

Company number 06405630

PRIVATE COMPANY LIMITED BY SHARES

EMI MUSIC PUBLISHING HOLDINGS (FRANCE) LIMITED (the "Company")

**STATEMENT OF COMPLIANCE BY THE DIRECTORS OF THE COMPANY UNDER
SECTION 644(5) OF THE COMPANIES ACT 2006**

Made on __ March 2016

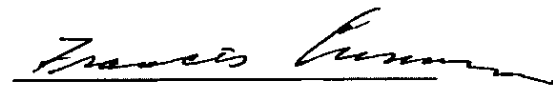
We, being all of the directors of the Company as at the date of this statement, make the following statement under section 644(5) of the Companies Act 2006

As set out in the written resolution circulated to members of the Company on 31 March 2016, the Company proposes to reduce its capital by means of the solvency statement procedure under section 642 of the Companies Act 2006. The directors of the Company signed the solvency statement under section 643 of the Companies Act 2006 (the "Solvency Statement") on 31 March 2016 and the special resolutions approving the reduction of capital (the "Resolutions") were passed on 31 March 2016

We confirm that the Solvency Statement was

- 1 made not more than 15 days before the date on which the Resolutions were passed, and
- 2 provided to each member of the Company in accordance with section 642(2) of the Companies Act 2006

Signature of director



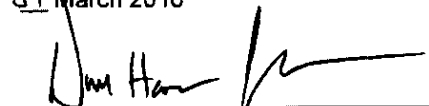
Name of director

Francis Crimmins

Dated

31 March 2016

Signature of director



Name of director

David Harrover Johnson

Dated

31 March 2016

