

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 are resident in the United Kingdom or, if you reside elsewhere, another appropriately authorised financial adviser.

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

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 2 p.m. on 24 September 2020.

Notice is hereby given that the annual general meeting (the “**Annual General Meeting**”) of Avanti Communications Group plc (the “**Company**”) will be held at 2 p.m. on Monday 28 September 2020 at Cobham House, 20 Black Friars Lane, London, EC4V 6EB for the purposes of considering and, if thought fit, passing the resolutions set out in this Notice of Meeting.

The Company is closely monitoring developments relating to the current outbreak of COVID-19, including the related public health guidance and legislation issued by the UK Government. In light of these measures, the Annual General Meeting will be run as a closed meeting and shareholders will not be able to attend in person. The Chairman and other Directors of the Company will join the meeting either by telephone or in person. The Company will ensure that the legal requirements to hold the Annual General Meeting can be satisfied through the attendance of a minimum number of employee shareholders, either in person or by electronic means. In doing so, they will observe all relevant social distancing guidelines.

Although shareholders are not able to attend the Annual General Meeting in person, shareholder engagement is of the utmost importance to the Company and the Company strongly encourages its shareholders to participate in the business of the Annual General Meeting by alternative means. As such, shareholders are encouraged to vote by proxy on the resolutions set out on page 3. Details of how to do this can be found on page 7. To ensure that all proxy votes can be counted and exercised at the Annual General Meeting, please ensure that you appoint the Chairman as your proxy rather than another individual, due to the restrictions on physical attendance at the Annual General Meeting.

The Company continues to welcome questions from shareholders. If you have any questions on specific business set out in this Notice of Meeting, please do email these to the Company in advance by email to legal@avantiplc.com by 5 p.m. on 23 September 2020. Following the meeting, the Company will publish details of the business conducted at the Annual General Meeting (including responses to questions) on its website at <https://investor.avantiplc.com/financial-information/>.

The Directors believe that the proposed resolutions are in the best interests of the Company and its shareholders, and unanimously recommend shareholders to vote in favour of the proposed resolutions. Resolutions 1 to 10 (inclusive) shall be proposed as ordinary resolutions. Resolution 11 shall be proposed as a special resolution. Voting on all resolutions will be by way of poll.

Ordinary Business

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

1. Annual Report and Financial Statements

To receive the Company's audited financial statements for the financial year ended 31 December 2019, together with the Directors' and Auditors' reports on those financial statements (together, the "**Annual Report and Financial Statements**").

2. Election of Director

To elect Richard Alden as a Director of the Company.

3. Re-election of Director

To re-elect Richard Mastoloni as a Director of the Company who retires by rotation in accordance with the Company's Articles of Association.

4. Re-election of Director

To re-elect Craig Chobor as a Director of the Company who retires by rotation in accordance with the Company's Articles of Association.

5. Re-election of Director

To re-elect Michael Leitner as a Director of the Company who retires by rotation in accordance with the Company's Articles of Association.

6. Re-election of Director

To re-elect Alan Harper as a Director of the Company who retires by rotation in accordance with the Company's Articles of Association.

7. Appointment of the Auditors

To ratify the appointment of BDO LLP as auditors of the Company.

8. Re-appointment of the Auditors

To re-appoint BDP LLP as auditors of the Company to serve from the conclusion of this AGM to the conclusion of the next AGM at which accounts are laid.

9. Remuneration of the Auditors

To authorise the Remuneration Committee to fix the remuneration of the auditors.

10. Authority to allot

To generally and unconditionally authorise the Directors, in accordance with section 551 of the Companies Act

2006 (the "Act"), to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company up to a maximum nominal amount of £720,390,749.

This authority will expire on the date 15 months after the passing of this resolution or, if earlier, the conclusion of the Annual General Meeting of the Company to be held in 2021. The Company may, before this authority expires, make an offer or agreement which would or might require shares to be allotted or rights to be granted after it expires and the Directors may allot shares or grant rights in pursuance of such offer or agreement as if this authority had not expired.

Special Resolution

To consider and, if thought fit, to pass the following resolution, which will be proposed as a special resolution:

11. Disapplication of pre-emption rights

THAT, subject to the passing of Resolution 10 above and in substitution for any equivalent authorities and powers granted to the Directors prior to passing this resolution, the Directors be and are by this resolution empowered, pursuant to section 571 of the Act, to allot equity securities (within the meaning of section 560 of the Act) wholly for cash pursuant to the authority conferred by Resolution 10 as if section 561(1) of the Act did not apply to any such allotment.

Explanatory Notes

This section contains an explanation of each of the resolutions to be put to the Annual General Meeting. Resolutions 1 to 10 (inclusive) shall be proposed as ordinary resolutions, meaning each resolution requires more than half the votes cast to be in favour of the resolution to be passed. Resolution 11 shall be proposed as a special resolution, meaning each resolution requires at least 75% of the votes cast to be in favour of the resolution to be passed.

Resolution 1 – Annual Report and Financial Statements

Resolution 1 is to receive the audited financial statements for the financial year ended 31 December 2019, together with the Directors' and the Auditors' reports on those financial statements, which are contained in the Annual Report and Financial Statements.

Resolutions 2 – Election of Director

This resolution concern the election of Richard Alden as Director of the Company who was appointed as by the Board on 2 March 2020 as a Non-Executive Director.

Resolutions 3 to 6 – Re-election of Directors

In accordance with the Company's Articles of Association, all Directors offer themselves for re-election every three years. Resolutions 3 to 6 concern the re-appointment of Richard Mastoloni, Craig Chobor, Michael Leitner and Alan Harper who are retiring at the meeting by rotation in accordance with the Company's Articles of Association.

Resolutions 7, 8 and 9: Appointment of Auditors and auditor remuneration

Auditors are required to be appointed, or re-appointed, at each AGM at which accounts are presented.

Resolution 7 proposes that the appointment of BDO LLP, who were appointment in February 2020, be ratified.

Resolution 8 proposes that BDO LLP are re-appointed as auditors of the Company and that they hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

Resolution 9 authorises the Remuneration Committee to agree the remuneration of the BDO LLP as auditors.

Resolution 10 – Authority to Allot Shares

Resolution 10 is proposed to authorise the Directors to allot shares in the capital of the Company and grant rights to subscribe for, or convert any securities into, shares up to a maximum nominal amount of £720,390,749 for a period expiring on the earlier of the date 15 months after passing of the resolution or the conclusion of the next Annual General Meeting of the Company. The Directors' existing authority expires at the close of the forthcoming Annual General Meeting.

The Directors have no current intention of exercising this authority. However, if the Directors do exercise this authority, they intend to follow best practice as regards its use (as recommended by the Investment Association). It is envisaged that the Directors will seek to renew this authority annually.

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Resolution 11 – Disapplication of Pre-Emption Rights

If ordinary shares in the capital of the Company are to be allotted for cash, section 89 of the Act requires that, except to the extent disapplied by members, those shares must be offered first to existing members in proportion to their shareholdings in the Company. However, it may sometimes be in the interests of the Company for shares to be issued other than pro-rata to members. In order to give the Company this flexibility, Resolution 11 authorises the Directors to allot shares for cash other than to members.

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. Information regarding this Annual General Meeting, including a copy of this Notice of Meeting and the information required by section 311A of the Companies Act 2006, is available on the Company's website: <https://investor.avantiplc.com/financial-information/>.
2. Only those members registered in the register of members of the Company at 2 p.m. on 24 September 2020 (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. Reference in this note to the right to attend the meeting shall as regards attendance at the meeting be read subject to Note 3 below.
3. Due to the outbreak of COVID-19, whilst the Annual General Meeting will have a physical presence at Cobham House, 20 Black Friars Lane, London, EC4V 6EB, the Annual General Meeting will be held as a closed meeting and shareholders will not be permitted entry. Shareholders and guests who travel to the meeting will not be admitted.
4. A member who is entitled to attend, speak and vote at 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 one 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.
5. This year in light of the restrictions on physical attendance at the Annual General Meeting, we strongly recommend that you appoint the Chairman as your proxy in order for your vote to be counted at the Annual General Meeting. Any other proxies appointed will not be permitted to attend.
6. 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 2 p.m. on 24 September 2020 (or if the Annual General Meeting is adjourned, 48 hours before the time fixed for the adjourned Annual General Meeting).
7. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent, Neville Registrars Limited (ID: 7RA11) by 2 p.m. on 24 September 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable,

their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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, 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 system 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.

8. 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.
9. 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 4 to 7 above) or of a corporate representative. Please note that a person other than the Chairman who is appointed as a corporate representative will not be permitted to attend the meeting in person. Members considering the appointment of a corporate representative should check their own legal position, the Company's Articles of Association and the relevant provisions of the Companies Act 2006.
10. Shareholders who wish to ask questions on the business of the Annual General Meeting can send them in advance by email to legal@avantiplc.com so as to be received by 5 p.m. on 23 September 2020. Following the meeting, the Company will publish details of the business conducted at the Annual General Meeting (including responses to questions) on its website at <https://investor.avantiplc.com/financial-information/>.
11. 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 or email legal@avantiplc.com.