

FT Music Publishing Ltd ("the Company")

Notice explaining the Written Resolution

Dear Member

This notice explains how the attached written resolution will be passed.

How to agree to the resolution

The written resolution must be agreed to by members representing at least 75% of the total voting rights because it is a special resolution.

If you do not agree to the written resolution, you do not need to do anything. If, however, you agree, you should signify your agreement by signing and dating the enclosed copy of the written resolution and returning this to the Company by attaching a scanned copy of the signed written resolutions to an email and sending it to Julie.Pallisco@nation1.co.uk. You should type "Written resolution dated []" in the email subject box.

Please note that once you have signified your agreement to the written resolution you may not later change your mind and revoke your consent.

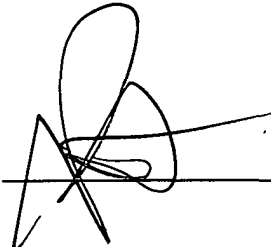
The resolution is passed on the date that the Company receives from the required majority of eligible members their agreement to the passing of the resolution.

Time period for passing the resolution

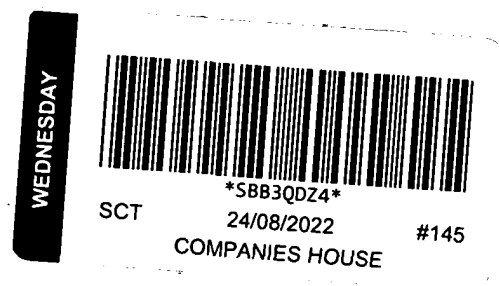
This written resolution will lapse if it is not passed by 31 August 2022. Your agreement to the resolution must therefore be received no later than this date. If your agreement to the resolution is received after this date it will be ineffective.

Dated:

18/08/22



Director



Company Number SC721299

FT Music Publishing LTD

Resolutions of the Sole Director of FT Music Publishing LTD
(the "**Company**")

Passed on: 18 Aug 20 22

Sole Director: David Andrew John Grant

1 Quorum

The Sole Director noted that as the Company's only director, he was entitled under the Company's articles of association to exercise all the powers and discretions conferred by the articles of association and expressed to be vested in the directors of the Company generally.

2 Purpose

The Sole Director proposed to consider and if deemed fit request the members of the Company to approve:

- 2.1.1 the adoption of new articles of association of the Company in place of the existing articles of association (the "**New Articles**").

3 Directors' Interests

- 3.1 It was noted that in accordance with the requirements of section 177 of the Companies Act 2006 (the "**Act**") directors are required to declare the nature and extent of any interest they have (whether direct or indirect) in a proposed transaction or arrangement with the Company.
- 3.2 It was further noted that in accordance with the Company's articles of association, following the above declarations of interest a director may vote and form part of the quorum in relation to any proposed transaction in which they are interested.

4 Documents produced to the meeting

The latest drafts of the following documents were produced to the meeting:

- 4.1 the New Articles;
- 4.2 a draft written resolution (within the meaning of section 288(1) of the Act) of the Company ("**Written Resolution**"), such resolution to be sent to all eligible members (within the meaning of section 289(1) of the Act) in accordance with section 291 of the Act to approve:
 - 4.2.1 the Re-designation; and

4.2.2 the adoption of the New Articles.

5 Benefit to the Company

5.1 It was noted that the Sole Director owed certain duties and obligations to the Company, including a duty to ensure that the Transaction as set out above is likely to promote the success of the Company for the benefit of its members.

5.2 After due and careful consideration of the documents and in view of the above, taking into account the director's duties and obligations under Chapter 2 of Part 10 of the Act, it was noted that the Company would derive commercial benefit from entering into the documents and performing its obligations thereunder.

6 Articles

6.1 It was reported that the Company proposed to:

6.1.1 adopt the New Articles; and

In order to achieve this, the circulation of the Written Resolution to obtain shareholder approval was required.

6.2 The Sole Director produced the Written Resolution to the meeting.

6.3 Accordingly, after careful consideration **IT WAS RESOLVED** to:

6.3.1 approve the draft of the New Articles to be circulated to the shareholders of the Company;

6.3.2 approve the Written Resolution in the form produced to the meeting;

6.3.3 circulate the Written Resolution together with a copy of the New Articles to the shareholders of the Company (in the form produced to the meeting); and

6.3.4 adjourn the meeting until the Written Resolution and the New Articles had been circulated.

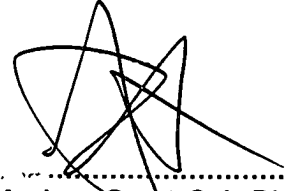
6.4 The meeting then adjourned and when it reconvened the Sole Director reported that the Written Resolution had been duly signed by the shareholders of the Company without amendment and that the New Articles are adopted with immediate effect.

7 Filing

The Sole Director agreed to:

7.1 make all necessary and appropriate entries in the books and registers of the Company to record the Re-designation; and

- 7.2 file a print of the Written Resolution along with a copy of the New Articles with the Registrar of Companies.



.....
Andrew Grant, Sole Director

18/08/22

.....
Date

COMPANIES ACT 2006

SPECIAL RESOLUTION

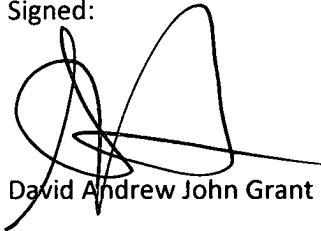
Company number: SC721299

Company name: FT Music Publishing Ltd

On the 18 day of Aug, 2022 the following special resolution was agreed and passed by the members:

That the initialled document attached hereto be adopted as the articles of association of FT Music Publishing Ltd in replacement and to the exclusion of the existing articles.

Signed:

A handwritten signature in black ink, consisting of a large, stylized 'D' followed by a horizontal line and a small flourish.

David Andrew John Grant

Director