

Company number 07476617

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

GIGACLEAR PLC

Passed: 2 August 2018

THURSDAY



At a General Meeting of the Company duly convened and held on Thursday, 2 August 2018, the following resolution was duly passed as a special resolution:-

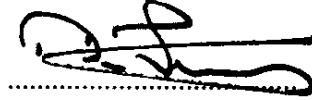
SPECIAL RESOLUTION

THAT, in addition to all previous authorities and powers conferred on the directors of the Company (the "**Directors**") in accordance with section 551 of the Companies Act 2006 (the "**CA 2006**") and/or section 571 of the CA 2006:-

- (a) the Directors be authorised in accordance with section 551 of the CA 2006:-
 - (i) for the purposes of the investment agreement dated 11 April 2017 entered into between Infracapital (GC) SLP LP ("**Infracapital (GC)**") (1) the Company (2) and Matthew Hare (3) (as described in the circular to shareholders of the Company dated 11 April 2017) as varied (the "**2017 Infracapital (GC) Investment Agreement**"), to allot to Infracapital (GC) (or its nominee) the 'Third Tranche Subscription Shares' and the 'Fourth Tranche Subscription Shares' (as defined in the 2017 Infracapital (GC) Investment Agreement), each such tranche comprising 3,384,615 new ordinary shares of £0.01 each in the Company (the "**Outstanding 2017 Infracapital (GC) Subscription Shares**");
 - (ii) for the purposes of the investment agreement dated 11 April 2017 entered into between Railpen Pension Trustee Company Limited ("**Railpen TrusteeCo**"), acting by its agent, Railway Pension Investments Limited (1) the Company (2) and Matthew Hare (3) (as described in the circular to shareholders of the Company dated 11 April 2017) as varied (the "**2017 Railpen Investment Agreement**"), to allot to Railpen TrusteeCo (or its nominee) the 'Third Tranche Subscription Shares' and the 'Fourth Tranche Subscription Shares' (as defined in the 2017 Railpen Investment Agreement), each such tranche comprising 1,538,462 new ordinary shares of £0.01 each in the Company (the "**Outstanding 2017 Railpen Subscription Shares**"); and
- (b) the Directors be generally empowered in accordance with section 571 of the CA 2006 to:-
 - (i) allot the Outstanding 2017 Infracapital (GC) Subscription Shares to Infracapital (GC) (or its nominee) pursuant to the authority conferred by paragraph (a)(i) above of this Resolution;
 - (ii) allot the Outstanding 2017 Railpen Subscription Shares to Railpen TrusteeCo (or its nominee) pursuant to the authority conferred by paragraph (a)(ii) above of this Resolution; and

in each such case for cash and in each such case as if section 561(1) of the CA 2006 and article 3 (*Issue of shares*) of the Company's articles of association did not apply to any such allotments;

provided that such authority and power of the Directors shall, unless renewed, varied or revoked by the Company, expire on the date that is five years from the date of this resolution.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned above a dotted line.

Director