



WARNER MUSIC GROUP CORP.

EXECUTIVE, GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose

The Executive, Governance and Nominating Committee (the “Committee”) of Warner Music Group Corp. (the “Company”) is established by the Board of Directors of the Company for the following purposes: (a) supporting the Board in performance of its duties and responsibilities with respect to (i) strategic outcomes; (ii) management outcomes, including leadership/development and compensation; and (iii) actions between Board meetings; (b) assisting the Board by actively identifying individuals qualified to become Board members; (c) recommending to the Board the director nominees for election; (d) monitoring significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies; (e) leading the Board and each committee of the Board in its annual performance self-evaluation, including establishing criteria to be used in connection with such evaluation; (f) overseeing compliance with the Company’s Code of Business Conduct and Ethics; (g) developing and recommending to the Board and administering the Corporate Governance Guidelines of the Company; and (h) otherwise taking a leadership role in shaping the corporate governance of the Company.

Composition

1. Members. The Committee shall consist of three or more members. In addition, the Committee shall consist of members as required by the Stockholders Agreement, dated as of February 29, 2004, among the Company, WMG Holdings Corp., WMG Acquisition Corp. and certain stockholders of the Company, as amended (the “Stockholders Agreement”). The members of the Committee shall be appointed annually by the Board upon the recommendation of the Committee.
2. Qualifications. Each member of the Committee shall meet all applicable independence and other requirements of law and, at such time as the Company is listed on a national securities exchange or a national securities association (collectively, “SROs”), the requirements of such SRO on which the Company authorizes its securities to be traded.
3. Chair. The Chair of the Committee shall be appointed by the Board.
4. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board upon the recommendation of the Committee.



Operations

1. Meetings. The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings. In addition, the Committee shall meet as requested by the Chair of the Committee or, if a different person, the Chair of the Board of Directors. A majority of the Committee shall constitute a quorum for the transaction of business, and any action taken by a majority of the members of the Committee present at a meeting at which there is a quorum shall constitute the act of the Committee. All meetings of the Committee may be held telephonically. In addition, any action required or permitted to be taken by the Committee may be taken without a meeting if all members of the Committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Committee.
2. Agenda. The Chair of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.
3. Report to Board. The Committee shall report regularly to the Board and shall submit to the Board the minutes of its meetings.
4. Self-Evaluation; Assessment of Charter. The Committee shall conduct an annual performance self-evaluation and shall report to the entire Board the results of the self-evaluation. The Committee shall assess the adequacy of this Charter on an annual basis and recommend any changes to the Board.

Authority and Duties

1. Except as hereafter provided, pursuant to Section 3.6 of the Company's Amended and Restated By-Laws or pursuant to Section 141 of the Delaware General Corporation Law, the Committee shall have all of the authority of the Board, including but not limited to oversight of the business operations of the Company. The Committee shall not have authority the delegation of which is prohibited by Section 141, specifically:
 - (a) amending the Company's certificate of incorporation;
 - (b) adopting certain agreements of merger or consolidation;
 - (c) recommending a dissolution of the Company or a revocation of a dissolution; and



(d) amending the by-laws of the Company.

In addition, pursuant to Section 141, unless a resolution, the by-laws or certificate of incorporation of the Company expressly so provides, the Committee shall not have authority to declare a dividend, authorize the issuance of stock or adopt a certificate of ownership and merger of a parent corporation and a subsidiary or subsidiaries. Further, the Committee shall exercise the foregoing powers with respect to the Committee subject to, and in accordance with, the terms of the Company's certificate of incorporation and by-laws.

2. The Committee shall identify and recommend to the Board nominees for election or re-election to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board, in accordance with the criteria, policies and principles set forth, or to be set forth in the Company's Corporate Governance Guidelines or elsewhere and this Charter. The Committee shall report to the Board periodically on the status of these efforts. The Committee shall review candidates for the Board recommended by stockholders. The invitation to join the Board shall be extended by the Chair of the Board.
3. The Committee shall review with the Board, on an annual basis, the current composition of the Board in light of the characteristics of independence, age, skills, experience and availability of service to the Company of its members and of anticipated needs. The Committee shall establish and review with the Board the appropriate skills and characteristics required of Board members and new Board members.
4. The Committee shall, upon a significant change in a director's principal occupation, review, as appropriate and in light of the then current Board policies as may be reflected in the Corporate Governance Guidelines or elsewhere, the continued Board membership of such director.
5. The Committee shall identify and recommend to the Board the names of directors to serve as members of the Audit Committee, the Compensation Committee, as well as the Committee itself.
6. The Committee shall advise the Board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company's compliance with the Company's policies as may be reflected in the Corporate Governance Guidelines or elsewhere and applicable laws and regulations, make recommendations to the Board on all matters of corporate governance and on any corrective action to be taken and make all necessary revisions to the Company's Corporate Governance Guidelines or other policies and procedures as the Committee may deem appropriate.
7. The Committee shall establish criteria and processes for, and lead the Board and each committee of the Board in, its annual performance self-evaluation. Each



performance self-evaluation shall be discussed with the Board following the end of each fiscal year. Each performance self-evaluation shall focus on the contribution to the Company by the Board and each committee, and shall specifically focus on areas in which a better contribution could be made. The Committee shall also oversee evaluation of the Company's management.

8. The Committee shall monitor compliance with the Company's Code of Business Conduct and Ethics, including reviewing with the general counsel the adequacy and effectiveness of the Company's procedures to ensure proper compliance. The Committee shall also recommend amendments to the Company's Code of Business Conduct and Ethics to the Board as the Committee may deem appropriate.
9. The Committee shall establish policies for new director orientation and establish policies for the continued education of directors already on the Board.
10. The Committee shall conduct a review of director's affiliations and transactions that could raise conflict of interest issues.
11. The Committee shall periodically review the size and structure of the Board.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its functions. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate. In discharging its duties, the Committee shall have full access to all Company books, records, facilities and personnel. The Committee may retain search firms or advisors to identify director candidates and may also retain counsel or other advisors, in its sole discretion. The Committee shall be given the resources, and shall determine the funding requirements, for the payment of compensation to such search firm and any advisers employed by the Committee, and the payment of the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate such search firms or advisors and to review and approve such search firm's or advisor's fees and other retention terms. Notwithstanding the foregoing, the Board and the Committee shall exercise the foregoing powers subject to, and in accordance with, the terms of the Stockholders Agreement.