

Company number: 11168423

WRITTEN RESOLUTIONS OF THE COMPANY
PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006
LIGHTNING FIBRE LIMITED (the "Company")

2 September 2022 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that Resolutions 1 and 2 be passed as special resolutions and Resolution 3 be passed as an ordinary resolution (the "**Resolutions**");

SPECIAL RESOLUTION

1. **THAT** the draft regulations attached to this written resolution (the "**New Articles**") be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association of the Company.
2. **THAT** subject to the passing of resolution 1 above, the 8,141 B ordinary shares of £1.00 each be converted into and re-designated as 8,141 ordinary shares of £1.00 each, such ordinary shares having the same rights and being subject to the same restrictions as the existing ordinary shares of £1.00 each in the capital of the Company as set out in the New Articles to be adopted under resolution 1 above.

ORDINARY RESOLUTION

3. **THAT**, subject to the passing of Resolution 1 above, and in accordance with section 551 of the Companies Act 2006 the directors of the Company be generally and unconditionally authorised to allot 45,000,000 preference shares of £1.00 each in the capital of the Company such shares having the rights and being subject to the restrictions set out in the New Articles. This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) on the date five years from the date this Resolution is passed, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this Resolution had not expired.

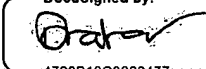
AGREEMENT

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

UK-644623685.1



We, the undersigned, being entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree and approve the Resolutions.

DocuSigned by:

Signed.....4726B16C8883477.....Amit Thakrar.....

Date: 2. September. 2022

LIGHTNING FIBRE HOLDCO LIMITED

EXPLANATORY NOTES FOR SHAREHOLDERS:

1. If you agree to the Resolutions, please signify your agreement by signing this document where indicated above and returning it to the Company by using one of the following methods:
 - **BY HAND:** by delivering the signed copy to Lightning Fibre Limited, 17 Connect 27 Business Park, Twin Oaks Drive, Polegate, East Sussex, BN26 6GP.
 - **BY POST:** by returning the signed copy by post to Lightning Fibre Limited, 17 Connect 27 Business Park, Twin Oaks Drive, Polegate, East Sussex, BN26 6GP.
 - **BY DOCUSIGN:** by electronically signing this document.

If you do not agree to the Resolutions, you do not need to do anything.
2. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by the date falling 28 days after the date on which the Resolutions is circulated, sufficient agreement has been received for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that signification of your agreement reaches us before or on this date.
4. Sufficient agreement will have been reached to pass an ordinary resolution if eligible members (i.e. members who were entitled to vote at the time the resolution was circulated) representing a simple majority of the total voting rights of eligible members signify their agreement to it. 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.
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

Registered Number: 11168423

**THE COMPANIES ACTS
LIGHTNING FIBRE LIMITED**

PRIVATE COMPANY LIMITED BY SHARES

**RESOLUTIONS
to which Chapter 3 of Part 3
of the Companies Act 2006 applies**

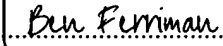
The following resolutions were passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as a special resolution and an ordinary resolution on 2 September 2022:

SPECIAL RESOLUTION

1. **THAT** the draft regulations attached to this written resolution (the “New Articles”) be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association of the Company.
2. **THAT** subject to the passing of resolution 1 above, the 8,141 B ordinary shares of £1.00 each be converted into and re-designated as 8,141 ordinary shares of £1.00 each, such ordinary shares having the same rights and being subject to the same restrictions as the existing ordinary shares of £1.00 each in the capital of the Company as set out in the Company's articles of association to be adopted under resolution 1 above.

ORDINARY RESOLUTION

3. **THAT**, subject to the passing of Resolution 1 above, and in accordance with section 551 of the Companies Act 2006 the directors of the Company be generally and unconditionally authorised to allot 45,000,000 preference shares of £1.00 each in the capital of the Company such shares having the rights and being subject to the restrictions set out in the New Articles. This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) on the date five years from the date this Resolution is passed, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this Resolution had not expired.

DocuSigned by:

.....
4D16AAAAC4E54A2...
Director

Date ..2..September..2022