

**THE COMPANIES ACT 2006**

**WRITTEN RESOLUTION**

- of -

**AUDIO HOLDINGS LTD (Company)**

Circulation Date                      2 March                      2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**2006 Act**), the directors of the Company (**Directors**) propose that resolution 1 is passed as an ordinary resolution and resolution 2 is passed as a special resolution (**Resolution**):

**ORDINARY RESOLUTION**

1. that, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (Rights) up to an aggregate nominal amount of £24,550, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary from the date this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

**SPECIAL RESOLUTION**

2. that, in accordance with section 570 of the Act and subject to the passing of resolution 1 above, the Directors be given the general and unconditional authority to allot equity securities (as defined in section 560 of the 2006 Act) set out in resolution 1, up to an aggregate nominal amount of £24,550 as if section 571 and section 561(1) of the Act did not apply to any such allotment.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being not less than 75% of the members entitled to vote on the Resolution on  
2 March                      2021, hereby irrevocably agree to the Resolution:

*James Johnson-Flint*.....  
**James Johnson-Flint**

2 March 2021  
.....  
Date

## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to the Company's registered office;
- **Post:** returning the signed copy by post to the Company's registered office.

If you do not agree to the Resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless by 28 days after the Circulation Date sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. 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.
5. 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.