

Company No. 02357989

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF

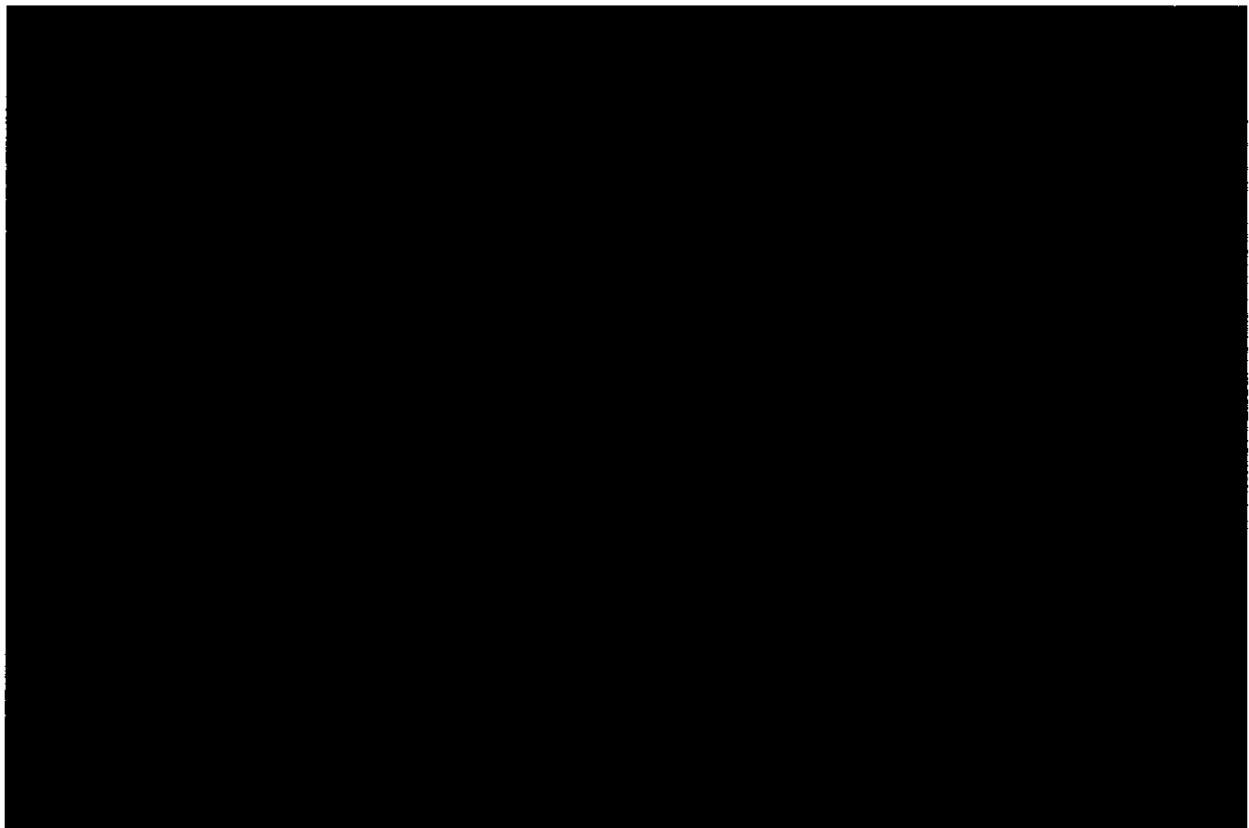
FOCUSRITE AUDIO ENGINEERING LIMITED (Company)

FRIDAY



Circulation Date 18 December 2019

Pursuant to section 288 of the Companies Act 2006 (**CA 2006**) we, the undersigned, being the eligible member (as defined by section 289 CA 2006) of the Company, signify agreement to and pass the following resolutions as written resolutions of the Company, [REDACTED] and in the case of resolutions 5 to 6, having effect as special resolutions (the **Resolutions**)



SPECIAL RESOLUTIONS

- 5 That the Company's articles of association be amended by the insertion of a new article 65A immediately after the existing article 65 as follows -

"Notwithstanding any other provisions of these articles

- (a) *the directors shall not decline to register or delay in registering any transfer of share*
- (b) *no holder of shares in the Company will be required to comply with the provision of these articles which restricts the transfer of shares or which requires any shares to be first offered to all or any current shareholders of the Company before any transfer may take place and*

- (c) *no holder of shares in the Company will have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or otherwise*

where such transfer is -

- (a) *to any bank, institution, or other person to which such shares have been charged or by way of security, or to any nominee or delegate of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a **Secured Institution**), or*
- (b) *delivered to the Company for registration by a Secured Institution or its nominee or delegate in order to perfect its security over the shares, or*
- (c) *executed by a Secured Institution or its nominee or delegate pursuant to a power of sale or other power existing under such security*

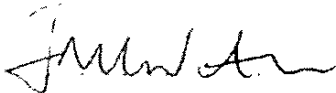
and the directors shall forthwith upon receipt register such transfer of shares "

- 6 That the Company's articles of association be amended by the insertion of a new article 56A immediately after the existing article 56 as follows.-

"Notwithstanding anything contained in these articles, the directors (or director if there is only one) of the Company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to a Secured Institution."

Please read the notes attached to this document before signifying your agreement to the Resolutions

Signature



Name Focusrite plc

Date: 13 December 2019

EXPLANATORY NOTES

(These explanatory notes do not part of any proposed written resolution)

- 1 This document is proposed by the board of directors of the Company
- 2 **Eligible members** are the members who are entitled to vote on the resolutions on the Circulation Date
- 3 You can choose to agree to all the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree with all the Resolutions, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before the end of the period of 28 days beginning with the Circulation Date (the **Lapse Period**) either by hand or by post to the registered office of the Company.
- 4 If you do not agree with all the Resolutions, you do not need to do anything Failure to respond will not be treated as agreement to the Resolutions
- 5 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 6 The Resolutions are passed when the required majority of eligible members have signified their agreement to them However, none of the Resolutions are passed unless all of them are passed
- 7 If the Resolutions are not passed before the end of the Lapse Period they will lapse If the Company receives your signed document after the end of the Lapse Period your agreement to the Resolutions will be ineffective
- 8 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 9 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document
- 10 The Documents are supplied with the Resolutions.