

# RURAL BROADBAND SOLUTIONS PLC

(Incorporated and registered in the Isle of Man under the Isle of Man Companies Act 2006)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Annual General Meeting of Rural Broadband Solutions plc (the “Company”) will be held at the offices of Apex Corporate Services (IOM) Limited, Exchange House, 54-62 Athol Street, Douglas, Isle of Man, IM1 1JD, British Isles on Wednesday 31 August 2022 at 12.30 p.m. to transact the following ordinary business with each of the resolutions below to be proposed as an ordinary resolution.

1. To receive and consider the audited consolidated financial statements of the Company for the year ended 31 December 2021, together with the reports thereon of the Company’s directors and auditors.
2. To re-elect Dr Keith Harris, who retires by rotation pursuant to Article 86.1 of the Company’s Articles of Association, as a director of the Company.
3. To re-appoint Jeffrey’s Henry LLP as Auditor of the Company, who has indicated its willingness to continue in office as Auditor of the Company, for the year ending 31 December 2022.
4. To authorise the Directors to determine the remuneration of the Auditor.

Registered Office

Exchange House  
54-62 Athol Street  
Douglas  
Isle of Man  
IM1 1JD  
British Isles

By Order of the Board

Ian Dungate  
Secretary  
Date: 13 June 2022

**NOTES:**

- 1 A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, to vote instead of him; a proxy need not be a member of the Company. In the case of joint holders, if more than one such joint holder is present, only the person whose name stands first in the register of members of the Company in respect of the relevant joint holding will be entitled to vote, whether in person or by proxy.
- 2 A form of proxy accompanies this Notice. Completion and return of the form of proxy will not preclude a member from attending and voting at the Meeting if he so wishes. In the event that a member who has lodged a form of proxy attends the Meeting, his form of proxy will be deemed to have been revoked.
- 3 In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, should be deposited at Apex Corporate Services (IOM) Limited, Exchange House, 54-62 Athol Street, Douglas, Isle of Man IM1 1JD, British Isles (Attn: Ian Dungate Email: alerts.iom@apexgroup.com) no later than 48 hours before the date appointed for holding the meeting.
4. The Company, pursuant to regulation 22 of the Uncertificated Securities Regulations 2006 of the Isle of Man, specifies that only those shareholders registered in the register of members of the Company as at 12.30p.m. on Monday 29 August 2022 shall be entitled to attend or vote at the aforesaid Annual General Meeting (the “**Meeting**”) in respect of the number of shares registered in their name at the relevant time. If the Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend or vote at the adjourned meeting is 48 hours before the date fixed for the adjourned meeting. Changes to entries on the register of members after such times shall be disregarded in determining the rights of any person to attend or vote at the Meeting (or any adjournment thereof).

# RURAL BROADBAND SOLUTIONS PLC

(Incorporated and registered in the Isle of Man under the Isle of Man Companies Acts 2006)

## FORM OF PROXY

To be used for the Annual General Meeting of Rural Broadband Solutions plc (the "Company") to be held at the offices of Apex Corporate Services (IOM) Limited, Millennium House, 54-62 Athol Street, Douglas, Isle of Man, IM1 1JD, British Isles on Wednesday 31 August 2022 at 12.30p.m. to transact the following business:

I/We \_\_\_\_\_<sup>1</sup>

of \_\_\_\_\_<sup>1</sup> being member(s) of the

above-named Company, hereby appoint the Chairman of the Meeting or <sup>2</sup> \_\_\_\_\_

of \_\_\_\_\_ or Ian Dungate or failing

him, Suzanne Jones as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday 31 August 2022 and at any adjournment hereof:

I/We direct my/our proxy to vote in respect of the Resolutions to be proposed at such Annual General Meeting in the following manner <sup>3</sup>:-

### ORDINARY RESOLUTIONS

- 1 THAT the audited consolidated financial statements of the Company and reports thereon for the year ended 31 December 2021 be approved.
- 2 THAT Dr Keith Harris, who retires by rotation pursuant to Article 86.1 of the Company's Articles of Association, be re-elected as a director of the Company.
- 3 THAT Jeffrey's Henry LLP be re-appointed as Auditor of the Company for the year ended 31 December 2022.
- 4 THAT the Directors be authorised to determine the remuneration of the Auditor.

	FOR	AGAINST	ABSTAIN
1			
2			
3			
4			

Dated:

Signature \_\_\_\_\_

**NAME**

**(PLEASE INSERT YOUR NAME IN BLOCK CAPITALS):**

**NOTES:**

- 1 Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The name of all joint holders should be stated.
- 2 If you wish to appoint a person other than the Chairman of the Meeting as your proxy please delete the words "the Chairman of the Meeting" and print the name and address of the person you wish to appoint in the space provided.
- 3 Please indicate with an "X" in the appropriate space beside the resolution how you wish your proxy to vote on your behalf on a poll. The "Abstain" option is provided to enable you to withhold your vote on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted as a vote "for" or "against" a resolution. Except as otherwise instructed, your proxy will exercise his discretion as to how he votes or whether he abstains from voting.
- 4 This form of proxy must be signed by the member or his attorney duly authorised in writing, or if the appointer is a corporation the form of proxy must be executed under the hand of an officer of the corporation duly authorised on their behalf.
- 5 A member entitled to attend and vote is entitled to appoint one or more parties to attend and, on a poll, to vote instead of him. A proxy need not also be a member. In the case of joint holders, if more than one such joint holder is present, only the person whose name stands first in the register of members of the Company in respect of the relevant joint holding will be entitled to vote, whether in person or by proxy.
- 6 To be effective, this form of proxy should be completed and lodged at the Company's registered office c/o Apex Corporate Services (IOM) Limited, Exchange House, 54-62 Athol Street, Douglas, Isle of Man, IM1 1JD, British Isles (Email: alerts.iom@apexgroup.com) no later than 48 hours before the date appointed for holding the meeting together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority.
7. 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 may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the total number of shares held by you). Please also indicate if the form of proxy is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by you may result in the appointment being invalid.
8. 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.