

This letter agreement is made on August 1, 2023

Between:

To: The companies listed in column 1 of the table in the Schedule 1 (the “**Subsidiaries**” and each a “**Subsidiary**”).

From: The companies listed in column 4 of the table in Schedule 1 (the “**Members**” and each, a “**Member**”).

Agreement in respect of the audit exemption under section 479A of the Companies Act 2006 (the “Act”)

1. Each Member hereby agrees, in respect of each Subsidiary set out against its name in column (1) of Schedule 1 (as applicable), to the exemption of such Subsidiary from the requirements of the Companies Act 2006 (the “Act”) in respect of the financial year ended on March 31, 2023 for the purposes of section 479A(2)(a) of the Companies Act 2006, and each Subsidiary hereby accepts and agrees to such exemption in respect of itself.
2. Each Member confirms that, in respect of each Subsidiary set out against its name in column (1) of Schedule 1 (as applicable), it is the sole direct holder of all of the shares in the issued capital of such Subsidiary as at the date hereof.
3. Each party to this letter shall do or procure the doing of all such acts and things and/or execute or procure the execution and delivery of such documents (whether as a deed or otherwise) as may be required by law or as may be necessary or reasonably required by the other party to implement and give effect to the terms of this letter.
4. Except as otherwise expressly stated in this letter, a person who is not a party to this letter has no right under the Contracts (Rights of Third Parties) Act 1999 to enforce any term of, or enjoy any benefit under, this letter.
5. This letter may be executed in any number of counterparts, and by each party to this letter on separate counterparts. Each counterpart is an original, but all counterparts shall together constitute one and the same instrument. Delivery of a counterpart of this letter by email attachment shall be an effective mode of delivery.
6. Each of this letter and any non-contractual obligations arising out of or in connection with it shall be governed by, and construed in accordance with, English law.
7. The English courts shall have exclusive jurisdiction in relation to all disputes arising out of, or in connection with, this letter. Each party to this letter waives any objection to the exercise of that jurisdiction.

[signature pages to follow]

THURSDAY



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21/12/2023

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COMPANIES HOUSE

SCHEDULE 1

MEMBERS AND SUBSIDIARIES

(1) Subsidiary	(2) Jurisdiction of Incorporation	(3) Registered Number	(4) Member	(5) Jurisdiction of Incorporation	(6) Registered Number
Audio Network Holding UK Limited	England and Wales	13469901	Melody UK Buyer Limited	England and Wales	13336768
Audio Network Limited	England and Wales	04257337	Audio Network Holding UK Limited	England and Wales	13469901
Audio Network Administration Limited	England and Wales	09288295	Audio Network Limited	England and Wales	04257337
Audio Network Music Rights Limited	England and Wales	09288356	Audio Network Limited	England and Wales	04257337
Audio Network Rights Limited	England and Wales	14147084	Audio Network Finance Limited	England and Wales	14146852

Acknowledged and agreed by:

DocuSigned by:

Michael Deighan

4402B5F5BB92470

For or on behalf of

MELODY UK BUYER LIMITED

Name: Michael Deighan

Title: Director

Date: August 1, 2023

DocuSigned by:

Michael Deighan

4402B5F5BB92470

For or on behalf of

AUDIO NETWORK FINANCE LIMITED

Name: Michael Deighan

Title: Director

Date: August 1, 2023

DocuSigned by:

Michael Deighan

4402B5F58B02470

For or on behalf of

AUDIO NETWORK HOLDING UK LIMITED

Name: Michael Deighan

Title: Director

Date: August 1, 2023

DocuSigned by:

Michael Deighan

4402B5F58B02470

For or on behalf of

AUDIO NETWORK LIMITED

Name: Michael Deighan

Title: Director

Date: August 1, 2023

DocuSigned by:

Michael Deighan

4402B5F58B02470

For or on behalf of

AUDIO NETWORK ADMINISTRATION LIMITED

Name: Michael Deighan

Title: Director

Date: August 1, 2023

DocuSigned by:

Michael Deighan

4402B5F58B02470

For or on behalf of

AUDIO NETWORK MUSIC RIGHTS LTD

Name: Michael Deighan

Title: Director

Date: August 1, 2023

DocuSigned by:

Michael Deighan

4402B5F58B02470

For or on behalf of

AUDIO NETWORK RIGHTS LIMITED

Name: Michael Deighan

Title: Director

Date: August 1, 2023