

PLEASE NOTE THIS IS A SECOND FILING OF THE SPECIAL RESOLUTIONS DATED 8 JANUARY 2020 PREVIOUSLY FILED ON 22 JANUARY 2020.

PLEASE TAKE THIS AS THE CORRECT VERSION OF THE SPECIAL RESOLUTIONS PASSED AT A GENERAL MEETING OF THE COMPANY ON 8 JANUARY 2020.



IRIS

Company Number: 12043620

IRIS AUDIO TECHNOLOGIES LIMITED

(the "Company")

**SPECIAL RESOLUTIONS PASSED AT A GENERAL MEETING OF THE COMPANY ON 8 JANUARY 2020**

**Special Resolution**

1. **THAT** the existing articles of association of the Company be replaced in their entirety with new articles of association in the form of the draft annexed to this notice and marked "A" for the purposes of identification.
2. **THAT** in accordance with section 570 of the Companies Act 2006 (CA 2006), the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by Article 6 of the Company's articles of association, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall
  - a. be limited to the allotment of equity securities up to an aggregate amount equal to 30% of the Company's current ordinary share capital (on a fully diluted basis) to raise cash for strategic purposes; and
  - b. expire on 8 January 2021 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

FRIDAY



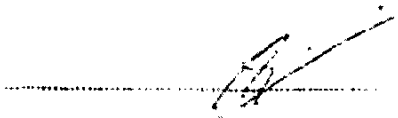
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A06

28/02/2020

#203

COMPANIES HOUSE

A handwritten signature in dark ink, appearing to be "J. B. Smith", is written over a horizontal line.

Director

Approved: \_\_\_\_\_

A small, handwritten mark or signature, possibly a stylized "S" or "J", is located in the bottom right corner of the page.