

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN SHAREHOLDER RESOLUTIONS of
SANCTUARY RECORDS LIMITED ('Company')

Company Number: 02694276

Circulation Date: 27 AUGUST 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ('Act'), the directors of the Company propose that the following resolution is passed as a special resolution ('Resolution')

SPECIAL RESOLUTIONS

Capital Reduction

- (1) **That** the capital of the Company be reduced from £1,568,483 21 to £1 by the cancellation of 9,915,670 ordinary shares of 1 pence held by Sanctuary Records Group Limited and the cancellation of the entire share premium of £1,469,325 51

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on the circulation date hereby irrevocably agrees to the Resolution



Signed for and on behalf of
Sanctuary Records Group Limited

Date 27 AUGUST 2014

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to c/o Simons Muirhead & Burton, 8/9 Frith Street, London W1D 3JB
- 2 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement



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- 4 Unless, by the date that is 28 days after the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.