

Company No 06388809

WRITTEN RESOLUTION

of

EMI Music UK Holdco Limited (the "Company")

WEDNESDAY



\*A20OW5IB\*

A09

23/01/2013

#213

COMPANIES HOUSE

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

Circulation date 21 January 2013

Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution of the Company

**Special resolution:**

- 1 THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted

We, the undersigned, being the sole member of the Company who at 21 January 2013 would have been entitled to vote on the resolution, agree to the above resolution

Signed by EMI Group Holdings (UK)

Date 21<sup>st</sup> JANUARY 2013

**Notes**

- (1) 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 by posting it to 364-366 Kensington High Street, London W14 8NS marked for the attention of the Company Secretary, or
  - (b) by sending it as an attachment to an email at Bola Abioye@umusic.com
- (2) A member's agreement to a written resolution, once signified, may not be revoked
- (3) A written resolution is passed when the required majority of eligible members have signified their agreement to it
- (4) The resolution set out above must be passed before the end of 18 February 2013 otherwise it will lapse

- (5) 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.
- (6) 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.