

THE COMPANIES ACT 2006

RESOLUTIONS

OF

GAMMA COMMUNICATIONS PLC (the "Company")

Passed on 17 May 2023

At an annual general meeting of the Company duly convened and held at 30 Gresham Street, London, England EC2V 7QP on 17 May 2023 at 10.00 a.m., the following resolutions were duly passed.

ORDINARY RESOLUTION

Resolution 14:

THAT in accordance with section 551 of the Companies Act 2006 (the "Act") the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot ordinary shares of £0.0025 each in the capital of the Company ("Ordinary Shares") and to grant such subscription and conversion rights as are contemplated by sections 551(1)(a) and (b) of the Act respectively up to a maximum aggregate nominal amount of £80,713 being approximately one third of the Company's current issued share capital ("ISC"), to such persons and at such times and on such terms as they think fit, provided that this authority shall:

- a) operate in substitution for and to the exclusion of any previous authority given to the directors pursuant to section 551 of the Act to the extent unused; and
- b) expire on whichever is earlier of the conclusion of the Company's next AGM following the passing of this Resolution and the date which is 15 months from the date of the passing of this Resolution unless such authority is renewed, varied or revoked by the Company in general meeting, save that the Company may prior to such expiry make any offer or agreement which would or might require such shares or rights to be allotted or granted after the expiry of the said period and the directors may allot such shares or grant such rights in pursuance of any such offer or agreement as if the authority hereby conferred had not expired.

SPECIAL RESOLUTIONS

Resolution 15:

THAT, subject to the passing of Resolution 14, the directors be and are hereby generally and unconditionally authorised to allot equity securities (within the meaning of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares of £0.0025 each in the capital of the Company held by the Company as treasury shares for cash, as if section 561 of the Act did not apply to any such allotment or sale, provided that such power shall be limited to:

- a) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity shares to:
 - i. holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings;
 - ii. holders of other equity securities, as required by the rights of those securities, or as the directors otherwise consider necessary,

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

- b) the allotment (otherwise than under paragraph (a) above) of equity securities or sale of treasury shares up to an aggregate nominal amount of £24,214 (approximately 10% of the ISC); and
- c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

The authority granted by this Resolution 15 shall expire on whichever is earlier of the conclusion of the Company's next AGM following the passing of this Resolution and the date which is 15 months from the date of the passing of this Resolution unless such authority is renewed, varied or revoked by the Company in general meeting, save that the Company may prior to such expiry make any offer or agreement which would or might require equity securities to be allotted or granted after the expiry of the said period and the directors may allot such equity securities in pursuance of any such offer or agreement as if the authority hereby conferred had not expired.

Resolution 16:

THAT, subject to the passing of Resolution 14, the directors be and are hereby generally and unconditionally authorised, in addition to any authority granted under Resolution 15, to allot equity securities (within the meaning of the Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash, as if section 561 of the Act did not apply to any such allotment or sale, provided that such power shall be limited to:

- a) the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £24,214 (approximately 10% of the ISC) and 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 board of directors of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
- b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

The authority granted by this Resolution 16 shall expire on whichever is earlier of the conclusion of the Company's next AGM following the passing of this Resolution and the date which is 15 months from the date of the passing of this Resolution unless such authority is renewed, varied or revoked by the Company in general meeting, save that the Company may prior to such expiry make any offer or agreement which would or might require equity securities to be allotted or granted after the expiry of

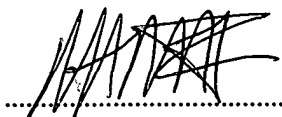
the said period and the directors may allot such equity securities in pursuance of any such offer or agreement as if the authority hereby conferred had not expired.

Resolution 17:

THAT, the Company be generally and unconditionally authorised pursuant to section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.0025 each in the capital of the Company ("**Ordinary Shares**") on such terms and in such manner as the directors shall determine, provided that:

- a) the maximum number of Ordinary Shares hereby authorised to be purchased is limited to an aggregate of 9,685,669 shares;
- b) the minimum price (exclusive of any expenses) which may be paid for each Ordinary Share is £0.0025;
- c) the maximum price (exclusive of any expenses) which may be paid for each Ordinary Share is an amount equal to 105% of the average of the middle market quotations for an Ordinary Share of the Company as derived from the AIM appendix to the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such share is contracted to be purchased
- d) this authority shall expire on whichever is earlier of the conclusion of the Company's next AGM following the passing of this Resolution and the date which is 15 months from the date of the passing of this Resolution unless such authority is renewed, varied or revoked by the Company in general meeting; and
- e) the Company may make a contract to purchase ordinary shares under this authority prior to the expiry of this authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares pursuant to any such contract as if such authority had not expired.

Signed by



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RACHAEL MATZOPOULOS
Company Secretary