

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains the resolutions to be voted on at the General Meeting of Satellite Solutions Worldwide Group plc (“SSW” or the “Company”) to be held on 25 July 2016. If you are in any doubt about the action you should take you are recommended immediately to seek advice from your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) who specialises in advising on the acquisition of shares and other securities.

The Directors of SSW, whose names appear on page 5 of this document, accept responsibility for the information contained in this document. To the best of the knowledge of the Directors (who have taken reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

If you have sold or otherwise transferred all of your ordinary shares of one penny each in the capital of the Company (“**Ordinary Shares**”), please immediately forward this document, together with the Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be distributed, forwarded or transmitted in or into the United States, Canada, Australia or Japan or any other jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction. If you have sold or transferred only part of your holding of Ordinary Shares you should retain this document, and immediately consult the stockbroker, bank or other agent through whom the sale or transfer was effected. **This document should be read in conjunction with the accompanying Form of Proxy and the Notice of General Meeting as set out at the end of this Circular. The whole text of this document should be read.**

Notice of a General Meeting of SSW to be held at the offices of Fladgate LLP at 16 Great Queen Street, London, WC2B 5DG at 10.00 a.m. on 25 July 2016 is set out at the end of this document. Shareholders are urged to complete and return the enclosed Form of Proxy, in accordance with the instructions printed thereon, as soon as possible and, in any event, so as to be received by the Company’s registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR no later than 10.00 a.m. on 22 July 2016. Completion and return of the Form of Proxy will not preclude Shareholders from attending the meeting and voting in person should they subsequently wish to do so.

SATELLITE SOLUTIONS WORLDWIDE GROUP PLC

(Incorporated in England and Wales with registered number 09223439)

Proposed acquisition of Avonline Satellite Services Holdings Limited

Proposed subscription for £12,000,000 loan notes

and

Notice of General Meeting

Strand Hanson Limited

Nominated & Financial Adviser

Arden Partners PLC

Broker

Strand Hanson Limited (“**Strand Hanson**”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and Arden Partners plc (“**Arden**”) which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as broker to the Company in connection with the proposals described in this document. Neither Strand Hanson nor Arden will regard any other person as its client and will not be responsible to anyone else for providing the protections afforded to the clients of Strand Hanson or Arden or for providing advice in relation to such proposals. Neither Strand Hanson nor Arden has authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Strand Hanson or Arden for the accuracy of any information or opinions contained in this document or for the omission of any information. Strand Hanson as nominated adviser to the Company owes certain responsibilities to the London Stock Exchange which are not owed to the Company, the Directors, Shareholders or any other person.

The distribution of this Circular in certain jurisdictions may be restricted by law. No action has been taken by the Company, Strand Hanson or Arden that would permit possession or distribution of this Circular in any jurisdiction where action for that purpose is required. Persons into whose possession this Circular comes are required to inform themselves about and to observe any such restrictions.

This Circular does not constitute an offer of securities and accordingly is not a prospectus, neither does it constitute an admission document drawn up in accordance with the AIM Rules.

FORWARD LOOKING STATEMENTS

This document includes “forward-looking statements” which include all statements other than statements of historical facts, including, without limitation, those regarding the Company’s financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words “targets”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “anticipates”, “would”, “could” or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors

beyond the Company's control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. These forward looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless it is required to do so by applicable law or the AIM Rules.

Copies of this Circular are available free of charge on the Company's website:
www <http://www.satellitesolutionsworldwide-ir.com>

DEFINITIONS

Acquisition	the acquisition of ASSH by SSWL.
Acquisition Agreement	the agreement dated 6 July 2016 and made between (1) Satellite Solutions Worldwide Limited (2) the Sellers, (3) Avonline plc and (4) the Company relating to the Acquisition.
AIM Rules	the AIM rules for Companies, as published and amended from time to time by the London Stock Exchange.
Articles	the existing articles of association of the Company as at the date of this Circular.
ASSH	Avonline Satellite Services Holdings Limited, company number 10177312.
ASSL	Avonline Satellite Services Limited, company number 10201939, which is a wholly owned subsidiary of ASSH.
Avonline Broadband Group	ASSH and its wholly owned subsidiary, ASSL.
Avonline plc	Avonline plc, company number 03756315.
BGF	BGF Investments LP.
Business Day	any day, other than a Saturday or Sunday, upon which commercial banks are open for business in London, UK.
Circular	this document.
Company or SSW	Satellite Solutions Worldwide Group Plc, company number 09223439.
Convertible Notes	the £2,400,000 unsecured, convertible loan notes to be constituted by the Company and to be subscribed for by BGF pursuant to the Subscription Agreement.
CREST	the relevant system for the paperless settlement of trades and the holding of uncertificated securities operated by Euroclear UK and Ireland in accordance with the CREST Regulations.
CREST member	a person who has been admitted by Euroclear UK and Ireland as a system-member (as defined in the CREST Regulations).
CREST Regulations	the Uncertificated Securities Regulation 2001.
Directors or Board	the directors of the Company, as set out on page 5 of the Circular.
Euroclear UK & Ireland	Euroclear UK & Ireland Limited, the operator of CREST.
Existing Loan Notes	the £2,000,000 unsecured loan notes issued to BGF by the Company and constituted by an instrument dated 24 April 2016.
Form of Proxy	the form of proxy accompanying this Circular.
GBM	gross billable margin, being (in short) annualized sales value

	invoiced under customary procedures, less costs associated with service delivery (in all cases net of VAT) and conforming to UK GAAP.
General Meeting or GM	the general meeting of Shareholders to be held at the offices of Fladgate LLP at 16 Great Queen Street, London, WC2B 5DG at 10.00 a.m. on 25 July 2016.
London Stock Exchange	London Stock Exchange plc.
New Loan Notes	the Ordinary Notes and the Convertible Notes.
Notice of General Meeting	the notice of General Meeting set out at the end of this Circular.
Option	the option to be granted by the Company to BGF pursuant to the Subscription Agreement.
Ordinary Notes	the £9,600,000 unsecured loan notes to be constituted by the Company and to be subscribed for by BGF pursuant to the Subscription Agreement.
Ordinary Shares	the ordinary shares of one penny each in the capital of the Company.
Registrars	Share Registrars Limited of The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR.
Resolutions	the resolutions to be proposed at the General Meeting.
Sellers	Mark Wynn and Helen Drew, directors of and shareholders in each of Avonline plc and ASSH.
Shareholder(s)	holder(s) of Ordinary Shares.
SSWL	Satellite Solutions Worldwide Limited, the Company's wholly owned subsidiary.
Subscription	the subscription by BGF for the New Loan Notes pursuant to the Subscription Agreement.
Subscription Agreement	the agreement dated 6 July 2016 and made between the Company, the Directors, BGF and Business Growth Fund PLC.

SATELLITE SOLUTIONS WORLDWIDE GROUP PLC

(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 09223439)

Michael Tobin OBE (Non-Executive Chairman)
Andrew Walwyn (Chief Executive Officer)
Frank Waters (Finance Director)
Rodger Sargent (Non-Executive Director)
Paul Howard (Non-Executive Director)

Registered Office:
Satellite House
108 Churchill Road
Bicester
Oxfordshire
OX26 4XD

7 July 2016

Dear Shareholder,

Acquisition, Subscription, and Notice of General Meeting

1. Introduction

Today, the Company announced that it has agreed conditionally to acquire the entire issued share capital of ASSH for a base consideration of up to £10.0 million payable in cash, of which £9.5 million is payable on completion and a further £500,000 one year after Completion (or earlier, subject to meeting certain financial targets). A further incentive payment is payable subject to the financial performance of the acquired business post completion being above an agreed hurdle rate.

ASSH operates, through its subsidiary ASSL, one of the leading satellite broadband businesses in the UK known as Avonline Broadband, with a customer base of approximately 9,500 customers. The acquisition of ASSH is a transformational event for SSW and increases SSW's UK and global customer base to 17,000 and 35,000, respectively.

The Company will finance the consideration through existing resources and a new £10.0 million financing arrangement with BGF, which provided the £2.0 million Existing Loan Notes in April 2016. The Company has entered in to a conditional funding agreement with BGF, pursuant to which BGF will provide a total investment of £12.0 million by way of a subscription for new loan notes (a net new investment of £10.0 million, after redeeming the £2.0 million Existing Loan Notes), comprising £9.6 million unsecured loan notes and £2.4 million unsecured convertible loan notes (convertible at 9p per share). BGF will also be granted an option to acquire 74,019,915 new Ordinary Shares at 7.5p per share.

The arrangements with BGF would, on conversion of the Convertible Notes or exercise of the Option, exceed the existing authorities which the Directors have to allot new Ordinary Shares for cash without pre-emption. Accordingly, the purpose of this Circular is to provide Shareholders with information regarding the Acquisition and the Subscription and to give notice of a general meeting at which shareholders will be asked to approve, *inter alia*, resolutions granting such new authorities, amongst other additional authorities, to enable the Directors to complete the Subscription and hence the Acquisition.

The terms of the acquisition of ASSH are governed by the Acquisition Agreement. The terms of the subscription with BGF are governed by the Subscription Agreement. Completion of the Acquisition Agreement and the Subscription Agreement are inter-conditional and subject to Shareholder approval of the Resolutions described below.

Accordingly, the Company is seeking the approval by Shareholders of the Resolutions which are to be put to the General Meeting of the Company to be held at the offices of Fladgate LLP at 16 Great Queen Street, London, WC2B 5DG at 10.00 a.m. on 25 July 2016. **If Shareholder approval of Resolutions 1, 2 and 3 is not given at the General Meeting, neither the Subscription nor the Acquisition as currently envisaged will proceed.** The Notice of General Meeting is set out at the end of this Circular and a Form of Proxy is also enclosed for you to complete. This Circular includes an explanation of the Resolutions.

2. Avonline Broadband and the Acquisition

ASSH, through its subsidiary ASSL, operates a satellite broadband business primarily in the UK, with a total customer base of approximately 9,500, of which approximately 92% are consumers and approximately 92% are based in the UK. The acquisition of ASSH's customer base is a transformational event for SSW and increases SSW's UK and global customer base to 17,000 and 35,000, respectively.

ASSH was incorporated on 12 May 2016 and ASSL on 26 May 2016 as part of a restructuring of Avonline plc. The satellite broadband business and related inventory of Avonline plc was transferred to ASSL, a subsidiary of ASSH, which was demerged from Avonline plc. This restructuring is a significant benefit to the Company, enabling it to acquire an operating business, with an eight year track record, whilst limiting the possibilities of unidentified historical liabilities.

In the year ended 31 December 2015, Avonline plc's satellite broadband business generated revenues of approximately £5.0 million. As the ASSL business was previously a division of a larger entity, it is not possible to generate directly comparable data on costs or margins and therefore profitability. The Company has, however, been able to complete detailed due diligence into ASSH and ASSL and believes that average revenue per user is comparable with that generated by SSW's existing business in the UK, although its gross margins are around a third higher.

Acquisition Rationale

The Company believes that the earnings enhancing acquisition of ASSH has tremendous strategic value for SSW, is low-risk and can be readily integrated into the SSW group. The size and scale of the combined business means SSW will become the UK's leading satellite broadband provider. The acquisition will provide economies of scale within operations, marketing, logistics and sales.

ASSH will be the eighth acquisition by the Company since it joined AIM in May 2015 and will significantly enhance its recurring revenue base. The Company remains focused on organic and acquisitive growth and the Acquisition further enhances its ability to service broadband "white spots". The Government's "BDUK" voucher scheme will help to underpin growth and post completion of the Acquisition, the Company will have 17,000 customers in the UK giving it an ideal base to target an estimated 300,000 properties across the UK that could benefit from the Government's decision to subsidise satellite broadband.

The Acquisition Agreement

The Company, through its subsidiary SSWL, has agreed to purchase the entire issued share capital of ASSH from the Sellers.

The purchase price for ASSH is £9.5 million payable in cash on completion plus a further £0.5 million deferred consideration payable when annualized monthly GBM within the six months following Completion reaches the equivalent of £2.5 million or in any event no later than twelve months following completion of the Acquisition, subject to clawback if GBM for the full year following Completion is lower than £2.5 million. The Company is a party to the Acquisition Agreement as the guarantor of SSWL's payment obligations.

In addition, the Company has agreed to make an incentive payment based on the financial performance of the Avonline Broadband Group business during the 12 months following Completion of a multiple of five times the excess GBM for that period over £2.5 million, subject to an overall maximum such that the total payable in connection with the Acquisition cannot reach or exceed the Company's market capitalisation as at the close of business on 6 July 2016 (being the latest practicable date prior to the posting of this document). In practice, the Company and the Sellers expect this additional payment to be no more than £2.0 million (taking the total payable to £12.0 million), which represents GBM for the Avonline Broadband Group business for the 12 months following completion of £2.9 million (which would compare very favourably, given the growth trajectory, with the £1.9 million achieved in the year ended 31 December 2015). This additional payment has been designed to encourage sustainable growth in both the customer base and GBM.

Completion of the Acquisition Agreement is conditional upon completion of the Subscription, the receipt of consents to change of control from the Avonline Broadband Group's wholesale satellite service providers, there being no material breach of warranty or material adverse change affecting the Avonline Broadband Group and its business, and the market capitalisation of the Company not

falling below the level of the base consideration. The base consideration is also subject to a customary cash/debt adjustment based on completion accounts.

On completion of the Acquisition, ASSL and Avonline plc will enter into a transitional services agreement pursuant to which Avonline plc will provide all support services to ASSL and its customers for a 12 month transitional period. These services include, but are not limited to: website hosting, customer service, customer communications, technical support, customer billing and full customer acquisition and churn management. No additional consideration is payable for this. In addition, Avonline plc has committed to £250,000 of marketing spend for the duration of the transitional services agreement to promote the satellite business under an agreed marketing strategy.

The Sellers have given customary warranties and tax indemnities appropriate to the scale and nature of the transaction including indemnities against liabilities of Avonline plc pursuant to the restructuring referred to above.

3. The Subscription and BGF

The Subscription

The Company has entered in to a conditional funding agreement with BGF, pursuant to which BGF will provide a total investment of £12.0 million by way of a subscription for new unsecured loan notes (a net new investment of £10.0 million, after redeeming the £2.0 million Existing Loan Notes), comprising £9.6 million Ordinary Notes and £2.4 million Convertible Notes (convertible at 9p per share).

The Ordinary Notes and the Convertible Notes carry a fixed coupon of 10% per annum, with interest payable quarterly in arrears and are repayable in full on 31 May 2024, together with a redemption premium of £5,511,493. The Company has the ability to repay early with the prior consent of BGF but subject to an early redemption payment equivalent to 12 months' interest.

The Company has also agreed to grant BGF an option to subscribe for 74,019,915 new Ordinary Shares, representing 18% of the aggregate of the Company's issued share capital, shares under options and shares under warrants in each case as at the date of this Circular, exercisable at 7.5p per share at any time after whichever is the earlier of the third anniversary of the date of the option agreement, the date the New Loan Notes become due and payable, the date on which BGF receives notice of a change of control of SSW and the date on which the Board declares an interim or final dividend. The Option will lapse on whichever is the earlier of 31 August 2021 and completion of a change of control.

Completion of the Subscription Agreement is conditional upon the passing of Resolutions 1, 2 and 3 at the General Meeting by no later than 25 July 2016, the Acquisition Agreement becoming unconditional in all respects except for the payment of the consideration, there being no material adverse change relating to SSW and there being no material adverse change relating to ASSH.

The Company has given various covenants to BGF regarding the conduct of its business, typical of those required by lenders to growth companies. The Company has agreed, among other things, not to do any of the following without first obtaining the consent of BGF:

- appoint any director or auditor of the Company;
- make any disposal or acquisition of significant assets;
- sell, transfer or otherwise dispose of or purchase, enter into an option to purchase or otherwise acquire any interest in any share capital of any company;
- incur any borrowing; and
- issue or create or grant any option for securities in the capital of the Company, subject to certain limited exceptions.

The Company has also given warranties to BGF which are customary for a transaction of this size and nature. The Directors have given warranties to BGF regarding their personal information. The maximum aggregate liability of the Company under such warranties is the aggregate amount of BGF's investment, subject to a *de minimis* threshold and a limitation period.

BGF will be entitled to nominate a person to be appointed as a director of the Company at any time following completion of the Subscription.

About BGF

The Business Growth Fund is the UK's most active provider of growth capital to small and mid-sized businesses. The companies it backs are privately-owned or listed on AIM, and typically have revenues of between £5m and £100m. BGF generally makes initial investments of between £2m-£10m and can provide additional funding to support further growth. BGF is an independent company with capital of up to £2.5 billion and is backed by five of the UK's main banking groups: Barclays, HSBC, Lloyds, RBS and Standard Chartered.

4. Current trading and prospects

SSW's current trading continues to be in line with market expectations for the year. The Directors anticipate that the Acquisition will be earnings enhancing from the outset and that the combined customer bases of SSW and the Avonline Broadband Group will provide an excellent springboard for the Company to realise significant revenue and cost synergies and thereby further increase scale and take advantage of the current opportunities in the UK market place – especially given the opportunities created by the UK Government's commitment to support investment to achieve superfast broadband coverage for 95% of the UK by December 2017.

5. Resolutions and General Meeting

A notice convening a General Meeting of the Company, to be held at the offices of Fladgate LLP at 16 Great Queen Street, London, WC2B 5DG at 10:00 a.m. on 25 July 2016 is set out at the end of this Circular.

At the General Meeting, the following Resolutions will be proposed:

1. an ordinary resolution to approve, for the purposes of article 94.2 of the Articles, the borrowing constituted by the issue of the New Loan Notes;
2. an ordinary resolution to grant authority to the Directors to allot Ordinary Shares up to an aggregate nominal amount of £1,006,866 and limited to the allotment of Ordinary Shares arising on conversion of the Convertible Notes and arising on exercise of the Option;
3. a special resolution to dis-apply statutory pre-emption rights in respect of the allotment of the Ordinary Shares referred to in Resolution 2;
4. an ordinary resolution to grant authority to the Directors to allot Ordinary Shares up to an aggregate nominal amount of £2,150,000 in connection with the raising of equity finance to fund future acquisitions. The Company's strategy is to grow organically and by acquisition and therefore is seeking appropriate authority here to enable the Directors to issue shares for cash or as consideration to enable the Company to finance, *inter alia*, future acquisitions; and
5. a special resolution to dis-apply statutory pre-emption rights in respect of the allotment of the Ordinary Shares referred to in Resolution 4.

6. Action to be taken by Shareholders

Shareholders will find accompanying this Circular a Form of Proxy for use at the General Meeting. Whether or not Shareholders intend to be present at the General Meeting, they are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed on it to the Company's registrar, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR as soon as possible and, in any event, so as to arrive no later than 10.00 a.m. on 22 July 2016. Completion and return of the Form of Proxy will not affect Shareholders' rights to attend and vote in person at the General Meeting if they so wish. Further information regarding the appointment of proxies can be found in the notes to the Notice of General Meeting.

In the case of non-registered Shareholders who receive these materials through their broker or other intermediary, such Shareholders should complete and send a letter of direction in accordance with the instructions provided by their broker or other intermediary.

Accordingly it is important that Shareholders vote in favour of Resolutions 1, 2 and 3 in order that the Subscription and Acquisition can proceed.

7. Directors' Recommendation

The Directors consider the Subscription and Acquisition to be in the best interests of the Company and its Shareholders as a whole and unanimously recommend that Shareholders vote in favour of

the Resolutions to be proposed at the General Meeting as they intend to do in respect of their own beneficial holdings of 63,186,850 Ordinary Shares, representing approximately 20.5% of the Ordinary Shares.

Yours faithfully

Michael Tobin OBE

Chairman

SATELLITE SOLUTIONS WORLDWIDE GROUP PLC

*(Incorporated and registered in England and Wales under the Companies Act 2006
with registered no. 09223439)*

NOTICE OF GENERAL MEETING

NOTICE IS GIVEN that a General Meeting of Satellite Solutions Worldwide Group plc will be held at the offices of Fladgate LLP at 16 Great Queen Street, London, WC2B 5DG at 10:00 a.m. on 25 July 2016 for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolutions 1, 2 and 4 will be proposed as ordinary resolutions and Resolutions 3 and 5 will be proposed as special resolutions.

Words and phrases defined in the Company's circular to shareholders dated 7 July 2016, of which this notice of general meeting forms part have the same meaning in this notice unless the context requires otherwise.

Resolution 1 – ordinary resolution

To approve, for the purposes of article 94.2 of the Company's articles of association, the borrowing constituted by the issue of the New Loan Notes.

Resolution 2 – ordinary resolution

That the Directors be and they are generally and unconditionally authorised in accordance with section 551 of the Companies 2006 Act ("**CA 2006**") to exercise all powers of the Company to allot Ordinary Shares up to an aggregate nominal amount of £1,006,866 pursuant to the conversion of the Convertible Notes and the exercise of the Option provided that this authority is in addition to and not in substitution for all previous authorities pursuant to section 551 CA 2006 and will expire at whichever is the earlier of the conclusion of the next Annual General Meeting of the Company and 30 June 2017 (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 in respect of any such offer or agreement as if the authority had not expired).

Resolution 3 – special resolution

That, conditional on the passing of Resolution 2 above, the Directors be and they are empowered pursuant to Section 571 CA 2006 to allot equity securities (within the meaning of section 560 CA 2006) for cash pursuant to the authority conferred by Resolution 2 above as if section 561(1) CA 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of Ordinary Shares up to an aggregate nominal amount of £1,006,866 in connection with the conversion of the Convertible Notes and the exercise of the Option and will expire at whichever is the earlier of the conclusion of the next Annual General Meeting of the Company and 30 June 2017 (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 in respect of any such offer or agreement as if the authority had not expired).

Resolution 4 – ordinary resolution

That the Directors be and they are generally and unconditionally authorised in accordance with section 551 of the Companies 2006 Act to exercise all powers of the Company to allot Ordinary Shares up to an aggregate nominal amount of £2,150,000 provided that this authority is in addition to and not in substitution for all previous authorities pursuant to section 551 CA 2006 and will expire at whichever is the earlier of the conclusion of the next Annual General Meeting of the Company and 30 June 2017 (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 in respect of any such offer or agreement as if the authority had not expired)

Resolution 5 – special resolution

That, conditional on the passing of Resolution 4 above, the Directors be and they are empowered pursuant to Section 571 CA 2006 to allot equity securities (within the meaning of section 560 CA 2006) for cash pursuant to the authority conferred by Resolution 4 above as if section 561(1) CA 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of Ordinary Shares up to an aggregate nominal amount of £2,150,000 and will expire at whichever

is the earlier of the conclusion of the next Annual General Meeting of the Company and 30 June 2017 (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 in respect of any such offer or agreement as if the authority had not expired).

By order of the Board of Directors

Ben Harber
Company Secretary
7 July 2016

Registered Office

Satellite House
108 Churchill Road
Bicester
Oxfordshire
OX26 4XD

Notes to the notice of General Meeting

Entitlement to attend and vote

1. The only members entitled to attend and vote at the meeting are those who are registered on the Company's register of members at:
 - 1.1 10.00 a.m. on 22 July 2016 ; or
 - 1.2 if the meeting is adjourned, at 10.00 a.m. on the day two days prior to the adjourned meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.
4. You may appoint more than one proxy so long as each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form (which you may photocopy) for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
5. If no voting indication is given in relation to any resolution, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.

Appointment of proxy using hard copy proxy form

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, it must be:
 - 6.1 completed and signed;
 - 6.2 sent or delivered to the Company's registrar, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR; and
 - 6.3 received by the Company's registrar no later than 10.00 a.m. on 22 July 2016.
7. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxies through CREST

8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from

<https://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (**CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (**EUI**) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by our agent (ID:7RA36) by 10.00 a.m. on 22 July 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp 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. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is 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 as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Appointment of proxy by joint members

9. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

Changing proxy instructions

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out in notes 6 to 9 above. Note that the cut off time for receipt of proxy appointments specified in those notes also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
11. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company registrar as indicated in note 4 above. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

12. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
13. The revocation notice must be received by the Company no later than 10.00 a.m. on 22 July 2016.

14. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 15 below, your proxy appointment will remain valid.
15. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

16. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

17. As at 10.00 a.m. on 6 July 2016, the Company's issued share capital comprised 308,146,282 ordinary shares of one penny each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 10.00 a.m. on 6 July 2016 is 308,146,282.

Communication

18. Except as provided above, members who have general queries about the meeting should contact the Company's registrar, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR.

SATELLITE SOLUTIONS WORLDWIDE GROUP PLC

(company number 09223439) (Company)

GENERAL MEETING

FORM OF PROXY

Before completing this form, please read the explanatory notes below.

I am / we are a member of the Company, entitled to attend and vote at any general meeting of the Company. I/we appoint the person named below, or failing him/her the chairman of the meeting, as my/our proxy to vote on my/our behalf at the general meeting of the Company to be held at the following place and time, and at any adjournment:

Name of member:	
Name of proxy:	
Place of meeting:	Fladgate LLP, 16 Great Queen Street, London WC2B 5DG
Date of meeting:	10.00 a.m. on Monday 25 July 2016

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an "X". If no indication is given, my/our proxy will vote or abstain from voting at his discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he thinks fit in relation to any other matter which is properly put before the meeting.

	<i>Resolutions</i>	<i>For</i>	<i>Against</i>	<i>Withheld</i>
1.	To authorise the borrowing constituted by the New Loan Notes (Ordinary Resolution).			
2.	To authorise the directors to allot and issue equity securities arising on conversion of the Convertible Loan Notes and exercise of the Option (Ordinary Resolution).			
3.	To dis-apply statutory pre-emption rights relating to the allotment of equity securities pursuant to Resolution 2, as set out in the notice of meeting (Special Resolution).			
4.	To authorise the directors to allot and issue equity securities (Ordinary Resolution).			
5.	To dis-apply statutory pre-emption rights relating to the allotment of equity securities pursuant to Resolution 4, as set out in the notice of meeting (Special Resolution).			

Signature: _____

Date: _____

Notes to the proxy form:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form (which you may photocopy) for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must speak with the Company's registrars, Share Registrars Limited The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using this form, it must be:
 - 6.1 completed and signed;
 - 6.2 sent or delivered to the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR; and
 - 6.3 received by the Company's registrars no later than 10.00 a.m. on 22 July 2016.
7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Share Registrars Limited (ID: 7RA36) by 10.00 a.m. on 22 July 2016. See the notes to the notice of meeting for further information on proxy appointment through CREST.
10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).

11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
12. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
13. Please complete and return to: Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR.