

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

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.

Rural Broadband Solutions plc

(Incorporated and registered in the Isle of Man under the Isle of Man Companies Acts 1931 to 2004 with registered number 117001C and subsequently re-registered under the Isle of Man Companies Act 2006 with registered number 006491V)

Proposed Investment of up to £75 million by TIP RBBS Holdings Limited

and

Change of name to Global Connectivity plc

and

Notice of EGM

This document should be read as a whole. However, your attention is drawn to the letter from the Chairman of the Company which is set out on pages 8-11 of this document, and which contains, amongst other things, the Directors' unanimous recommendation that you vote in favour of the Resolutions to be proposed at the EGM.

Notice of the EGM of Rural Broadband Solutions plc, to be held at the Company's registered office at 11.00 a.m. on 24 October 2022, is set out at the end of this document. To be valid, the accompanying Form of Proxy for use in connection with the EGM should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registered agent, Apex Corporate Services (IOM) Limited, by not later than 11.00 a.m. on 22 October 2022 (or, if the EGM is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). Completion and return of Forms of Proxy will not prevent a Shareholder from attending the EGM and voting in person if a Shareholder wishes to do so.

A copy of this document will be made available on the Company's website, www.ruralbroadbandsolutions.com. Neither the content of the Company's website nor any website accessible by hyperlinks to the Company's website is incorporated in, or forms part of, this document.

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 results of operations, financial condition, liquidity, prospects, growth, strategies and 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 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 Aquis 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.

Notice to overseas persons

The distribution of this document and/or the Form of Proxy in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Presentation of financial information

Certain data in this document, including financial, statistical and operational information has been rounded. As a result of the rounding, the totals of data presented in this document may vary slightly from the actual arithmetical totals of such data. Percentages in tables have been rounded and, accordingly, may not add up to 100 per cent. In this document, references to “pounds sterling”, “£”, “pence” and “p” are to the lawful currency of the United Kingdom.

Interpretation

Certain terms used in this document are defined in 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 the Isle of Man 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.

TABLE OF CONTENTS

	Page
Expected timetable of principal events	4
Directors and Company Information	5
Definitions	6
Letter from the Chairman of Rural Broadband Solutions plc	8
Notice of EGM	12

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	7 October 2022
Latest time and date for receipt of Forms of Proxy	11.00 a.m. on 22 October 2022
EGM	11.00 a.m. on 24 October 2022
Expected completion date of the Investment	26 October 2022

Note:

Each of the above times and/or dates is subject to change at the absolute discretion of the Company. If any of the above times and/or dates should change, the revised times and/or dates will be announced through a Regulatory Information Service (if appropriate).

DIRECTORS AND COMPANY INFORMATION

Directors

Keith Harris, Executive Chairman
Selwyn Lewis, Non-Executive Director
Michael Langoulant, Non-Executive Director
Christopher Stone, Non-Executive Director

Registered Agent and Administrator

Apex Corporate Services (IOM) Limited
Exchange House
54-62 Athol Street
Douglas
Isle of Man
IM1 1JD

Registered Office

Apex Corporate Services (IOM) Limited
Exchange House
54-62 Athol Street
Douglas
Isle of Man
IM1 1JD

AQSE Corporate Advisor

Alfred Henry Corporate Finance Limited
Finsgate
5-7 Cranwood Street
London
EC1V 9EE

Broker

Hybridan LLP
1 Poultry
London
EC2R 8EJ

Registrars

Link Market Services (Isle of Man) Limited
Po Box 227
Clinch's House
Land Street
Douglas
Isle of Man
IM99 1RZ

Website

<https://www.ruralbroadbandsolutions.com/>

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

"A Shares"	the A ordinary shares of nominal value of £1,000 each in the capital of RBSHL;
"AQSE Growth Market"	the primary market segment operated by AQSE for dealings in unlisted securities;
"Aquis Stock Exchange" or "AQSE"	Aquis Stock Exchange, a Recognised Investment Exchange under FSMA;
"Articles"	the articles of association of the Company as amended from time to time;
"B Shares"	the B ordinary shares of nominal value of £0.10 each in the capital of RBSHL;
"the Company" or "RBBS"	Rural Broadband Solutions plc, a company incorporated and registered in the Isle of Man under the Isle of Man Companies Acts 1931 to 2004 with registered number 117001C and subsequently re-registered under the Isle of Man Companies Act 2006 with registered number 006491V;
"Cadence"	Cadence Networks Ltd, a company incorporated and registered in England and Wales with registered number 6852472;
"Completion"	completion of the initial investment of £8 million in accordance with the terms of the Subscription Agreement;
"Directors" or "Board"	the directors of the Company whose names are set out on page 5 of this document, or any duly authorised committee thereof;
"EGM"	the extraordinary general meeting of the Company which is to be held at 11.00 a.m. on 24 October 2022 at the registered office of the Company, notice of which is set out at the end of this document;
"FCA"	the Financial Conduct Authority;
"Form of Proxy"	the form of proxy for use in connection with the EGM which accompanies this document;
"FSMA"	the Financial Services and Markets Act 2000 (as amended);
"Link Group"	Link Market Services (Isle of Man) Limited, PO Box 227, Clinch's House, Lord Street, Douglas, Isle of Man, IM99 1RZ;
"Independent Directors"	Selwyn Lewis, Michael Langoulant and Christopher Stone;
"Investment"	the proposed investment by Tiger of up to £75 million in RBSHL, further details of which are set out in paragraph 3 of the letter from the Chairman;
"Investment Agreements"	together, the Shareholders' Agreement, the Subscription Agreement, the Tax Deed, the Management Warranty Deed and all other relevant agreements entered into under or pursuant to the terms thereof;
"Management Warranty Deed"	the management warranty deed to be entered into between Tiger, RBSHL and each of Chris New, Simon Hersh and Adam Gent

	pursuant to which those individuals will give certain warranties in favour of Tiger;
“MIP”	the management incentive plan to be adopted by RBSHL in order to incentivise RBSHL’s senior management team;
“Notice of EGM”	the notice convening the EGM which is set out at the end of this document;
“Ordinary Shares”	the ordinary shares of 1 pence each in the capital of the Company;
“RBSHL”	Rural Broadband Solutions Holdings Limited, a company incorporated in England and Wales with registered number 14373739;
“Reorganisation”	the transfer of the entire issued share capital in each of SWS and Cadence to RBSHL in exchange for shares in RBSHL to be effected immediately prior to Completion;
“Resolutions”	the ordinary resolutions set out in the Notice of EGM;
“Shareholders”	the holders of Ordinary Shares;
“Shareholders' Agreement”	the agreement to be entered into on Completion between RBSHL, Tiger and the Company regulating the operation and management of RBSHL and the relationship between its shareholders;
“Subscription Agreement”	the agreement dated on or about the date of this Circular between Tiger, the Company and RBSHL relating to the terms on which (i) Tiger will subscribe for A Shares in and advance shareholder loans to RBSHL; and (ii) the Company will subscribe for B Shares;
“SWS”	Secure Web Services Limited, a company incorporated and registered in England and Wales with registered number 3923463;
“Tax Deed”	the agreed form tax deed to be entered into between Tiger, the Company and RBSHL;
“Tiger”	TIP RBBS Holdings Limited, a company incorporated and registered in England and Wales with company number 14384192;
“Tiger Fund III”	Tiger Infrastructure Partners Fund III LP incorporated in Delaware, United States with number 7920869 whose registered address is 251 Little Falls Drive, Wilmington, New Castle, DE, 19808;
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland.

LETTER FROM THE CHAIRMAN OF RURAL BROADBAND SOLUTIONS PLC

Rural Broadband Solutions plc

(Incorporated and registered in the Isle of Man under the Isle of Man Companies Acts 1931 to 2004 with registered number 117001C and subsequently re-registered under the Isle of Man Companies Act 2006 with registered number 006491V)

Directors:

Keith Harris, *Executive Chairman*
Selwyn Lewis, *Non-Executive Director*
Michael Langoulant, *Non-Executive Director*
Christopher Stone, *Non-Executive Director*

Registered office:

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

7 October 2022

**Proposed Investment
and
Proposed change of name to Global Connectivity plc
and
Notice of EGM**

Dear Shareholder,

1. Proposed Investment

In my statement to shareholders in December 2021, I wrote that, since our initial public offering in October 2020, we had invested the proceeds thereof and those of a subsequent secondary equity offering in December 2021, to build the foundations for a larger and stronger operating entity. I discussed in that statement the opportunities your board identified as a result of the continuing trend towards fast connectivity in even the most remote areas of the UK becoming an increasingly essential utility. In November 2021, the All-Party Parliamentary Group on the Rural Powerhouse warned that “Rural Britain is not a museum” and is being “held back” by, among other things, “slow” broadband connectivity. Your company is one of those seeking to deliver high speed broadband to rural areas.

The investment we have made in our dark fibre ring and backhaul capability, provided by the December 2021 acquisition of Cadence, gave RBBS a foundation upon which to build its own national data network and provide connectivity to a wide range of rural towns and villages. We have also invested in an experienced and enlarged executive management and board capability to provide the expertise to facilitate a step change in customer numbers. The fund raising in December 2021 helped RBBS in achieving its strategic objective of becoming a major presence in the provision of broadband services to rural areas in the UK. The acquisition of Cadence has allowed us to create our own national network to enable us to build our own fibre network.

Whilst implementing our growth strategy, it became clear that the rural broadband market was likely to develop more quickly and to a larger extent than anticipated when we embarked on this enterprise. In discussions with Analysys Mason, an experienced specialist consultancy in the field of digital infrastructure planning, it became apparent that the strategy on which we had embarked would require a further considerable deployment of capital. It was equally apparent that there was an ever increasing demand within the UK for nationwide fast and reliable broadband. At this stage, the vision was clear, but the opportunity was immediate.

The huge opportunity and bold vision underpinned our belief that we should seek to partner with an infrastructure fund with proven expertise, strong capital backing and a shared belief in our vision. As a consequence, we appointed Investec Bank plc as an infrastructure funding advisor. This resulted in us entering into discussions with Tiger and those discussions have now concluded successfully.

Tiger agrees to invest up to £75 million to fund the capex costs, working capital and operating losses during the ramp-up of our business. Their investment places RBSHL, the new holding company of SWS

and Cadence, in a position to fund growth in the rural broadband market, both organically and by way of acquisitions, at an increased pace. Significantly, it also enables RBSHL, in due course, to raise external financial leverage at a lower cost of capital for the benefit of all stakeholders.

RBBS will retain a 15% equity stake in RBSHL. This ownership is not subject to dilution except in circumstances where the board of RBSHL agrees that further funding in excess of Tiger's £75 million investment is required and RBBS does not elect to fund its relevant proportion. RBBS will also receive £825,000 in cash over the next 3 years (£275,000 per annum) by way of repayment of an intercompany loan from SWS which will enable RBBS to continue to operate as an investment vehicle with the capacity, in addition to its carried 15% investment in RBSHL, to seek opportunities in allied but non-competing business sectors.

2. Background on Tiger

Tiger Infrastructure Partners is a leading middle market investor focused on providing transformational growth capital to enable the infrastructure of tomorrow. Tiger targets superior risk-adjusted returns for its investors by employing the firm's value-add approach to growth investments across the digital infrastructure, energy transition and transportation sectors in North America and Europe, where significant tailwinds are driving demand for new infrastructure. For more information, visit www.tigerinfrastructure.com.

3. Details of the Investment

Pursuant to the Subscription Agreement and the Shareholders' Agreement, Tiger has conditionally agreed to invest up to £75 million in aggregate into a new intermediate holding company RBSHL which, following the Reorganisation, will wholly own SWS and Cadence. Of this aggregate maximum investment of £75 million, £8 million will be invested at Completion with a further £8 million to be invested within the 12 month period following Completion (subject to no material adverse event having occurred with respect to the business of SWS or Cadence). As part of the Reorganisation, RBBS will transfer rights in the Rural Broadband Solutions name to RBSHL and will capitalise £1,028,470.33 of the intercompany loan owed to it by SWS with the balance of £825,000 being repaid over three years at the rate of £275,000 per annum.

The Subscription Agreement is conditional upon Shareholders passing the Resolutions at the EGM and upon the Reorganisation having been completed. Should either of these conditions not be satisfied, the Company will be liable to pay to Tiger a break fee in the sum of £900,000. Completion is expected to take place within 2 business days following the EGM.

Any funds invested by Tiger up to the £75 million will be advanced 70% by way of shareholder loan and 30% by way of subscription for A Shares. Tiger will upon Completion of the initial £8 million investment hold 85% of RBSHL's issued share capital with the balance of 15% being held by the Company in the form of B Shares. The shareholder loans to be advanced by Tiger will be unsecured and will carry interest at the rate of 12.5% per annum (the **SHL Rate**). If RBSHL cannot pay any interest on its due date, that interest will be rolled up and accrue additional interest at the SHL Rate. The shareholder loans shall be repayable in advance of any return of equity. Until Tiger has funded £75 million in full, the Company will not have any ongoing funding obligations to RBSHL with Tiger having the right to provide all funding up to that level (save for nominal sums payable by the Company for further issues of shares to the Company in order to maintain the Company's 15% shareholding). After Tiger has invested £75 million, the Company shall be entitled to participate in its pro rata amount in funding rounds on the same terms as Tiger.

Pursuant to the Subscription Agreement, the Company has given certain warranties to Tiger and has also given Tiger a tax indemnity on the terms set out in the Tax Deed. Both the Subscription Agreement and the Tax Deed contain limitations on the Company's liability customary for a transaction of this nature. In addition, Tiger has also taken out warranty and indemnity insurance which provides cover for claims under large majority of the warranties or Tax Deed save for excluded or partially excluded claims and means that the Company's liability for any covered claims is capped at £1. The Company will be liable for claims under certain uncovered warranties and certain uncovered parts of the Tax Deed if claims exceed £1 million.

The Shareholders' Agreement will be entered into on Completion in order to regulate the ongoing relationship between the Company and Tiger as shareholders of RBSHL. As majority shareholder and

funder, Tiger will have control of RBSHL at both board and shareholder level subject to certain minority shareholder protections for the Company. The Company shall have the right to receive certain information in relation to the continuing business and to appoint a director to the Board of RBSHL, the first such director to be Keith Harris. The Shareholders' Agreement includes restrictive covenants which prevent the Company from competing with RBSHL and its subsidiaries and from soliciting employees, customers and suppliers.

Chris New and Simon Hersh have committed to increase their time commitments to RBSHL and its subsidiaries (and to reduce their time commitment to the Company).

In order to incentivise the senior management team of RBSHL, it is intended soon after Completion for RBSHL to adopt the MIP. Under the terms of the MIP, members of the senior management team (which may include Keith Harris, Christopher New, Simon Hersh, Adam Gent and Rod Lawrence) may receive an increasing share of the proceeds of any future sale of RBSHL up to a maximum of 20%. The allocation of the MIP has not yet been decided. The Independent Directors consider the proposed terms of the MIP to be fair and reasonable in the context of the transaction as whole. The exact terms of the MIP, including vesting hurdles, will be approved by the non-executive directors' of RBSHL after completion of the transaction.

Certain members of the senior management team have entered into the Management Warranty Deed containing market standard warranties from the senior management team in favour of Tiger in relation to matters such as the business plan and due diligence reports.

4. EGM

You will find set out at the end of this document a notice convening the EGM to be held on 24 October 2022 at the Company's registered office at 11.00 a.m. at which the Resolutions will be proposed. Both Resolutions will be proposed as ordinary resolutions.

Resolution 1 approves the Investment and authorises the Directors to take all steps necessary or desirable to complete the Investment.

Resolution 2 approves the change of the Company's name to Global Connectivity plc.

A simple majority (being more than 50 per cent.) of votes cast must be in favour of each of the Resolutions in order for them to be passed.

Shareholders should read the Notice of EGM at the end of this document for the full text of the Resolutions and for further details about the EGM.

5. Irrevocable undertakings

Irrevocable undertakings to vote in favour of the Resolutions have been received by the Company in respect of, in aggregate, 189,977,472 Ordinary Shares, representing approximately 52 per cent of the Company's current issued share capital. This includes the following directors and their related parties:

<i>Director</i>	<i>No. of Ordinary Shares</i>	<i>% of Current issued share capital</i>
Keith Harris	34,126,667	9.43%
Keith Harris' wife	2,000,000	0.55%
Christopher Stone	13,000,000	3.59%
Total	49,126,667	13.57%

6. Action to be taken

A Form of Proxy for use at the EGM accompanies this document.

If you are unable to attend the EGM it is recommended that you appoint the chairman of the EGM as your proxy to vote in accordance with your instructions. This will ensure that your vote will be counted even if you are unable to attend in person.

The Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to the Company's registered agent, Apex Corporate Services (IOM) Limited, as soon as possible, but in any event so as to be received by no later than 11.00 a.m. on 22 October 2022 (or, if the EGM 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 return of a completed Form of Proxy will not prevent a Shareholder from attending the EGM and voting in person if a Shareholder wishes to do so.

7. Recommendation

Shareholder approval is being sought, in accordance with the AQSE Growth Market rules, because completion of Subscription Agreement will result in RBBS's holding in RBSHL (and therefore ultimately in Cadence and SWS) being reduced from 100% to 15%, resulting in a fundamental change in the Company's circumstances.

The Directors consider the Investment to be in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommend Shareholders to vote in favour of the Resolutions to be proposed at the EGM.

Certain Shareholders have irrevocably undertaken to vote in favour of the Resolutions in respect of, in aggregate, 189,977,472 Ordinary Shares, representing approximately 52.49 per cent. of the current issued ordinary share capital of the Company.

Yours sincerely

Dr Keith Harris
Executive Chairman

**NOTICE OF EXTRAORDINARY GENERAL MEETING
RURAL BROADBAND SOLUTIONS PLC**

(Incorporated and registered in the Isle of Man under the Isle of Man Companies Acts
1931 to 2004 with registered number 117001C and subsequently re-registered under the Isle of Man
Companies Act 2006 with registered number 006491V)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary 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, on 24 October 2022 at 11.00 a.m. for the purpose of considering and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTIONS

1. **THAT** the Investment, as defined in Company’s circular dated 7 October 2022 (the “Circular”), on the terms and subject to the conditions of the Investment Agreements as defined in the Circular be and is hereby approved for the purpose of Rule 3.7 of the AQSE Growth Market Access Rulebook and that the Directors be and are hereby authorised to take all steps necessary or, in the opinion of the Directors, desirable, to complete and give effect to the Investment Agreements.
2. **THAT**, upon and subject to Completion, as defined in the Circular, the name of the Company be changed to “Global Connectivity plc”.

Registered Office

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

By Order of the Board

Suzanne Jones
Registered Agent
Date: 7 October 2022

NOTES:

1. Only those shareholders registered in the shareholders’ register of the Company as at close of business (London time) on 11.00 a.m. on 22 October 2022 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. If the meeting is adjourned, the time by which a person must be entered on the shareholders’ register of the Company in order to have the right to attend and vote at the adjourned meeting is at 48 hours before the time fixed for the adjourned meeting. Changes to entries on the relevant register of securities after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting. As explained in the Letter from the Executive Chairman accompanying this Notice of Extraordinary General Meeting, shareholders are requested not to attend the Extraordinary General Meeting, but are strongly encouraged to lodge their voting instructions.
2. Members entitled to attend and vote at the Extraordinary General Meeting are entitled to appoint one or more proxies to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder, which detail must be identified on the Form of Proxy. A proxy need not be a shareholder of the Company. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this document. If you wish your proxy to speak at the meeting, you should appoint a proxy other than the chairman of the meeting and give your instructions to that proxy. As explained in the Letter from the Executive Chairman accompanying this Notice of Extraordinary General Meeting, shareholders are requested not to attend the Extraordinary General Meeting or to appoint a third party proxy to attend on your behalf and instead let the Chairman of the Extraordinary General Meeting act as your proxy and vote your shares.

3. To be valid an appointment of proxy must be returned in paper form by post, courier, or by hand to the Company's registered agents, Apex Corporate Services (IOM) Limited, Exchange House, 54-62 Athol Street, Douglas, Isle of Man IM1 1JD , and must be received by not later than 11.00 a.m. (London time) on 22 October 2022 or, in the case of a poll taken more than 48 hours after it is demanded, after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or, where a poll is not taken forthwith but is taken not more than 48 hours after it was demanded, at the meeting at which the poll was demanded (in which case the proxy may be returned to the Chairman of the meeting). Shareholders who intend to appoint more than one proxy can obtain additional Forms of Proxy from Apex Corporate Services (IOM) Limited on 01624 630400 if you are phoning from the United Kingdom or +44 1624 630400 if you are calling outside the United Kingdom. Calls are charged at the standard geographical rate and will vary by provider. Calls from outside of the United Kingdom will be charged at the applicable international rate. Lines are open 9.00 a.m. to 5.00 p.m. (London time) Monday to Friday (excluding public holidays in England and Wales). Alternatively, the Form of Proxy provided may be photocopied prior to completion. The Forms of Proxy should be returned in the same envelope, and each should indicate that it is one of multiple appointments being made. If you return more than one proxy appointment, the appointment received last by the Company's registered agent before the last time for the receipt of proxies will take precedence. As explained in the Letter from the Executive Chairman accompanying this Notice of Extraordinary General Meeting, shareholders are requested not to attend the Extraordinary General Meeting or to appoint a third party proxy to attend on your behalf and instead let the Chairman of the Extraordinary General Meeting to act as your proxy and vote your shares.
4. Completion and submission of the Form of Proxy by a shareholder will not prevent him from attending the meeting and voting at the meeting in person, in which case any votes cast by the proxy will be excluded. As explained in the Letter from the Executive Chairman accompanying this Notice of Extraordinary General Meeting, shareholders are requested not to attend the Extraordinary General Meeting but are strongly encouraged to lodge their voting instructions.
5. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the shareholders' register in respect of the joint holding.
6. A "vote withheld" option has been included on the Form of Proxy. The legal effect of choosing the vote withheld option on any resolution is that the shareholder concerned will be treated as not having voted on the relevant resolution. The number of withheld votes will, however, be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.
7. Shareholders, proxies, and authorised representatives will be required to provide their names and addresses for verification against the register of members and proxy appointments received by the Company before entering the meeting. Each authorised representative must produce proof of his or her appointment, in the form of the actual appointment or a certified copy. Other than this, there are no procedures with which any such persons must comply in order to attend and vote at the meeting imposed by the Company or the registered agent. As explained in the Letter from the Executive Chairman accompanying this Notice of Extraordinary General Meeting, shareholders are requested not to attend the Extraordinary General Meeting or to appoint a third party proxy to attend on your behalf and instead let the Chairman of the Extraordinary General Meeting to act as your proxy and vote your shares.
8. As at the close of business (London time) on 6 October 2022, which is the latest practicable date before publication of this Document, the Company's issued share capital comprised 361,926,142 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at that time was 361,926,142. The Company's website will include information on the number of shares and voting rights