



THE COMPANIES ACTS 1985 - 1989

PRIVATE LIMITED COMPANY
(LIMITED BY SHARES)

INCORPORATED THE 18TH DAY OF MARCH 1969

MEMORANDUM OF ASSOCIATION

(as amended by a written resolution passed on 30 December 2002)

OF

UNIVERSAL MUSIC OPERATIONS LIMITED

- 1 The name of the Company is Universal Music Operations Limited.¹
- 2 The registered office of the Company will be situated in England and Wales.
- 3 The objects for which the Company is established are:
 - (a) to carry on the businesses of producers, manufacturers, distributors, exporters, importers, wholesalers, retailers of and dealers in all types of sound recordings, in particular, laser discs, gramophone records and reproduction tapes, and all kinds of machinery and apparatus for making the same;
 - (b) to carry on the business of general music and book publishers and printers and of a recording and video company and in particular to copyright, print, reprint, publish, copy, distribute, exploit, vend, purchase or otherwise acquire, sell, offer for sale, transfer, grant, license, dispose of, translate, make versions of, dramatise, arrange, adapt, transpose, transcribe, perform, record, represent, produce, reproduce, make, or procure the making of any transcription or record, deal in or otherwise use music, lyrics, poems, musical compositions and works, dramatic, artistic, musical and literary property, works and material, computer software, magazines, periodicals, journals, books, and other publications, and the copyright therein in all parts of the world, in any and every form and manner and by any and every method and means, now or hereafter known or in existence and any and all rights and interests therein and thereto;
 - (c) to manufacture, make, produce, buy, sell, acquire, import, export, distribute, license, exploit, turn to account and deal in sheet music, musical instruments and equipment, gramophone records, laser and vinyl discs, tapes and sound recordings and sound bearing contrivances of every description, scientific components, materials, substances, fittings, accessories and apparatus of all kinds, motion pictures, films, video cassettes, video discs, audio-visual recordings, photographs, computer software and contrivances of all kinds bearing audio visual recordings or visual recordings or computer software, audio visual and visual reproduction equipment, plant, machines, accessories, and devices of all kinds and machinery and appliances of all kinds used or capable of being used in or in connection with the manufacture, production, reproduction, performance and transmission of motion pictures, cinematograph and television films, videotapes, video

¹ Incorporated under the name of Phonodisc Ltd. and changed to PolyGram Record Services Ltd. on 11 May 1979; changed to PolyGram Record Operations Ltd. on 1 January 1980 and to its present name on 29 March 1999.

discs, photographs, recordings of any kind, holograms and other laser based information retrieval systems, together with the images produced by them, and any other information which may be produced in a visible or audible form or both;

- (d) to produce, direct, organise, finance, perform, manage, arrange, distribute, sell, rent out, exploit, turn to account, and otherwise deal in and to promote, assist, finance, and generally be concerned with and act as agents for the production, direction, organisation, performance, management, arrangement, distribution, sale, renting, leasing, exploitation, turning to account of and otherwise dealing in and exploiting all kinds of plays, motion pictures, films, video cassettes, video discs, radio and television shows, computer software, holograms, photographs, recordings, performances and appearance engagements and entertainments and material of any kind ancillary to any of the foregoing;
- (e) to acquire and exploit the services and abilities of, and enter into engagements with, and to act as managers, organisers, promoters, publishers and employers of and agents of all kinds for composers, artists, artistes, poets, entertainers, performers, singers, comedians, comediennes, authors, journalists, scriptwriters, playwrights, choreographers, sportsmen, sportswomen, lecturers, composers, musicians, actors, actresses, dancers, dramatists, painters, sculptors, illustrators, photographers, designers, printers, radio, television, film and theatrical producers and directors and record producers and all persons in any way or in any capacity engaged in or connected with any creative art or any entertainment of any kind whatsoever in any part of the world and to exploit, license, lease, subcontract, assign or provide the services and the products of the services of any such person to any third party upon such terms and conditions as the Company shall think fit in any part of the world;
- (f) to carry on the business of the hotel keepers, restaurant keepers, wine and spirit merchants, licensed victuallers, entertainment agents, box office keepers, mail order specialists, marketing and business consultants, advertising agents and contractors, discount traders, shipping and forwarding agents, travel agents, importers and exporters, dealers in motor and other vehicles, haulage and transport contractors, insurance brokers, and consultants, warehousemen, printers, confectioners, refreshment providers, caterers and contractors, tobacconists, bill-posters, billiard, concert, dancing, meeting and assembly room proprietors, managers and lessees, proprietors of residential or business premises and caterers for public and private entertainments of all kinds;
- (g) to carry on business as theatrical consultants and advisers, and to act as managers, agents, organisers, promoters, impresarios, directors, proprietors, producers and lecturers in the sphere of music theatre, films and in all other spheres of creative commercial art or entertainment of any and every kind;
- (h) to carry on any business connected with television, films, video cinemas, radio, laser discs, telerecording, recording studios, recording, record production, theatre, satellite transmission and recording, cable television, music hall, pageant, circus, ballet, opera, and pantomime and to be proprietors of any premises where entertainments, exhibitions, dances, concerts, sports and/or amusements are provided and to carry on the business of theatre and cinema proprietors and managers and, in particular to provide for the production, transmission, representation and performance of variety shows, stage plays, vaudevilles, burlesques, operettas, ballets, pantomimes, spectacular pieces, concerts, film motion pictures and television performances and other literary, musical, artistic and dramatic performances and entertainments of all kinds and to permit the Company's premises to be used for such other purposes as may in the opinion of the directors be expedient;
- (i) to provide all or any of the management, secretarial, advertising, publicity, accountancy, marketing, distribution, administration, recording, rehearsal, personal and social facilities and services required or used by singers, composers, musicians, actors, authors,

songwriters, playwrights, photographers, artists, producers, scriptwriters, technicians and entertainers of all kinds and all and any such other persons as the Company shall think fit; to carry on the business of theatrical, literary, advertising, public relations, publicity, press and employment agents and managers and to promote and to employ or otherwise acquire, assign, hire out, make available, exploit, develop and dispose of such services and products as aforesaid and the benefit of any arrangements relating thereto;

- (j) to carry on business as creators, designers, manufacturers, dealers in and to exploit by every means toys, books, games, souvenirs and articles of amusement, entertainment, decoration, education and recreation and merchandise of every kind and to carry on the business of merchandising of individual persons;
- (k) to manufacture, produce, buy, sell, hire, lease, distribute, transport, store, and generally deal in all kinds of goods, articles, substances, minerals, raw and artificial materials, vehicles, clothing and things whether wholly or partly in their natural state or manufactured and generally in respect of all or any of the foregoing and in any other manner whatsoever, to act as agents, wholesalers, retailers, factors, brokers, warehousemen, bailees, concessionaires, franchisees, carriers, sub-contractors, general commission agents, exporters, and importers;
- (l) to purchase or otherwise acquire, and to hold, develop, turn to account, exploit, sell, exchange lease, hire, charge, convert, dispose of and deal with rights of copyright in and all other kinds of rights over or in respect of, and contracts, obligations and options in any way concerning journalistic, musical, dramatic, theatrical, literary, artistic and pictorial works, scripts of all kinds, television and performing rights, photographs, videos, films, motion pictures, radio productions, and generally entertainments and artistic creations of all kinds;
- (m) to carry on in any part of the world any other business or trade which may seem to the Company capable of being conveniently carried on in connection with or ancillary to all or any of the above-mentioned businesses or objects or calculated directly or indirectly to enhance the value of or render more profitable any property, rights or privileges real or personal belonging to the Company or in which the Company may be interested;
- (n) to apply for, register, purchase or otherwise acquire and protect, prolong and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, service marks, designs, copyrights, formulae, licenses, processes, privileges, protections, concessions, and the like conferring any exclusive or non-exclusive or limited right to their use of any secret or other information which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, work, experiment and carry on research in respect of any property, rights or information of the Company whether acquired as aforesaid or otherwise and to expend money in experimenting upon, testing or improving any such patents, inventions or rights;
- (o) to manufacture and sell, or otherwise dispose of any of the articles which can be manufactured under any of the aforesaid rights or any other rights of whatsoever nature held by the Company and to work, grant licenses in respect of, promote, develop, hold, sell, hire, charge, convert, dispose of and otherwise turn to account all property, rights or information held by the Company whether as owner, licensee or otherwise, and contracts, obligations and options relating thereto and in particular by carrying on any business which may be conducive thereto;
- (p) to purchase, take in exchange, or on lease or hire or by any other means acquire and hold any freehold, leasehold or other property for any estate or interest whatsoever and any licenses, privileges, concessions, easements and any other rights, options, or interests over or in respect of any such property and any other real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may

enhance the value of any property of the Company and to vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, with or without any declared trust in favour of the Company;

- (q) to make, erect, construct, build, lay down or acquire by purchase, loan, lease or otherwise and from time to time maintain, renew, repair, enlarge, restrict, improve, alter, modify, rebuild, remove, replace and otherwise deal with any buildings, works, warehouses, factories, sheds, stores, offices, shops, houses, workshops, railways and roads, sidings, bridges, wharves, machinery, boilers, steam, gas, electric, diesel and other engines, implements, tools, utensils, lighters and other vessels, lorries, wagons and other vehicles and any other erection, plant, work, stock, article, or thing which may from time to time be requisite or convenient for carrying on or developing the business for the time being carried on by the Company or expedient to be used therein or for the purposes thereof;
- (r) to invest and deal with the moneys of the Company not immediately required in any manner and to lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of moneys of or by any such persons or companies and in particular of or by the holding company of the Company or any subsidiary of the Company or any other company being with the Company (or with such holding company of the Company as the case may be) a member of a group of companies having a common holding company (hereinafter called an associated company) and generally to give guarantees and indemnities;
- (s) to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debentures stock on whatever terms the Company or the holding company of the Company may deem expedient and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the undertaking and all or any of the property or assets of the Company (both present and future) including its uncalled capital and also by a like mortgage, charge or lien to secure and guarantee the performance by the Company, the holding company of the Company, and any subsidiary of the Company, any associated company or any other person or company or any obligation undertaken by the Company, the holding company of the Company, any subsidiary of the Company, any associated company or any other person or company as the case may be;
- (t) to support and subscribe to any charitable or public object or any institution, society or club which may be for the benefit of the Company or any holding, subsidiary or associated company as hereinbefore defined or the employees thereof or which may be connected with any town or place where the Company or such other companies as aforesaid carries on business and to establish and maintain or procure the establishment and maintenance of any contributory or noncontributory pension or superannuation funds or life assurance schemes for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons, who are or were at any time in the employment or service of the Company or of any such other companies as aforesaid or who are or were at any time directors or officers of the Company or of any such other companies as aforesaid and the wives, widows, families and dependants of any such persons and to establish and contribute to any scheme for the purchase by trustees of shares in the Company or in any of such other companies as aforesaid to be held for the benefit of the employees of the Company and subject to the provisions of Sections 151 to 158 inclusive of the Companies Act 1985 to lend money to the employees of the Company or of any such other companies as aforesaid to enable them to purchase shares in the Company or in any such other companies as aforesaid;
- (u) subject to and in accordance with the provisions of the Companies Act 1985 (if and in so far as such provisions shall be applicable) to give, directly or indirectly, financial

assistance for the acquisition of shares or other securities of the Company or of any other company or for the reduction or discharge of any liability incurred in respect of such acquisition;

- (v) to remunerate any individual firm or company rendering services, including the directors, managers and employees of the company or any of them out of or in proportion to the returns or profits of the Company or otherwise as the Company may think fit and to formulate and carry into effect any scheme for sharing profits of the Company or of its holding company or any subsidiary or associated company or any of them with the directors, managers and employees of the company or of such other company as aforesaid or any of such persons;
- (w) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments and to buy, sell and deal in foreign currencies;
- (x) to purchase or otherwise acquire and undertake all or any of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance, with any such person, firm or company, including in such case, if thought fit, the conferring of a participation in the management or its directorate and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or other securities so received and to give to any company special rights or privileges in connection with or control over the Company and in particular the right to nominate one or more directors of the Company;
- (y) to pay for any property or rights or services acquired by the Company and to remunerate any person or company either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividends or repayments of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another, and generally on such terms as the Company may determine;
- (z) to take part in the management, supervision, finance, subsidisation and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any directors, trustees, accountants or other expert or agent;
- (aa) to sell, exchange, lease, assign, mortgage, improve, let on rent, develop, turn to account by means of royalty or share of profits or otherwise grant licenses, easements and other rights in or over and in any other manner deal with or dispose of the undertaking, property, rights and assets of the Company or any part thereof for such consideration as the Company may at its discretion think fit;
- (bb) to accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise or in fully or partly paid up shares of any company or corporation with or without deferred or preferred or guaranteed rights in respect of dividends or repayments of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another and generally on such terms as the Company may determine and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired;
- (cc) to amalgamate, enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests, joint venture or reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business

capable of being conducted so as directly or indirectly to benefit the Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company;

- (dd) to establish or promote or concur in establishing or promoting any other company (either in the United Kingdom or abroad) whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of the Company, and to subscribe, hold or otherwise acquire and dispose of shares, stock or securities issued by or any other obligations of any such company;
- (ee) to pay all expenses of and preliminary to or in any way relating to the formation, establishment and registration of the Company, or any negotiations, act, deed, or thing in connection therewith, and to remunerate any person or company rendering services to the Company including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting, of shares, debentures, debenture stock or other securities of the Company, either by cash payments or by the allotment of shares or securities of the Company credited as paid up in full or in part, or otherwise, as may be thought expedient;
- (ff) to apply for, promote, obtain, carry out, exercise and comply with any Act of Parliament, charter, privilege, concession, Provisional Order or License of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests and to enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons that may seem conducive to the objects of the Company or any of them;
- (gg) to act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others;
- (hh) to distribute among the members any property of the Company, or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;
- (ii) to insure with any other company or person(s) against losses, damages, risks and liabilities of all kinds which may affect the Company or any associated company;
- (jj) to procure the Company to be registered or recognised in any part of the world outside the United Kingdom;
- (kk) to conduct any research or development which may seem necessary or desirable for the purposes of any of the Company's businesses;
- (ll) to carry on any business which the Company is authorised to carry on by means, or through the agency of, any subsidiaries and to enter into any agreement with any such subsidiary for taking the profits and bearing the losses of any business or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business so carried on including power at any time, and either temporarily or permanently, to close any such branch of business;

(mm) to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, brokers, sub-contractors, trustees or otherwise; and

(nn) to do all such other things which in the opinion of the Directors may be incidental or conducive to the above objects or any of them.

4 It is hereby expressly declared that each sub-clause of this Clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other subclause but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company.

5 The liability of the members is limited.

6 The share capital of the Company is £ 10,000 divided into 10,000 shares of £1 each.²

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Names, addresses and description of subscribers	No. of shares taken by each subscriber
L. GOULD 96 Albion Gate London W2 Company Director	ONE
S.W. TURNER 31 Garrard Road Banstead Surrey Accountant	ONE
TOTAL SHARES TAKEN	TWO

Dated the 20th day of February 1969

Witness to the above signatures:

R.A.P. BURRILL
Century House
Shaftesbury Avenue
London WC2

Solicitor

² The nominal share capital of the Company was altered:

- (a) by Special Resolution passed on the 11th day of August 1975 to £ 15,000 divided into 10,000 Deferred Shares of £ 1 each and 5,000 Ordinary Shares of £ 1 each; and
- (b) by Written Resolution passed on 12th day of February 2002 to £17,045 by the creation of an additional 2,045 preference shares of £1 each.