, London, EC1A 2AL on 14 July 2017 at 3.00 p.m. the following resolution was passed as a special resolution:

**SPECIAL RESOLUTION**

To generally and unconditionally authorise the Company, pursuant to section 701 of the Companies Act 2006 (the "**Act**"), to make one or more market purchases (as defined by section 693(4) of the Act) of ordinary shares of £0.00025 in the capital of the Company (each an "Ordinary Share"), in connection with the Tender Offer and Repurchase as described in the Circular to the Company's shareholders dated 21 June 2017 (a copy of which was produced to the Meeting and signed for identification purposes by the chairman of the Meeting) provided that:

- (a) the maximum aggregate number of Ordinary Shares that may be purchased under this authority is 22,326,475;
- (b) the shares may be purchased at a fixed price of £0.44790 per Ordinary Share; and
- (c) the authority conferred by this resolution shall expire at the close of business on 31 December 2017.



Company Secretary