

**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 you should take, you are recommended 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 recently sold or transferred your shares in Cubo Communications Group Limited, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

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

**Notice of Annual General Meeting**

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Notice of the Annual General Meeting of Cubo Communications Group Ltd to be held at the offices of RSM UK at 25 Farringdon Street, London EC4A 4AB at 12.00pm on 24<sup>th</sup> September 2018 is set out at the end of this document.

Shareholders will find enclosed a Form of Proxy for use at the Annual General Meeting. **Whether or not you intend to be present at the Annual General Meeting, the Form of Proxy should be completed, signed and returned to the Company's registrars Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received no later than 12.00pm on 22<sup>nd</sup> September 2018.** The completion and return of a Form of Proxy will not affect your right to attend and vote in person at the Annual 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 Annual General Meeting in person and vote, no one else may vote on your behalf.

## DEFINITIONS

<b>“Annual General Meeting”</b>	the annual general meeting of the Company convened for 12.00pm on 24 <sup>th</sup> September 2018, notice of which is set out at the end of this document
<b>“Company”</b>	Cubo Communications Group Ltd
<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 Annual General Meeting
<b>“Notice”</b>	the notice of the Annual General Meeting set out at the end of this document
<b>“Ordinary Shares”</b>	the ordinary shares of 1 pence each in the capital of the Company
<b>“Resolutions”</b>	the resolutions to be proposed at the Annual General Meeting as set out in the Notice
<b>“Shareholders”</b>	the holders of Ordinary Shares

## **PART 1**

### **CUBO COMMUNICATIONS GROUP LIMITED NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the annual general meeting (the “AGM”) of Cubo Communications Group Ltd (the “Company”) will be held at the offices of RSM UK at 25 Farringdon Street, London EC4A 4AB at 12.00pm on 24<sup>th</sup> September 2018 for the purpose of considering and, if thought fit, passing the following Resolutions. Resolutions 1 to 3 will be proposed as Ordinary resolutions.

#### **Ordinary Resolutions**

##### **1. Annual Accounts**

To receive and adopt the Company's audited annual accounts for the financial year ended 31 December 2017 together with the directors' report and auditor's report on those accounts.

##### **2. Reappointment of auditors**

To reappoint RSM UK Audit 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.

Dated: 7<sup>th</sup> September 2018

By order of the Board

Ian Mansel-Thomas  
Director and Company Secretary

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

## Notes:

1. Holders of Cubo Communications Group Ltd 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 Ltd 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, Steelpark Road, Halesowen B62 8HD, not later than 12.00pm on 22<sup>nd</sup> September 2018. 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.
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.