

Company Number 02811158

**CPC ENTERTAINMENT LIMITED**

(the "Company")

**SOLE MEMBER'S WRITTEN RESOLUTIONS**

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Circulation Date: 11 March 2009 (the "Circulation Date")

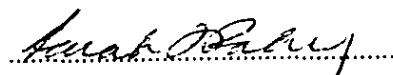
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions (the "Resolutions"):

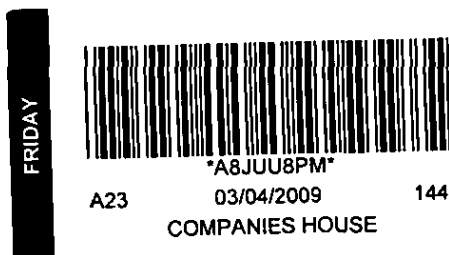
**ORDINARY RESOLUTIONS**

1. THAT authorisation of any conflict of interest may be given by the directors of the Company in accordance with section 175(5)(a) of the Companies Act 2006.
2. THAT any actual or potential conflict of interest that may arise by reason of any existing or future director of the Company being or becoming a director or other officer of, or employed by or otherwise interested in, any body corporate which is a subsidiary or a holding company or a subsidiary of a holding company (as those terms are defined in section 736 of the Companies Act 1985) of the Company be and is hereby authorised and ratified.
3. THAT in accordance with Regulation 115 of the Company's Articles of Association, each of the directors of the Company be and is hereby authorised to vote at any meeting of the directors called to approve the passing of a resolution or resolutions of any subsidiary of the Company in terms similar (mutatis mutandis) to all or any of the Resolutions.

Please read the Notes at the end of this document before signifying your agreement to the Resolution below.

**BY ORDER OF THE BOARD**

  
Director



**CERTIFIED TO BE A TRUE  
COPY OF THE ORIGINAL**  
*Baker & McKenzie LLP*  
**BAKER & MCKENZIE LLP  
SOLICITORS  
100 NEW BRIDGE STREET  
LONDON  
EC4V 6JA**

## AGREEMENT

WE THE UNDERSIGNED, being all the sole member of the Company on the Circulation Date,  
HEREBY IRREVOCABLY AGREE to the Resolutions.



Name: Sarah Fahy  
Director  
duly authorised signatory  
for and on behalf of  
**SCA Music Holdings**

Dated: 4/3/09

## NOTES

1. To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand or returning the signed copy by post to Stuart Chatfield at 100 New Bridge Street, London, EC4V 6JA.
2. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.
5. A copy of this document was sent to the Company's auditors, PricewaterhouseCoopers, 10 Bricket Road, St Albans, AL1 3JX, on the Circulation Date, on the Circulation Date.

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