

Company Number 6133927

SPECIAL RESOLUTION

OF

AVANTI COMMUNICATIONS GROUP PLC (Company)

Passed on 29 July 2019

At a general meeting of the Company held at Cobham House, 20 Black Friars Lane, London, EC4V 6EB at 09.30 a.m. on 29 July 2019, the following resolutions were duly passed as a special resolutions.

SPECIAL RESOLUTION

THAT subject to the passing of ordinary resolution no. 4, and 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 Companies Act 2006 ("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 ordinary resolution **Error! Reference source not found.**, and/or where such an allotment constitutes an 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, otherwise than pursuant to paragraph (a) above, of equity securities up to an aggregate nominal value equal to £2,163,335.59 which represents approximately 10% of the Company's issued ordinary shares as at 3 July 2019, 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 

Natalie Mitchell
Company Secretary

FRIDAY



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COMPANIES HOUSE