

Special Resolutions

of

Audio Network Limited ("The Company")

Passed on 31st January 2014

At an EXTRAORDINARY GENERAL MEETING of the Company held at 54 St John's Square, London, EC1V 4JL on **Friday 31st of January 2014** at 5.00pm the following 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. That the directors of the Company be generally and unconditionally authorised to enter into a contract on behalf of the Company for the purchase by the Company of **30,442 Ordinary Shares of £0.01 each in the capital of the Company at a price of £3.60 per ordinary share from GH Nominees Limited.**
2. That the directors of the Company be generally and unconditionally authorised to approve a transfer of the entire shareholding of **248,353 Ordinary Shares of £0.01 each in the capital of the Company held by The Abinger Discretionary Trust to James Harry Abinger, a beneficiary of the trust or to a private investment company of which James Harry Abinger is the sole owner.**

Dated 31st January 2014

BY THE ORDER OF THE BOARD



Robert Hurst
Company Secretary

SATURDAY



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COMPANIES HOUSE