

Company Number: 4257337
THE COMPANIES ACT 1985-1989
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTION OF AUDIO NETWORK PLC



**SPECIAL RESOLUTION Pursuant to section 378 (2) of the Companies Act 1985 (and
the Articles of Association of the Company)**

Passed 25th March 2003

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the office of Audio Network Plc at School Farm Studios, Little Maplestead, Halstead, Essex, C09 2SN, England the following SPECIAL RESOLUTION was duly passed: -

1A That the disapplication of the pre-emption rights pursuant to section 95(1) of the Companies Act 1985 ("the Act") as set out in Article 7 of the Articles of Association be and is hereby revoked; and

1B that the directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity 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 5 of the Articles of Association, as if section 89(1) of the Act did not apply to any such allotment, such power under part 1B of this resolution to expire at the later of the conclusion of the next annual general meeting of the Company next following the passing of this resolution (unless the said power is extended or varied prior to the next annual general meeting) or such date (if any) on which the said authority is revoked or the date on which the last of the Excess Shares is allotted and in any event this authority shall expire on the fifth anniversary of the date of passing this resolution ("the Expiry").
The power is limited to: -

1B.1.1 the allotment of the residue of 2,500,000 ordinary one penny shares that were offered by way of rights issue to the holders of Shares on the 19th day of

February 2003, and not taken up by the 21st day of March 2003 ("the Excess Shares"); and

1B.1.2 the Excess Shares shall be under the control of the directors who may allot, grant options over, or otherwise deal with, or dispose of, the same to such persons (including the directors themselves) on such terms and in such manner as they think fit, provided that no Excess Shares shall be issued at a discount to their nominal amount or at less than a nineteen pence premium;

and

1B.2 the allotment of equity securities up to an aggregate nominal amount of £10,000 in each year from the date of the passing of this resolution or part thereof until the Expiry date and such equity securities shall be under the control of the directors who may allot, grant options over, or otherwise deal with, or dispose of, the same to such persons (including the directors themselves) on such terms and in such manner as they think fit; and

in addition to the aforementioned limitations, the power under part 1B of this resolution is limited to the allotment of equity securities up to the amount of the authorised but unissued share capital of the Company at the date of the granting of the facility under this resolution save that the Company may before the Expiry of this power, make an offer or agreement which would or might require equity securities to be allotted after the expiry of this power and the directors may allot equity securities in pursuance of such an offer or agreement as if the power had not expired; and

1C that on the Expiry of the power granted under part 1B of the resolution the directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity 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 5 of the Articles of Association, as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:-

1C.1 either: -

1C.1.1 up to an aggregate nominal amount of £10,000 in each year from the date of Expiry and such equity securities shall be under the control of the directors who may allot, grant options over, or otherwise deal with, or dispose of, the same to such persons (including the directors themselves) on such terms and in such manner as they think fit; or

1C.1.2 if above the aggregate nominal amount of £10,000 in each year from the date of Expiry, in connection with an offer of such securities by way of rights to holders of Shares in proportion (as nearly as may be practicable) to their respective holdings of such Shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange;

and

1C.2 up to the amount of the authorised but unissued share capital of the Company at the date of Expiry and shall expire on the fifth anniversary from the granting of the facility under this resolution, unless varied or revoked or renewed by the Company in general meeting save that the company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred hereby has expired.

SIGNED.....

Robert Hurst, Secretary of the Company