EMI RECORDS UK HOLDCO LIMITED

(the "Company")

STATEMENT BY THE DIRECTORS OF THE COMPANY FOR THE PURPOSES OF SECTION 644(5) **COMPANIES ACT 2006**

We, being all the directors of the Company as at the date of this statement, confirm that the solvency statement in the form attached to this statement was

- made not more than 15 days before the date on which the resolution for reducing the share (a) capital of the Company in the form attached to this statement was passed, and
- (b) provided to the member in accordance with section 642(2) Companies Act 2006

Signed by

Date

RICHARD MICHAEL CONSTANT

December 2015

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COMPANIES HOUSE

BOYD JOHNSTON MUIR

Date 8 DECEMBER 2015