



**THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED AT
THE ANNUAL GENERAL MEETING OF INFRASTRATA PLC
HELD AT OFFICES OF BUCHANAN COMMUNICATIONS LIMITED,
45 MOORFIELDS, LONDON EC2Y 9AE
ON MONDAY 31ST JANUARY 2011 AT 1100 HOURS.**

Special Resolution**Dis-application of Pre-emption Rights**

“THAT, the Directors be and they are hereby empowered pursuant to section 570 CA 2006 to allot equity securities (within the meaning of section 560 CA 2006) for cash pursuant to the authority conferred by Resolution 5, as if section 561 CA 2006 did not apply to any such allotment, provided that this power shall be limited

- (A) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (B) of Resolution 5, by way of a right issue only):
- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings, and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

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 the requirements of any regulatory body or stock exchange or any other matter (including any such problems arising by virtue of equity securities being represented by depositary receipts), and

- (B) to the allotment (otherwise than under paragraph (A) of this Resolution 6) of equity securities up to an aggregate nominal amount of £738,042 ,

and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or 31 January 2012, whichever is the earlier, except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired ”

I, Walter Rookehurst Roberts, as Company Secretary of InfraStrata plc certify that the above is a transcript of the resolution passed by the above meeting and that the resolution remain in full force and effect at the date hereof.

**4th February 2011.**