

Company number  
950138

**THE COMPANIES ACTS 1985 AND 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN CONSENT**

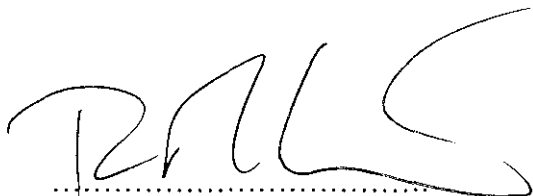
of

**THE SOLE HOLDER OF FIXED-RATE, NON-REDEEMABLE  
PREFERENCE SHARES OF £1 EACH IN THE CAPITAL**

of

**UNIVERSAL MUSIC OPERATIONS LIMITED (the "Company")**

By a written consent dated 28 February, 2003 the holder of all of the issued fixed-rate, non-redeemable preference shares of £1 each in the capital of the Company consented in accordance with section 125 of the Companies Act 1985 to each and every variation, abrogation or deemed variation of the rights attached to those preference shares to be effected or entailed by the written resolution of the Company (a copy of which is attached) and irrevocably waived any and all rights it might have had in respect of any accrued preferential dividend (as defined in the articles of association of the Company in force immediately prior to the passing of the attached written resolution of the Company).



Director

