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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.

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

Notice of Annual General Meeting

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 11.00am on 30th September 2019 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 11.00am on 26th September 2019.** 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

“Annual General Meeting”	the annual general meeting of the Company convened for 11.00am on 30 th September 2019, notice of which is set out at the end of this document
“Company”	Cubo Communications Group Ltd
“Directors”	the directors of the Company
“Form of Proxy”	the form of proxy enclosed with this document for use by Shareholders in connection with the Annual General Meeting
“Notice”	the notice of the Annual General Meeting set out at the end of this document
“Ordinary Shares”	the ordinary shares of 1 pence each in the capital of the Company
“Resolutions”	the resolutions to be proposed at the Annual General Meeting as set out in the Notice
“Shareholders”	the holders of Ordinary Shares

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 11.00am on 30th September 2019 for the purpose of considering and, if thought fit, passing the following Resolutions. Resolutions 1 to 4 will be proposed as Ordinary resolutions and Resolution 5 as a Special Resolution.

Ordinary Resolutions

1. Annual Accounts

To receive and adopt the Company's audited annual accounts for the financial year ended 31 December 2018 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.

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

- (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.

Dated: 13th September 2019

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 11.00am on 26th September 2019. 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.