

# InfraStrata plc

(company number: 06409712) (the "Company")

At a general meeting of shareholders of the Company held at 8th Floor, Northern & Shell Building 10 Lower Thames Street London EC3R 6AF on 13 January 2021 at 11:00 a.m. the following Resolutions were duly passed. Resolutions 1 and 3 were proposed as special resolutions and resolution 2 was proposed as an ordinary resolution.

## SPECIAL RESOLUTION

1. THAT,

- a) the directors of the Company from time to time (the "Directors") be authorised pursuant to section 551 of the Companies Act 2006 ("Act") (in addition and without prejudice to any subsisting like authority to allot shares in the Company ("Shares")) generally and unconditionally to exercise all powers of the Company to allot Shares up to an aggregate nominal amount of £76,220.82 in connection with the Placing and the Open Offer, provided that the authority conferred on the Directors by this part of this resolution shall expire on 31 March 2021, save that under this authority the Company may before such expiry make an offer or agreement which would or might require the Shares to be allotted after such expiry and the Directors may allot Shares in pursuance of such an offer or agreement as if the authority conferred by this part of this resolution had not expired; and
- b) the Directors be empowered in accordance with section 571 of the Act (in addition and without prejudice to any subsisting like power) to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred on them by part (a) of this resolution, as if section 561(1) and subsections (1) – (6) of section 562 of the Act did not apply to such allotment, provided that the power conferred by this part of this resolution shall be limited to the allotment of equity securities for cash up to a maximum nominal amount of £76,220.82 in connection with the Placing and the Open Offer and shall expire on 31 March 2021, save 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 by this part of the resolution had not expired.

## ORDINARY RESOLUTION

2. THAT, the Directors are generally and unconditionally authorised for the purposes of section 551 of the Act, in substitution for all previous authorisations prior to the date of this meeting and in addition to the authority to allot Shares granted by resolution 1(a), to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £271,353.92 and this authorisation shall, unless previously revoked by resolution of the Company, expire at the earlier of the commencement of the annual general meeting to be held by the Company in 2022 and the date which is 15 months following the passing of this resolution. The Company may, at any time before such expiry, make offers or enter into agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the

Directors may allot shares or grant Rights in pursuance of any such offer or agreement as if this authorisation had not expired.

### SPECIAL RESOLUTION

3. THAT, subject to the passing of Resolution 2, the Directors are empowered pursuant to section 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorisation conferred by Resolution 2 above as if section 561 of the Act did not apply to the allotment, provided that this power shall be limited to:

(a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities made: (i) to holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on the record date for such offer; and (ii) to holders of other equity securities as may be required by the rights attached to those securities or, if the directors consider it desirable, as may be permitted by such rights, but subject in each case to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

(b) the allotment (otherwise than pursuant to 3(a) above) of further equity securities up to an aggregate nominal amount of £122,109.26,

and this power shall, unless previously revoked by resolution of the Company, expire at the earlier of the commencement of the annual general meeting to be held by the Company in 2022 and the date which is 15 months following the passing of this resolution. The Company may, at any time before the expiry of this power, make offers or enter into agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.



-----  
**Director**

13 January 2021