

Company No. 4257337

AUTHORITY- PURCHASE SHARES OTHER THAN FROM CAPITAL & WAIVER OF PRE-EMPTION RIGHTS

**Special Resolutions
of
Audio Network Limited ("The Company")**

Passed on 31st July 2017

At an EXTRAORDINARY GENERAL MEETING of the Company held at The Johnson Building, 77 Hatton garden, London, EC1N 8JS on **Monday 31st July 2017** at 10.00am the following special resolutions were duly passed by the Company as special resolutions:

SPECIAL RESOLUTIONS

1. To authorise the directors of the Company to enter into a contract on behalf of the Company for the purchase by the Company of 10,000 Ordinary Shares of £0.01 each in the capital of the Company at a price of £4.50 per Ordinary Share from John Switzer.
2. To authorise the directors of the Company to enter into a contract on behalf of the Company for the purchase by the Company of up to a maximum of 188,327 Ordinary Shares of £0.01 each in the capital of the Company at a price of £4.50 per Ordinary Share from GH Nominees Limited.
3. To authorise the directors of the Company to approve any transfer of the entire shareholding in the Company of James Harry Abinger to Editions Abinger SPRL at Actual Market Value as a Permitted Transfer outside the shareholder pre-emption rights set out in the Company Articles of Association,

Dated 31st July 2017

BY THE ORDER OF THE BOARD



Kim Clarke
Company Secretary

WEDNESDAY



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02/08/2017

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