

NEXUS

NEXUS INFRASTRUCTURE PLC

Registered office: Nexus Park Avenue East, Skyline 120,
Great Notley, Braintree, Essex, England, CM77 7AL
Registered in England and Wales, Company number 05635505

NOTICE OF ANNUAL GENERAL MEETING

**to be held at 9 a.m. on 30 March 2023
at the Company's registered office at
Nexus Park Avenue East, Skyline 120,
Great Notley, Braintree, Essex,
England, CM77 7AL**

Letter from the Chairman

Dear Shareholder,

I am pleased to attach a notice of the Company's forthcoming annual general meeting, along with an explanatory summary of the resolutions to be proposed at the meeting together with details of our results for the year ended 30 September 2022.

Logistical arrangements for the meeting

As was the case at the 2022 annual general meeting, the Directors have decided to make arrangements to enable shareholders to attend the annual general meeting virtually, as an alternative to attending the meeting in person. Shareholders may still attend the meeting in person, but the Directors will also allow shareholders to participate through the video conferencing facilities available. The Directors will seek to ensure that those shareholders participating by virtual means have the same ability to ask questions at the meeting as those attending in person. **However, please note that shareholders joining the live webcast will not be able to vote on the day or form part of the quorum for the meeting and must appoint a proxy in advance in order to ensure their vote is counted.** Whether shareholders choose to attend in person or by virtual means, we urge shareholders to vote by proxy on the resolutions as early as possible.

If you wish to attend the meeting by virtual means, please pre-register in advance for the virtual meeting by contacting the Company Secretary by email at investors@nexus-infrastructure.com. After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the annual general meeting. You may be asked to provide evidence of your interest in the Company so as to obtain access to the meeting.

Shareholders can submit any specific questions on the business of the annual general meeting ahead of the meeting by email to investors@nexus-infrastructure.com (marked for the attention of the Company Secretary). Any questions must be received by 12.00 p.m. on 28 March 2023. The Board will aim to respond to these questions during the annual general meeting but if not, questions received and answers to such questions will be made available on the Company's website as soon as possible after the meeting.

Resolution 1: Annual report and accounts

The board of directors of the Company (the "**Board**") will have pleasure in presenting to the meeting the accounts and the directors' and auditors' report for the year ended 30 September 2022.

Resolutions 2 to 8: Re-appointment of Directors

The articles of association of the Company require one third of Directors to retire by rotation at each annual general meeting. However, in accordance with current corporate governance best practice, it is proposed that all of the Directors, including any Director who has been appointed since the date of the last annual general meeting, shall retire and seek re-appointment at the Annual General Meeting.

As set out in the circular dated 30 December 2022 (the "**Disposal Circular**"), the Directors conditionally agreed to sell the Company's subsidiaries TriConnex Limited and eSmart Networks Limited to a company controlled by FitzWalter Capital Limited (the "**Disposal**"). The conditions have been met and the Disposal completed on 3 February 2023. The Directors propose to return a substantial proportion of the proceeds from the Disposal to the shareholders by way of a tender offer (the "**Tender Offer**"). As set out in the Disposal Circular, on completion of the Disposal, Michael Morris resigned as CEO, but remains as a Non-Executive Director and Alan Martin resigned as CFO and Director. Charles Sweeney was appointed as CEO and Director and Dawn Hillman was appointed as CFO and Director.

Information about the Directors who have been in office during the period covered by the annual report is set out on pages 42 and 43 of the annual report and accounts. Information about Dawn Hillman and Charles Sweeney is set out on pages 18 and 19 of the Disposal Circular.

Resolution 9: Appointment and remuneration of auditors

The Company is required to appoint auditors at each annual general meeting at which the accounts are presented, to hold office until the next annual general meeting. The auditors are responsible for examining the Company's annual accounts and forming an opinion as to whether they give a true and fair view and are properly prepared in accordance with the Companies Act 2006 (the "**Act**"), and the regulations made under the Act.

The Group's external auditor for the year ended 30 September 2022 was PricewaterhouseCoopers LLP. Independence of the external auditor is essential to ensure the integrity of the Group's published financial information. During the year the Committee reviewed and approved the audit plan. The auditor's assessment of materiality and financial reporting risk areas were discussed and challenged.

The resolution also gives authority to the Board to determine the remuneration of the auditors.

Resolution 10: Authority to allot shares

Under section 551 of the Act, the Directors may only allot shares or grant rights to subscribe for or convert any securities into shares if authorised by Shareholders to do so.

Resolution 10, which complies with guidance issued by the Investment Association, will, if passed, authorise the Directors to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares, up to an aggregate nominal value of £303,713 (corresponding to one third of the issued share capital at 14 February 2023) and up to an additional aggregate nominal value of £607,425 (corresponding to two thirds of the issued share capital as at 14 February 2023) in the case of allotments only in connection with a fully pre-emptive rights issue. The Directors have no present intention to exercise the authority sought under this resolution. However, the Directors may consider doing so if they believe it would be appropriate in respect of business opportunities that may arise consistent with the Company's strategic objectives. The authority will last until the conclusion of the next annual general meeting and it is the Board's current intention to seek renewal of such authority at each future annual general meeting of the Company.

As at 14 February 2023, the Company does not hold any shares in the Company in treasury.

If the Tender Offer (as referred to in the Disposal Circular) proceeds and, as a result, the Company's issued share capital is reduced, the Directors undertake not to exceed the thresholds of one third and two thirds set out above in relation to the resulting issued share capital.

Resolutions 11 and 12: Disapplication of pre-emption rights

Section 561(1) of the Act requires that on an allotment of new shares for cash, such shares are offered first to existing Shareholders in proportion to the number of shares that they each hold at that time.

Resolutions 11 and 12 are special resolutions to renew the Directors' authority to allot shares for cash without first offering them to existing Shareholders on a pro-rata basis. Although there is currently no intention to make use of this authority, the Directors consider that it is in the interests of the Company, in certain circumstances, for the Directors to have limited flexibility so as to be able to allot shares without having first to offer them to existing Shareholders. These resolutions are consistent with the Pre-Emption Group 2022 Statement of Principles for the disapplication of pre-emption rights (the **"2022 Statement of Principles"**), which have increased the thresholds in relation to the disapplication of pre-emption rights.

Resolution 11 seeks to authorise the Directors to allot shares for cash without complying with the statutory pre-emption procedure provided the allotment is either (a) in connection with a rights issue, open offer or other pre-emptive issue or (b) is a non-pre-emptive issue for cash which is limited to shares having an aggregate nominal amount of £91,114 corresponding to ten per cent. of the issued share capital of the Company at 14 February 2023, in line with the Statement of Principles.

The Directors are also seeking additional approval, set out in Resolution 12, for the disapplication of pre-emption rights on shares issued for cash up to a further nominal amount of £91,114 corresponding to ten per cent. of the issued share capital of the Company at 14 February 2023. This authority can only be exercised in connection with one or more acquisitions or specified capital investments that the Directors determine fall within the 2022 Statement of Principles.

The Directors confirm that the additional ten per cent. authority will only be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

The authority will last until the conclusion of the next annual general meeting and it is the Board's current intention to seek renewal of such authority at each future annual general meeting of the Company.

If the Tender Offer (as referred to in the Disposal Circular) proceeds and, as a result, the Company's issued share capital is reduced, the Directors undertake not to exceed the percentage thresholds set out above in relation to the resulting issued share capital.

Letter from the Chairman continued

Resolution 13: Purchase of own shares

The Board is seeking at the annual general meeting to renew the authority given at the Company's last Annual General Meeting for the Company to make on-market purchases of ordinary shares of £0.02 each in the Company ("**Ordinary Shares**") (for subsequent cancellation) of up to 4,555,690 Ordinary Shares, representing 10 per cent. of the existing issued share capital of the Company at 14 February 2023. The Board seeks the authority of the Shareholders to allow the Company to do so; such authority to expire on the earlier of the conclusion of the next annual general meeting of the Company or 15 months from the date of the passing of this resolution.

The Board believes that it is in the best interests of all Shareholders that the Company has the flexibility to undertake market purchases of its own shares.

The maximum price (exclusive of expenses) that may be paid for any on-market purchase by the Company of Ordinary Shares (derived from the AIM Appendix of the London Stock Exchange Daily Official List) will not exceed 105 per cent. of the average of the middle market quotations for those Ordinary Shares for the five business days immediately preceding the date on which such purchase is made. The minimum price (exclusive of expenses) which may be paid is £0.02 per Ordinary Share. Ordinary Shares which are purchased by the Company will be cancelled.

If the Tender Offer (as referred to in the Disposal Circular) proceeds and, as a result, the Company's issued share capital is reduced, the Directors undertake not to exceed the ten per cent. threshold set out above in relation to the resulting issued share capital.

Annual general meeting

As indicated in the attached notice of annual general meeting, the thirteen resolutions will be proposed to the Shareholders at the annual general meeting. The annual general meeting will be held at 9 a.m. on 30 March 2023 at the Company's registered office at Nexus Park Avenue East, Skyline 120, Great Notley, Braintree, Essex, England, CM77 7AL.

Action to be taken – proxy forms

Whether or not you plan to attend the meeting whether virtually or in person, your vote is still important and so we would encourage you to cast your vote accordingly. You will recall that we stated that we would no longer be sending you a paper proxy but instead provide you with the means to vote electronically. I would therefore urge you to submit your vote online at www.nexusshares.com to be received by 09:00am on Tuesday 28 March 2023. Submission of a proxy appointment will not prevent you from attending and voting at the AGM in person should you wish to do so. In the event that you do require a hard copy proxy form please contact our Registrars, Link Group on 0371 664 0300 or, if calling from overseas, on +44 (0) 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

CREST holders can use the CREST electronic proxy appointment service as soon as possible in accordance with the instructions printed on the form and the notes to the notice of the annual general meeting.

Recommendation

The Board believes that the proposals being put to the Shareholders as described in this letter are in the best interests of the Shareholders. Accordingly, the Directors unanimously recommend that you vote in favour of the resolutions to be proposed at the annual general meeting. The Directors intend to vote in favour of the resolutions in respect of their own beneficial holdings amounting to 10,398,231 Ordinary Shares (representing approximately 22.8 per cent. of the Company's issued share capital as at 14 February 2023).

Yours faithfully



Richard Kilner

Chairman

Notice of Annual General Meeting

Nexus Infrastructure plc **(Incorporated in England and Wales** **with registered number 05635505)**

Notice is hereby given that the annual general meeting (“**Meeting**”) of Nexus Infrastructure plc (the “**Company**”) is to be held at 9 a.m. on 30 March 2023 at the Company’s registered office at Nexus Park Avenue East, Skyline 120, Great Notley, Braintree, Essex, England, CM77 7AL.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 10 will be proposed as ordinary resolutions and resolutions 11 to 13 will be proposed as special resolutions.

Ordinary resolutions

Annual report and accounts

1. **THAT** the Company’s annual accounts for the financial year ended 30 September 2022, together with the directors’ report and auditor’s report on those accounts, be received and adopted.

Re-appointment of directors

2. **THAT** Ffion Griffith be re-appointed as a director of the Company.
3. **THAT** Charles Sweeney be re-appointed as a director of the Company.
4. **THAT** Dawn Hillman be re-appointed as a director of the Company.
5. **THAT** Richard Kilner be re-appointed as a director of the Company.
6. **THAT** Alexander Wiseman be re-appointed as a director of the Company.
7. **THAT** Clare Lacey be re-appointed as a director of the Company.
8. **THAT** Michael Morris be re-appointed as a director of the Company.

Re-appointment and remuneration of auditors

9. **THAT** PricewaterhouseCoopers LLP be reappointed as the Company’s auditors to hold office from the conclusion of this Meeting until the conclusion of the next meeting at which accounts are laid before the Company and that the Directors be authorised to agree the remuneration of the auditors.

Authority to allot shares

10. **THAT** the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot Ordinary Shares and to grant rights to subscribe for, or to convert any security into, Ordinary Shares (“**Rights**”):
 - a. up to an aggregate nominal value of £303,713 (being the nominal value of one third of the issued share capital of the Company); and
 - b. up to an aggregate nominal value of £607,425 (being the nominal value of two thirds of the issued share capital of the Company) (such amount to be reduced by the nominal amount of any shares allotted or Rights granted under paragraph a) in connection with an offer by way of a rights issue or other pre-emptive offer to:
 - i. the holders of Ordinary Shares in proportion (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them; and

- ii. holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

such authorities to expire on the earlier of the next annual general meeting of the Company held after the date on which this resolution is passed and the date 15 months after the passing of this resolution, save that the Company may at any time before such expiry make any offer(s) or enter into any agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer(s) or agreement(s) as if the authority conferred hereby had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares or grant Rights but without prejudice to any allotment of shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

Special resolutions

Disapplication of pre-emption rights

11. **THAT** subject to and conditional upon the passing of resolution number 10 above, the Directors be authorised in accordance with section 570 of the Act to allot equity securities (as defined in section 560 of the Act) of the Company for cash as if section 561(1) of the Act did not apply to any such allotment, save that this authority shall be limited to:
 - a. the allotment of equity securities in connection with an offer by way of rights issue or other pre-emptive offer to:
 - i. the holders of Ordinary Shares in proportion (as nearly as may be practicable) to the respective number of Ordinary Shares held by them; and
 - ii. holders of other equity securities, as required by the rights of those securities, or subject to such rights as the Directors otherwise consider necessary,and so that, in each case, the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter; and
 - b. the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) above) up to a maximum aggregate nominal value of £91,114 (being the nominal value of approximately ten per cent. of the issued share capital of the Company),

and this authority shall expire on the earlier of the next annual general meeting of the Company held after the date on which this resolution is passed and the date 15 months after the passing of this resolution, save that the Company may at any time before such expiry make any offer(s) or enter into any agreement(s) which would or might require equity securities to be allotted or Rights to be granted after such expiry and the Directors may allot equity securities or grant Rights in pursuance of any such offer(s) or agreement(s) as if the authority conferred hereby had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot equity securities or grant Rights but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities.

Notice of Annual General Meeting continued

Special resolutions continued

Disapplication of pre-emption rights continued

12. **THAT** subject to and conditional upon the passing of resolution number 10 above and in addition to any authority granted under resolution 11 above, the Directors be authorised in accordance with section 570 of the Act to allot equity securities (as defined in the section 560 of the Act) of the Company for cash as if section 561(1) of the Act did not apply to any such allotment, save that this authority shall be:

- a. limited to the allotment of equity securities up to a maximum aggregate nominal value of £91,114 (being the nominal value of approximately ten per cent. of the issued share capital of the Company); and
- b. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Dis-applying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and this authority shall expire on the earlier of the next annual general meeting of the Company held after the date on which this resolution is passed and the date 15 months after the passing of this resolution, save that the Company may at any time before such expiry make any offer(s) or enter into any agreement(s) which would or might require equity securities to be allotted or Rights to be granted after such expiry and the Directors may allot equity securities or grant Rights in pursuance of any such offer(s) or agreement(s) as if the authority conferred hereby had not expired.

Purchase of own shares

13. **THAT** the Directors be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of that Act) of any of its Ordinary Shares on such terms and in such manner as the Directors may from time to time determine, provided that:

- a. the maximum number of Ordinary Shares which may be purchased is 4,555,690 representing approximately ten per cent. of the issued ordinary share capital of the Company at 14 February 2023;
- b. the minimum price (excluding expenses) that may be paid for an Ordinary Share is £0.02 being the nominal price of an Ordinary Share;

- c. the maximum price (excluding expenses) that may be paid for an Ordinary Share is:
 - i. an amount equal to 105 per cent. of the average of the middle market quotation of an Ordinary Share as derived from the AIM Appendix to the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased; and
 - ii. the higher of the price quoted for the last independent trade of and the highest current independent bid for any number of Ordinary Shares on the London Stock Exchange;
- d. unless previously renewed, revoked or varied, this authority shall expire on the earlier of the conclusion of the next annual general meeting of the Company held after the date on which this resolution is passed and the date 15 months after the passing of this resolution; and
- e. the Company may, before this authority expires, make a contract to purchase Ordinary Shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of Ordinary Shares pursuant to it as if this authority had not expired, and so that all previous authorities of the Directors pursuant to section 701 of the Act be revoked.

Dated 15 February 2023

By order of the Board



Dawn Hillman

Company Secretary

Nexus Infrastructure plc

Nexus Park Avenue East
Skyline 120
Great Notley
Braintree
Essex
England
CM77 7AL

Notes to the Notice of Annual General Meeting

The following notes should be read in conjunction with the information set out in the letter that accompanied this notice of annual general meeting (particularly in the section headed “Logistical arrangements for the meeting”). In the event of any inconsistency between the following notes and the information set out in that letter, the information set out in that letter shall take precedence.

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company’s register of members at:
 - close of business on 28 March 2023; or,
 - if this Meeting is adjourned, at the close of business on the date which is two business days prior to the adjourned meeting,shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You can only appoint a proxy (a) by contacting our Company’s Registrars, Link Group, and submitting a hard copy form so as to arrive no later than 48 hours (not taking into account any part of a day that is not a working day) before the time for holding the meeting or any adjournment of it or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, or (b) lodged using the CREST Proxy Voting Service, or (c) via the web.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. 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. Please indicate the proxy holder’s name and the number of shares in relation to which he or she is 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 in the same envelope. Failure to specify the number of shares to which each proxy appointment relates or specifying more shares than the number of shares held by you at the time set out in note 1 above will result in the proxy appointments being invalid.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxies using hard copy form

6. Should you wish to vote using a hard copy proxy form please contact our Registrars, Link Group on 0371 664 0300 or, if calling from overseas, on +44 (0) 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

CREST members should use the CREST electronic proxy appointment service and refer to note 8 below in relation to the submission of a proxy appointment via CREST.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

In each case the proxy appointment must be received not less than 48 hours (not taking into account any part of a day that is not a working day) before the time for the holding of the Meeting or adjourned meeting together (except in the case of appointments made electronically) with any authority (or notarially certified copy of such authority) under which it is signed.

Appointment of proxies via the web

7. As an alternative shareholders may cast their vote online via the registrars website at www.nexusshares.com.

Appointment of proxies through CREST

8. 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) of it by using 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 & International Limited’s (**“EUI”**) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 Company’s agent (ID: RA 10) by not later than 48 hours prior to the time appointed for the Meeting or adjourned meeting. 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 Company’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.

Notes to the Notice of Annual General Meeting continued

Appointment of proxies through CREST continued

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 a 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.

Unless otherwise indicated on the Form of Proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

Appointment of proxy by joint members

9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company Secretary at investors@nexus-infrastructure.com.

If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which was last deposited or received, none of them shall be treated as valid.

Termination of proxy appointments

11. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company Secretary at Nexus Infrastructure plc, Nexus Park Avenue East, Skyline 120, Great Notley, Braintree, Essex, England, CM77 7AL and we would also suggest that you send an email copy of that notice to the Company Secretary at investors@nexus-infrastructure.com.

In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by the Company Secretary not less than two hours before the time for holding the Meeting or adjourned meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

12. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

13. As at 14 February 2023, the Company's issued share capital comprised 45,556,904 ordinary shares of £0.02 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 14 February 2023 is 45,556,904.

Attendance at the meeting

14. If you wish to attend the meeting by virtual means (using the video conference facilities to be provided), please pre-register in advance for the virtual meeting by contacting the Company Secretary by email at investors@nexus-infrastructure.com. After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the annual general meeting. You may be asked to provide evidence of your interest in the Company so as to obtain access to the meeting.

Communication

15. Except as provided above, members who have general queries about the Meeting should use the following means of communication:

- calling the Company Secretary on 01376 559550; or
- emailing the Company Secretary at investors@nexus-infrastructure.com.

You may not use any electronic address provided either:

- in this notice of annual general meeting; or
 - any related documents (including the proxy form),
- to communicate with the Company for any purposes other than those expressly stated.