

Company number 06388808

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION OF**

**EMI MUSIC PUBLISHING GERMANY HOLDCO LIMITED (the "Company")**

Circulation Date 31 March 2016

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following written resolution which is proposed as a special resolutions

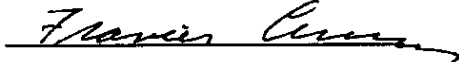
**SPECIAL RESOLUTIONS**

- 1 That the directors are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights") up to a maximum total nominal amount of £17,000,000, and
- 2 That this authority expires five years from the date on which this resolution is passed but that the Company may make offers or agreements before this authority expires which would or might require shares to be allotted, or Rights to be granted, after the authority expires and the directors may allot shares and grant Rights pursuant to any of those offers or agreements as if this authority had not expired

**AGREEMENT TO WRITTEN RESOLUTION**

**Please read the notes at the end of this document before signifying your agreement to the written resolution**

The undersigned, a person entitled on the Circulation Date to vote on the written resolution, irrevocably agrees to the written resolution



Duly authorised for EMI Music Publishing Germany Topco Limited

Date of agreement to resolution 31 March 2016

