

Company Number 02019657

CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL

BAKER & MCKENZIE LLP
SOLICITORS

100 NEW BRIDGE STREET
LONDON EC4V 5JA

13/12/2006

SONY BMG MUSIC ENTERTAINMENT (INTERNATIONAL) LIMITED

(the "Company")

MEMBERS' WRITTEN RESOLUTIONS

In accordance with section 381A of the Companies Act 1985, WE THE UNDERSIGNED, being the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, DECLARE that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly WE RESOLVE:

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be and it is increased from £10,000 to £75,000,000 by the creation of an additional 74,990,000 Ordinary shares of each to rank pari passu in all respects with the existing Ordinary shares of the Company.
2. THAT the directors of the Company be and are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act"), to allot relevant securities (as defined in that Act) up to the amount of the total authorised share capital of the Company at any time or times during the period of five years from the date of these resolutions, to such persons and upon such conditions as the directors may determine (subject to the Articles).


Johanna Geertruida Maria Buijteweg

duly authorised signatory
for and on behalf of
SBME Holdings BV

Dated: 6 December 2006

