

This notice of meeting is important and requires your immediate attention.

If you are in any doubt as to the contents of this document and/or the action you should take, you are recommended to seek personal financial advice from your bank manager, stockbroker, solicitor, accountant or other financial adviser authorised under the Finance Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in the Company, please pass this document and all accompanying documents to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected so that they can pass these documents to the person who now holds the shares.

Avanti Communications Group plc

(Incorporated and registered in England and Wales with company number 06133927)

Notice of Annual General Meeting

Whether or not you intend to attend the Annual General Meeting, you are encouraged to complete and return the accompanying proxy form in accordance with the instructions printed on the proxy form. The proxy form must be received by our registrar as soon as possible and by no later than 09:30 a.m. on 20 June 2019.

Notice is hereby given that the annual general meeting (the “**Annual General Meeting**”) of Avanti Communications Group plc (the “**Company**”) will be held at 09:30 a.m. on Monday, 24 June 2019 at The Bridewell Suite, Crowne Plaza London – The City, 19 New Bridge Street, London EC4V 6DB for the following purposes:

Ordinary Business

To consider and, if thought fit, to pass the following resolutions, which will be proposed as ordinary resolutions:

1. Election of Director

To elect Kyle Whitehill as a Director of the Company

2. Election of Director

To elect John Slamecka as a Director of the Company

3. Election of Director

To elect Adam Kleinman as a Director of the Company

4. Re-election of Director

To re-elect Paul Johnson as a Director of the Company who retires by rotation in accordance with the Company’s Articles of Association

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulation 2001 (as amended), only those members registered in the register of members of the Company at 09:30 a.m. on 20 June 2019 (or if the Annual General Meeting is adjourned, 48 hours before the time fixed for the adjourned Annual General Meeting) shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at the time. In each case, changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.
2. If you wish to attend the Annual General Meeting in person you must bring your Attendance Card and some identification with you on the day. We would be grateful if you would also register your intention to attend the Annual General Meeting by ticking the attendance box at the bottom of the enclosed proxy form and returning it to the Company's registrar.
3. A member who is entitled to attend, speak and vote that the Annual General Meeting may appoint a proxy to attend, speak and vote instead of him. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than once proxy). A proxy need not be a member of the Company but must attend the Annual General Meeting in order to represent you. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed. Appointing a proxy will not prevent a member from attending in person and voting at the Annual General Meeting will terminate the proxy appointment. A proxy form is enclosed. The notes to the proxy form include instructions on how to appoint the Chairman of the Annual General Meeting or another person as proxy. You can only appoint a proxy using the procedures set out in these notes and in the notes to the proxy form.
4. To be valid, a proxy form, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should reach the Company's registrar, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD, by no later than 09:30 a.m. on 20 June 2019.
5. The notes to the proxy form include instructions on how to appoint a proxy by using the CREST proxy appointment service. You may not use any electronic address provided either in this Notice of Annual General Meeting or in any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
6. In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
7. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one two ways: either by the appointment of a proxy (described in notes 3 to 5 above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's Articles of Association and the relevant provision of the Companies Act 2006.

Explanatory Notes

Resolutions 1 to 3 – Election of Directors

These resolutions concern the election of Kyle Whitehill, John Slamecka and Adam Kleinman as Directors of the Company.

Kyle Whitehill was appointed by the Board on 3 April 2018 as Chief Executive Officer.

John Slamecka was appointed by the Board on 1 December 2018 as a Non-Executive Director.

Adam Kleinman was appointed by the Board on 12 March 2019 as a Non-Executive Director.

Resolution 4 – Re-election of Director

This resolution concerns the re-appointment of Paul Johnson who is retiring at the meeting by rotation in accordance with the Company's Articles of Association.

Special Notice

As at the date of this notice, the Company is not in a position to publish its audited accounts for the extended financial year, being the 18-month period from 1 July 2017 and ending 31 December 2018. As such, it is expected that the resolutions relating to the laying of the annual report and accounts, appointing KPMG LLP as auditor of the Company and authorising the Directors to determine the remuneration of the auditors will be proposed at a subsequent general meeting to be convened in due course.

Copies of the Executive Directors' service contracts with the Company and any of its subsidiary undertakings and letters of appointment of the Non-Executive Directors are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this notice until the conclusion of the Annual General Meeting and will also be available for inspection at the place of the Annual General Meeting from 09:30 a.m. on the day of the Annual General Meeting until its conclusion.

Chairman

Paul Walsh will retire as Chairman of the Company with effect from the conclusion of the Annual General Meeting and Alan Harper will succeed him as Chairman.

FURTHER NOTES TO THE ANNUAL GENERAL MEETING

Introduction

After his opening remarks, the Chairman will explain in detail the procedures for the conduct of the Annual General Meeting, particularly for asking questions. The resolutions which are set out in the Notice of Annual General Meeting will then be put to the meeting.

How to ask questions

At the Annual General Meeting, shareholders will be given the opportunity to ask questions. Please explain the nature of your question and give your name and address. You may be asked to wait until called upon to speak. Please remember to state your name before asking your question.

Time

The doors will open at 09:00 a.m. and the Annual General Meeting is expected to start promptly at 09:30 a.m.

Cameras, tape recorders etc.

No cameras, video recorders, tape recorders or mobile phones will be allowed into the Annual General Meeting.

Important notice

If you have questions about the Annual General Meeting, or if you need any assistance, please telephone Ellis Edwards at Avanti Communications Group plc on 020 7749 1600 during normal working hours.