

CUBO COMMUNICATIONS GROUP Plc

NOTICE OF MEETING

Notice is hereby given that the annual general meeting (the "AGM") of Cubo Communications Group Plc (the "Company") will be held at the offices of Kingston Smith LLP, 141 Wardour Street, London W1F 0UT on 30 June 2015 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions which in the case of Resolutions 1, 2, 3, 4 and 6 will be proposed as Ordinary Resolutions and Resolution 5 as a Special Resolution:

1. Report and Accounts

To receive the audited financial statements of the Company for the year ended 31 December 2014, together with the Directors' report and the auditor's report on those financial statements.

2. Reappointment of auditors

To reappoint Kingston Smith LLP as auditors of the Company to hold office until the conclusion of the Company's next AGM.

3. Auditor's remuneration

To authorise the Directors to fix the remuneration of the auditors.

4. Allotment of shares

That the Directors be and hereby they are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot shares (or grant rights to subscribe for or to convert any security into shares) up to an aggregate nominal amount of £1,550,000. Unless previously revoked, varied or extended, this authority shall expire on the fifth anniversary of the passing of this resolution, except that the Company may at any time before such expiry make an offer or agreement which would or might require shares to be allotted or any such rights to be granted after such expiry, and the Directors may allot shares or grant any such rights in pursuance of such an offer or agreement as if this authority had not expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the CA 2006 but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

5. Disapplication of pre-emption rights

That, subject to the passing of the previous resolution granting authority to the Directors pursuant to section 551 of the Act and in accordance with section 570 of the Act, the Directors be given the general power to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority of the Directors under section 551 of the Act conferred by the previous resolution as if section 561(1) of the Act did not apply to any such allotment, provided that:

(a) the power conferred by this resolution shall be limited to:

- (i) the allotment of equity securities in connection with an invitation or offer of equity securities to the holders of ordinary shares in the capital of the Company (excluding any shares held by the Company as treasury shares (as defined in section 724(5) of the Act)) on a fixed record date in proportion (as nearly as is practicable) to their respective holdings of such shares, or in accordance with the rights attached to such shares, 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 any territory, or the requirements of any regulatory body or stock exchange in, or otherwise howsoever; and

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- (ii) the allotment, otherwise than pursuant to sub-paragraph (a)(i) above, of equity securities up to an aggregate nominal amount of £1,550,000; and
- (b) unless previously revoked, varied or extended, this power shall expire on the fifth anniversary of the passing of this resolution, except that the Company may at any time 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 an offer or agreement as if this power had not expired.

6. Share buyback

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

- (a) the buyback of 16,058,806 ordinary shares of 1p each in the capital of the Company ('Ordinary Shares') for £72,264.63; and
- (b) the buyback of 5,180,074 Ordinary Shares for £23,310.33

be authorised and approved, provided that such authority and approval, unless varied, revoked or renewed, shall expire on 31 August 2015.

Dated: 5 June 2015

By order of the Board

Ian Mansel-Thomas
Company Secretary

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

Notes:

1. Holders of Cubo Communications Group Plc ordinary shares are entitled to attend this meeting. Any member entitled to attend and vote at the meeting may appoint one or more proxies to attend, to speak and to vote on his behalf at the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the member. A proxy need not be a member of the Company but must attend the meeting to represent him or her.
2. A Form of Proxy is enclosed for holders of Cubo Communications Group Plc ordinary shares. To be valid, the Form of Proxy (together with the power of attorney or other authority (if any) under which it is signed or a duly certified copy of such power of attorney or other authority) must be received, duly completed and signed, by the registrars of the Company, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, not later than Friday 26 June 2015. Completion of a Form of Proxy will not preclude a member from attending and voting in person.
3. A shareholder which is a corporation (including 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 registered office (for the attention of the Company Secretary) by the same deadline as in note 2 above. 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 member of the Company. Alternatively, a corporation may complete and return a Form of Proxy.

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4. 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 holders 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.
5. The resolutions will be decided on a show of hands unless a poll is demanded in accordance with the provisions of the articles of association of the Company and of the Companies Act 2006.
6. Any question relevant to the business of the AGM may be asked at the meeting by anyone permitted to speak at the meeting.