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If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy, 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 transferee. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The Directors (whose names and functions appear on page 6 of this document) and the Company (whose registered office appears on page 6 of this document) accept responsibility, both collectively and individually, for the information contained in this document (other than in respect of the recommendation of the Independent Directors set out in paragraph 10 of Part I of this document for which the Independent Directors accept responsibility) and compliance with the AIM Rules. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

This document does not constitute an offer to sell, or the solicitation of an offer to buy, any security, nor shall there be any sale, issuance or transfer of the securities referred to in any jurisdiction. The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of such jurisdictions and so incur the risk of civil or criminal liabilities.

AVANTI COMMUNICATIONS GROUP PLC

*(Incorporated and registered in England and Wales under the Companies Act 1985
with company number 6133927)*

Proposed cancellation of the admission of the Ordinary Shares to trading on AIM

and

Notice of General Meeting

The whole of this document should be read by Shareholders when deciding on what action to take in relation to the proposed Cancellation. Your attention is drawn to the letter from the Chairman of the Company set out in Part I of this document.

Cenkos Securities plc (“**Cenkos**”), which, in the United Kingdom, is authorised and regulated by the Financial Conduct Authority, is acting as nominated adviser and broker to the Company in connection with the proposed Cancellation and will not be acting for any other person (including a recipient of this document) or otherwise be responsible to any person for providing the protections afforded to clients of Cenkos or for advising any other person in respect of the proposed Cancellation or any transaction, matter or arrangement referred to in this document. Cenkos’ responsibilities as the Company’s nominated adviser and broker are owed solely to London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of his decision to acquire shares in the Company in reliance on any part of this document.

Apart from the responsibilities and liabilities, if any, which may be imposed on Cenkos by the FSMA or the regulatory regime established thereunder, Cenkos does not accept any responsibility whatsoever for the contents of this document, and no representation or warranty, express or implied, is made by Cenkos in relation to the contents of this document, including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Ordinary Shares or the proposed Cancellation and

nothing in this document is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or future. Cenkos accordingly disclaims all and any responsibility or liability whether arising in tort, contract or otherwise which it may otherwise have in respect of this document or any such statement.

Notice of a General Meeting of Avanti Communications Group plc, to be held at the Company's registered office Cobham House, 20 Black Friars Lane, London EC4V 6EB at 9.30 a.m. on 5 September 2019, is set out in Part II of this document. To be valid, the accompanying Form of Proxy for use in connection with the General Meeting should be completed, signed and returned as soon as possible and, in any event, no later than 9.30 a.m. on 3 September 2019 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting) to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD. Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

Shareholders who hold their Ordinary Shares in uncertificated form in CREST may alternatively use the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual as explained in the notes accompanying the Notice of General Meeting set out in Part II of this document. Proxies submitted via CREST must be received by Neville Registrars Limited (ID 7RA11) by no later than 9.30 a.m. on 3 September 2019 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). The appointment of a proxy using the CREST Proxy Voting Service will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.

A copy of this document is available at the Company's website <https://investor.avantiplc.com/>.

IMPORTANT NOTICE

Cautionary note regarding forward-looking statements

This document includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will”, or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Directors’ current intentions, beliefs or expectations concerning, among other things, the Group’s results of operations, financial condition, liquidity, prospects, growth, strategies and the Group’s markets.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors’ current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group’s operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law or by the AIM Rules, the Company undertakes no obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors’ expectations or to reflect events or circumstances after the date of this document.

No incorporation of website information

The contents of the Company’s website or any hyperlinks accessible from the Company’s website do not form part of this document and Shareholders should not rely on them.

Interpretation

Certain terms used in this document are defined and certain technical and other terms used in this document are explained at the section of this document under the heading “Definitions”.

All times referred to in this document and the Form of Proxy are, unless otherwise stated, references to London time.

All references to legislation in this document and the Form of Proxy are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, re-enactment or extension thereof.

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2019

Announcement of the proposed Cancellation pursuant to AIM Rule 41	20 August
Publication and posting of this document and Form of Proxy to Shareholders	20 August
Latest time and date for receipt of completed Forms of Proxy and CREST voting instructions	9.30 a.m. on 3 September
General Meeting	9.30 a.m. on 5 September
Expected last day for dealings in Ordinary Shares on AIM	17 September
Expected time and date of Cancellation following issue of Dealing Notice	7.00 a.m. on 18 September

Note:

Each of the times and dates in the above timetable is subject to change. If any of the above times and/or dates change, the revised times and dates will be notified to Shareholders by an announcement through a Regulatory Information Service.

DIRECTORS AND ADVISERS

Directors	Alan Harper	<i>(Non-Executive Chairman)*</i>
	Kyle Whitehill	<i>(Chief Executive)*</i>
	Nigel Fox	<i>(Finance Director)*</i>
	Paul Johnson	<i>(Non-executive Director)*</i>
	Richard Mastoloni	<i>(Non-executive Director)*</i>
	John Slamecka	<i>(Non-executive Director)*</i>
	Chris McLaughlin	<i>(Non-executive Director)*</i>
	Craig Chobor	<i>(Non-executive Director)</i>
	Michael Leitner	<i>(Non-executive Director)</i>
	Adam Kleinman	<i>(Non-executive Director)</i>

* denotes Independent Director for the purposes of the Cancellation

Company Secretary	Natalie Mitchell
Registered and Head Office	Cobham House 20 Black Friars Lane London EC4V 6EB
Nominated Adviser and Broker	Cenkos Securities plc 6.7.8 Tokenhouse Yard London EC2R 7AS
Solicitors to the Company	Osborne Clarke LLP One London Wall London EC2Y 5EB
Registrars	Neville Registrars Limited Neville House Steelpark Road Halesowen B62 8HD

DEFINITIONS

The following definitions apply throughout the document and the Form of Proxy, unless the context requires otherwise:

“1.5 Lien Credit Facility”	the US\$55 million two-year 1.5 lien credit facility dated 24 May 2019
“1.5 Lien Loan Notes”	the unsecured loan notes due to mature in 2021 and issued pursuant to the 1.5 Lien Credit Facility
“2022 Notes”	the 9%/9% senior secured notes due 2022 and issued pursuant to the 2022 Notes Indenture
“2022 Notes Indenture”	the high yield notes indenture dated 26 January 2017 (as amended and restated on 23 March 2017 and supplemented from time to time)
“2023 Notes”	the 12%/17.5% senior secured notes that were due to mature in 2023 and issued pursuant to the 2023 Notes Indenture
“2023 Notes Indenture”	the high yield notes indenture dated 3 October 2013 (as amended and restated on 23 March 2017 and supplemented from time to time)
“AIM”	the AIM Market operated by the London Stock Exchange
“AIM Rules”	the AIM rules for companies published by the London Stock Exchange from time to time
“Board” or “Directors”	the directors of the Company whose names are set out on page 6 of this document
“business day”	a day (excluding a Saturday, Sunday or public holiday in England and Wales) on which banks are generally open for business in London for the transaction of normal banking business
“Cancellation”	the proposed cancellation of the admission to trading on AIM of the Ordinary Shares, subject to passing of the Resolution and in accordance with Rule 41 of the AIM Rules
“Cenkos”	Cenkos Securities plc, the Company’s nominated adviser and broker
“City Code”	the City Code on Takeovers and Mergers
“Company” or “Avanti”	Avanti Communications Group plc, a company incorporated and registered in England and Wales under the Companies Act 1985 with registered number 6133927
“CREST”	the relevant system (as defined in the Uncertificated Securities Regulations 2001 SI 2001: No.3755 (as amended)) in respect of which Euroclear UK & Ireland Limited is the operator (as defined in those regulations)
“Dealing Notice”	a notification by the London Stock Exchange disseminated through the regulatory information service operated by the London Stock Exchange giving notice that the Ordinary Shares are cancelled from trading on AIM expected to be at 7.00 a.m. on 18 September 2019;
“EBITDA”	earnings before interest, taxation, depreciation and amortisation
“FCA”	the United Kingdom Financial Conduct Authority
“Form of Proxy”	the form of proxy for use at the General Meeting, which accompanies this document
“FSMA”	the Financial Services and Markets Act 2000 (as amended)

“General Meeting”	the general meeting of the Company to be held at Cobham House, 20 Black Friars Lane, London EC4V 6EB at 9.30 a.m. on 5 September 2019 (or any adjournment thereof), notice of which is set out in Part II of this document
“Group”	the Company, its subsidiaries and its subsidiary undertakings
“Irish Stock Exchange”	the Irish Stock Exchange plc, trading as Euronext Dublin, is regulated by the Central Bank of Ireland
“International Stock Exchange”	the International Stock Exchange is a registered trademark of The International Stock Exchange Group Limited (Guernsey registered company number 57524#)
“JP Jenkins”	JP Jenkins Limited, New Liverpool House, 15 Eldon Street, London EC2M 7LD
“Independent Directors”	the Directors other than Craig Chobor, Michael Leitner and Adam Kleinman
“London Stock Exchange”	London Stock Exchange plc
“Matched Bargain Facility”	the unregulated match bargain trading platform managed by JP Jenkins which the Company proposes to implement for the trading of Ordinary Shares following the Cancellation
“Notice of General Meeting”	the notice convening the General Meeting, which is set out in Part II of this document
“Ordinary Shares”	ordinary shares of one penny each in the capital of the Company
“Regulatory Information Service”	a service approved by the FCA for the distribution to the public of regulatory announcements and included within the list maintained on the FCA’s website
“Resolution”	the resolution to be proposed at the General Meeting to approve the Cancellation
“Shareholders”	holders of Ordinary Shares from time to time
“uncertificated” or “in uncertificated form”	an Ordinary Share recorded on a company’s share register as being held in uncertificated form in CREST and title to which may be transferred by means of CREST
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“US” or “United States”	the United States of America, each State thereof, its territories and possessions (including the District of Columbia) and all other areas subject to its jurisdiction

PART I

Letter from the Chairman of Avanti Communications Group plc

*(Registered and incorporated in England and Wales under the Companies Act 1985
with company number 6133927)*

Directors:
Alan Harper *(Non-Executive Chairman)**
Kyle Whitehill *(Chief Executive)**
Nigel Fox *(Finance Director)**
Paul Johnson *(Non-executive Director)**
Richard Mastoloni *(Non-executive Director)**
John Slamecka *(Non-executive Director)**
Chris McLaughlin *(Non-executive Director)**
Craig Chobor *(Non-executive Director)*
Michael Leitner *(Non-executive Director)*
Adam Kleinman *(Non-executive Director)*

Registered Office:
Cobham House
20 Black Friars Lane
London
EC4V 6EB

* denotes Independent Director for the purposes of the Cancellation

To Shareholders and, for information purposes only, the holders of options over Ordinary Shares.

20 August 2019

Dear Shareholder,

Proposed cancellation of the admission of the Ordinary Shares to trading on AIM and Notice of General Meeting

1. Introduction

The Company announced earlier today, that following a thorough review, the Independent Directors have concluded that it is in the best interests of the Company and its Shareholders to seek Shareholders' approval to cancel the admission of the Company's Ordinary Shares to trading on AIM. In accordance with Rule 41 of the AIM Rules, the Company has notified the London Stock Exchange of the date of the proposed Cancellation.

Pursuant to Rule 41 of the AIM Rules, the Cancellation requires the approval of not less than 75 per cent. of the votes cast by Shareholders (whether present in person or by proxy) at the General Meeting to be convened for this purpose at 9.30 a.m. on 5 September 2019 at the Company's registered office at Cobham House, 20 Black Friars Lane, London EC4V 6EB. If the Resolution is passed at the General Meeting, it is anticipated that the Cancellation will become effective, following the issue of a Dealing Notice, at 7.00 a.m. on 18 September 2019.

The purpose of this document is to give you further information about the background to, and reasons for, the proposed Cancellation; to provide additional information on the implications of the Cancellation and to explain why the Independent Directors believe that it is in the best interests of the Company and its Shareholders to vote in favour of the Resolution at the General Meeting.

The Notice of the General Meeting is set out in Part II of this document.

2. Background to the Cancellation

April 2018 saw three key events that set the foundations for a new start for the Group's business.

First, the Company welcomed experienced mobile telecommunications executive Kyle Whitehill as its new Chief Executive. Within a short period, Kyle had refocused the strategic direction of the Group from the consumer broadband markets to opportunities within the wholesale, government and cellular backhaul markets. This refined commercial strategy quickly delivered several material contract wins for the Group worth in aggregate over US\$100 million, including a long-term capacity agreement with Viasat, Inc., and a master distributor agreement with Comsat, Inc. to sell Mil-ka

capacity to the US Government and related agencies. By the end of 2018, Avanti was able to announce bandwidth revenues of US\$31 million.

Second, was the successful launch of the Group's HYLAS 4 satellite which enhanced its Ka-band satellite fleet and increased total capacity over Africa, the Middle East and Europe to 45 GHz. HYLAS 4 is smartly designed with four powerful steerable beams that provide dynamic flexibility that is both scarce and in high demand.

Finally, the Group completed a balance sheet restructuring in April 2018 which included the repayment of all of the outstanding 2023 Notes, reducing the Group's overall debt by US\$557 million. The restructuring involved a debt-for-equity swap and resulted in approximately 92.5 per cent. of the enlarged issued share capital of the Company being held by the holders of the 2023 Notes, of which approximately 61 per cent. of that debt was held by Solus Alternative Asset Management LP ("**Solus**"), BlackRock Capital Investment Advisors, LLC – TCP Group (formerly Tennenbaum Capital Partners, LLC) ("**BlackRock**") and Great Elm Capital Management, Inc. ("**Great Elm**").

Since that time, the Group has continued to see steady growth into 2019, with further contract wins including a long-term bandwidth agreement with Turkish operator, Turksat, and a five-year key distribution agreement with MGI Global Services Ltd. to deliver services and capacity into Chad, South Sudan and Angola. In addition, the Company was pleased to announce the further successful launch of its HYLAS 3 satellite.

These efforts enable the Company to reaffirm the previous revenue guidance for FY 2019 and FY 2020 with total revenues increasing by 67 per cent. and 30 per cent. respectively, from US\$53.5 million for the 12 months ended 31 December 2018, which would include bandwidth revenue growth for the same periods of 125 per cent. and 40 per cent. respectively, from US\$31 million for the 12 months ended 31 December 2018. Further, the Company can also reaffirm the delivery of its cost optimisation project, which is expected to reduce total operating costs, excluding equipment and project-related costs directly off-setting with non-bandwidth revenue, by at least 15 per cent. per annum by 2020, from approximately US\$80 million for the 12 month period ended 31 December 2018. These measures should result in a positive EBITDA in 2019, with further material growth in 2020.

To continue to deliver on the overall growth strategy of the business will require significant focus from the Group's management. Whilst efficiencies have already been realised through the cost-optimisation project, a programme of continuous assessment is in place to review all recurring operational costs. As a result of this, and the factors further considered below, the Independent Directors are of the opinion that the commercial disadvantages to the Company of maintaining a quotation outweigh the potential benefits and the Cancellation will allow management to focus their time on the ongoing strategy and reducing recurring operational costs.

3. Reasons for the Cancellation

The Independent Directors have conducted a comprehensive review of the benefits and disadvantages to the Company and its Shareholders in retaining its admission to trading on AIM.

Due to the conflict of interest presented by their position as representatives of Solus, BlackRock and Great Elm on the Board respectively, neither Craig Chobor, Michael Leitner nor Adam Kleinman participated in the Board's consideration of the proposed Cancellation.

The Independent Directors believe that the Cancellation is in the best interests of the Company and its shareholders as a whole. In reaching this conclusion, the Independent Directors carefully considered the following key factors, amongst other things:

- As at the date of this document and pursuant to the balance sheet restructuring in April 2018, the ten largest Shareholders hold, in aggregate, approximately 85 per cent. of the Ordinary Shares, with approximately 73 per cent., in aggregate, held by the five largest Shareholders. This has resulted in very limited free float and liquidity in the Ordinary Shares with the consequence that the Company's admission to trading on AIM does not, in itself, offer investors the opportunity to trade in meaningful volumes or with frequency in the market. In the last 12 months approximately 112 million Ordinary Shares have traded representing approximately 5 per cent. of the issued share capital of the Company (source: Factset).

- The poor performance of the share price over the last 12 months has resulted in a market capitalisation of approximately £26 million which the Directors believe no longer accurately reflects the Company's value. The Independent Directors believe that this under-valuation negatively impacts on customer and supplier engagement. Furthermore, this negative sentiment and under-valuation of the Company's equity may ultimately impact on the Company's vision to deliver on its medium-term strategic objective.
- Maintaining the Company's admission to trading on AIM requires significant management time, legal and regulatory obligations, and comes with material financial costs (such as professional fees, London Stock Exchange fees and other costs associated with being an AIM-traded company) that the Independent Directors believe are disproportionate to the benefits to the Company. It is estimated that Cancellation will reduce the Company's recurring administrative costs by approximately US\$500,000 per annum. The Independent Directors are of the opinion that management time and the cost-savings realised through Cancellation would be better spent investing in the business and delivering on the Group's stated strategy.
- Given the performance of the share price and low liquidity issues, the Directors have concluded that the only realistic source of future funding will likely be through private capital. There has been no equity capital fundraising by the Company in the last four years, and it is the Independent Directors' opinion that the Company's admission to trading on AIM no longer provides the fundamental benefit of giving access to the required investor base for the Company in order to raise growth capital.

4. Process for, and principal effects of, the Cancellation

Set out below are some of the implications and principal effects of Cancellation which Shareholders should be aware of. However, Shareholders should note that notwithstanding the effects of Cancellation outlined in this paragraph, the Company will continue to be subject to certain disclosure and reporting requirements as a result of the listing of its 2022 Notes on the Irish Stock Exchange. It will also be subject to the disclosure and reporting requirements of The International Stock Exchange when it expects to list the 1.5 Lien Loan Notes later this year. Any such disclosures or reporting will also be made available on the Company's website.

Shareholders should further note that the City Code will also continue to apply to the Company for a period of at least 10 years from the date of Cancellation. Further, the Company will continue to be managed in accordance with such provisions of the 2018 Corporate Governance Code as the Board considers practicable and appropriate given the size of the Group as a whole and nature of its business activities.

In addition, the Company will remain registered with the Registrar of Companies in England & Wales and in accordance with and subject to the Companies Act 2006, notwithstanding the Cancellation.

In accordance with Rule 41 of the AIM Rules, the Company has notified the London Stock Exchange of the intention to cancel the Company's admission to trading on AIM, subject to Shareholder approval, giving 20 business days' notice. Under the AIM Rules, it is a requirement that the Cancellation is approved by not less than 75 per cent. of votes cast by Shareholders (in person or by proxy) at the General Meeting. Subject to the Resolution approving the Cancellation being passed at the General Meeting, it is anticipated that trading in the Ordinary Shares on AIM will cease at the close of business on 17 September 2019, with the Cancellation taking effect, following issue of a Dealing Notice, at 7.00 a.m. on 18 September 2019.

If the Cancellation becomes effective following the General Meeting, Shareholders should be aware of the implications and principal effects of the Cancellation, which include the following:

- there will be no public market on any recognised investment exchange or multilateral trading facility for the Ordinary Shares and, consequently, there can be no guarantee that a Shareholder will be able to purchase or sell any Ordinary Shares. The Company, however, intends to implement the Matched Bargain Facility in order to give Shareholders an opportunity to trade the Ordinary Shares should the Cancellation become effective. The details of this Matched Bargain Facility are set out in more detail in paragraph 5 below;
- in the absence of a formal market and quote, it will be more difficult for Shareholders to determine the market value of their investment in the Company at any given time;

- the regulatory and financial reporting regime applicable to companies whose shares are admitted to trading on AIM will no longer apply;
- Shareholders will no longer be afforded the protections given by the AIM Rules, such as the requirement to be notified of certain events and the requirement that the Company seek shareholder approval for certain corporate actions, where applicable, including substantial transactions, financing transactions, reverse takeovers, related party transactions and fundamental changes in the Company's business, including certain acquisitions and disposals;
- the levels of disclosure and corporate governance within the Group may not be as stringent as those for a Company quoted on AIM;
- AIM Rule 26, obligating the Company to publish prescribed information on its website, will cease to apply;
- the Company will cease to have a nominated adviser and broker; and
- the Cancellation may have personal taxation consequences for Shareholders. Shareholders who are in any doubt about their tax position should consult their own independent tax adviser.

The above considerations are not exhaustive, and Shareholders should seek their own independent advice when assessing the likely impact of the Cancellation on them.

5. Liquidity in trading of the Ordinary Shares following the Cancellation

The Directors are aware that the proposed Cancellation, should it be approved by the Shareholders at the General Meeting, would make it difficult to buy and sell Ordinary Shares should they wish to do so. Accordingly, the Company intends to implement the Matched Bargain Facility to assist Shareholders to trade in the Ordinary Shares with effect from the date of Cancellation.

The Matched Bargain Facility will be provided by JP Jenkins. JP Jenkins is part of Peterhouse Corporate Finance Limited, which is authorised and regulated by the FCA, a Member of the London Stock Exchange and a NEX Exchange Corporate Adviser. Under the Matched Bargain Facility, Shareholders or persons wishing to acquire or dispose of Ordinary Shares will be able to leave an indication with JP Jenkins, through their stockbroker (JP Jenkins is unable to deal directly with members of the public), of the number of Ordinary Shares that they are prepared to buy or sell at an agreed price. In the event that JP Jenkins is able to match that order with an opposite sell or buy instruction, they would contact both parties and then effect the bargain. Should the Cancellation become effective and the Company put in place the Matched Bargain Facility, details will be made available to Shareholders on the Company's website at <https://investor.avantiplc.com/> and directly by letter or e-mail (where appropriate).

6. Taxation

Shareholders are strongly advised to consult their professional advisers about their own personal tax position arising in connection with the Cancellation.

7. The General Meeting

Set out at the end of this document is a notice convening the General Meeting to be held at 9.30 a.m. on 5 September 2019 at the Company's registered office at Cobham House, 20 Black Friars Lane, London EC4V 6EB, at which the Resolution will be proposed for the purposes of approving the Cancellation.

The Resolution will be proposed as a special resolution and therefore requires the approval of not less than 75 per cent. of the votes cast by Shareholders (whether present in person or by proxy).

8. Irrevocable undertakings

The Company has received irrevocable undertakings to vote (or procure the vote) in favour of the Resolution at the General Meeting from each of Solus, BlackRock and Great Elm in respect of an aggregate of 1,345,749,427 Ordinary Shares, representing approximately 62 per cent. of the existing issued share capital of the Company.

9. Action to be taken

You will find accompanying this document a Form of Proxy for use at the General Meeting. Whether or not you intend to be present at the General Meeting in person, it is important that you complete, execute and return the Form of Proxy, by hand or by post, to the Company's registrars Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD as soon as possible, but in any event to be received by no later than 09.30 a.m. on 3 September 2019 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

If you hold your Ordinary Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the Notice of General Meeting. Proxies submitted via CREST must be received by Neville Registrars Limited (ID 7RA11) by no later than 09.30 a.m. on 3 September 2019 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

The completion and return of a Form of Proxy or the use of the CREST Proxy Voting Service will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

10. Recommendation

The Independent Directors consider the Cancellation to be in the best interests of the Company and its Shareholders as a whole and therefore unanimously recommend that Shareholders vote in favour of the Resolution to be proposed at the General Meeting as they intend to do so in respect of their own beneficial holdings amounting, in aggregate, to 179,004 Ordinary Shares, representing approximately 0.01 per cent. of the existing issued share capital of the Company.

Yours faithfully

Alan Harper
Non-Executive Chairman

PART II

Avanti Communications Group plc

*(Registered and incorporated in England and Wales under the Companies Act 1985
with company number 6133927)*

Notice of General Meeting

NOTICE IS HEREBY GIVEN that a general meeting (the “**General Meeting**”) of Avanti Communications Group plc (the “**Company**”) will be held at Cobham House, 20 Black Friars Lane, London, EC4V 6EB at 09.30 a.m. on 5 September 2019 for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution.

SPECIAL RESOLUTION

THAT, in accordance with Rule 41 of the AIM Rules for Companies, the cancellation of the admission to trading on AIM, a market operated by London Stock Exchange plc, of the ordinary shares of one penny each in the capital of the Company be and is hereby approved and that the directors of the Company be authorised to take all action and execute all documents which they consider to be necessary or desirable in order to effect such cancellation.

BY ORDER OF THE BOARD

Natalie Mitchell
Company Secretary

Cobham House
20 Black Friars Lane
London
EC4V 6EB

Dated: 20 August 2019

Notes:

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 9.30 a.m. on 3 September 2019 (or if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned General Meeting) shall be entitled to attend and vote at the 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 General Meeting.
2. If you wish to attend the General Meeting in person you must bring your Attendance Card and some identification with you on the day. Please also register your intention to attend the 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 at the 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 one proxy). A proxy need not be a member of the Company but must attend the 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 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 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 9.30 a.m. on 3 September 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 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 of 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.
8. 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 of two ways: Either by the appointment of a proxy (described in note 1 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.

