

Company Number: 06705101

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**BMG Rights Management (UK) Limited (the "Company")**

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH  
SECTION 291 OF THE COMPANIES ACT 2006**

**ORDINARY RESOLUTIONS**

- (A) That the directors be given the powers to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company pursuant to section 550 of the Companies Act 2006 This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985,
- (B) That the restriction on authorised share capital in paragraph 6 of the Company's Memorandum of Association hereby ceases to apply

By order of the board

  
Director/Secretary

*Feb. 11<sup>th</sup>, 2011*

Date



**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT  
2006**

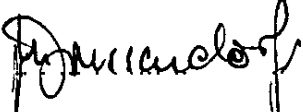
- 2 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolutions
- 3 The circulation date of the written resolutions is [ ] February 2011 (the "**Circulation Date**")
- 4 The procedure for signifying agreement by an eligible members to the written resolutions is as follows
  - (A) A member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document –
    - (i) identifying the resolution to which it relates, and
    - (ii) indicating his agreement to the resolution
  - (B) The document must be sent to the company in hard copy form or in electronic form
  - (C) A member's agreement to a written resolution, once signified, may not be revoked
  - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 5 The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006)

**AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION**

We, being the sole eligible member of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that such resolution shall take effect as an ordinary resolution

Dated *Berlin, Feb. 11<sup>th</sup>*, 2011

  
For and on behalf of BMG Rights Management GmbH

