

Registered Number: 12904766

LIGHTNING FIBRE HOLDCO LIMITED
(the “Company”)

PRIVATE COMPANY LIMITED BY SHARES

**SHAREHOLDERS’ WRITTEN RESOLUTION
CIRCULATED ON 12 July 2023 (the “Circulation Date”)
PURSUANT TO CHAPTER 2
OF PART 13 OF THE COMPANIES ACT 2006**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution (the “**Resolution**”).

SPECIAL RESOLUTION

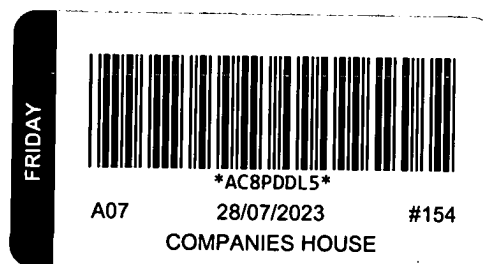
THAT:

- (i) the 56,000 B ordinary shares of £0.01 each in the capital of the Company held by Benjamin Ferriman shall be converted into and redesignated as 42,000 deferred shares of £0.01 each in the capital of the Company (“**Deferred Shares**”) and as 14,000 D ordinary shares of £.01 each in the capital of the Company (“**D Shares**”); and
- (ii) the Deferred Shares and D Shares shall have the rights set out in the articles of association of the Company.

AGREEMENT

Please read the explanatory notes at the end of this document before signifying your agreement to the Resolution.

We, the undersigned, were at the time the Resolution was circulated entitled to vote on the Resolution and irrevocably agree to the Resolution.





Signed

Foresight Fibre Holdco Limited

Signed

Benjamin Ferriman

Signed

Simon Bonini

EXPLANATORY NOTES FOR SHAREHOLDERS:

1. If you agree to the Resolution, please signify your agreement by signing this document where indicated above and returning it to the Company by the following method:
 - **BY HAND:** by delivering the signed copy to Lightning Fibre Holdco Limited of The Shard C/O Foresight Group LLP, 32 London Bridge Street, London, England, SE1 9SG.
 - **BY POST:** by returning the signed copy by post to Lightning Fibre Holdco Limited of The Shard C/O Foresight Group LLP, 32 London Bridge Street, London, England, SE1 9SG.
 - **BY E-MAIL:** by attaching a scanned copy of the signed document to an e-mail and sending it to khyde-coppock@foresightgroup.eu. Please enter "For the attention of Katie Hyde-Coppock" in the e-mail subject box.

If you do not agree with the Resolution, you do not need to do anything.

2. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the date falling 28 days after the date on which the resolution is circulated, sufficient agreement has been received for the Resolution to be passed, the Resolution will lapse. If you agree to the Resolution, please ensure that signification of your agreement reaches us before or on this date.
4. Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it.