

Company Number 911474

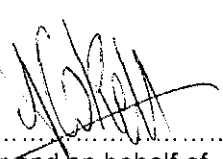
**THE COMPANIES ACTS 1985 TO 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION OF THE SOLE MEMBER OF**  
**SANCTUARY RECORDS GROUP LIMITED**  
**("Company")**

(Passed in accordance with the Articles of Association of the Company)

We, the undersigned, being the sole member of the Company who, at the date of this resolution would be entitled to attend and vote at general meetings of the Company HEREBY PASS the following resolution as a written resolution and agree that the said resolution shall, for all purposes, be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held.

**RESOLUTION**

1. That the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution, provided that this authority shall expire five years after the passing of this resolution and that the Company may before such expiry make an offer or agreement which would require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. In this resolution the expression "relevant securities" and references to the allotment of "relevant securities" shall bear the same respective meanings as in section 80 of the Companies Act 1985.

  
.....  
For and on behalf of  
AEC Holdings (UK) Limited

Dated: 29 September 2006

