

Company number: 11734368

WRITTEN CONSENT OF HOLDERS OF ORDINARY SHARES

in

ZZOOMM GROUP LIMITED

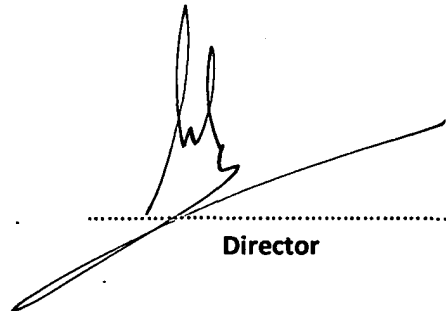
(the "Company")

to

VARIATIONS ETC. OF CLASS RIGHTS

Dated: 17 September 2020

On 17 September 2020, in accordance with article 10 of the articles of association of the Company (as adopted by special resolution passed on 18 November 2019), the holders of at least 75% in nominal value of the issued ordinary shares of £0.01 each in the capital of the Company ("**Ordinary Shares**"), irrevocably consented to and sanctioned the passing of resolutions numbered 1, 2 and 3 set out in the attached written resolutions of shareholders of the Company and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the Ordinary Shares as a class of shares that will or may be effected thereby (including, for the avoidance of any doubt, as a result of the adoption of the New Articles as referred to in resolution numbered 1 creating new classes of shares).


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Director

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ANNEXURE

WRITTEN SHAREHOLDER RESOLUTIONS

of

ZZOOMM GROUP LIMITED
(the "Company")

Circulation date: 17 September 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolutions of shareholders of the Company are passed, in the case of each resolution as a special resolution (together, the "**Resolutions**"):-

SPECIAL RESOLUTIONS

1. **THAT** the articles of association of the Company (in the form attached to these resolutions) (the "**New Articles**") be adopted as the new articles of association of the Company (in substitution for, and to the entire exclusion of, the existing articles of association) with effect from 'Initial Subscription Completion' (as defined in the subscription agreement relating to the Company entered into (or to be entered into) between the Company (1) Matthew Hare (2) and OCM Luxembourg Fibre Holdings sarl (3) (the "**Subscription Agreement**")).
2. **THAT** the Directors of the Company (the "**Directors**") be authorised in accordance with section 551 of the Companies Act 2006 (the "**CA 2006**") to allot convertible preference shares of £0.01 each in the Company ("**Convertible Preference Shares**"):-
 - (a) up to an aggregate nominal amount of £100,000,000 to OCM Luxembourg Fibre Holdings sarl (or any 'Investor Associate' as defined in the shareholders agreement relating to the Company entered into (or to be entered into) between the Company (1) Matthew Hare (2) OCM Luxembourg Fibre Holdings sarl (3) the Initial Shareholders (as therein defined) (4) and the Initial Managers (as therein defined) (the "**Shareholders Agreement**")) at a subscription price of £0.01 per share in cash,
 - (b) up to an aggregate nominal amount of £4,000,000 (at an effective issue price of £0.01 per share) to holders of convertible loan notes 2025 created pursuant to a loan note instrument dated 15 May 2020 executed by the Company (the "**Convertible Loan Notes**") on conversion of such Convertible Loan Notes;

such Convertible Preference Shares having the rights and being subject to the restrictions set out in the New Articles adopted pursuant to resolution no. 1 above and on the basis that the pre-emption rights of existing shareholders in the Company set out in article 11.2 of existing articles of association of the Company shall (to the extent not already disapplied) be disapplied in relation to the allotments and issues of all and any of such Convertible Preference Shares, provided that such authorities shall expire on the fifth (5th) anniversary of the date of this resolution (but so that the Directors may allot and issue any such Convertible Preference Shares after such expiry date so long as the Subscription Agreement shall have been entered into before such expiry date).

3. **THAT** the Directors be authorised in accordance with section 551 of the CA 2006 to allot MIP shares of £0.01 each in the Company ("**MIP Shares**") up to an aggregate nominal amount of £10,000.00 to the 'Initial Managers' as defined in the Shareholders Agreement and any other person who may become a 'Manager' (as defined in the Shareholders Agreement) after the date of execution of the Shareholders Agreement, in the case of the Initial Managers at a subscription price of £0.01 per share in cash and in the case of any other person who may become a 'Manager' at such subscription price as the Directors may (in their absolute discretion) determine, in any

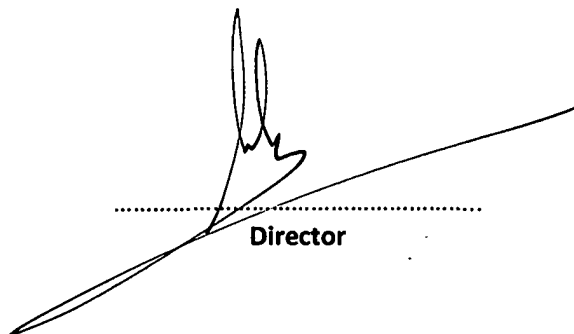
such case such MIP Shares having the rights and being subject to the restrictions set out in the New Articles adopted pursuant to resolution no. 1 above and on the basis that the pre-emption rights of existing shareholders in the Company set out in article 11.2 of existing articles of association of the Company shall be disapplied in relation to the allotments and issues of all and any of such MIP Shares, provided that such authorities shall expire on the fifth (5th) anniversary of the date of this resolution (but so that the Directors may allot and issue any such MIP Shares after such expiry date so long as the Subscription Agreement and Shareholders Agreement shall have been entered into before such expiry date).

Company number: 11734368

WRITTEN CONSENT OF HOLDERS OF ORDINARY A SHARES
in
ZZOOMM GROUP LIMITED
(the "Company")
to
VARIATIONS ETC. OF CLASS RIGHTS

Dated: 17 September 2020

On 17 September 2020, in accordance with article 10 of the articles of association of the Company (as adopted by special resolution passed on 18 November 2019), the holders of at least 75% in nominal value of the issued ordinary A shares of £0.01 each in the capital of the Company ("**Ordinary A Shares**"), irrevocably consented to and sanctioned the passing of resolutions numbered 1, 2 and 3 set out in the attached written resolutions of shareholders of the Company and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the Ordinary A Shares as a class of shares that will or may be effected thereby (including, for the avoidance of any doubt, as a result of the adoption of the New Articles as referred to in resolution numbered 1 creating new classes of shares)



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Director

ANNEXURE

WRITTEN SHAREHOLDER RESOLUTIONS

of

ZZOOMM GROUP LIMITED (the "Company")

Circulation date: 17 September 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolutions of shareholders of the Company are passed, in the case of each resolution as a special resolution (together, the "Resolutions"):-

SPECIAL RESOLUTIONS

1. **THAT** the articles of association of the Company (in the form attached to these resolutions) (the "New Articles") be adopted as the new articles of association of the Company (in substitution for, and to the entire exclusion of, the existing articles of association) with effect from 'Initial Subscription Completion' (as defined in the subscription agreement relating to the Company entered into (or to be entered into) between the Company (1) Matthew Hare (2) and OCM Luxembourg Fibre Holdings sarl (3) (the "Subscription Agreement")).
2. **THAT** the Directors of the Company (the "Directors") be authorised in accordance with section 551 of the Companies Act 2006 (the "CA 2006") to allot convertible preference shares of £0.01 each in the Company ("Convertible Preference Shares"):-
 - (a) up to an aggregate nominal amount of £100,000,000 to OCM Luxembourg Fibre Holdings sarl (or any 'Investor Associate' as defined in the shareholders agreement relating to the Company entered into (or to be entered into) between the Company (1) Matthew Hare (2) OCM Luxembourg Fibre Holdings sarl (3) the Initial Shareholders (as therein defined) (4) and the Initial Managers (as therein defined) (the "Shareholders Agreement")) at a subscription price of £0.01 per share in cash,
 - (b) up to an aggregate nominal amount of £4,000,000 (at an effective issue price of £0.01 per share) to holders of convertible loan notes 2025 created pursuant to a loan note instrument dated 15 May 2020 executed by the Company (the "Convertible Loan Notes") on conversion of such Convertible Loan Notes;

such Convertible Preference Shares having the rights and being subject to the restrictions set out in the New Articles adopted pursuant to resolution no. 1 above and on the basis that the pre-emption rights of existing shareholders in the Company set out in article 11.2 of existing articles of association of the Company shall (to the extent not already disapplied) be disapplied in relation to the allotments and issues of all and any of such Convertible Preference Shares, provided that such authorities shall expire on the fifth (5th) anniversary of the date of this resolution (but so that the Directors may allot and issue any such Convertible Preference Shares after such expiry date so long as the Subscription Agreement shall have been entered into before such expiry date).

3. **THAT** the Directors be authorised in accordance with section 551 of the CA 2006 to allot MIP shares of £0.01 each in the Company ("MIP Shares") up to an aggregate nominal amount of £10,000.00 to the 'Initial Managers' as defined in the Shareholders Agreement and any other person who may become a 'Manager' (as defined in the Shareholders Agreement) after the date of execution of the Shareholders Agreement, in the case of the Initial Managers at a subscription price of £0.01 per share in cash and in the case of any other person who may become a 'Manager' at such subscription price as the Directors may (in their absolute discretion) determine, in any

such case such MIP Shares having the rights and being subject to the restrictions set out in the New Articles adopted pursuant to resolution no. 1 above and on the basis that the pre-emption rights of existing shareholders in the Company set out in article 11.2 of existing articles of association of the Company shall be disapplied in relation to the allotments and issues of all and any of such MIP Shares, provided that such authorities shall expire on the fifth (5th) anniversary of the date of this resolution (but so that the Directors may allot and issue any such MIP Shares after such expiry date so long as the Subscription Agreement and Shareholders Agreement shall have been entered into before such expiry date).

Company number: 11734368

WRITTEN SHAREHOLDER RESOLUTIONS

of

ZZOOMM GROUP LIMITED
(the "Company")

Passed on: 22 September 2020

On 22 September 2020, the following written resolutions of the shareholders of the Company were passed as special resolutions:-

SPECIAL RESOLUTIONS

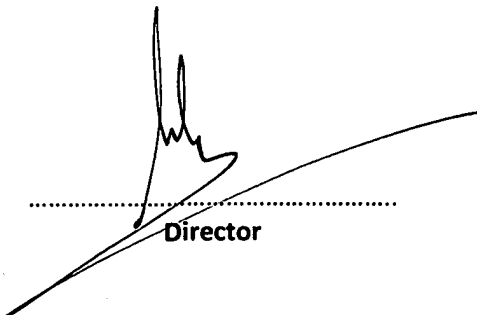
1. **THAT** the articles of association of the Company (in the form attached to these resolutions) (the "New Articles") be adopted as the new articles of association of the Company (in substitution for, and to the entire exclusion of, the existing articles of association) with effect from 'Initial Subscription Completion' (as defined in the subscription agreement relating to the Company entered into (or to be entered into) between the Company (1) Matthew Hare (2) and OCM Luxembourg Fibre Holdings sarl (3) (the "Subscription Agreement")).
2. **THAT** the Directors of the Company (the "Directors") be authorised in accordance with section 551 of the Companies Act 2006 (the "CA 2006") to allot convertible preference shares of £0.01 each in the Company ("Convertible Preference Shares"):-

- (a) up to an aggregate nominal amount of £100,000,000 to OCM Luxembourg Fibre Holdings sarl (or any 'Investor Associate' as defined in the shareholders agreement relating to the Company entered into (or to be entered into) between the Company (1) Matthew Hare (2) OCM Luxembourg Fibre Holdings sarl (3) the Initial Shareholders (as therein defined) (4) and the Initial Managers (as therein defined) (the "Shareholders Agreement")) at a subscription price of £0.01 per share in cash,
- (b) up to an aggregate nominal amount of £4,000,000 (at an effective issue price of £0.01 per share) to holders of convertible loan notes 2025 created pursuant to a loan note instrument dated 15 May 2020 executed by the Company (the "Convertible Loan Notes") on conversion of such Convertible Loan Notes;

such Convertible Preference Shares having the rights and being subject to the restrictions set out in the New Articles adopted pursuant to resolution no. 1 above and on the basis that the pre-emption rights of existing shareholders in the Company set out in article 11.2 of existing articles of association of the Company shall (to the extent not already disapplied) be disapplied in relation to the allotments and issues of all and any of such Convertible Preference Shares, provided that such authorities shall expire on the fifth (5th) anniversary of the date of this resolution (but so that the Directors may allot and issue any such Convertible Preference Shares after such expiry date so long as the Subscription Agreement shall have been entered into before such expiry date).

3. **THAT** the Directors be authorised in accordance with section 551 of the CA 2006 to allot MIP shares of £0.01 each in the Company ("MIP Shares") up to an aggregate nominal amount of £10,000.00 to the 'Initial Managers' as defined in the Shareholders Agreement and any other person who may become a 'Manager' (as defined in the Shareholders Agreement) after the date of execution of the Shareholders Agreement, in the case of the Initial Managers at a subscription price of £0.01 per share in cash and in the case of any other person who may become a 'Manager' at such subscription price as the Directors may (in their absolute discretion) determine, in any such case such MIP Shares having the rights and being subject to the restrictions set out in the

New Articles adopted pursuant to resolution no. 1 above and on the basis that the pre-emption rights of existing shareholders in the Company set out in article 11.2 of existing articles of association of the Company shall be disapplied in relation to the allotments and issues of all and any of such MIP Shares, provided that such authorities shall expire on the fifth (5th) anniversary of the date of this resolution (but so that the Directors may allot and issue any such MIP Shares after such expiry date so long as the Subscription Agreement and Shareholders Agreement shall have been entered into before such expiry date).



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Director