

Company number 06133927

**SPECIAL RESOLUTION**

**OF**

**AVANTI COMMUNICATIONS GROUP PLC (Company)**

Passed on 13 December 2017

THURSDAY



At an annual general meeting of the Company duly convened and held at The Bridewell Suite, Crowne Plaza London - The City, 19 New Bridge Street, London, EC4V 6DB on 13 December 2017 at 9.00 a.m., the following resolution was duly passed as a special resolution.

**SPECIAL RESOLUTION**

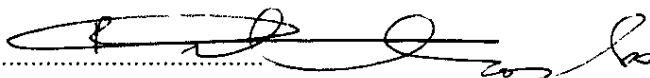
**1. Directors' power to issue shares for cash**

That, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this resolution, the Directors be and they are hereby empowered pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560 of the Act) of the Company wholly for cash pursuant to the authority of the Directors conferred by resolution 6 above, and/or where such an allotment constitutes and allotment of equity securities by virtue of section 560(2) of the Act, as if section 561(1) of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to:

- (a) the allotment of equity securities in connection with an invitation or offer of equity securities to the holders of ordinary shares in the capital of the Company (excluding any shares held by the Company as treasury shares (as defined in section 724(5) of the Act)) on a fixed record date in proportion (as nearly as practicable) to their respective holdings of such shares or in accordance with the rights attached to such shares (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or as a result of legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in any territory or otherwise howsoever); and
- (b) the allotment of equity securities pursuant to the exercise of any options granted by the Company at the date of this resolution; and

the allotment, otherwise than pursuant to paragraphs (a) and (b) above, of equity securities up to an aggregate nominal value equal to £162,136 and unless previously renewed, revoked, varied or extended, this power shall expire on the earlier of the date falling 18 months after the date of the passing of this resolution and the

conclusion of the next Annual General Meeting of the Company except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if this power had not expired.

Signed.....

Company secretary