

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN SHAREHOLDER RESOLUTIONS of
TOUCH TONES MUSIC LIMITED ('Company')

Company Number: 04448020

Circulation Date: 29 Nov 2018



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ('Act'), the directors of the Company propose that the following resolutions are passed as an ordinary resolution in relation to Resolution 1 and as special resolutions in relation to Resolutions 2 and 3 ('Resolutions').

ORDINARY RESOLUTION

Director's Authority to Allot Shares

- (1) **That** in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £0.02 provided that this authority shall, unless renewed, varied or revoked by the Company, *expire on 31 December 2018. This authority is in substitution for all previous authorities conferred on the directors of the Company in accordance with section 80 of the Companies Act 1985, Sections 550 or 551 of the Act or as contained in the articles of association of the Company ('Articles') or otherwise.*

SPECIAL RESOLUTIONS

Removal of restriction on issuing shares

- (2) **That** any restriction in the Articles on the number of shares that the Company can allot be removed including without limitation any authorised share capital as set out in the Memorandum of Association of the Company.


Suspension/disapplication of pre-emption rights

- (3) **That** the Directors be generally empowered to allot shares in the capital of the Company in accordance with Resolution 1 with the rights and restrictions as set out in the Articles so that any pre-emption rights on the allotment of shares (whether arising by statute, the Articles or otherwise) be suspended and/or disappplied.

AGREEMENT

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

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


Signed for and on behalf of
BMG RIGHTS MANAGEMENT LIMITED

24 JUL 2018
Date of signature

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version by using one of the following delivery methods:
 - a. **By hand or by post:** delivering the signed copy to Simons Muirhead and Burton, 8-9 Frith Street, London, W1D 3JB.
 - b. **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending to jack.heywood@smab.co.uk.
2. If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
4. Unless, by a date that is 28 days after the circulation date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.