

WARWICK ACOUSTICS LIMITED

(the "Company")

(Registered in England – No 04451674)

FRIDAY



A28 *A7KBP4SB* 07/12/2018 #280
COMPANIES HOUSE

WRITTEN RECORD OF RESOLUTIONS

On *26th November* 2018 the following ordinary and special resolution were duly passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

Ordinary Resolution

- 1 THAT, in accordance with section 551 of the Companies Act 2006 ("2006 Act"), the directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert into shares in the Company ("Rights"), as follows:
 - 1.1 up to 2 Ordinary shares of £0.0001 (0.01p) each in the Company ("Ordinary Shares") at a price of £0.006282 per share;
 - 1.2 up to 1,114,294,810 D Ordinary shares of £0.0001 (0.01p) each in the capital of the Company at a price of £0.006282 per share; and
 - 1.3 up to an aggregate number of Ordinary Shares in respect of the grant of share options to present or future employees, directors and/or consultants and the allotment and issue of Ordinary Shares on the exercise of such options as is equal to the lower of: (i) 414,906,418 Ordinary Shares or (ii) such number of Ordinary Shares which would, if issued, equate to 20% of the fully diluted share capital of the Company from time to time.

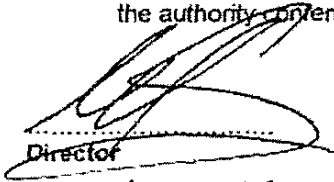
These authorities shall, unless renewed, varied or revoked by the Company, expire on 1 October 2023 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authorities conferred by this resolutions have expired.

These authorities are in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or 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.

For the avoidance of doubt, any allotment of shares or grant of Rights in pursuance of these authorities shall require Board or remuneration committee approval (as appropriate) and any other consents as may be required under any shareholders' agreement of the Company from time to time.

Special Resolution

2. THAT the pre-emption rights contained in Article 5.1 of the articles of association of the Company be hereby waived and dis-applied in respect of the allotment and/or issuing of new Rights in those shares in the Company which are the subject of the authorities contained in Resolution 1 above, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 1 October 2023 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.


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Director

26-11-18
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Date