

UNISON RIGHTS COMPANY BYLAWS

ARTICLE 1. – NAME

Under the name of UNISON RIGHTS OGI SL, the limited responsibility society is constituted and will be reign by the imperative legal provisions and by the present bylaws.

ARTICLE 2. – OBJECT

The society's object will be the following activity:

The management, administration, assignement and licensing of authors' rights or neighboring rights, in the name of various right holders.

Those activities that require special requirements by Law and where these are not met by this company are excluded from the social object.

Those activities will be done by the corresponding professionals, being the company a liason for the service provided.

ARTICLE 3. – SOCIETY'S DOMICILE.

The company has its domicile in 08003 – Barcelona, Carrer de Reina Cristina, 9, pral. and its nationality is Spanish.

ARTICLE 4. – SHARE CAPITAL

The social share, completely paid-in, is fixed in THIRTY THREE THOUSAND EUROS (33,000 euros), divided in 33,000 social shares, each one with a 1.00 euro face value and correlatively numbered from 1 to 33,000, both included.

ARTICLE 5. – PERIODICITY, CALL AND PLACE OF GENERAL BOARD MEETINGS

The general board will be called by the Administration Board.

The general board will be called through a notice published on the company's website if it has been created, inscribed and published in the terms established by this Law. While the company does not have such web, the call will be made through any individual and written means, that ensure the reception of the notice by all the partners in the designated domicile for such purpose.

In relations to other aspects related to the call, periodicity, place of meeting and majorities needed to adopt agreements by the general board the rules provided by the Ley de Sociedades de Capital (Capital Societies Law, hereinafter CSL) approved by the Real Legislative Decreet 1/2010, of July 2nd, will be applied.

ARTICLE 6. – COMMUNICATIONS FROM THE COMPANY TO THE PARTNERS



Company's communications to the partners, in compliance to the CSL, will be made through telematic means, that ensure the reception of such communication, through the use of electronic signature. In case this is not possible they will be made through any other means of communication, individual and written that ensure the reception by all the partners in the designated place for such effect and it must be written down in the partners' registry book.

ARTICLE 7. – BOARD MEETING. DELIVERATIONS AND VOTING.

The General Board President and Secretary will be designated by the attending partners at the beginning of the meeting.

It is the President's responsibility to create a list of attendees, declare the board constituted, give the word by petition order, direct deliverations and fix the moment and way of voting. Before ending the session, he will be the one to account for the adopted agreements, indicating the voting results and the manifestations related to such that have to be accounted for in the meeting minutes.

ARTICLE 8. – WAYS OF ORGANIZING THE ADMINISTRATIONS

The management, administration and representation of the company is competence of the administration board.

The General Board will be able to opt in for any of the following ways of organizing the administration, without the need to change the bylaws, and in the terms dictated by the CSL:

- a) An only administrator, who is the only responsible of the administration and representation of the company.
- b) Numerous administrators, with a maximum of five, with solidarity faculties who will be responsible of the administration and representation of the company, without prejudice of the General Board's faculty to agree, with intern effectiveness, the distribution of faculties between them.
- c) Two administrators, who will exercise together the administration and representation faculties.

The administration board modality chosen by the General Board will need to be inscribed in the Mercantile Registry.

ARTICLE 9. – NAMING, DURATION AND COMPETENCY PROHIBITION

Only natural persons will be able to be named administrators. The administrator position can be for indefinite time.



In regards to all the other requirements for the naming, incompatibilities and prohibitions to be administrator, the CSL will be applied.

The position of administrator will be a remunerated position, consisting in a fixed quantity, designated every year by the General Board.

ARTICLE 10. – SCOPE OF REPRESENTATION AND FACULTIES OF THE ADMINISTRATION BOARD.

The representation scope of the Administration Board is extended to all the acts under the social object limited in these company bylaws, so any representative faculties limitation of the administrators, even if it is inscribed in the Mercantile Registry, will not be effective to third parties.

ARTICLE 11. – NOTIFICATIONS TO THE COMPANY

Any notifications to the company can be directed to any of the administrators at the company's domicile.

ARTICLE 12.- UNIPERSONAL LIMITED RESPONSABILITY SOCIETY

All the specialties provisions provided by the CSL for the universal limited responsibility societies will be applied for unipersonal limited responsibility society.