

Company No. 05635505

**THE COMPANIES ACT 2006**

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**PUBLIC LIMITED COMPANY**

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**SPECIAL RESOLUTION**

of

**NEXUS INFRASTRUCTURE PLC**

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(Passed on 17 March 2023)

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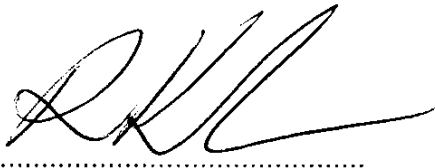
At a General Meeting of the above-named Company duly convened and held at the Company's registered office at Nexus Park Avenue East, Skyline 120, Great Notley, Braintree, Essex, England, CM77 7AL at 10.00 a.m. on 17 March 2023, the following resolution was duly passed as a special resolution:

**SPECIAL RESOLUTION**

In addition to (i) the authority for the purpose of section 701 of the Companies Act 2006 (the "**Act**") which was approved by special resolution passed at the annual general meeting of the Company held on 15 February 2022 and (ii) any authority pursuant to section 701 of the Act as may be approved at the annual general meeting of the Company in 2023, the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (as defined by section 693(4) of the Act) of its own ordinary shares of £0.02 in the capital of the Company (each an "**Ordinary Share**"), pursuant to and in connection with the Tender Offer (as defined in the Circular to the Company's shareholders dated 28 February 2023) provided that:

- (a) the maximum aggregate number of Ordinary Shares that may be purchased under this authority is 38,650,306;
- (b) the shares must be purchased at a fixed price of £1.63 per Ordinary Share; and
- (c) the authority conferred by this resolution shall expire at the close of business on 30 June 2023, save that the Company may before the expiry of such authority make a contract to purchase ordinary shares which will or may be executed wholly or partly after such

expiry and the Company may make a purchase of such ordinary shares after such expiry pursuant to such contract.

A handwritten signature in black ink, consisting of stylized, overlapping loops and strokes, positioned above a dotted line.

Chairman