

## 05/01/2018 Notice of AGM

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 independent financial advice immediately from your stockbroker, bank, solicitor, accountant, fund manager or other appropriate 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 professional adviser in the relevant jurisdiction.

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

INFRASTRATA  
PLC

(Incorporated  
and registered in England and Wales under the Companies Act 2006 with  
company number 06409712)

Notice  
of Annual General Meeting

Notice  
of the Annual General Meeting to be held at 11.00 a.m. on 31 January 2018 at Kerman & Co LLP, 200 Strand, London WC2R 1DJ is set out at the end of this document. A Form of Proxy for use in connection with the Annual General Meeting is enclosed with this document. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed on it so as to be received by the Company's registrars, Link Asset Services at PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, as soon as possible, and in any event, no later than 11.00 a.m. on 29 January 2018 (or, in the case of an adjournment, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting). Voting at the Annual General Meeting will be on a show of hands and each Shareholder entitled to attend and who is present in person or by proxy will be entitled to one vote for each Ordinary Share

held.

If you have any questions relating to this document, the Annual General Meeting and/or the completion and return of the Form of Proxy, please telephone the Company's registrars Link Asset Services on 0871 664 0300 if calling within the United Kingdom or +44 20 8639 3399 if calling from outside the United Kingdom. Lines are open between 8.30 a.m. and

5.30 p.m. Mon-Fri. Calls to the helpline from within the United Kingdom cost 12 pence per minute (including VAT) from a BT landline. Other service providers' costs may vary. Calls to the helpline from outside the United Kingdom will be charged at applicable

international rates. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

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

Allenby Capital Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and broker to the Company and for no one else in connection with the matters described in this document and accordingly will not be responsible to any person other than Company for providing the protections afforded to customers of Allenby Capital Limited, or for providing advice in relation to such matters. Allenby Capital Limited's responsibilities as the Company's nominated adviser under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company or to any director of the Company (existing or proposed) or to any other person.

LETTER  
FROM THE CHAIRMAN

INFRASTRATA  
PLC

(Incorporated and registered in England and Wales under the Companies Act 2006 with company number 06409712)

Directors:

Graham Victor Lyon, Non-Executive Chairman  
Adrian Richard Pocock, Chief Executive Officer  
Karen Campbell, Non-Executive Director

Matthew Paul Beardmore, Non-Executive Director

Dear Shareholder

NOTICE OF 2018 ANNUAL GENERAL MEETING ("AGM")

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## Introduction

Registered  
Office:

200 Strand

London WC2R 1DJ

5 January 2018

The 2018 AGM will take place at the Company's registered office 200 Strand, London WC2R 1DJ at 11.00 a.m. on 31 January 2018. A notice of the AGM is set out at the end of this letter. This letter provides you with an explanation of the resolutions to be considered at the AGM.

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Matters for consideration at the  
AGM

Resolution  
1 Re-election  
of Director

The Board recommends  
the re-election of Adrian Richard Pocock who retires by rotation in  
accordance with Article 92.2 of the Company's Articles of  
Association ("Articles").

Resolution  
2 Re-appointment  
of  
Director

The Board recommends  
the re-appointment of Graham Victor Lyon who is subject to re-  
appointment in accordance with Article 87 of the Articles.

Resolution  
3 Re-appointment  
of  
Director

The Board recommends the re-appointment of Karen Campbell (also known as Karen Jenner) who is subject to re-appointment in accordance with Article 87 of the Articles.

Resolution  
4 Re-appointment  
of  
Director

The Board recommends  
the re-appointment of Matthew Paul Beardmore who is subject to re-appointment in accordance with Article 87 of the Articles.

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

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

Resolution  
6 Directors'  
authority to allot  
shares

This is an ordinary resolution granting general authority to the Directors to allot new ordinary shares in the capital of the Company up to the threshold described in Resolution 6. This resolution renews the authority granted at the last general meeting of the Company. The authority will expire on the date of the next annual general meeting.

Resolution  
7 Disapplication  
of pre-emption  
rights

This is a special resolution authorising the Directors to allot ordinary shares for cash up to the threshold described in Resolution 7 on a non pre-emptive basis pursuant to the authority conferred by Resolution 6. The Board considers that the authority proposed in this Resolution is necessary to allow it to move quickly, as it deems appropriate, when new funding sources become available to the Company without further recourse to Shareholders. The authority will expire on the date of the next annual general meeting.

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Form  
of Proxy

Whether you intend to attend the AGM or not, please complete and return the accompanying Form of Proxy to the Company's registrars, Link Asset Services, at The Registry, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received no later than 11.00 a.m. on 29 January 2018. By doing so, you will not preclude yourself from attending and voting in person at the Meeting.

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Recommendation

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

Yours faithfully

Graham Victor Lyon

Non-Executive  
Chairman

INFRASTRATA  
PLC

(Registered  
in England and Wales under Company No. 06409712)

NOTICE  
OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 Annual General Meeting of InfraStrata plc (the "Company") will be held at 11:00 a.m. on 31 January 2018 at 200 Strand, London WC2R 1DJ to consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 6 will be proposed as ordinary resolutions and resolution 7 will be proposed as a special resolution:

Ordinary Business

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To  
re-elect Adrian Richard Pocock, who retires by rotation in accordance with Article 92.2 of the Company's Articles of Association, as a Director of the Company.

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To  
re-appoint Graham Victor Lyon, who is subject to re-appointment in

accordance with Article 87 of the Company's Articles of Association, as a Director of the Company.

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To re-appoint Karen Campbell (also known as Karen Jenner), who is subject to re- appointment in accordance with Article 87 of the Company's Articles of Association, as a Director of the Company.

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To re-appoint Matthew Paul Beardmore, who is subject to re-appointment in accordance with Article 87 of the Company's Articles of Association, as a Director of the Company.

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To re-appoint Nexia Smith & Williamson Audit Limited as auditors of the Company and to authorise the Directors to determine their remuneration.

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That, in accordance with section 551 of Companies Act 2006 (the "Act"), the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights") up to an aggregate nominal amount of

£50,104.15 provided that this authority shall expire at the commencement of the next Annual General Meeting held by the Company save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to such offers or agreements as if this authority had not expired.

Special Business

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That,  
 subject to the passing of Resolution 6, the Directors be empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by Resolution 6 as if section 561 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities:

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in  
 connection with a rights issue or any other offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory;

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otherwise  
 than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount of  
 £50,104.15,

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

By  
order of the Board

Simon  
W. Holden Company Secretary

Registered  
office:

200  
Strand

London WC2R 1DJ

Dated: 5 January 2018

Notes:

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A  
member entitled to attend, speak and vote is entitled to appoint a proxy to attend, speak and vote on his behalf. A proxy need not be a member of the Company.

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A  
member must be registered as the holder of ordinary shares by 11:00 a.m. on 31 January 2018 in order to be entitled to vote at the meeting as a member in respect of those shares.

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## Forms

of proxy, together with any power of attorney under which it is executed or a notarially certified copy thereof, must be completed and, to be valid must reach the Registrar of the Company at Link Asset Services, PXS1, 34 Beckenham, Kent BR3 4ZF by 11:00 a.m. on 29 January 2018. Your attention is drawn to the other notes on the proxy form.

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## If

the appointer is a corporation, the form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised.

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## The

appointment of a proxy does not preclude a member from attending and voting at the meeting.

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## In

the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

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## Pursuant

to Regulation 41 of the Uncertificated Securities Regulations 2001 only those shareholders on the Register of Shareholders at close of business on 29 January 2018 shall be entitled to attend, speak and vote at the meeting in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than 48 hours, then to be so entitled, shareholders must be entered on the Company's Register of Members 48 hours before the time appointed for holding the adjourned meeting or if the Company gives notice of the adjourned meeting, at the time specified in that notice.

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## You

may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in

relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together.

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As at the close of business on 4 January 2018 (the last business day prior to the publication of this notice), the Company's issued share capital comprised 501,041,599 ordinary shares of £0.0001 each. Each ordinary share carries the right to one vote at the annual general meeting of the Company and, therefore, the total number of voting rights in the Company as at the time and date given above is 501,041,599.

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CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message ("a CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent ("RA10") by 11:00 a.m. on 29 January 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The issuer's agent ID is RA10.

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

particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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

[View or download the release](#)