

Company Number : 04257337

Authority to Purchase Shares Other than from Capital

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
Of
AUDIO NETWORK LIMITED (the "Company")
Passed on 20 March 2017

Minutes of a shareholder meeting of the Company held at 54 St John's Square, London, EC1V 4JL at 10.00 am on Monday 20th March 2017

Present : Robert Hurst, James Robert Smith, Kim Clarke

The Company Secretary noted that written resolutions had been received by the Company Secretary prior to the meeting from members holding 75.54% of the issued Ordinary share capital (The "Voting Shares") all voting in support of the special resolution set out below (the "Resolution").

SPECIAL RESOLUTION

"That the directors of the Company are hereby authorised to enter into a contract on behalf of the Company for the purchase by the Company of 500,000 C Ordinary Shares – Series 1 of £0.01 each in the capital of the Company at a price of £0.043 per C Ordinary Share – Series 1 for a purchase price of £21,500 (twenty one thousand five hundred pounds)."

The Company Secretary further noted that written consents had been received prior to the meeting from the two "Founders" and the "Investor" as defined in the Company Articles.

Pursuant to chapter 2 of part 13 of the Companies Act 2006 and Article 8.11 of the Articles of Association of the Company, the special resolution above is passed as a special resolution of the Company.

Signed *Kim Clarke*

Kim Clarke, Company Secretary

For and on behalf of Audio Network Limited

Date : 20 March 2017



Written Resolutions voting in support of the Resolution

Shareholder	Ordinary Shares held	% of Voting Shares
SG Growth Partners II Offshore AIV, LP	5,204,107	32.87%
Andrew Sunnucks	3,085,000	19.49%
Robert Hurst	2,785,000	17.59%
Terry Devine King	255,097	1.61%
Miles Ruffell	200,000	1.26%
William Sunnucks	177,710	1.12%
Pawel Kisielewski	125,024	0.79%
Scott Pearce	124,298	0.79%
Blair Booth	3,104	0.02%
	11,959,340	75.54%
Total Issued Ordinary Shares	15,831,300	100.00%

Company Number : 04257337

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
Of
AUDIO NETWORK LIMITED (the "Company")

17 March 2017 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006 and Article 8.11 of the Articles of Association of the Company, the directors of the Company propose that the resolution below is passed as a special resolution of the Company (the "Resolution")

SPECIAL RESOLUTION


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AGREEMENT

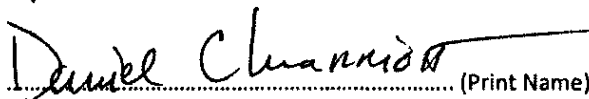
Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being a member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

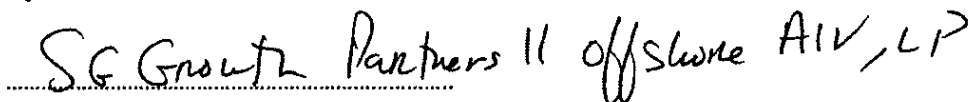
Signed



Name

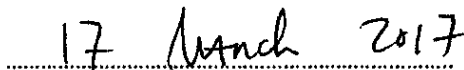
 (Print Name)

For and on behalf of



(Complete if member is a Company)

Date



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Signed .....

Name ANDREW JENNINGS..... (Print Name)

For and on behalf of
(Complete if member is a Company)

Date 17 March 2017.....

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Name Robert Hurst (Print Name)

For and on behalf of
(Complete if member is a Company)

Date 17 March 2017

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Name TERRY DEVINE-KING (Print Name)

For and on behalf of
(Complete if member is a Company)

Date 17 / 3 / 17

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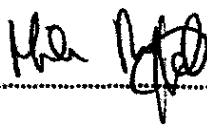
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Signed 

Name MILES RUFFELL (Print Name)

For and on behalf of
(Complete if member is a Company)

Date 17/3/2017

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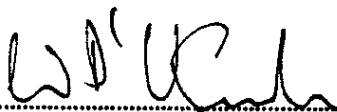
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Signed


.....

Name

WILLIAM SUNNUCKS (Print Name)
.....

For and on behalf of

—
.....

(Complete if member is a Company)

Date

17/3/2017.
.....

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Name

..... Pawel A. Kisielewski (Print Name)

For and on behalf of

.....
(Complete if member is a Company)

Date

..... 18th March 2017

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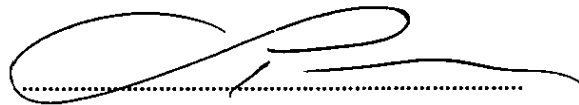
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Name

..... SCOTT PEARCE (Print Name)

For and on behalf of

.....

(Complete if member is a Company)

Date

..... 17th March 2017

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Signed

.....

Name

BLAIR BOOTH..... (Print Name)

For and on behalf of

.....

(Complete if member is a Company)

Date

19/03/2017.....