

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ELEVEN RECORDS LIMITED

(a company registered in England no 08241600)

("the Company")

WRITTEN RESOLUTION

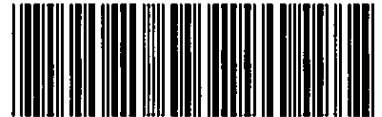
OF

SOLE MEMBER

Circulation Date: 17th January 13

Date Passed: 14th February 13

WEDNESDAY



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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is hereby passed as a special resolution ("the Resolution")

SPECIAL RESOLUTION

That the articles of association produced to the meeting and signed or initialled for the purposes of identification by the chairman be and hereby are adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company

AGREEMENT TO WRITTEN RESOLUTION

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being the sole member entitled to vote on the Resolution on the circulation date indicated above, hereby irrevocably agrees to the passing of the Resolution

Signed by
THOMAS LLOYD BYWATER

14/2/2013

Date of signature

NOTES

- 1 If you wish to agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company at the Company's registered office at 80 Stokes Croft, Bristol BS1 3QY. Submitting the document by electronic means will be ineffective
- 2 If you do not agree to the Resolution you need not do anything. You will not be deemed to agree if you fail to respond
- 3 Once you have indicated your agreement to the Resolution you may not revoke your agreement
- 4 Unless by the end of the period of 28 days beginning with the circulation date set out above sufficient agreement has been received for the Resolution to be passed it will lapse

**The Companies Act 2006
(the "Act")**

PRIVATE COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF**

**ELEVEN RECORDS LIMITED
(the "Company")**

PRELIMINARY

- 1 The model articles for private companies limited by shares contained in the Companies (Model Articles) Regulations 2008 (the "**Model Articles**") shall, except to the extent that they are excluded or modified by these Articles, apply to the Company and, together with these articles, shall constitute the Articles of Association of the Company (the "**Articles**")

Other than the Model Articles and Articles 52 to 62 of the Model Articles for Public Companies contained in the Companies (Model Articles) Regulations 2008 (the "**Public Company Model Articles**") as stated in Article 31 no regulations or articles set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the Company

CHANGE OF COMPANY NAME

- 2 Pursuant to section 77 of the Act, the Company may change its name
- (a) by Special Resolution, or
 - (b) by resolution of the directors

PRIVATE COMPANY WITH LIMITED LIABILITY

- 3 The Company is a private company limited by shares and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited
- 4 The liability of the members is limited to the amount, if any, unpaid on the shares held by them Model Article 2 shall not apply to the Company

NUMBER OF DIRECTORS

- 5 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number is one

POWERS OF DIRECTORS

- 6 Subject to the Articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

APPOINTMENT AND REMOVAL OF DIRECTORS

- 7 Any person who is willing to act as a director and is permitted by law to do so may be appointed to be a director in accordance with Article 8 below
- 8 The holder of the Subscriber Share (as such term is defined in Article 28) for the time being shall have the right (subject to applicable law) to appoint any persons (or companies) to be a director of the Company and to remove or replace any such person. Any appointment shall be made by notice in writing addressed to the Company. Subject to Article 11 below, neither the members nor the directors shall have the right to appoint or remove a director without the prior written consent of the holder of the Subscriber Share
- 9 In any case where, as a result of death, the Company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint any person who is willing to act as a director and is permitted by law to do so to be a director
- 10 For the purposes of Article 9 above, where two or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder. Model Article 17 shall not apply to the Company

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 11 The office of a director shall be vacated if
- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director, or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director and those co-directors resolve that his office be vacated, or
 - (d) a registered medical practitioner who is treating that director gives a written opinion to the Company stating that that director has become physically or mentally incapable of acting as a director and may remain so for more than three months, or
 - (e) by reason of that director's mental health, a court makes an order which wholly or partly prevents that director from personally exercising any powers or rights which that director would otherwise have, or
 - (f) he resigns his office by notice to the Company and such resignation has taken effect in accordance with its terms, or

- (g) he is removed from office by a resolution duly passed under section 168 of the Act, or
- (h) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and his alternate director (if any) has not during that period attended any such meetings instead of him, and the directors resolve that his office be vacated

Model Article 18 shall not apply to the Company

ALTERNATE DIRECTORS

- 12 Any director (other than an alternate director) may appoint any other director, or any other person, who is willing to act, to be an alternate director (provided always that he has provided to the Company written confirmation of his willingness to act) and may remove from office an alternate director so appointed by him. Any appointment or removal of an alternate director shall be by notice to the Company authenticated by the director making or revoking the appointment or in any other manner approved by the directors. Any such notice may be left at or sent by post, email or fax to the registered office or another place designated for the purpose by the directors.
- 13 Subject to his providing the Company with an address at which notices may be given to him, an alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member. He shall be entitled to attend and vote at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointor as a director in his absence (including participating in unanimous decisions of the directors) but shall not be entitled to receive any remuneration from the Company for his services as an alternate director. An alternate director may be paid expenses and may be indemnified and/or insured by the Company to the same extent as if he were a director.
- 14 Except as the Articles otherwise provide, alternate directors
 - (a) are deemed for all purposes to be directors,
 - (b) are liable for their own acts and omissions,
 - (c) are subject to the same restrictions as their appointors, and
 - (d) are not deemed to be agents of or for their appointors
- 15 A person may be the alternate director of more than one director. If this is the case, at any directors' meeting he shall have one vote for each of the directors for whom he is an alternate.
- 16 An alternate director shall cease to be an alternate director if his appointor ceases to be a director or if any of the events set out in Articles 11(a) to (f) shall occur in relation to the alternate director.

PROCEEDINGS OF DIRECTORS

- 17 Every director shall receive reasonable notice of a meeting, whether or not he is absent from the United Kingdom. Any director or alternate director may, by written notice to the Company, waive his right to receive notice of a board meeting, either

prospectively or retrospectively, and the presence of any director or alternate director at the start of a meeting shall constitute such a waiver and the words "not more than 7 days after the date on which the meeting is held" contained in Model Article 9(4) shall not apply to the Company. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any director entitled to receive notice shall not invalidate the proceedings at that meeting.

- 18 If and for so long as there is a sole director of the Company
- (a) he may exercise all the powers conferred on the directors by the Articles by any means permitted by the Articles or the Act,
 - (b) for the purpose of Model Article 11(2) the quorum for the transaction of business shall be one, and
 - (c) all other provisions of the Articles apply with any necessary modification (unless the provision expressly provides otherwise)
- 19 The following words shall be added at the end of Model Article 11(2) "A person who holds office only as an alternate director shall, if his appointor is not present be counted in the quorum and, if he is the alternate director of more than one director, shall be counted separately in respect of each absent appointor"
- 20 A director or his alternate may validly participate in a meeting of the directors or a committee of directors by conference telephone and/or any other form(s) of communication equipment (whether in use when these Articles are adopted or not) if all persons participating in the meeting are able to communicate with each other throughout the meeting. A person participating in this way shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Subject to the Act, all business transacted in this way by the directors or a committee of directors shall for the purposes of the Articles be deemed to be validly and effectively transacted at a meeting of the directors or of a committee of directors even though fewer than two directors or alternate directors are physically present at the same place. The meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

INTERESTS OF DIRECTORS

- 21
- (a) An interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his
 - (b) An interest which cannot reasonably be regarded as likely to give rise to a conflict of interest shall not be treated as an interest of a director
 - (c) In relation to an alternate director, both interests of his own and interests of his appointor shall be treated as interests of the alternate director, and the alternate director shall be deemed to have knowledge of all matters which are known or should reasonably be known by his appointor
- 22 Pursuant to Section 175 of the Act a Director must avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the Company, including but not limited to the exploitation of any property,

information or opportunity notwithstanding that the Company cannot take advantage of such property, information or opportunity Pursuant to Section 175(5)(b) of the Act, the Board may authorise such a conflict of interest provided that any Director having such a conflict of interest shall not vote or count in the quorum in respect of any resolution of the Board authorising his conflict of interest

- 23 Without prejudice to the obligation of any director to disclose his interest in accordance with section 177 of the Act, and provided any relevant conflict of interest has been authorised in accordance with Article 22 above, a director may attend and vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he is directly or indirectly interested The director shall be counted in the quorum present at a meeting when any such resolution is under consideration and if he votes his vote shall be counted Model Article 14 shall not apply to the Company
- 24 (a) If a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive
- (b) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes
- 25 Subject to the provisions of these Articles and the Act and subject to any disclosures required by these Articles and law, a director, notwithstanding his office shall not by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit
- 26 Pursuant to section 180(4) of the Act, a director's general duty to avoid a conflict of interest shall not be breached by anything done in accordance with these Articles
- 27 A director's appointment to the board of directors or as an officer of any company carrying out any activities, identical to or similar to those of the Company shall not, by reason of his office, be deemed to be in breach of section 175 of the Act as a result and no authorisation in accordance with Article 22 shall be necessary in respect of such interest

SHARE CAPITAL

- 28 The issued share capital of the Company as the date of adoption of the Articles comprise one ordinary share of £1, issued on incorporation (the "Subscriber Share")
- 29 Subject to the provisions of these Articles and the Act, the directors have general and unconditional authority, pursuant to section 551 of the Act, to exercise all powers of the Company to allot shares in the capital of the Company or grant rights to subscribe for or to convert any security up to an aggregate nominal amount of £300,000 for a period of five years from the date of adoption of these Articles, but this authority may be renewed, varied or revoked from time to time by the Company in

general meeting The directors may before this authority expires make an offer or agreement which would or might require shares in the Company to be allotted after it expires and may allot shares in pursuance of that offer or agreement

- 30 Save as provided for in these Articles, the Subscriber Share and any shares issued pursuant to the authority conferred by Article 29 above (together, the "Shares") shall rank pari passu in all respects
- 31 Shares need not be issued as fully paid and the Model Articles shall be interpreted accordingly Articles 52 to 62 inclusive of the Public Company Model Articles shall apply to the Company Model Articles 21 and 24(2)(c) shall not apply to the Company
- 32 In accordance with section 570 of the Act, and pursuant to the general and unconditional authority conferred on the directors in Article 29 above, the pre-emption provisions of section 561(1) of the Act and the provisions of section 562 of the Act shall not apply to the allotment by the Company of any equity securities (as defined in section 560 of the Act)
- 33 Notwithstanding that the power conferred by section 570 of the Act has expired, the directors may allot Shares in pursuance of an offer or agreement previously made by the Company if the power enabled the Company to make an offer or agreement that would or might require equity securities (as defined in section 560 of the Act) to be allotted after it expired

VARIATION OF CLASS RIGHTS

- 34 No variation or abrogation of the rights attaching to any class of Shares shall be effective except with the sanction of a special resolution of the holders of the relevant class of Shares Where a special resolution to vary the rights attaching to a class of Shares is proposed at a separate general meeting of that class of Shares, all the provisions of these Articles and the Act as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be one holder of the relevant class present in person or by proxy or (being a corporation) by a duly authorised representative For the purpose of this Article 34, one holder present in person or by proxy or (being a corporation) by a duly authorised representative may constitute a meeting

VOTING RIGHTS

- 35 On a vote on a show of hands each member holding Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy shall have one vote for each Share held by him
- 36 On a vote on a poll each shareholder holding Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy shall have one vote for each vote for each Share held by him

RIGHTS TO DIVIDENDS

- 37 The directors shall not declare or pay any dividend or other distribution without the prior written approval of the holders of a majority of the Shares
- 38 Any profits of the Company that the Company decides to distribute shall be apportioned between the holders of Shares, as if the Shares constituted one class of



shares, pro rata according to the number of Shares held by them. No dividend or other distribution shall exceed the amount recommended by the directors.

Model Article 30(1) shall not apply to the Company

RIGHTS TO CAPITAL

- 39 On a return of assets by the Company on liquidation, capital reduction or otherwise (but not a conversion, cancellation, redemption or purchase of Shares), the assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully able to do so) to the holders of the Shares and as between them pro rata according to the number of Shares held by them

PROCEEDS OF A SHARE SALE

- 40 The proceeds of a sale of all of the Shares in issue ("Share Sale") shall be distributed to the holders of the Shares (as if the Shares constituted one class of shares) pro rata according to the number of Shares held by them
- 41 The directors shall not register any transfer of shares if the consideration payable pursuant to a Share Sale (including any deferred consideration) whether in cash or otherwise to those members selling shares under a Share Sale (the "Sale Proceeds") are not distributed as set out in Article 40, provided that, if the Sale Proceeds are not settled in their entirety upon completion of the Share Sale
- (a) the directors may register the transfer of the relevant shares, provided that the Sale Proceeds due on the date of completion of the Share Sale have been distributed in the order of priority set out in Article 40, and
 - (b) each member shall take any action (to the extent lawful and within that member's control) that may be necessary to ensure that the balance of the Sale Proceeds are distributed in the order of priority set out in Article 40

TRANSFERS

- 42 The directors may, in their absolute discretion, refuse to register the transfer of a share to any person and, if they do so, the instrument of transfer must be returned to the transferee with a notice of refusal and the reasons for the refusal unless they suspect that the proposed transfer may be fraudulent. Model Article 26(5) shall not apply to the Company

GENERAL MEETINGS

- 43 Any director or the secretary of a corporation which is a member shall be deemed to be a duly authorised representative of that member
- (a) for the purpose of agreeing to short notice of, or attending and voting at, any general meeting of the Company, and
 - (b) without prejudice to the generality of the foregoing, for the purpose of Article 47 below and Model Articles 38, 41(1), and 42 to 44 inclusive

In the case of a member which is a corporation the signature or authentication of any director or the secretary of that corporation or, in the case of a share registered in the name of joint holders, the signature or authentication of one of such joint holders,

shall be deemed to be and shall be accepted as the signature or authentication of the member concerned for all purposes including the signature or authentication of any form of proxy and the signature or authentication of any resolution in writing

NOTICE OF GENERAL MEETINGS

- 44 Pursuant to section 145 of the Act, a member may nominate another person or persons to enjoy or exercise any of the rights of that member in relation to the Company in accordance with the section of the Act
- 45 General meetings (except for those requiring special notice) shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote, being a majority together holding not less than 90 per cent in nominal value of the Shares giving that right

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted

Subject to the provisions of the Articles and the Act and to any restrictions imposed on any Shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors

PROCEEDINGS AT GENERAL MEETINGS

- 46 A poll may be demanded by
- (a) the chairman, or
 - (b) the directors, or
 - (c) any member present in person or by proxy and entitled to vote

Model Article 44(2) shall be not apply to the Company

- 47 The quorum for general meetings shall be at least two members present in person or by proxy or (if the member is a corporation) by a duly authorised representative of that member except if and so long as the Company shall have a sole member, such quorum shall be one member present in person or by proxy or (if the member is a corporation) by a duly authorised representative of that member

VOTES OF MEMBERS

- 48 On a poll or a show of hands votes may be given either personally or by proxy or (if the member is a corporation) by a duly authorised representative of that member. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights to a different share or Shares held by the member. A proxy need not be a member of the Company
- 49 A proxy notice shall be received at the registered office of the Company or at any number or address provided by the Company for that purpose not less than 48 hours before the meeting is to take place

INDEMNITY AND INSURANCE

50 Indemnity

- (a) Subject to Article 50(b) below, a relevant director of the Company or an associated company may be indemnified out of the Company's assets against
 - (i) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
 - (ii) any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act),
 - (iii) any other liability incurred by that director as an officer of the Company or an associated company
- (b) This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law

51 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss

52 For the purposes of Article 50 and 51

- (a) a "relevant director" means any director or former director of the Company or an associated company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

THE SEAL

53 The Company need not have a common seal but if it does, such seal may only be used in accordance with these Articles

NOTICES

54 Documents and information including notices may be served by the Company upon any member, either

- (a) personally, or
- (b) by sending it through the post in a prepaid letter, addressed to the member at his registered address, or

- (c) by sending it using electronic means to an address or number for the time being notified for that purpose by the member to the Company, or
- (d) by making the notice available on a website and notifying the member of its presence

55 Where a notice is

- (a) served by post, service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted,
- (a) served by electronic means, service of the notice shall be deemed to be effected by properly addressing and sending an electronic transmission containing the notice and to have been effected at the expiration of twenty-four hours after the transmission containing the same is sent,
- (b) served by making it available on a website, service of the notice shall be deemed to be effected by properly notifying the member of the fact that the notice is available on the website and to have been effected at the expiration of twenty-four hours after the notification is sent

56 A document or information including notices of general meetings may only be sent by the Company by electronic means in accordance with the provisions of the Act to a member who has agreed that the document or information may be sent by those means and who has provided an address for that purpose

57 A document or information including notices of general meetings may only be sent by the Company by making them available on a website to a member who has agreed or is deemed to have agreed pursuant to Schedule 5 Part 4 of the Act that the document or information may be sent in this manner

