

Company No: 05103127

WRITTEN RESOLUTION

of

UMGI (ATW) LIMITED

(the "Company")

Pursuant to section 281(1)(a) of the Companies Act 2006

Circulation date 15th November 2016

Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that the following resolutions each be and are hereby passed as a special resolution of the Company

SPECIAL RESOLUTION

THAT.

- (a) the share capital of the Company be reduced by cancelling and extinguishing 100 A ordinary shares of £0 01 each and 200 B ordinary shares of £0 01 each,
- (b) the share premium account of the Company be reduced by £269,123, and
- (c) the amount of the capital reduced be returned to ordinary shareholders by way of settlement of the inter-company receivables owed to the Company by Universal Music Holdings Limited and assignment of the inter-company receivables owed to the Company by Universal Music Operations Limited and Universal Music Group International Limited

Please read the notes set out below before signing or taking any action on this resolution.

AGREEMENT OF MEMBERS

We, being the sole person entitled to vote on the Resolution on the Circulation Date, irrevocably agree to the Resolution

SIGNED)
for and on behalf of)
UNIVERSAL MUSIC HOLDINGS LIMITED)



Date 15th November 2016



Notes

- (1) It is proposed that the share capital of the Company is reduced in the manner described in the above resolution using the procedure contained in sections 642 to 644 of the Companies Act 2006. This procedure requires a special resolution of the shareholders to be passed, supported by a solvency statement of the directors. **Your attention is drawn to the solvency statement of the directors that accompanies this document. Please note that the above resolution must be passed not later than 15 days after the date of the director's solvency statement in order for the procedure to be valid.**
- (2) The amount of capital proposed to be reduced is in excess of the wants of the Company and in the opinion of the Company's Directors can no longer be usefully employed in its business. The object of the proposed reduction is to return the capital reduced to shareholders by way of the settlement of the inter-company receivables owed to the Company by Universal Music Holdings Limited and assignment of the inter-company receivables owed to the Company by Universal Music Operations Limited and Universal Music Group International Limited.
- (3) If you agree to the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
 - (a) by delivering it by hand or posting it to Bola Abioye, Company Secretary, Universal Music, Beaumont House, Avonmore Road, London W14 8TS, or
 - (b) by sending it as an attachment to an email to Bola Abioye at bola.abioye@umusic.com
- (4) A member's agreement to a written resolution, once signified, may not be revoked.
- (5) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- (6) Pursuant to section 297(1) of the Companies Act 2006 the resolution set out above will lapse if it is not passed within 28 days beginning with the circulation date.
- (7) In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- (8) If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.