

Company No. 05635505

**THE COMPANIES ACT 2006**

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**PUBLIC LIMITED COMPANY**

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**SPECIAL RESOLUTIONS**

of

**NEXUS INFRASTRUCTURE PLC**

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(Passed on 30 March 2023)

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At an Annual General Meeting of the above-named Company duly convened and held at Nexus Park Avenue East, Skyline 120, Great Notley, Braintree, Essex, CM77 7AL at 9 a.m. on 30 March 2023, the following resolutions 11, 12 and 13 were duly passed as special resolutions:

**SPECIAL RESOLUTIONS**

**Disapplication of pre-emption rights**

- 11 **THAT** the Directors be generally authorised in accordance with section 570 of the Companies Act 2006 (the “**Act**”) to allot equity securities (as defined in Section 560 of the Act) of the Company for cash as if section 561(1) of the Act did not apply to any such allotment, provided that this authority shall be limited to:
- a. the allotment of equity securities in connection with an offer by way of rights issue or other pre-emptive offer to:
    - i. the holders of ordinary shares of £0.02 each in the capital of the Company (the “**Ordinary Shares**”) in proportion (as nearly as may be practicable) to the respective number of Ordinary Shares held by them; and
    - ii. holders of other equity securities, as required by the rights of those securities, or subject to such rights as the Directors otherwise consider necessary,

and so that, in each case, the directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter;

- b. the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) above) up to a maximum aggregate nominal value £91,114 (being the nominal value of approximately 10 per cent. of the issued share capital of the Company),

and this authority shall expire on the earlier of the next annual general meeting of the Company held after the date on which this resolution is passed and the date 15 months after the passing of this resolution save that the Company may at any time before such expiry make any offer(s) or enter into any agreement(s) which would or might require equity securities to be allotted or rights to subscribe for, or to convert any security into Ordinary Shares ("**Rights**") to be granted after such expiry and the Directors may allot equity securities or grant Rights in pursuance of any such offer(s) or agreement(s) as if the authority conferred hereby had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot equity securities or grant Rights but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities.

- 12. **THAT**, in addition to the authority granted under Resolution 11, the Directors be authorised in accordance with section 570 of the Companies Act 2006 (the "**Act**") to allot equity securities (as defined in Section 560 of the Act) of the Company for cash as if section 561(1) of the Act did not apply to any such allotment, save that this authority shall be:

- a. limited to the allotment of equity securities up to a maximum aggregate nominal value of £91,114 (being the nominal value of 10 per cent. of the issued share capital of the Company); and
- b. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind

contemplated by the Statement of Principles on Dis-applying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

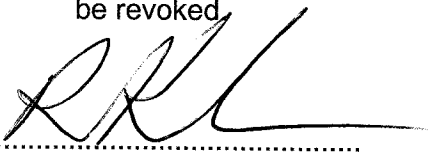
and this authority shall expire on the earlier of the next annual general meeting of the Company held after the date on which this resolution is passed and the date 15 months after the passing of this resolution save that the Company may at any time before such expiry make any offer(s) or enter into any agreement(s) which would or might require equity securities to be allotted or Rights to be granted after such expiry and the Directors may allot equity securities or grant Rights in pursuance of any such offer(s) or agreement(s) as if the authority conferred hereby had not expired.

#### Purchase of own shares

- 13 **THAT** the Directors be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of that Act) of any of its Ordinary Shares on such terms and in such manner as the Directors may from time to time determine, provided that:
- a. the maximum number of Ordinary Shares which may be purchased is 4,555,690 representing approximately ten per cent. of the issued ordinary share capital of the Company at 14 February 2023;
  - b. the minimum price (exclusive of expenses) that may be paid for an Ordinary Share is £0.02 being the nominal price of an Ordinary Share;
  - c. the maximum price (exclusive of expenses) that may be paid for an Ordinary Share is:
    - i. an amount equal to 105 per cent. of the average of the middle market quotation of an Ordinary Share as derived from the AIM Appendix to the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased; and
    - ii. the higher of the price quoted for the last independent trade of and the highest current independent bid for any number of Ordinary Shares on the London Stock Exchange;

- d. unless previously renewed, revoked or varied, this authority shall expire on the earlier of the conclusion of the next annual general meeting of the Company held after the date on which this resolution is passed and the date 15 months after the passing of this resolution; and
- e. the Company may, before this authority expires, make a contract to purchase Ordinary Shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of Ordinary Shares pursuant to it as if this authority had not expired,

and so that all previous authorities of the Directors pursuant to section 701 of the Act be revoked.

A handwritten signature in black ink, appearing to be 'RKL', written over a dotted line.

Chairman