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If you sell, have sold or otherwise transferred all your Ordinary Shares you should send this document, and the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or the transferee. However, the distribution of this document and/or the Form of Proxy into certain jurisdictions other than the United Kingdom may be restricted by law. Therefore, persons into whose possession this document and any accompanying documents come should inform themselves about, and observe, any such restrictions. If you sell or have sold or transferred only part of your holding of Ordinary Shares you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.



InfraStrata

INFRASTRATA PLC

(Incorporated and registered in England and Wales under the Companies Act 1985 with company number 06409712)

Notice of Annual General Meeting

Notice of the Annual General Meeting to be held at 11.00 a.m. on 31 January 2019 at 200 Strand, London WC2R 1DJ is set out at the end of this document. A Form of Proxy for use in connection with the Annual General Meeting is enclosed with this document. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed on it so as to be received by the Company's registrars, Link Asset Services at PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, as soon as possible, and in any event, no later than 11.00 a.m. on 29 January 2019 (or, in the case of an adjournment, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting). **Voting at the Annual General Meeting will be on a show of hands and each Shareholder entitled to attend and who is present in person or by proxy will be entitled to one vote for each Ordinary Share held.**

If you have any questions relating to this document, the Annual General Meeting and/or the completion and return of the Form of Proxy, please telephone the Company's registrars Link Asset Services on 0871 664 0300 if calling within the United Kingdom or +44 20 8639 3399 if calling from outside the United Kingdom. Lines are open between 8.30 a.m. and 5.30 p.m. Mon–Fri. Calls to the helpline from within the United Kingdom cost 12 pence per minute (including VAT) from a BT landline. Other service providers' costs may vary. Calls to the helpline from outside the United Kingdom will be charged at applicable international rates. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

The completion and return of a Form of Proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof, if you wish to do so and are so entitled.

LETTER FROM THE CHAIRMAN



InfraStrata

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(Incorporated and registered in England and Wales under the Companies Act 1985 with company number 06409712)

Directors:

Graham Victor Lyon, *Non-Executive Chairman*
John Wood, *Chief Executive Officer*
Arun Raman, *Non-Executive Director*

Registered Office:

200 Strand
London
WC2R 1DJ

To the Shareholders and, for information only to the holders of Warrants

4 January 2019

Dear Shareholder

NOTICE OF 2019 ANNUAL GENERAL MEETING (“AGM”)

1. Introduction

The 2019 AGM will take place at the Company’s registered office 200 Strand, London WC2R 1DJ at 11.00 a.m. on 31 January 2019. A notice of the AGM is set out at the end of this letter. This letter provides you with an explanation of the resolutions to be considered at the AGM.

2. Matters for consideration at the AGM

Resolution 1 Receiving the Accounts

The Board recommends the receiving of the accounts for the year ended 31 July 2018, together with the Reports of the Directors and the Auditors.

Resolution 2 Re-election of Director

The Board recommends the re-appointment of Graham Lyon who retires by rotation in accordance with Article 92.2 of the Company’s Articles of Association (“**Articles**”). He, being eligible, offers himself for re-election.

Resolutions 3 & 4 Re-appointment of Director

The Board recommends the re-appointment of John Wood and Arun Raman, who both retire as each was appointed following the last Annual General Meeting of the Company, in accordance with Article 87 of the Articles. Each individual, being eligible, offers himself for re-appointment.

Resolution 5 Re-appointment of auditors and Directors’ authority to fix their remuneration

The Board recommends the re-appointment of Nexia Smith & Williamson Audit Limited as auditors of the Company and for the Directors to be granted the authority to determine the remuneration of the auditors.

Resolution 6 Directors' authority to allot shares

This is an ordinary resolution granting general authority to the Directors to allot new ordinary shares in the capital of the Company up to a nominal amount of £50,000.00. This resolution renews the authority granted at the last general meeting of the Company. The authority will expire on the date of the next annual general meeting.

Resolution 7 Electronic Communications to Shareholders

The Company is seeking to send and supply documents or information generally ("**Shareholder Information**") (such as annual accounts and reports, notices of general meetings and forms of proxy) to shareholders by making such Shareholder Information available electronically via a website, namely, the Company's website (the "**Website**"), rather than by post or other approved means.

In order to be able to send and supply Shareholder Information to shareholders in this manner, it has to be approved by shareholders in a general meeting and the Company is required to ask shareholders individually to consent to receive Shareholder Information via the Website.

Your approval and consent will help the Company to reduce the costs in terms of administration, printing and postage and the impact on the environment through the reduced consumption of paper and inks, whilst still providing you with electronic access to the latest Shareholder Information. Please note that there may be circumstances in which the Company may need to send Shareholder Information to you in "hard copy" form rather than by Website publication, in which case the Company reserves the right to do so.

Accordingly, this letter requests your individual consent to receive Shareholder Information by means of publication on the Website. Please note that if we do not receive a response from you by 11.00 a.m. on 8 February 2019 you will be deemed to have agreed that the Company may supply Shareholder Information to you via the Website.

If you agree to the Company sending or supplying documents or information via the Website, you do not need to take any further action.

We will notify you when new Shareholder Information is available on the Website. This notification will include the address of the Website, the place on the Website where the Shareholder Information may be accessed and details of how to access the Shareholder Information. We will provide this notification to you by post sent to your registered address or, if you would prefer, by email alert. In the latter case, please register your email address at the Investors section of our website, www.infrastratapl.com.

If you would like to continue to receive Shareholder Information by post rather than via the Website, you should complete the enclosed Electronic Communications Reply Form and return it to the Company's registrars, Link Asset Services at PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF.

Should you wish in future to change your choice of how you receive Shareholder Information, you may do so at any time by writing to the Company. In addition, you may request any Website-published Shareholder Information in hard copy form at any time from the Company.

Resolution 8 Disapplication of pre-emption rights

This is a special resolution authorising the Directors to allot ordinary shares for cash up to the threshold described in Resolution 6 on a non pre-emptive basis pursuant to the authority conferred by Resolution 6. The Board considers that the authority proposed in this Resolution is necessary to allow it to move quickly, as it deems appropriate, when new funding sources become available to the Company without further recourse to Shareholders. The authority will expire on the date of the next annual general meeting.

3. Form of Proxy

Whether you intend to attend the AGM or not, please complete and return the accompanying Form of Proxy to the Company's registrars, Link Asset Services, at PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF so as to be received no later than 11.00 a.m. on 29 January 2019. By doing so, you will not preclude yourself from attending and voting in person at the Meeting.

4. Recommendation

The Board considers each of the proposed resolutions to be in the best interests of the Company and Shareholders as a whole. Accordingly, the Board unanimously recommends that you vote in favour of all the resolutions.

A handwritten signature in black ink, appearing to read 'G. Lyon', with a long horizontal flourish extending to the right.

Graham Victor Lyon

Non-Executive Chairman

INFRASTRATA PLC

(Incorporated and registered in England and Wales under the Companies Act 1985 with company number 06409712)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 Annual General Meeting of InfraStrata plc (the “**Company**”) will be held at 11.00 a.m. on 31 January 2019 at 200 Strand, London WC2R 1DJ to consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 7 will be proposed as ordinary resolutions and resolution 8 will be proposed as a special resolution:

Ordinary Resolutions

1. To receive the report of the Directors and the audited accounts of the Company for the year ended 31 July 2018, together with the report of the Auditor on those audited accounts.
2. To re-elect Graham Victor Lyon who retires by rotation in accordance with Article 92.2 of the Company's Articles of Association, as a Director of the Company.
3. To re-appoint John Wood, who is subject to re-appointment in accordance with Article 87 of the Company's Articles of Association, as a Director of the Company.
4. To re-appoint Arun Raman, who is subject to re-appointment in accordance with Article 87 of the Company's Articles of Association, as a Director of the Company.
5. To re-appoint Nexia Smith & Williamson Audit Limited as auditors of the Company and to authorise the Directors to determine their remuneration.
6. That, in accordance with section 551 of Companies Act 2006 (the “**Act**”), the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (“**Rights**”) up to an aggregate nominal amount of £50,000.00 provided that this authority shall expire at the commencement of the next Annual General Meeting held by the Company save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to such offers or agreements as if this authority had not expired.
7. That the Company may send or supply documents or information to its shareholders by making them available on a website as notified by the Company.

Special Resolution

8. That, subject to the passing of Resolution 6, the Directors be empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by Resolution 6 as if section 561 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities:
 - (i) in connection with a rights issue or any other offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory;

- (ii) otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount of £50,000.00;

and such power shall expire upon the expiry of the authority conferred by Resolution 6, save that the Directors shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

By order of the Board



Paul Stock
Company Secretary

Registered office:

200 Strand
London
WC2R 1DJ

Dated: 4 January 2019

Notes:

- (1) A member entitled to attend, speak and vote is entitled to appoint a proxy to attend, speak and vote on his behalf. A proxy need not be a member of the Company.
- (2) A member must be registered as the holder of ordinary shares by 11.00 a.m. on 29 January 2019 in order to be entitled to vote at the meeting as a member in respect of those shares.
- (3) Forms of proxy, together with any power of attorney under which it is executed or a notarially certified copy thereof, must be completed and, to be valid must reach the Registrar of the Company at Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF by 11.00 a.m. on 29 January 2019. Your attention is drawn to the other notes on the proxy form.
- (4) If the appointer is a corporation, the form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised.
- (5) The appointment of a proxy does not preclude a member from attending and voting at the meeting.
- (6) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- (7) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 only those shareholders on the Register of Shareholders at close of business on 29 January 2019 shall be entitled to attend, speak and vote at the meeting in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than 48 hours, then to be so entitled, shareholders must be entered on the Company's Register of Shareholders 48 hours before the time appointed for holding the adjourned meeting or if the Company gives notice of the adjourned meeting, at the time specified in that notice.
- (8) 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 number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together.
- (9) As at the close of business on 4 January 2019 (the last business day prior to the publication of this notice), the Company's issued share capital comprised 1,086,493,903 ordinary shares of £0.0001 each. Each ordinary share carries the right to one vote at the annual general meeting of the Company and, therefore, the total number of voting rights in the Company as at the time and date given above is 1,086,493,903.
- (10) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider (or voting service providers), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message ("a CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent ("RA10") by 11:00 a.m. on 29 January 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The issuer's agent ID is RA10.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider (or provider(s)), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

