

**THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this notice or the action you should take, you should consult an independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom. If you are not resident in the United Kingdom you should consult another appropriately authorised independent financial adviser.**

**If you have sold or otherwise transferred all of your BBGI Shares held in dematerialised form through depository interests, you should send this notice at once 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.**

**BBGI GLOBAL INFRASTRUCTURE S.A.**

*Société d'investissement à capital variable in the form of a société anonyme*

**Registered office:**

6E Route de Trèves  
L-2633 Senningerberg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg B 163879

Senningerberg, 1 August 2025

**CONVENING NOTICE TO THE GENERAL MEETING OF SHAREHOLDERS**

Dear BBGI shareholder,

We have the pleasure of inviting you to participate at a general meeting (the **General Meeting**) of BBGI Global Infrastructure S.A. (**BBGI** or the **Company**) which is being convened in order to resolve upon the voluntary liquidation of the Company.

The General Meeting will be held:

on 8 September 2025,  
at 11.00 a.m. (Luxembourg time),  
at 6E Route de Trèves  
L-2633 Senningerberg  
Grand Duchy of Luxembourg

**I. Background to the General Meeting**

Reference is made to the recommended all cash offer (the **Offer**) made by Boswell Holdings 3 S.C.Sp (**Bidco**), a special limited partnership (*société en commandite spéciale*) having its registered office at 46A, Avenue John F. Kennedy L-1855 Luxembourg, Grand Duchy of Luxembourg and being registered with the Registre de Commerce et des Sociétés, Luxembourg under number B293335, as set out in the offer document sent to the shareholders of BBGI on 6 March 2025 (the **Offer Document**).

On 20 May 2025, the Offer was declared unconditional. It was a condition to the Offer that BBGI shareholders approve the execution of the Asset Sale (as defined in the Offer Document) post-closing of the Offer and the delisting of BBGI in order for Bidco to acquire 100% control of the assets and undertaking of BBGI. BBGI shareholders approved the execution of the Asset Sale by way of resolutions passed with 99.95% of the votes cast, at a general meeting of BBGI Shareholders held on 10 April 2025.

BBGI and Bidco implemented the Asset Sale on the terms consistent with the resolutions passed by BBGI Shareholders on 10 April 2025. The supervisory board of BBGI (the **Supervisory Board**) and the management board of BBGI (the **Management Board**, and together with the Supervisory Board, the **BBGI Boards**) have resolved to return proceeds from the Asset Sale (less certain deductions representing liquidation costs and expenses and in order to maintain minimum share capital under Luxembourg law) in the form of a cash dividend which will be paid to BBGI shareholders on 22 August 2025 (the **Pre-Liquidation Dividend**).

As a result of the implementation of the Asset Sale and the Pre-Liquidation Dividend BBGI will only hold minimal assets. It is therefore it is being proposed that BBGI be placed into voluntary liquidation immediately following the payment of the Pre-Liquidation Dividend.

The BBGI Boards have therefore convened the present general meeting in order to invite the shareholders of BBGI to deliberate upon the proposed voluntary liquidation of BBGI, following completion of the Pre-Liquidation Dividend.

## II. Agenda

The following sole resolution will be proposed at the General Meeting (the **Resolution**):

Subject to the completion of the Pre-Liquidation Dividend:

- the Company be put into voluntary liquidation (the **Liquidation**);
- the past and current members of the supervisory board and members of the management board be granted discharge (*quitus*) for the performance of their duties;
- KPMG Tax and Advisory S.à r.l. a private limited liability company (*société à responsabilité limitée*) existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 39, Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, and being registered with the Luxembourg trade and companies register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B271903 (the **Liquidator**), represented by Ziauddin Ahmad Hossen, born on 30 April 1969 in Karachi, Pakistan, with professional address at 39, Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, acting as its permanent representative, be appointed as liquidator of the Company; and
- the Liquidator be granted all powers as may be required to implement the Liquidation, including those determined by Articles 1100-4 and 1100-5 and following of the Luxembourg Law of 10 August 1915 on commercial companies, as amended from time to time, and be authorised to (i) execute the acts and enter into the operations set forth in Article 1100-5 of the same law without any special authorisation, if such authorisation is required by law, (ii) delegate for specific operations or contracts to one or more proxies it determines part of its powers, and (iii) proceed with the payment of any interim liquidation proceeds that it would consider appropriate.

## III. BBGI issued share capital

The total issued share capital of BBGI as at the date of this notice is 714,876,634 BBGI shares. There are currently 3 BBGI treasury shares in issue. As at the date of this notice, there are no outstanding warrants and/or options to subscribe for BBGI shares. Each BBGI share is entitled to one vote.

## IV. Quorum and majority requirements

The proposed Resolution set out in section II of this notice qualifies as matters requiring an extraordinary resolution in accordance with article 26 of the articles of association of BBGI (the **Articles**) and article 450-3 of the law of 10 August 1915 on commercial companies, as amended (the **1915 Law**) and therefore requires the approval of two thirds of the votes validly cast at a meeting where at least half of the share capital of the Company is present or represented.

## **V. Available information and documentation**

The following information is available on BBGI's website at <http://www.bb-gi.com/>. and at the Company's registered office in Luxembourg, as of the day of the publication of this convening notice. Each BBGI shareholder may request that copies of the following documents are sent to them free of charge by sending an email to [investorservices@bb-gi.com](mailto:investorservices@bb-gi.com):

- (i) full text of any document to be made available by the Company at the General Meeting;
- (ii) this convening notice; and
- (iii) the total number of ordinary shares and attached voting rights issued by the Company as of the date of publication of this convening notice.

A copy of this convening notice will be submitted on the day of its publication to the UK Financial Conduct Authority via the National Storage Mechanism where it will shortly be available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

## **VI. Amendments to the agenda**

One or more BBGI shareholders owning together at least five per cent. of the share capital of BBGI have the right to request that additional items be included on the agenda of the General Meeting. Such request shall be addressed to the registered office of BBGI by registered letter (to BBGI Global Infrastructure S.A., 6E Route de Trèves, L-2633 Senningerberg, Luxembourg) or by electronic means at least twenty-two days before the date on which the General Meeting shall be held (i.e., by 17 August 2025).

## **VII. Requirements for participation and voting at the General Meeting**

Beneficial ownership of BBGI shares is held by BBGI shareholders in the form of dematerialised depository interests (**BBGI Depository Interests**). Only persons entered on the register of BBGI Depository Interests and BBGI shares maintained by MUFG Corporate Markets Trustees (Nominees) Limited (the **Depository** or **MUFG**) at midnight (Luxembourg time) on the date which is fourteen days prior to the General Meeting or any adjournment of it are entitled to vote at the General Meeting or any adjournment of it, in accordance with article 26 paragraph 8 of the Articles and article 450-10 of the 1915 Law.

BBGI Depository interest holders wishing to attend the General Meeting should request a letter of representation by contacting MUFG at Central Square, 29 Wellington Street, Leeds, LS1 4DL or by emailing [Nominee.Enquiries@cm.mpms.mufg.com](mailto:Nominee.Enquiries@cm.mpms.mufg.com) by no later than 10.00 a.m. (London time) / 11.00 a.m. (Luxembourg time) on 5 September 2025 or 72 hours before any adjourned meeting.

In the case of joint beneficial ownership of an ordinary share, BBGI may suspend the exercise of any right deriving from the relevant ordinary share or ordinary shares until one person shall have been designated to represent the joint owners vis-à-vis BBGI.

## **VIII. Proxy voting**

Holders of BBGI Depository Interests must submit an electronic vote through the CREST system in order to instruct the Depository to vote on the holder's behalf at the General Meeting by proxy or, if the meeting is adjourned, at the adjourned General Meeting. If you are a CREST Sponsored Member, you should consult your CREST sponsor, who will be able to take appropriate action on your behalf. To be valid an electronic vote must be received by MUFG no later than 10.00 a.m. (London time) / 11.00 a.m. (Luxembourg time) on 4 September 2025 being no later than 48 hours (not including weekends or bank holidays) before the time fixed for the Meeting or any adjourned meeting.

In order for an instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK &

International Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes a new instruction or is an amendment to the instruction given previously must, in order to be valid, be transmitted so as to be received by the Company's registrars (ID: RA10) by the latest time(s) for receipt of instructions specified in notice of General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions through CREST should be communicated to the Depository through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited 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 ([www.euroclear.com](http://www.euroclear.com)).

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 (as amended).

If you require a paper form of direction, please contact MUFG by email at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com), or you may call MUFG on 0371 664 0391. 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.

To be effective, electronic votes must be submitted on-line. Holders of BBGI Depository Interests may also instruct the Depository to vote on their behalf at the General Meeting by proxy, or if the General Meeting is adjourned, at the adjourned General Meeting, under a form of direction. Each holder of BBGI Depository Interests may request that a hard copy form of direction is sent to them free of charge. In order for a form of direction (and any power of attorney or other authority under which it is signed) to be effective, it must be sent to MUFG at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or by email to [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com), by no later than 10.00 a.m. (London time) / 11.00 a.m. (Luxembourg time) on 4 September 2025 being no later than 48 hours (not including weekends or bank holidays) before the time fixed for the Meeting or any adjourned meeting. Forms of direction will only be accepted for registered holders of Depository Interests as at close of business on 4 September 2025 (or 48 hours (not including weekends or bank holidays) before any adjourned meeting).

The Depository will appoint the Chair of the meeting as its proxy to cast its votes. The Chair of the meeting may also vote or abstain from voting as they think fit on any other business (including amendments to resolutions) which may properly come before the meeting. The 'Vote Withheld' option is provided to enable holders of Depository Interests to abstain from voting on the resolutions. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

## **IX. Data Protection Notice**

Since the European Data Protection Act came into effect, data protection laws and regulations apply throughout Europe from 25 May 2018 onwards.

The protection of your data and the legally compliant processing of your data have a high priority for us. In our data protection notice for shareholders, we have summarized all information regarding the processing of personal data of our shareholders in a clear and structured way.

The data protection notice for shareholders can be retrieved and is available for viewing and downloading on BBGI's website under <http://www.bb-gi.com/>.

**X. Language**

The General Meeting will be held in the English language.

Yours faithfully,  
BBGI Global Infrastructure S.A.

Duncan Ball  
CEO

Michael Denny  
CFOO