



Bigblu Broadband plc
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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("AGM") of Bigblu Broadband plc (the "Company") will be held at The Old Rectory, 72 Marychurch Street, London SE16 4HZ on 21st May 2020 at 2.15 p.m. to consider, and if thought fit, to pass the following resolutions, of which resolutions 1 to 4 will be proposed as ordinary resolutions and resolution 5 will be proposed as a special resolution:-

Ordinary Business

1. To receive and adopt the report of the Directors and the financial statements for the period ended 30th November 2019 and the report of the auditors thereon.
2. To re-elect, as a Director of the Company, Simon Clifton who retires in accordance with Article 71.1 of the Company's Articles of Association and offers himself for re-election.
3. THAT haysmacintyre be re-appointed as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that their remuneration be determined by the Directors.

Special Business

4. THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 as amended (the "Act"), in substitution for all previous authorities granted to them, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £2,878,543.95 and such authority shall, unless previously revoked or varied by the Company in general meeting, expire on the conclusion of the Annual General Meeting of the Company to be held in 2021 provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted after such expiry and the Directors may allot relevant shares or grant Rights to any such offer or agreement as if the authority conferred hereby had not expired.
5. THAT the Directors be and they are hereby empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 4 above as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:-

(a) the allotment of equity securities in connection with an issue in favour of shareholders where the equity securities respectively attributable to the interests of all such shareholders are proportionate (or as nearly as may be practicable) to the respective number of Ordinary Shares in the capital of the Company held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange, in any territory; and

(b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of further equity securities up to an aggregate nominal amount of £863,563.05,

provided that this power shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire at the conclusion of the Annual General Meeting of the Company to be held in 2021. The Company may, before such expiry, make offers or agreements, which would or might require equity securities to be allotted after such expiry and the Directors are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

BY ORDER OF THE BOARD

B Harber
Company Secretary
27th April 2020

Covid-19

We note the current issues surrounding COVID-19 (coronavirus) and the rapidly developing public health guidance at the time of writing. This includes the stringent requirements requiring UK nationals to stay at home except in certain circumstances (which do not include attending an AGM), the social distancing and shielding guidance for those over the age of 70 or with underlying medical conditions, and the ban on all non-essential travel. The health and safety of our shareholders and colleagues is always our utmost priority. **Please note that if the public health guidance remains unchanged shareholders will not be able to attend the AGM in person and those that attend the venue will be denied entry. Therefore, we strongly encourage you to consider ensuring your vote is counted by submission of a proxy form in accordance with notes 1 and 4 below.** Although this outcome is undesirable, the directors of the Company believe that, in the current circumstances, there is no alternative to ensure the health, safety and security of attendees and to allow the business of the AGM to be transacted.

We will continue to monitor the situation and the latest available public health guidance, and will provide updates in relation to our AGM on our website as and when necessary.

Should you wish to raise any questions ahead of the AGM please do so via email to the Company Secretary at ben.harber@shma.co.uk

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR by hand, or sent by post, so as to be received not less than 48 hours before the time fixed for the holding of the meeting (excluding any part of a day which is not a working day) or any adjournment thereof (as the case may be). Please note the Share Registrars Limited will accept scans of the proxy forms via email sent to the following address: voting@shareregistrars.uk.com with 'BigBlu Broadband plc AGM vote' in the subject line provided that such email is received not less than 48 hours before the time fixed for the holding of the meeting (excluding any part of a day which is not a working day) or any adjournment thereof (as the case may be).
2. Any member entitled to attend and vote at the meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not also be a member.
3. The completion and return of a form of proxy will not preclude a member from attending in person at the meeting and voting should he wish to do so.
4. CREST members may appoint a proxy through CREST by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message ("a CREST proxy instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so that they are received by Share Registrars Limited (ID 7RA36) by 2.15 p.m. (UK time) on 19th May 2020 (or, if the meeting is adjourned, the time that is 48 hours (excluding non-working days) before the time fixed for the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. Any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST proxy instructions. It is therefore the responsibility of the CREST member concerned to take (or procure the taking of) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
5. The Company has specified that only those members entered on the register of members by 2.15 pm on 19th May 2020 shall be entitled to attend and vote at the meeting in respect of the number of Ordinary Shares of 15p each in the capital of the Company held in their name at that time. Changes to the register after 2.15pm on 19th May 2020 shall be disregarded in determining the rights of any person to attend and vote at the meeting.

- 6.** Shareholders who have general queries about the Annual General Meeting or need additional proxy forms should call Share Registrars on 01252 821390. Calls outside the United Kingdom will be charged at the international applicable rate. Lines are open between 9.00 a.m. and 5.30 p.m. Monday to Friday excluding public holidays in England Wales. No other methods of communication will be accepted. Please note that Share Registrars Limited cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security training purposes.
- 7.** Resolution 2 – Article 71.1 of the Company's Articles of Association require that one third of the directors of the Company who have held office since the last Annual General Meeting, must retire and, if they are eligible, may offer themselves for re-election. If their number is not a multiple of 3 then the number nearest to but not exceeding 33.3% shall retire from office, provided always that if in any year the number of Directors (other than those retiring in accordance with Article 69) is two, one of such Directors shall retire, and if in any year there is only one Director (other than those retiring as aforesaid) that Director shall retire. The Directors to retire at the Annual General Meeting in every year shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be the Directors who have been longest in office since their last election. As between Directors of equal seniority, the Directors to retire shall in the absence of agreement be selected from among them by lot. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires. This year Simon Clifton will be standing for re-election as a director of the Company having offered himself for re-election. In addition, and as announced on 5th March 2020, Stephen Morana retires in accordance with Article 71.1 and having not offered himself for re-election such retirement will be effective from the conclusion of the Annual General Meeting.
- 8.** Resolution 4 – As required by the Act, this resolution, to be proposed as an Ordinary Resolution, relates to the grant to the Directors of authority to allot unissued Ordinary Shares until the conclusion of the Annual General Meeting to be held in 2021, unless the authority is renewed or revoked prior to such time. In accordance with best practice, and if approved, this authority is limited to a maximum of 19,190,293 Ordinary Shares, which is equivalent to approximately 33.3% of the issued share capital of the Company as at the date of this Notice.
- 9.** Resolution 5 – The Act requires that, subject to certain limited exceptions, if the Directors decide to allot unissued Ordinary Shares in the Company, such shares must first be offered to existing shareholders in proportion to their existing holdings. This is known as shareholders' pre-emption rights. However, to act in the best interests of the Company the Directors may require flexibility to allot shares for cash without regard to the shareholders' pre-emption rights set out in the provisions of Section 561(1) of the Act. Therefore this resolution, to be proposed as a Special Resolution, seeks authority to enable the Directors to allot equity securities up to a maximum of 5,757,087 Ordinary Shares, being equal to approximately 10% of the Company's issued share capital, as at the date of this Notice. This authority expires at the conclusion of the Annual General Meeting to be held in 2021.