

Company Number: 4257337  
THE COMPANIES ACT 1985-1989

### SPECIAL RESOLUTION

Pursuant to section 378 (2) and 378 (3) of the Companies Act 1985  
of  
AUDIO NETWORK PLC

---

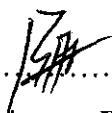
Passed 20th March 2002

---

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at *School Farm, Little Maplestead* the following SPECIAL RESOLUTION was duly passed: -

That the directors be and they are empowered pursuant to section 95(1) of the Act to allot securities (as defined in section 94(2) of the Act) of the company for cash pursuant to the authority of the directors under section 80 of the Act conferred by Article 4 of the Articles of Association as if section 89(1) of the Act did not apply to such allotment and at any time prior to the expiry of the power conferred by this resolution to make any offer or agreement which would or might require equity securities to be allotted after the expiry of such power notwithstanding the expiry of such power provided that such power shall, subject as aforesaid, cease to have effect; at the conclusion of the next annual general meeting of the company after the passing of this resolution (unless the said power is extended or varied prior to or at the next annual general meeting) or such earlier date (if any) on which the said authority is revoked, and provided that the power conferred by this resolution will be limited to the allotment of 3,500,000 ordinary one penny shares.

SIGNED.....



To be signed by the Chairman, Director or Secretary of the Company

