

Company number: 04257337

AUTHORITY – PURCHASE SHARES OTHER THAN FROM CAPITAL & WAIVER OF PRE-EMPTION RIGHTS

**Special Resolutions  
of  
Audio Network Limited (“The Company”)**

**Passed on 28<sup>th</sup> February 2018**

At an EXTRAORDINARY GENERAL MEETING of the Company held at The Johnson Building, 77 Hatton Garden, London, EC1N 8JS on **Wednesday 28<sup>th</sup> February 2018** at 10.00am, the following special resolutions were duly passed by the Company as special resolutions:

**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 **100,000 Ordinary Shares of £0.01 each in the capital of the Company at a price of £5.00 per Ordinary Share from John Switzer.**
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 **4,487 Ordinary Shares of £0.01 each in the capital of the Company at a price of £5.00 per Ordinary Share from GH Nominees Ltd.**
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 **4,250 Ordinary Shares of £0.01 each in the capital of the Company at a price of £5.00 per Ordinary Share from Christophe Goze.**
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 **1,500 Ordinary Shares of £0.01 each in the capital of the Company at a price of £5.00 per Ordinary Share from Christopher Marcus Egan.**
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 **26,395 Ordinary Shares of £0.01 each in the capital of the Company at a price of £5.00 per Ordinary Share from Hartley SAS Limited.**
6. To authorise the directors of the Company to enter into contracts on behalf of the Company for the purchase by the Company of **vested C Ordinary Shares – Series 1 of £0.01 each in the capital of the Company at a price of up to £0.50 per C Ordinary Share – Series 1 subject to the consent of the Founders and the Investor.**
7. To authorise the directors of the Company to enter into contracts on behalf of the Company for the purchase by the Company of **unvested C Ordinary Shares – Series 1 of £0.01 each in the capital of the Company at cost or nominal value subject to the consent of the Founders and the Investor.**

Dated 28<sup>th</sup> February 2018

BY THE ORDER OF THE BOARD



Kim Clarke  
Company Secretary

MONDAY



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COMPANIES HOUSE