

Company No 4257337

AUTHORITY- PURCHASE SHARES OTHER THAN FROM CAPITAL

Special Resolutions

of

Audio Network Limited ("The Company")

Passed on 31st July 2015

At an EXTRAORDINARY GENERAL MEETING of the Company held at 54 St John's Square, London, EC1V 4JL on **Friday 31st of July 2015** at 2.00pm the following special resolutions were duly passed by the Company as special resolutions waiving the pre-emption rights of shareholders set out in the Company Articles of Association

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 **50 Ordinary Shares of £0 01 each in the capital of the Company at a price of £4.00 per Ordinary Share from Matt McMullian**
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 **2,076 Ordinary Shares of £0 01 each in the capital of the Company at a price of £4 00 per Ordinary Share from John Whittingdale**
3. 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 £4.00 per Ordinary Share from John Fanaris & Noelle Ospina Fanaris.**
4. To authorise the directors of the Company to enter into a contract on behalf of the Company for the purchase by the Company of **12,500 Ordinary Shares of £0.01 each in the capital of the Company at a price of £4.00 per Ordinary Share from Tim Garland**
5. To authorise the directors of the Company to enter into a contract on behalf of the Company for the purchase by the Company of **28,271 Ordinary Shares of £0.01 each in the capital of the Company at a price of £4.00 per Ordinary Share from GH Nominees Ltd.**
6. To authorise the directors of the Company to enter into a contract on behalf of the Company for the purchase by the Company of **1,613 Ordinary Shares of £0.01 each in the capital of the Company at a price of £4.00 per Ordinary Share from Cheryl Frohlich**
7. To authorise the directors of the Company to enter into a contract on behalf of the Company for the purchase by the Company of **5,000 C Ordinary Shares of £0 01 each in the capital of the Company at a price of £0.028 per C Ordinary Share from Cheryl Frohlich.**

Dated 31st July 2015

BY THE ORDER OF THE BOARD



Kim Clarke
Company Secretary

SATURDAY

