

Company No. 04451674

SATURDAY



SCT *S787U2QX* #374
16/06/2018
COMPANIES HOUSE

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

WARWICK AUDIO TECHNOLOGIES LIMITED

(Passed on 14 June 2018)

The following resolutions were duly passed as a written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 14 June 2018 by the requisite members of the Company, in the case of (A) as an ordinary resolution, and in the case of (B) as a special resolution:

Ordinary Resolution

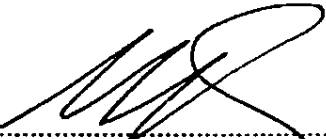
- A. THAT the directors are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 and in addition to any existing authority conferred on them to exercise all the powers of the Company to allot shares and/or grant rights to subscribe for, or to convert any security into, any shares ("Rights") up to an aggregate of:
- 215,626,000 'D' ordinary shares of £0.0001 (0.01p) each in the capital of the Company ("D Shares") or 215,626,000 shares of any other class of shares in the capital of the Company having a nominal value of £0.0001 (0.01p) each pursuant to the conversion of certain secured convertible loan notes issued on around the passing of this resolution; and
 - 247,470,287 ordinary shares of £0.0001 (0.01p) ("Ordinary Shares") in respect of the grant of options over up to 247,470,287 Ordinary Shares and the allotment of Ordinary Shares on the exercise of such options,

for a period of 5 years from the date of the passing of this resolution, save that in accordance with section 551(7) of the Companies Act 2006 the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights pursuant to such offer or agreement as if this authority had not expired.

Special Resolution

- B. 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 of shares or the grant of Rights referred to in resolution (A) above for a period of 5 years from

the date of the passing of this resolution save that the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of such period and the Board may allot shares or grant Rights pursuant to such offer or agreement as if this authority had not expired.


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Director / Secretary