

Company number: 11734368

SPECIAL RESOLUTION

of

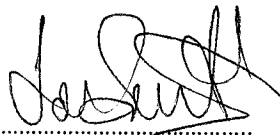
ZZOOMM GROUP LIMITED
(the "Company")

Passed on: 22 December 2023

On 22 December 2023, the following written resolution of the shareholders of the Company was passed as a special resolution:-

SPECIAL RESOLUTION

THAT, in addition and without prejudice to all existing authorities conferred on the Directors of the Company (the "**Directors**") pursuant to section 551 of the Companies Act 2006 (the "**CA 2006**"), the Directors be authorised in accordance with section 551 CA 2006 to exercise all of the powers of the Company to grant rights of conversion into (and allot and issue on exercise of such conversion rights) new convertible cumulative redeemable preference shares of £0.01 each in the Company ("**Convertible Preference Shares**") up to an aggregate nominal amount of £50,000,000, such rights to be exercisable in respect of all or any part of the principal amount of the loans made to the Company by OCM Luxembourg Fibre Holdings sarl ("**OCM**") pursuant to the convertible unsecured loan agreement entered into (or proposed to be entered into) between OCM (1) and the Company (2) (the "**Convertible Loan Agreement**") and at a conversion price of £0.01 per Convertible Preference Share, such Convertible Preference Shares having the rights and being subject to the restrictions set out in the Company's articles of association (the "**Articles**") and on the basis that the pre-emption rights of existing shareholders in the Company set out in article 72 of the Articles or under the Companies Act 2006 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 authority shall expire on 31 December 2023 (but so that the Directors may allot and issue any such Convertible Preference Shares after such expiry date so long as the Convertible Loan Agreement shall have been entered into before such expiry date).



Director