

Company number: 04257337

THE COMPANIES ACT 2006

RESOLUTIONS

of

AUDIO NETWORK LIMITED (the "Company")

Passed on 2nd February 2015

At a general meeting of the Company, duly convened and held at 3 p.m. on 2nd February 2015 the following resolutions were duly passed by the Company as special resolutions

SPECIAL RESOLUTIONS

1. The directors of the Company were authorised to enter into a contract on behalf of the Company for the purchase by the Company of **18,746 Ordinary Shares** of £0.01 each in the capital of the Company at a price of £4.00 per Ordinary Share from GH Nominees Limited.
2. The directors of the Company were authorised to enter into a contract on behalf of the Company for the purchase by the Company of **786 Ordinary Shares** of £0.01 each in the capital of the Company at a price of £4.00 per Ordinary Share from Robert Galvan.
3. The directors of the Company were authorised to enter into a contract on behalf of the Company for the purchase by the Company of **45,000 Ordinary Shares** of £0.01 each in the capital of the Company at a price of £4.00 per Ordinary Share from John Fanaris & Noelle Ospina Fanaris.
4. The directors of the Company were authorised to enter into a contract on behalf of the Company for the purchase by the Company of **640 Ordinary Shares** of £0.01 each in the capital of the Company at a price of £4.00 per Ordinary Share from Kristen Harold.
5. SG Growth Partners II Offshore AIV,LP were authorised to purchase **376,939 Ordinary Shares** of £0.01 each in the capital of the Company at a price of £4.00 per Ordinary Share from Juliette Bingham without first offering said Ordinary Shares pro-rata to the Company or to other shareholders under the pre-emption rights set out in the Company Articles.
6. The directors of the Company were authorised to enter into a contract on behalf of the Company for the purchase by the Company of **520,000 B Ordinary Shares** of £0.01 each in the capital of the Company at a price of £0.01 per B Ordinary Share from Juliette Bingham.

Kim J. Clarke

Kim Clarke
Company Secretary

