

Notice of Annual General Meeting

Porta Communications Plc

(Incorporated and registered in England and Wales with registered number 05353387)

Registered office: Sky Light City Tower, 50 Basinghall Street, London EC2V 5DE

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (the "AGM") of Porta Communications Plc (the "Company") will be held at the offices of Porta Communications Plc, Sky Light City Tower, 50 Basinghall Street, London, EC2V 5DE, on 31 May 2018 at 2.00pm for the following purposes:

Ordinary Business

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

1. Report and Accounts

To receive the audited annual accounts for the year ended 31 December 2017, together with the reports of the Directors and Auditor therein.

2. Election of Director

To elect Fiorenzo Tagliabue as a Director of the Company who, having been appointed since the last Annual General Meeting, offers himself for election in accordance with the Company's articles of association.

3. Election of Director

To elect Brian Tyson as a Director of the Company who, having been appointed since the last Annual General Meeting, offers himself for election in accordance with the Company's articles of association.

4. Election of Director

To elect Emma Kane as a Director of the Company who, having been appointed since the last Annual General Meeting, offers herself for election in accordance with the Company's articles of association.

5. Re-appointment of Auditors

To re-appoint Grant Thornton UK LLP as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next general meeting at which the accounts are laid before the Company.

6. Auditor's Remuneration

To authorise the Directors to determine the remuneration of the auditors.

Special Business

To consider, and if thought fit, to pass the following resolutions, of which resolutions 7 and 10 will be proposed as ordinary resolutions and resolutions 8 and 9 will be proposed as special resolutions.

7. Directors' authority to allot shares

That, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this resolution, the Directors be and they are generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being 'relevant securities') up to an aggregate nominal amount of £1,382,672.01, provided that, unless previously revoked, varied or extended, this authority shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company and the date falling 18 months after the date of the passing of this resolution, except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

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8. Directors' power to issue shares for cash

That, in substitution for equivalent authorities and powers granted to the Directors prior to the passing of this resolution, the Directors be and they are empowered to allot equity securities (as defined in Section 560 of the Act) of the Company wholly for cash pursuant to the authority of the Directors under Section 551 of the Act conferred by resolution 7 above (in accordance with Section 570(1) of the Act) and/or by way of a sale of treasury shares (in accordance with Section 573 of the Act), in each case, as if Section 561(1) of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to:

- (a) the allotment of equity securities in connection with an offer, or invitation to apply for, equity securities:
 - (i) in favour of holders of ordinary shares in the capital of the Company, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them; and
 - (ii) to holders of any other equity securities as required by any other securities as required by the rights of those securities or as the Directors consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and/or
- (b) the allotment, otherwise than pursuant to sub-paragraph (a) above, of equity securities up to an aggregate nominal value equal to £460,890.67; and

unless previously renewed, revoked, varied or extended, this power shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company and the date falling 18 months after the date of the passing of this resolution, except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.

9. Authority to purchase shares (market purchases)

That the Company be and is hereby unconditionally and generally authorised for the purposes of Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of its ordinary shares of 1p each ('Ordinary Shares') provided that:

- (a) the maximum number of Ordinary Shares authorised to be purchased is 46,089,067;
- (b) the minimum price which may be paid for any such Ordinary Share is 1p;
- (c) the maximum price which may be paid for an Ordinary Share shall be an amount equal to 105% of the average middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and

this authority shall, unless previously renewed, revoked or varied, expire on the earlier of the date falling 18 months after the date of the passing of this resolution and the conclusion of the next Annual General Meeting, but the Company may enter into a contract for the purchase of Ordinary Shares before the expiry of this authority which would or might be completed (wholly or partly) after its expiry.

10. Political Donations

To authorise, the Company and all companies that are its subsidiaries at any time during the period for which this resolution has effect for the purposes of Section 366 of the Act:

- (a) to make political donations to political parties or independent election candidates (as such terms are defined in Section 363 and 364 of the Act), not exceeding £50,000 in aggregate;
 - (b) to make political donations to political organisations other than political parties (as such terms are defined in Section 363 and 364 of the Act), not exceeding £50,000 in aggregate;
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(c) to incur political expenditure (as such term is defined in Section 365 of the Act), not exceeding £50,000 in aggregate, provided that this authority shall expire on the earlier of the date falling 18 months after the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company and further provided that the maximum amounts referred to in sub-paragraph (a), (b) and (c) may comprise sums in different currencies that shall be converted at such rate as the Directors may in their absolute discretion determine to be appropriate.

BY ORDER OF THE BOARD

Gene Golembiewski

Company Secretary

30 April 2018

Notes:

1. As a member of the Company, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the AGM and you should have received a Form of Proxy with this notice of AGM. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy. Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.
2. A proxy does not need to be a member of the Company but must attend the AGM to represent you. If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. To appoint a proxy using the Form of Proxy, the form must be: (i) completed and signed; (ii) sent or delivered to the Company's Registrars, SLC Registrars, 42-50 Hersham Road, Walton-on-Thames, Surrey, KT12 1RZ marked 'Proxy Return'; and (iii) received by the Company's Registrars no later than 2.00pm on 29 May 2018.
4. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
5. 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 the notes above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provisions of the Act.
6. The Company's issued share capital consists of 460,890,669 ordinary shares of 1p, carrying one vote each (including the 3,954,619 ordinary shares to be allotted to two former employees of PPS Group Limited as announced on 24 April 2018) and 2,862,879,050 deferred shares of 0.9p which carry no right to vote. Therefore, the total number of voting rights in the Company as on the date immediately prior to the publication of this Notice was 460,890,669.
7. Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755) the Company has specified that only those members registered on the Register of Members of the Company at 6.30 p.m. on 29 May 2018 shall be entitled to attend and vote at the AGM in respect of the number of ordinary shares registered in their name at that time. Changes to the Register of Members after 6.30 p.m. on 29 May 2018 shall be disregarded in determining the rights of any person to attend and vote at the AGM.
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.

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Explanatory notes to the Resolutions:

Resolution 1 – Reports and Accounts

All companies are required by law to lay their annual accounts and reports before a general meeting of the Company, together with the Directors' Report and Auditor's report on the accounts. At the AGM, the Directors will present these documents to the shareholders for the financial year ended 31 December 2017.

Resolution 2 – Election of Director

This resolution concerns the election of Fiorenzo Tagliabue as a Director of the Company. Fiorenzo was appointed by the Board on 4 August 2017 as an executive director. Fiorenzo Tagliabue is required by the Company's articles of association to offer himself for election at the annual general meeting following his appointment. A biography of Fiorenzo Tagliabue is set out on page 35.

Resolution 3 – Election of Director

This resolution concerns the election of Brian Tyson as a Director of the Company. Brian was appointed by the Board on 1 November 2017 as an executive director. Brian Tyson is required by the Company's articles of association to offer himself for election at the annual general meeting following his appointment. A biography of Brian Tyson is set out on page 35.

Resolution 4 – Election of Director

This resolution concerns the election of Emma Kane as a Director of the Company. Emma was appointed by the Board on 26 April 2018 as an executive director. Emma Kane is required by the Company's articles of association to offer herself for election at the annual general meeting following her appointment. A biography of Emma Kane is set out on page 35.

Resolution 5 – Re-appointment of auditors

This resolution concerns the re-appointment of Grant Thornton UK LLP as auditors until the conclusion of the next general meeting at which accounts are laid that is, the next Annual General Meeting.

Resolution 6 – Auditor's remuneration

This resolution authorises the Directors to determine the auditor's remuneration.

Resolution 7 – Directors' authority to allot shares

This resolution grants the Directors authority to allot shares in the capital of the Company and other relevant securities up to an aggregate nominal value of £1,382,672.01, representing approximately 30 percent of the nominal value of the issued ordinary share capital of the Company as at 30 April 2018, being the latest practicable date before publication of this notice, but also including the 3,954,619 ordinary shares to be allotted to two former employees of PPS Group Limited, as announced on 24 April 2018. It is the Directors' present intention to exercise the authorities conferred by this resolution to, among other things: (i) allot equity securities to the vendors of Newgate Communications Pty Limited (Newgate Australia) in consideration for the acquisition by Porta Communications Plc of a further 4.43 percent of the shares in Newgate Australia; (ii) allot equity securities to the vendors of Redleaf Communications Limited in consideration for the acquisition by Porta Communication Plc of a further 19 percent of the shares in Redleaf Communications Limited; and (iii) allot equity securities to the vendors of Newgate Communications (HK) Limited in consideration for the acquisition by Porta Communication Plc of a further 20 percent of the shares in Newgate Communications (HK) Limited. Unless revoked, varied or extended, this authority will expire at the conclusion of the next Annual General Meeting of the Company or the date falling 18 months from the passing of the resolution, whichever is the earlier.

Resolution 8 – Directors' power to issue shares for cash

This resolution authorises the Directors in certain circumstances to allot equity securities for cash other than in accordance with the statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). The relevant circumstances are either: i) where the allotment takes place in connection with a right issues, open offer or other pre-emptive offer; and/or ii) the allotment other than pursuant to i) above of up to a maximum nominal amount of £460,890.67, representing approximately 10 percent of the nominal value of the issued ordinary share

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capital of the Company as at 30 April 2018 being the latest practicable date before publication of this notice, but also including the 3,954,619 ordinary shares to be allotted to two former employees of PPS Group Limited, as announced on 24 April 2018. The Directors consider that the power proposed to be granted by resolution 8 is necessary to retain flexibility to allot equity securities for cash. Unless revoked, varied or extended, this authority will expire at the conclusion of the next Annual General Meeting of the Company or 18 months after the passing of the resolution, whichever is the earlier.

Resolution 9 – Authority to purchase shares (market purchases)

This resolution authorises the Board to make market purchases of up to 46,089,067 ordinary shares (representing approximately 10% of the Company's issued ordinary shares as at 30 April 2018, being the latest practicable date before publication of this notice), but also including the 3,954,619 ordinary shares to be allotted to two former employees of PPS Group Limited, as announced on 24 April 2018. Shares so purchased may be cancelled or held as treasury shares. The authority will expire at the end of the next Annual General Meeting of the Company or 18 months from the passing of the resolution, whichever is the earlier. The Directors intend to seek renewal of this authority at subsequent Annual General Meetings.

The minimum price that can be paid for an ordinary share is 1p being the nominal value of an ordinary share. The maximum price that can be paid is 5% over the average of the middle market prices for an ordinary share, derived from the AIM Index of Daily Official List of the London Stock Exchange, for the five business days immediately before the day on which the share is contracted to be purchased.

The Directors intend to exercise this right only when, in light of the market conditions prevailing at the time and taking into account all relevant factors (for example, the effect on earnings per share), they believe that such purchases are in the best interests of the Company and shareholders generally. The overall position of the Company will be taken into account before deciding upon this course of action. The decision as to whether any such shares bought back will be cancelled or held in treasury will be made by the Directors on the same basis at the time of the purchase.

Resolution 10 – Political Donations

This resolution seeks approval from shareholders to enable the Company to make donations or to incur expenditure which it would otherwise be prohibited from making or incurring under the relevant provision of the Companies Act 2006 (the 'Act'). The Company's policy is not to make donations to political parties and there is no intention to change that policy.

However, the Act defines political expenditure, political donations and political organisations very broadly such that normal business activities which might not be thought to be political expenditure or a political donation to a political organisation in the usual sense may be included. For example, sponsorship of industry forums, funding of seminars and other functions to which politicians are invited, matching employee's donations to certain charities, expenditure on organisations concerned with matters of public policy, law reform and representation of the business community and communicating with the Government and political parties at local, national and European level may fall under the terms of the Act.

Accordingly, the Company, in common with many other companies proposes to seek authority to incur a level of political donations to political parties, independent election candidates and political organisations as well as political expenditure, to cover these kinds of activities on a precautionary basis, in order to avoid possible inadvertent contravention of the Act. The authority does not purport to authorise any particular donation or expenditure but is expressed in general terms, as required by the Act. Furthermore, as permitted under the Act, the authority has been extended to cover any political donations made or political expenditure incurred by any subsidiaries of the Company. Therefore, as a precautionary measure, you will be asked to give the Company and each of its subsidiaries authority to make political donations to political parties or independent election candidates, to make political donations to political organisations (other than political parties) and to incur political expenditure. These authorities are limited to a maximum aggregate sum of £150,000.

If given, this authority will expire at the conclusion of the Company's next annual general meeting or 18 months after the date of passing of this resolution (whichever is earlier). It is the Directors' intention to renew this authority each year.

Any political donation made or political expenditure incurred which is in excess of £200 will be disclosed in the Company's Annual Report for the next financial year, as required by the Act. The authority will not be used to make political donations within the normal meaning of that expression.