

Company number: 04257337

**THE COMPANIES ACT 2006**  
**ORDINARY AND SPECIAL RESOLUTIONS**

of

**AUDIO NETWORK PLC**

**Passed on Friday 21 June 2013**


At a general meeting of the company, duly convened and held at 11am on Friday 21 June 2013 the following resolutions were duly passed by the company as ordinary and special resolutions, as indicated

**ORDINARY RESOLUTION**

- 1 That, conditional upon the passing of resolution 2, for the purposes of paragraph 47(3)(b) of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007, authorisation of conflicts of interest may be given by the directors in accordance with section 175(5)(a) of the Companies Act 2006 at any time following the passing of this resolution

**SPECIAL RESOLUTIONS**

- 2 That the Company be re-registered as a private limited company under the Companies Act 2006
- 3 That, conditional upon the passing of resolution 2 above, the name of the Company be changed from "Audio Network plc" to "Audio Network Limited"
- 4 That, conditional upon the passing of resolution 2 above, the articles of association produced to the meeting (and for the avoidance of doubt such being in the same form as attached to this notice of general meeting) be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association
- 5 That, conditional upon the passing of resolution 2 above, the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, have been treated from 1 October 2009 as part of the Company's articles of association, including for the avoidance of doubt the objects clause, be deleted and any provision of the Company's memorandum of association in force immediately before such date as to the amount of authorised share capital, as altered by virtue of any shareholder resolution in force immediately before such date, be removed and revoked.

 (Robert Hurst)  
Chairman

**PRESENTED BY:**  
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TUESDAY



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25/06/2013  
COMPANIES HOUSE

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