

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or about what action to take, you are recommended immediately to seek your own professional advice from your stockbroker, solicitor, accountant or other financial adviser duly authorised under the Financial Services and Markets Act 2000 ("FSMA") who specialises in advising upon investments in shares and other securities.**

If you have sold or otherwise transferred all of your Ordinary Shares in Cubo Communications Group Plc, please forward this document and the accompanying Form of Proxy at once to the purchaser or transferee or the agent through whom the sale or transfer was effected, for onward delivery to the purchaser or transferee. If you have sold part only of your holding of Ordinary Shares in Cubo Communications Group Plc, please contact the bank, stockbroker or other agent through whom the sale or transfer was effected as to the actions you should take.

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**CUBO COMMUNICATIONS GROUP PLC**  
*(incorporated in England and Wales under number 05433076)*

## **Notice of General Meeting**

**in connection with**  
**the purchase and cancellation by the Company of Ordinary Shares**

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You are recommended to read the whole of this document but your attention is drawn, in particular, to the letter to Shareholders from the Chairman of Cubo Communications Group Plc (the "Company"), which contains the unanimous recommendation of the directors of the Company that you vote in favour of the resolution to be proposed at the General Meeting to be held at 10.00 am on 27 October 2014.

Notice of a General Meeting of the Company to be held at the offices of Withers LLP, 16 Old Bailey, London EC4M 7EG, on 27 October 2014 at 10.00 am is set out at the end of this document. Shareholders will find enclosed a Form of Proxy for use at the General Meeting. The Form of Proxy should be completed, signed and returned to the Company's registrars, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received no later than 10.00 am on 23 October 2014. The completion and return of a Form of Proxy will not affect your right to attend and vote in person at the General Meeting or any adjournment thereof, if you wish to do so. If you do not send in a valid Form of Proxy or attend the General Meeting in person and vote, no one else may vote on your behalf.

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## DEFINITIONS

<b>“Board”</b>	the directors of the Company whose names are set out in the letter from the Chairman of the Company in this document
<b>‘Business Day’</b>	a day (other than a Saturday, Sunday or public holiday) when banks in the City of London are open for business
<b>“Buybacks”</b>	the purchase of 10,463,753 ordinary shares of 1p each in the capital of Company from the registered holders; each purchase being a <b>“Buyback”</b>
<b>“Company”</b>	Cubo Communications Group Plc
<b>“Directors”</b>	the directors of the Company
<b>“Form of Proxy”</b>	the form of proxy enclosed with this document for use by Shareholders in connection with the General Meeting
<b>“General Meeting”</b>	the general meeting of the Company convened for 10.00 am on 27 October 2014, notice of which is set out at the end of this document
<b>“Notice”</b>	the notice of the General Meeting set out at the end of this document
<b>“Ordinary Shares”</b>	the ordinary shares of 1p each in the capital of the Company
<b>“Proposed Agreement”</b>	the share purchase agreements proposed to be entered into between the Company and the owners of 10,463,753 ordinary shares of 1p each in the capital of the Company
<b>“Resolution”</b>	the resolution to be proposed at the General Meeting as set out in the Notice
<b>“Shareholders”</b>	holders of Ordinary Shares

## LETTER FROM THE CHAIRMAN OF THE COMPANY

### CUBO COMMUNICATIONS GROUP PLC

(Registered in England and Wales with registered number 05433076)

#### **Directors**

Andrew Harris, Non-Executive Chairman  
Kerry Simpson, Chief Executive Officer  
Ian Mansel-Thomas, Chief Financial Officer

#### **Registered office**

Holden House  
57 Rathbone Place  
London W1T 1JU

#### **To all Shareholders**

Dear Sir or Madam

### **Buyback of Ordinary Shares**

### **Notice of General Meeting**

#### **1. INTRODUCTION**

I am writing to give you details of the ordinary resolution to be proposed at a General Meeting to be held at 10.00 am on 27 October 2014 at the offices of Withers LLP, 16 Old Bailey, London EC4M 7EG, which is set out in the Notice of General Meeting at the end of this document.

#### **Proposed Agreements**

The Board proposes that the Company enter into share purchase agreements (the "Proposed Agreements") with the owners of 10,463,753 ordinary shares of 1 pence each in the capital of the Company, pursuant to which the Company will agree to purchase such Ordinary Shares for an aggregate amount of £47,086.89, following which such Ordinary Shares will be cancelled.

The entry by the Company into the Proposed Agreements is subject to the authorisation and approval of the Company's shareholders at the General Meeting by way of the ordinary resolution which, to be passed, will require the approval of the holders of more than 50 per cent or more of the Ordinary Shares the votes of which are cast at the General Meeting and who are entitled to vote at the General Meeting.

#### **2. SHARE BUYBACK**

The Board considers that the Buybacks are in the best interest of the Company.

The Agreements will be available for inspection at the Company's registered office, Holden House, 57 Rathbone Place, London W1T 1JU, during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded) from 10 October 2014 until the close of the General Meeting and, on the date of the General Meeting, at the place of the General Meeting.

Subject to and following completion of the Proposed Agreements in accordance with their terms (including the passing of the resolution by the necessary majority at the General Meeting) and the cancellation of the repurchased shares, the issued share capital of the Company will comprise 174,456,022 ordinary shares of 1p each.

#### **3. DIRECTORS' SHAREHOLDINGS**

The interests (all of which are beneficial unless otherwise stated) of the Directors and persons connected with them in the existing share capital of the Company as at the date of this document and immediately following the Buybacks are as follows:

<i>Name</i>	<i>Current Shareholding</i>	<i>Percentage of current issued share capital</i>	<i>Shareholding following Buybacks</i>	<i>Percentage of issued share capital following Buybacks</i>
Andrew Harris	nil	nil	nil	nil
Kerry Simpson	31,806,742	17.20%	31,806,742	18.23%
Ian Mansel-Thomas	nil	nil	nil	nil

#### 4. GENERAL MEETING

Set out at the end of this document is a notice convening the General Meeting of the Company to be held at the offices of Withers LLP at 16 Old Bailey, London EC4M 7EG, at 10.00 am on 27 October 2014. At this General Meeting, the Resolution will be proposed.

The Company has received irrevocable undertakings from the following Shareholders undertaking to vote in favour of the Resolution:

<i>Shareholder</i>	<i>Number of Ordinary Shares</i>	<i>% of issued Ordinary Shares</i>
Kerry Simpson	31,806,742	17.20%
Chris Walmsley	31,806,742	17.20%
Helen Burton	16,701,055	9.03%
George Campbell	16,701,055	9.03%
<b>TOTAL</b>	<b>97,015,594</b>	<b>52.46%</b>

#### 5. ACTIONS TO BE TAKEN - GENERAL MEETING

You will find enclosed with this document a Form of Proxy for use at the General Meeting. Whether or not you propose to attend the General Meeting in person, you are requested to complete and return the Form of Proxy to the Registrars in accordance with the instructions printed thereon as soon as possible and, in any event, so as to be received no later than 10.00 am on 23 October 2014. Completion and return of a Form of Proxy will not preclude you from attending the General Meeting and voting in person if you wish.

#### 6. RECOMMENDATION

The Directors, having disclosed their interests in the Company and their intentions with regard to their individual holdings, consider that the Buybacks and Resolution to be considered at the General Meeting are fair and reasonable and are in the best interests of the Company and the Shareholders as a whole.

**The Directors therefore unanimously recommend that you vote in favour of the Resolution as they have undertaken to do so in respect of their own current beneficial holdings of 31,806,742 Ordinary Shares, representing 17.20 per cent of the existing issued Ordinary Shares.**

Yours faithfully,

**Andrew Harris**  
*Non-Executive Chairman*

## CUBO COMMUNICATIONS GROUP PLC

### NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Cubo Communications Group Plc (the "Company") will be held at the offices of Withers LLP, 16 Old Bailey, London EC4M 7EG, on 27 October 2014 at 10.00 am to consider and, if thought fit, to pass the following resolution:

### ORDINARY RESOLUTION

THAT the terms of the share purchase agreements entered into or proposed to be entered into for:

1. the buyback of 3,556,999 ordinary shares of 1p each in the capital of the Company ('Ordinary Shares') for £16,006.50;
2. the buyback of 250,000 Ordinary shares for £1,125.00;
3. the buyback of 2,317,334 Ordinary Shares for £10,428.00;
4. the buyback of 500,000 Ordinary Shares for £2,250.00;
5. the buyback of 2,383,999 Ordinary Shares for £10,728.00
6. the buyback of 1,248,421 Ordinary Shares for £5,617.89;
7. the buyback of 50,000 Ordinary Shares for £225.00;
8. the buyback of 50,000 Ordinary Shares for £225.00;
9. the buyback of 80,000 Ordinary Shares, for £360.00;
10. the buyback of 15,000 Ordinary Shares for £67.50; and
11. the buyback of 12,000 Ordinary Shares, for £54.00.

be authorised and approved, provided that such authority and approval, unless varied, revoked or renewed, shall expire on 31 December 2014.

Dated: 10 October 2014

**BY ORDER OF THE BOARD**

Registered Office:  
Holden House  
57 Rathbone Place  
London W1T 1JU

**Ian Mansel-Thomas**  
Secretary

#### Notes:

1. A Shareholder entitled to attend and vote at the above Meeting convened by the above Notice shall be entitled to appoint one or more proxies to attend, speak and vote on his behalf, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a Shareholder of the Company.
2. A Form of Proxy is enclosed. The appointment of a proxy will not prevent a Shareholder from subsequently attending and voting at the meeting in person, in which case any votes cast by the proxy will be excluded.

3. To be effective, the instrument appointing a proxy, and (failing prior registration) any letter or power of attorney under which it is executed (or a duly certificated copy thereof) must be deposited at the Company's registrars, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA not less than 2 days before the time for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same date as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, provided that a proxy and any such power or authority in respect of a poll to be taken otherwise than on the same day as the meeting or the adjourned meeting, but less than 2 business days thereafter, may be delivered to the chairman of the meeting at any time before the poll is taken.
4. A Shareholder which is a company (a "corporation") and which wishes to be represented at the meeting by a person with authority to speak, vote on a show of hands and vote on a poll (a "corporate representative") must submit a certified copy of the resolution giving the relevant authority to that corporate representative to the Company's registrars, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, not less than 48 hours before the time for holding the meeting or adjourned meeting. A corporate representative has the same powers on behalf of the corporation he/she represents as that corporation could exercise if it were an individual Shareholder of the Company. Alternatively, a corporation may complete and return a Form of Proxy.
5. In the case of joint Shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which their names stand in the register of members in respect of their joint holding. The names of all joint Shareholders should be stated on the Form of Proxy, but the signature of one holder will be sufficient.