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If you sell, have sold or otherwise transferred all of your Existing Ordinary Shares you should send this Document 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 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 Existing 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 registered number 06409712)

Placing of 2,571,428,683 Existing Ordinary Shares at 0.35 pence per share Share Consolidation and Notice of General Meeting

You should read the whole of this Document. Your attention is drawn in particular to the letter from the Chairman of the Company which contains the unanimous recommendation of the Directors that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Notice of the General Meeting to be held at 11.00 a.m. on 27 July 2020 at the offices of the Company, at Northern & Shell Building, 10 Lower Thames Street, London EC3R 6EN, is set out at the end of this Document. You will not receive a form of proxy for the General Meeting in the post. Instead, you will find instructions in the section entitled "Notes" in the Notice of Meeting to enable you to vote electronically and how to register to do so. To register, you will need your Investor Code, which can be found on your share certificate. Shareholders may request a paper form of proxy from the Registrar, Link Asset Services if they do not have access to the Internet. Proxy votes should be submitted as early as possible and in any event by no later than 11.00 a.m. on 23 July 2020 (or, in the case of an adjournment, no later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting).

Following the compulsory COVID-19 'Stay at Home Measures' imposed by the UK Government prohibiting, amongst other things, all non-essential travel and large public gatherings, the Board will be implementing the following measures in respect of the General Meeting:

- We expect only two shareholder Directors to be in attendance in person at the venue for quorum purposes to conduct the business of the meeting.
- No other Directors will be present in person.
- Shareholders will not be permitted to attend the General Meeting, and if they attempt to do so, will be refused entry to the meeting in line with the Stay at Home Measures.
- Relevant questions related to the General Meeting from shareholders can be raised in advance of the General Meeting and, in so far as is relevant to the business of the meeting, will be responded to by email and taken into account as appropriate at the General Meeting itself.

- Voting at the General Meeting will be carried out by way of poll so that votes cast in advance and the votes of all shareholders appointing the Chairman of the Meeting as their proxy can be taken into account.
- As usual, the results of the General Meeting will be announced as soon as practicable after it has taken place.

Whilst submission of a proxy vote would not ordinarily preclude you from attending and voting in person at the General Meeting or any adjournment thereof, in line with the Government Stay at Home Measures, any shareholder attempting to attend the General Meeting will be denied entry.

If you have any questions relating to this Document, the General Meeting and submission of a proxy vote, please telephone the Company's registrars Link Asset Services on 0871 664 0300 if calling within the United Kingdom or +44 371 664 0300 if calling from outside the United Kingdom. Lines are open 9.00 a.m.–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.

Application will be made for the Placing Shares to be admitted to trading on the AIM market of the London Stock Exchange ("**AIM**"). The Placing Shares, when issued and fully paid, will rank *pari passu* in all respects with the Existing Ordinary Shares, including as regards the right to receive all dividends or other distributions declared, made or paid after Admission. No application has been made or is currently intended to be made for the Placing Shares to be admitted to trading or dealt on any other exchange.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List maintained by the for the purposes of Part VI of FSMA ("**Official List**"). A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Neither the London Stock Exchange nor the FCA has examined or approved the contents of this Document. The AIM Rules for Companies are less demanding than those of the Official List. It is emphasised that no application is being made for admission of the Existing Ordinary Shares, the Placing Shares or the New Ordinary Shares to the Official List.

Cenkos Securities plc ("**Cenkos**"), 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 Cenkos, or for providing advice in relation to such matters. Cenkos' 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. Cenkos has not authorised the contents of, or any part of, this Document and no liability whatsoever is accepted by Cenkos for the accuracy of any information or opinions contained in this Document or for the omission of any information. No representation or warranty, expressed or implied, is made or deemed to be made by Cenkos or by any of its directors, officers, employees or agents as to any of the contents of this Document.

This Document does not constitute an offer to sell or an invitation to subscribe for, or solicitation of an offer to subscribe for or buy Placing Shares to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation. In particular, this Document must not be taken, transmitted, distributed or sent, directly or indirectly, in, or into, the United States of America, Canada, New Zealand, Australia, Japan, the Republic of South Africa, or transmitted, distributed or sent to, or by, any national, resident or citizen of such countries. Accordingly, the Placing Shares may not, subject to certain exceptions, be offered or sold, directly or indirectly, in, or into, the United States of America, Canada, New Zealand, Australia, Japan, or the Republic of South Africa, or in any other country, territory or jurisdiction where to do so may contravene local securities laws or regulations. The Ordinary Shares have not been, and will not be, registered under the United States Securities Act of 1933 as amended (the "**Securities Act**") or qualified for sale under the laws of any state of the United States or under the applicable laws of any of Canada, New Zealand, Australia, Japan, or the Republic of South Africa and, subject to certain exceptions, may not be offered or sold in the United States

or to, or for the account or benefit of, US persons (as such term is defined in Regulation S under the Securities Act) or to any national, resident or citizen of Canada, New Zealand, Australia, Japan, or the Republic of South Africa.

This Document is directed only at members of the Company falling within the meaning of Article 43(2)(a) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (all such persons together being referred to as “**Relevant Persons**”). This Document must not be acted on or relied on by persons who are not Relevant Persons. This Document does not constitute an offer of securities and accordingly is not a prospectus, neither does it constitute an admission document drawn up in accordance with the AIM Rules.

Copies of this Document will be available on the Company's website www.infrastratapl.com.

FORWARD LOOKING STATEMENTS

This Document includes “forward-looking statements” which include all statements other than statements of historical facts, including, without limitation, those regarding the Group's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words “targets”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “anticipates”, “would”, “could” or “similar” expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

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DIRECTORS, SECRETARY AND ADVISERS

Directors	Clive Richardson (<i>Chairman</i>) John Wood (<i>Chief Executive Officer</i>) Arun Raman (<i>Chief Finance Officer</i>) Malcolm Groat (<i>Non-Executive Director</i>) Deborah Saw (<i>Non-Executive Director</i>)
Company Secretary	Fieldfisher Secretaries Limited
Registered office	Riverbank House 2 Swan Lane London EC4R 3TT
Company website	www.infrastratapl.com
Nominated adviser and broker	Cenkos Securities plc 6.7.8 Tokenhouse Yard London EC2R 7AS
Legal advisers to the Company	Fieldfisher LLP Riverbank House 2 Swan Lane London EC4R 3TT
Legal advisers to Cenkos	Gateley plc 1 Paternoster Square London EC4M 7DX
Registrar	Link Asset Services The Registry 34 Beckenham Road Beckenham Kent BR3 4TU
Receiving Agent	Link Asset Services Corporate Actions The Registry 34 Beckenham Road Beckenham Kent BR3 4TU

PLACING AND SHARE CAPITAL STATISTICS

Number of Existing Ordinary Shares in issue at the date of this Document	3,844,579,517
Placing Price	0.35 pence
Number of First Placing Shares	780,000,000
Number of Second Placing Shares	1,791,428,683
Total number of Placing Shares	2,571,428,683
Gross Placing proceeds	£9.0 million
Enlarged Issued Share Capital at Second Admission	6,416,008,200
Placing Shares as a percentage of the Enlarged Issued Share Capital	40.1 per cent.
Market capitalisation of the Company at Second Admission at the Placing Price	£22.5 million
Number of Existing Ordinary Shares in issue at the Record Date	6,416,008,200
Number of New Ordinary Shares immediately following the Share Consolidation	64,160,082
Implied Placing Price following the Share Consolidation	35 pence
ISIN of New Ordinary Shares	GB00BLPJ1272
SEDOL of New Ordinary Shares	BLPJ127

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	<i>2020</i>
Posting of this Document	10 July
Admission and commencement of dealings of the First Placing Shares on AIM	8.00 a.m. on 15 July
Latest time and date for receipt of proxy voting instructions for the General Meeting	11.00 a.m. on 23 July
General Meeting	11.00 a.m. on 27 July
Admission and commencement of dealings of the Second Placing Shares on AIM	8.00 a.m. on 28 July
Record time and date for Share Consolidation	6.00 p.m. on 28 July
Admission and commencement of dealings in the New Ordinary Shares on AIM	8.00 a.m. on 29 July
Despatch of definitive share certificates for the New Ordinary Shares	Within 10 business days of Share Consolidation becoming effective
Despatch of fractional entitlement cheques or payments through CREST (if applicable)	14 days after sale in full of the aggregated fractional entitlements to New Ordinary Shares
Long Stop Date	11 August

Note: All references to times in this timetable are to London times and each of the times and dates are indicative only and may be subject to change. Any such change will be notified by an announcement on a regulatory information service.

DEFINITIONS

In this Document, the following expressions shall have the following meanings, unless the context otherwise requires:

“Act”	the Companies Act 2006 (as amended)
“Admission”	First Admission, Second Admission and/or admission of New Ordinary Shares to trading on AIM becoming effective (as the context requires)
“AIM”	the market of that name operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies as published and amended from time to time by the London Stock Exchange
“Articles”	the articles of association of the Company (as amended from time to time)
“Board”	the board of directors of the Company
“Cenkos” or “Nominated Adviser” or “Broker”	Cenkos Securities plc, as the Company’s nominated adviser and sole broker
“certificated” or “in certificated form”	where an Ordinary Share is not in uncertificated form (i.e. not in CREST)
“Company” or “InfraStrata”	InfraStrata plc
“CREST”	the relevant system for the paperless settlement of trades and the holding of uncertificated securities operated by Euroclear UK & Ireland Limited in accordance with the CREST Regulations
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) including any enactment or subordinate legislation which amends or supersedes those regulations and any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force
“Directors”	the directors of the Company
“Document”	this circular to Shareholders
“Enlarged Issued Share Capital”	6,416,008,200 Existing Ordinary Shares, being the issued ordinary share capital of the Company immediately following Second Admission, assuming no exercise of existing warrants over Existing Ordinary Shares
“Existing Ordinary Shares”	the ordinary shares of 0.01 pence each in the capital of the Company
“FCA”	the Financial Conduct Authority of the United Kingdom
“First Admission”	admission of the First Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules which is expected to take place on 15 July 2020
“First Placing”	the placing by Cenkos on behalf of the Company of the First Placing Shares at the Placing Price pursuant to the terms of the Placing Agreement

“First Placing Shares”	the 780,000,000 Existing Ordinary Shares which have been conditionally placed by Cenkos with Placees pursuant to the First Placing
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“FSRU Project”	the proposed floating gas storage and regasification unit project offshore Barrow-in-Furness, Cumbria
“General Meeting” or “GM”	the general meeting of the Company convened for 11.00 a.m. on 27 July 2020 at the offices of the Company, at Northern & Shell Building, 10 Lower Thames Street, London EC3R 6EN, notice of which is set out at the end of this Document
“Group”	the Company and its subsidiaries from time to time
“London Stock Exchange”	London Stock Exchange plc
“New Ordinary Shares”	the new ordinary shares of 1 penny each in the capital of the Company following the Share Consolidation becoming effective
“Ordinary Shares”	Existing Ordinary Shares and/or New Ordinary Shares (as the context requires)
“Placees”	those persons who have conditionally agreed to subscribe for Placing Shares
“Placing”	together, the First Placing and the Second Placing
“Placing Agreement”	the conditional agreement dated 9 July 2020 between the Company and Cenkos relating to the Placing
“Placing Price”	0.35 pence per Placing Share
“Placing Shares”	the First Placing Shares and/or the Second Placing Shares (as the context requires)
“Record Date”	the record time and date for the Share Consolidation being, 6.00 p.m. on 28 July 2020
“Resolutions”	the resolutions set out in the notice of the General Meeting at the end of this Document
“Second Admission”	admission of the Second Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules which is expected to take place on 28 July 2020
“Second Placing”	the placing by Cenkos on behalf of the Company of the Second Placing Shares at the Placing Price pursuant to the terms of the Placing Agreement
“Second Placing Shares”	the 1,791,428,683 Existing Ordinary Shares which have been conditionally placed by Cenkos with Placees pursuant to the Second Placing
“Share Consolidation”	the proposed consolidation of every 100 Existing Ordinary Shares into one New Ordinary Share as further described in paragraph 5 of this Document
“Shareholders”	holders of Existing Ordinary Shares

“United Kingdom” or “UK”

the United Kingdom of Great Britain and Northern Ireland

“£”

UK pounds sterling, being the lawful currency of the United Kingdom

LETTER FROM THE CHAIRMAN

INFRASTRATA PLC

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

Directors

Clive Richardson (*Chairman*)
John Wood (*Chief Executive Officer*)
Arun Raman (*Chief Finance Officer*)
Malcolm Groat (*Non-Executive Director*)
Deborah Saw (*Non-Executive Director*)

Registered Office

Riverbank House
2 Swan Lane
London
EC4R 3TT

10 July 2020

To Shareholders and, for information purposes only, the holders of options and warrants over Ordinary Shares

Dear Shareholder,

Proposed placing of 2,571,428,683 Existing Ordinary Shares at 0.35 pence per share

Share Consolidation

and

Notice of General Meeting

1. INTRODUCTION

The Company announced today a conditional Placing to raise £9.0 million (before expenses) by way of the issue of 2,571,428,683 Existing Ordinary Shares in two tranches at the Placing Price of 0.35 pence per share, a discount of 10.3 per cent. to the closing middle market price of 0.39 pence per Existing Ordinary Share on 9 July 2020 (being the last practicable date before publication of this Document).

The Share Consolidation and the Second Placing are conditional, *inter alia*, upon the Shareholders approving the Resolutions numbered 1 and 2 respectively at the General Meeting. The GM will be held at the offices of the Company, at Northern & Shell Building, 10 Lower Thames Street, London EC3R 6EN, on 27 July 2020 at 11.00 a.m. at which the Resolutions will be proposed.

The purpose of this Document is, amongst other things, to explain the background to and reasons for the Placing and Share Consolidation and to explain why the Board believes that they will promote the growth and success of the Company for the benefit of the Shareholders as a whole, and to seek Shareholder approval to the passing of the Resolutions at the General Meeting.

This Document also contains the Directors' recommendation that Shareholders vote in favour of the Resolutions. Notice of the General Meeting, at which the Resolutions will be proposed, is set out at the end of this Document.

2. BACKGROUND TO AND REASONS FOR THE PLACING

Summary of InfraStrata plc

InfraStrata's vision is to become a leading strategic infrastructure development and asset management company. A key milestone in achieving this was reached when the Company acquired the Harland & Wolff shipyard in Belfast in December 2019 and from which it has subsequently generated the Company's maiden revenues. The Company is also developing a mid-term gas storage project located in Larne Lough, Northern Ireland and, as recently announced, proposes to acquire and develop a longer-term floating storage and regasification unit ("FSRU") project located offshore Barrow-in-Furness, northwest England. The overarching strategy for these assets is to initiate high value projects, establish the conditions in which those projects can be monetised and attract first class partners to share in the project risk and rewards.

With the Company currently seeing significant opportunities for Harland & Wolff, the Company is pursuing the Placing to strengthen its balance sheet and provide management with the growth capital that is needed in order to win key contracts that will underpin the growth of the Company and enable it to maximise its potential.

Harland & Wolff

Summary and market opportunity

Harland & Wolff boasts two of the largest dry docks in Europe and one of only two docks licenced for marine waste disposal in the UK. Importantly, Harland & Wolff is one of only three UK shipbuilders suitable for major Ministry of Defence (MOD) contract work and has the only dock suitable for major cruise vessels in the UK. The Directors believe that Harland & Wolff has clear competitive advantages against other dry docks in the UK and Europe principally due to its size and flexibility, which lends itself to providing full lifecycle services from the simplest repairs through to complex fabrication and shipbuilding. The Directors believe that, in the medium term, Harland & Wolff could generate revenue of £400 million per annum at circa 80 per cent. capacity utilisation.

The Company has generated significant commercial traction since acquiring Harland & Wolff through Management’s strong industry connections, with near term revenue opportunities of up to £207 million identified and a weighted pipeline of over £1.3 billion between now and 2025. Estimates for pipeline revenue figures have been compiled by the Directors and are based on invitations to tender, current engagements and market intelligence. Weighted pipeline figures are adjusted by proportion of likely win rate (as estimated by Management) multiplied by total contract value. When assessing revenue opportunities, the bid success rates of the tenders that Harland & Wolff submits determine how much of the weighted pipeline is realised and turned into profitable business.

Harland & Wolff provides six services: technical services, fabrication & construction, repair & maintenance, in-service support, conversions and decommissioning. These services are provided to five distinct markets: defence, cruise & ferry, commercial vessels & fabrication, oil & gas and renewables. The Company believes that trading across six services and five markets enables it to substantially de-risk its revenue profile. If one or more markets and or services were to undergo a cyclical downturn, the other markets and services would continue to provide support to the business. The Directors believe that the table below details the European market opportunity within the five distinct markets and six services Harland & Wolff is targeting:

	<i>Annual Revenue Opportunity</i>
UK Defence	£5.0 billion
Fabrication & construction	£3.9 billion
Ship repair & maintenance	£1.5 billion
Ship conversion	£1.3 billion
European offshore	£1.2 billion
Recycling	£0.4 billion

Customers and pipeline opportunities

The Directors consider Harland & Wolff to be well positioned to leverage off the structural issues facing its customers across its five distinct markets, which include:

- lack of UK fabrication capability;
- defence clients with more projects than available shipyards;
- defence clients wanting value for money and greater competition between contractors;
- Eastern European docks unable to deal with increasingly complex systems;
- Asian docks offering cheap but poor-quality services that often involves rework;
- cruise vessels increasing in size, with limited drydocks large enough to dock vessels; and
- dry docking capacity uncertainty in market due to COVID-19.

After having taken ownership of Harland & Wolff, the Company saw immediate success with five ships docked in the first 45 days of operation. Since the acquisition, the Company has completed work, and/or

has work contracted with: Seatrucks, Irish Ferries, Stena, P&O Ferries and Clarksons. To date, over eight vessels have been through the yard and the Company now has a healthy pipeline. The Company's business model has been welcomed by clients and rewarded with repeat business, which is one of the most important metrics for the future success of Harland & Wolff. The Company currently has three sisters of the Viking Cruises family simultaneously docked at the quayside. The three sisters will initially undergo a series of repairs and maintenance works, with an enhanced package of works currently being discussed by the technical teams of Viking Cruises and Harland & Wolff, which could be worth in excess of £25 million over the next 12 months.

The Company is also benefiting from the Government's policy of regional growth and encouraging exports. Management is in negotiations with the UK Government and the MoD in relation to several contracts. As announced on 26 May 2020, the Company has signed an exclusive teaming agreement with Navantia, S.A. to jointly bid for the £1.25 billion Fleet Solid Support Programme ("FSS") as well as for other opportunities within the UK defence sector, including modernisations and retrofits.

The Directors believe that the ferry and cruise repair market alone can provide the Company with a baseload level of work in the short term to ensure cash break-even year on year, with enhanced margins if more complex works are procured from existing and new clients. High growth markets targeted by the Company include defence, commercial vessels and fabrication, oil and gas and renewables.

Operational strategy for Harland & Wolff

Since the Company took ownership of Harland & Wolff in December 2019, there has been a clear strategy on how to sequentially bring the assets back into full scale operation and to fully exploit all aspects of the yard's capability. The first phase was re-commencing operations in the Belfast dry dock (the smaller of the two docks at 335m in length) and then the building dock (the larger of the two at 556m in length), both of which are now fully operational. The Company's technical team have made a number of modifications to operations protocols and procedures, such that multiple vessels can now be dry docked in both of the docks at the same time. Subject to vessel sizes, the Company is now able to dock six vessels across both docks at the same time, something that Harland & Wolff has not done in the past. The final phase is to bring the 30,000m² of fabrication halls into full operation. Management is currently in discussions with potential clients and should these discussions be successful the final phase of re-activation will be completed.

Impact of COVID-19 on Harland & Wolff

The Company has maintained a "business-as-usual" approach as much as possible since the start of the COVID-19 pandemic and is ready for a surge in business activity once lockdown restrictions are eased. Indeed, the Directors believe that the Viking Cruises contract is an indicator of the COVID-19 pandemic's unintended positive consequence for Harland & Wolff. Whilst the Company was aiming to break into the cruise market in 2021, those plans have since been brought forward by at least 15 months. Furthermore, the Company had planned to enter fleet-wide deals in the ferry sector for more complex works programmes in 2021. However, these have been brought forward and the Company is in advanced discussions with key ferry operators to commence works in Q3 2020.

Islandmagee gas storage project

Islandmagee is an underground gas storage project located in Larne Lough, Northern Ireland, in which InfraStrata maintains a 100 per cent. equity interest. The project commenced in 2010, when a layer of salt was discovered 1,500 metres underneath Larne Lough, making it ideal for establishing underground gas storage caverns. A Front-End Engineering and Design ("FEED") study on the project was completed in November 2018, independently validating its viability from an engineering perspective, with the next step to be the securing of financing at the project level.

As announced in December 2019, the Company believes that, as a strategic infrastructure project, the Islandmagee gas storage project could benefit from certain government-led grants and infrastructure debt. Equally, the Company continues to be engaged with its existing project-based equity investor base who are keen for the Company to fully understand and analyse the potential of obtaining such grants and infrastructure-based lending. Given the strategic nature of the project, in terms of security of energy supply, local employment and overall contribution to the Northern Ireland economy, the Directors believe that the project is deserving of government support, which would de-risk the project from an equity perspective.

The fundamentals of the project have not altered, and the Company has resumed meaningful discussions with both the UK Government, Northern Ireland Executive and project equity partners as the lockdown has been gradually lifted. Accordingly, the Company will keep all funding partners engaged and continue to work towards a Final Investment Decision (“FID”). In the meantime, the focus of the Company is to obtain the full marine licence from the Department of Agriculture, Environment and Rural Affairs (“DAERA”) as soon as practicable.

FSRU project

In May 2020, the Company entered into a term sheet with West Face Capital (a Canadian alternative asset management firm) to acquire the FSRU Project. The FSRU Project involves developing a floating liquified natural gas (LNG) receiving facility offshore Barrow-in-Furness, Cumbria, in northwest England, and is designed to deliver regasified volumes of natural gas directly into the UK market via the National Transmission System interconnection at Barrow-in-Furness. Given that more than 30 per cent. of the UK’s natural gas supplies arrive via LNG cargoes, the Directors believe that the FSRU Project is ideally positioned to take advantage of LNG arriving in the UK and seeking storage and regasification.

The CAPEX for the FSRU Project is expected to be funded by establishing a consortium of partners at the project level. The bulk of the CAPEX spend occurs post FID and, if FID is not achieved, the Company has no liability. The sale and purchase agreement is scheduled to be executed in the forthcoming weeks with FID expected to be taken within 36 months thereafter. Following on from that, the Company will embark upon a series of workstreams to acquire a full marine licence for the project as well as redesign the FSRU Project in order to optimise its CAPEX.

3. USE OF PROCEEDS

The Company generated its maiden revenues in December 2019 by putting in place a series of ferry repair contracts at Harland & Wolff. Since then, Harland & Wolff has welcomed several vessels into its yard for various repairs and maintenance programmes. As the operations have matured and stabilised over the last six months, the quantum of work has increased. More importantly, the scope of each works programme has become more complex and sophisticated.

As a result, Harland & Wolff is now participating in contracts of larger value than when operations restarted, with contracts now worth several million pounds each. The counterparties that Harland & Wolff is dealing with are multinational blue-chip organisations with significant resources and these clients are now expecting the Company to strengthen its balance sheet to provide for sufficient liquidity ahead of placing larger contracts.

The Company intends to use the net proceeds of approximately £8.3 million from the Placing for the following purposes:

- i. pay the final tranche of deferred consideration for the Harland & Wolff acquisition of £1.45 million;
- ii. pay down of smaller bridging loans and the redemption at par of the Company’s 50,000 £1 redeemable preference shares, amounting in aggregate to £0.55 million;
- iii. towards working capital for enhanced operations at Harland & Wolff, including but not limited to, stock-in-trade, materials and manpower; and
- iv. to strengthen the balance sheet, to enable the Company to tender for and win larger contracts.

The proceeds of the Placing are expected to enable the Company to capitalise on the many opportunities that are now available to Harland & Wolff and unlock a series of contracts built in the sales pipeline over the next 18 months.

4. DETAILS OF THE PLACING AND THE PLACING AGREEMENT

Under the Placing, the Company has conditionally raised £9.0 million (before expenses) through a placing of 2,571,428,683 Existing Ordinary Shares at 0.35 pence per share with institutional and other investors. The Company has entered into a Placing Agreement with Cenkos under which Cenkos has agreed to use its reasonable endeavours to procure Placees for the Placing Shares at the Placing Price. The Placing has not been underwritten.

The Placing Shares will represent approximately 40.1 per cent. of the Enlarged Issued Share Capital. The Placing Price represents a discount of approximately 10.3 per cent. to the closing mid-market price of 0.39 pence per Existing Ordinary Share on 9 July 2020, being the last dealing day prior to the date of this Document.

The Placing is being conducted in two tranches. The First Placing will utilise the Company's existing authorities to allot shares and for the disapplication of pre-emption rights granted at its last general meeting, whilst the Second Placing will be subject to the approval of Shareholders at the General Meeting to allot the Second Placing Shares and to disapply pre-emption rights in respect of such allotment.

The first tranche of the Placing will raise a total of £2.7 million (before expenses) by the issue of 780,000,000 Existing Ordinary Shares (being the First Placing Shares) at the Placing Price. The First Placing is conditional upon, *inter alia*, First Admission becoming effective at 8.00 a.m. on 15 July 2020 (or such later date as the Company and Cenkos may agree, being not later than 8.00 a.m. on 11 August 2020). The First Placing is not conditional on completion of the Second Placing occurring so there is a possibility that the First Placing may complete and the First Placing Shares are issued but that the Second Placing does not complete.

The second tranche of the Placing will raise a total £6.3 million (before expenses) by the issue of 1,791,428,683 Existing Ordinary Shares (being the Second Placing Shares) at the Placing Price. The Second Placing is conditional upon, *inter alia*, First Admission becoming effective. In addition, the Second Placing is conditional, *inter alia*, on Second Admission becoming effective at 8.00 a.m. on 28 July 2020 (or such later date as the Company and Cenkos may agree, being not later than 8.00 a.m. on 11 August 2020).

The Placing Agreement contains, *inter alia*, customary undertakings and warranties given by the Company in favour of Cenkos as to the accuracy of information contained in this Document and other matters relating to the Company. Cenkos may terminate the Placing Agreement in specified circumstances prior to Admission, including, *inter alia*, for material breach of the Placing Agreement by the Company or of any other warranties contained in it and in the event of a force majeure event occurring.

The Placing Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive dividends and other distributions declared on or after the date on which they are issued.

It is expected that CREST accounts will be credited on the relevant day of Admission and that share certificates (where applicable) will be dispatched within 10 working days of each Admission.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is anticipated that First Admission will become effective and that dealings in the First Placing Shares will commence at 8.00 a.m. on 15 July 2020 and that Second Admission will become effective and dealings in the Second Placing Shares will commence at 8.00 a.m. on 28 July 2020.

5. SHARE CONSOLIDATION

The Company's current issued share capital consists of 3,844,579,517 Existing Ordinary Shares. The number of Existing Ordinary Shares in issue is the result of a number of capital raisings since the Company's incorporation in order to fund its operations. The Directors consider that the current issued share capital is higher than similar sized companies on AIM and the Directors believe that this negatively affects investors' perception of the Company. The Directors believe that it is in the best interests of the Company for there to be a one-for-one hundred share consolidation to reduce the number of Ordinary Shares in issue and increase the share price with a view to decreasing the spread between the bid and offer prices. Under the Share Consolidation, holders of Existing Ordinary Shares will receive:

1 New Ordinary Share for every 100 Existing Ordinary Shares

and so in proportion to the number of Existing Ordinary Shares held on the Record Date.

Following the Share Consolidation, Shareholders will still hold the same proportion of the Company's ordinary share capital as before the Share Consolidation. Other than a change in nominal value, consolidated New Ordinary Shares will carry equivalent rights under the Articles to the Existing Ordinary Shares.

To affect the Share Consolidation, it may be necessary to issue an additional Existing Ordinary Shares so that the Company's issued ordinary share capital is exactly divisible by 100. These additional Existing Ordinary Shares, should they be required, would be issued to the Company's broker, Cenkos, following Second Admission, and before prior to the Record Date. Since these additional shares would only represent a fraction of a New Ordinary Shares, this fraction will be sold pursuant to the arrangements for fractional entitlements contained in the Articles.

Following the Share Consolidation and assuming completion of the First and Second Placings, the Company's issued ordinary share capital will comprise 64,160,082 New Ordinary Shares with a nominal value of 1 penny each.

The Share Consolidation will give rise to fractional entitlements to a New Ordinary Share where any holding is not precisely divisible by 100. No certificates regarding fractional entitlements will be issued. Instead, in accordance with the authority in the Articles, any New Ordinary Shares in respect of which there are fractional entitlements will be aggregated and sold in the market for the best price reasonably obtainable on behalf of those Shareholders entitled to the fractions. In accordance with the Articles, the Company will distribute the net proceeds of sale, after deduction of the expenses of sale, in due proportion among relevant Shareholders, except that any amount otherwise due to a Shareholder, being less than £3 will be retained for the benefit of the Company.

For the avoidance of doubt, the Company is only responsible for dealing with fractions arising on registered holdings. For Shareholders whose shares are held in the nominee accounts of stockbrokers, intermediaries, or other nominees, the effect of the Share Consolidation on their individual shareholdings will be administered by the stockbroker or nominee in whose account the relevant shares are held. The effect is expected to be the same as for shareholdings registered in beneficial names, however it is the stockbroker's responsibility to deal with fractions arising within their customer accounts, and not the Company's.

6. GENERAL MEETING AND THE RESOLUTIONS

Set out at the end of this Document is the notice convening a General Meeting of the Company to be held at the offices of the Company, at Northern & Shell Building, 10 Lower Thames Street, London EC3R 6EN, on 27 July 2020 at 11.00 a.m. at which the Resolutions will be put to the Company's Shareholders. In particular, the Resolutions to be proposed at the General Meeting will be as follows:

Share Consolidation

Resolution 1 is an ordinary resolution to effect the Share Consolidation, such resulting New Ordinary Shares having the same rights and being subject to the same restrictions (save as to nominal value) as the Existing Ordinary Shares as set out in the Articles.

Directors' authority to allot Placing Shares

Resolution 2 is a special resolution authorising the directors of the Company to allot the Placing Shares on a non-pre-emptive basis.

Directors' authority to allot shares

Resolution 3 is an ordinary resolution authorising the Directors to allot relevant securities, in addition to the Placing Shares, up to a nominal amount of £231,866.94. If granted, Resolution 3 provides sufficient authority to provide a continuing authority following the Placing equal to approximately 33.3 per cent. of the Enlarged Issued Share Capital. The resolution is specifically proposed to enable the Directors to have the flexibility to grow the Company in an appropriate manner.

Disapplication of pre-emption rights

Resolution 4 is a special resolution authorising the Directors to issue equity securities for cash on a non-pre-emptive basis, in addition to the authority for the Placing Shares pursuant to the authority conferred by Resolution 3 above up to a nominal amount of £96,240.12. If granted, Resolution 3 provides sufficient authority to provide a continuing authority following the Placing equal to approximately 15.0 per cent. of the Enlarged Issued Share Capital. The resolution is specifically proposed to enable the Directors to have the

flexibility to grow and finance the Company in an appropriate manner without the need to convene a separate general meeting.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders will not receive a form of proxy for the General Meeting, instead you will find instructions in the section entitled “Notes” in the Notice of Meeting to enable you to vote electronically and how to register to do so. To register, you will need your Investor Code, which can be found on your share certificate. Whilst nominating a proxy would not ordinarily preclude Shareholders from attending, speaking and voting in person at the General Meeting should they so wish, Shareholders are reminded that to do so would breach the Government’s Stay at Home Measures in relation to the containment and control of COVID-19. Should any Shareholder attempt to attend the General Meeting in person, they will be denied entry. Shareholders may request a paper form of proxy from our Registrar, Link Asset Services if they do not have access to the Internet. Proxy votes should be submitted as early as possible and in any event by no later than 11.00 a.m. on 23 July 2020 (or, in the case of an adjournment, no later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting).

Following the compulsory COVID-19 ‘Stay at Home Measures’ imposed by the UK Government prohibiting, amongst other things, all non-essential travel and large public, the Board will be implementing the following measures in respect of the General Meeting:

- (a) We expect only two shareholder Directors to be in attendance in person at the venue for quorum purposes to conduct the business of the meeting.
- (b) No other Directors will be present in person.
- (c) Shareholders will not be permitted to attend the General meeting and, if they attempt to do so, will be refused entry to the meeting in line with the Stay at Home Measures.
- (d) Relevant questions related to the General Meeting from shareholders can be raised in advance of the General Meeting and, in so far as is relevant to the business of the meeting, will be responded to by email and taken into account as appropriate at the General Meeting itself.
- (e) Voting at the General Meeting will be carried out by way of poll so that votes cast in advance and the votes of all shareholders appointing the Chairman of the Meeting as their proxy can be taken into account.
- (f) As usual, the results of the General Meeting will be announced as soon as practicable after it has taken place.

In light of the Coronavirus pandemic, Shareholders are urged to appoint the chairman of the meeting as his or her proxy as, given current Government advice on social gatherings in particular, attendance in person is not advised and members and their proxies may be refused entry if circumstances permit or require. The Company is actively following developments and will issue further information through an RIS and/or on its website at www.infrastratapl.com if it becomes necessary or appropriate to make any alternative arrangements for the General Meeting. In particular, the Company has noted that the Corporate Insolvency and Governance Bill is currently passing through Parliament and will therefore, where appropriate and/or required, take into account its provisions and impact on the General Meeting as they become law.

8. RECOMMENDATION

The Directors unanimously believe that the Placing and the Share Consolidation are in the best interests of the Company and its Shareholders and unanimously recommend you to vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings in the Company. The Board has a beneficial interest in 65,480,370 Existing Ordinary Shares representing approximately 1.7 per cent. of the Existing Ordinary Shares.

Yours faithfully

Clive Richardson
Chairman

NOTICE OF GENERAL MEETING

INFRASTRATA PLC

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

NOTICE IS HEREBY GIVEN that a general meeting of the Company will be held at the offices of the Company, at Northern & Shell Building, 10 Lower Thames Street, London EC3R 6EN, at 11.00 a.m. on 27 July 2020 for the purpose of considering and, if thought fit, passing the following resolutions of which Resolutions 1 and 3 will be proposed as ordinary resolutions and resolutions 2 and 4 will be proposed as special resolutions.

Terms used in this notice shall have the same meaning as defined in the circular to Shareholders of the Company dated 10 July 2020, unless the context requires otherwise.

ORDINARY RESOLUTION

1. **THAT** the directors of the Company (the “**Directors**”) are authorised to consolidate every 100 ordinary shares of £0.0001 each in the capital of the Company as at 6.00 p.m. on 28 July 2020 (or such other time and date as the Directors may determine) (the “**Existing Ordinary Shares**”) into one new ordinary share of £0.01 having the same rights as the Existing Ordinary Shares.

SPECIAL RESOLUTION

2. **THAT:**
 - (a) the directors of the Company from time to time (the “**Directors**”) be authorised pursuant to section 551 of the Companies Act 2006 (“**Act**”) (in addition and without prejudice to any subsisting like authority to allot shares in the Company (“**Shares**”)) generally and unconditionally to exercise all powers of the Company to allot Shares up to an aggregate nominal amount of £179,142.87 in connection with the Placing, provided that the authority conferred on the Directors by this part of this resolution shall expire on 11 August 2020, save that under this authority the Company may before such expiry make an offer or agreement which would or might require the Shares to be allotted after such expiry and the Directors may allot Shares in pursuance of such an offer or agreement as if the authority conferred by this part of this resolution had not expired; and
 - (b) the Directors be empowered in accordance with section 571 of the Act (in addition and without prejudice to any subsisting like power) to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred on them by part (a) of this resolution, as if section 561(1) and subsections (1) – (6) of section 562 of the Act did not apply to such allotment, provided that the power conferred by this part of this resolution shall be limited to the allotment of equity securities for cash up to a maximum nominal amount of £179,142.87 in connection with the Placing and shall expire on 11 August 2020, save that the Company may before such expiry 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 offer or agreement as if the power conferred by this part of the resolution had not expired.

ORDINARY RESOLUTION

3. **THAT**, in substitution for all existing authorities prior to the date of this meeting and in addition to the authority to allot Shares granted by resolution 2(a) in accordance with section 551 of 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 £213,866.94 provided that this authority shall expire at the earlier of the commencement of the Annual General Meeting to be held by the Company in 2021 and the date which is 15 months following the passing of this resolutions 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 RESOLUTION

4. **THAT**, subject to the passing of Resolution 3 above and in addition to the power granted by resolution 1(b), the Directors be empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of that Act) pursuant to the general authority conferred by Resolution 3 above for cash 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 the equity securities up to an aggregate nominal amount of £96,240.12 and such power shall expire upon the expiry of the authority conferred by Resolution 3 set out above, save that the Directors shall be entitled to make offers or agreements before the expiry and the Directors may allot equity securities pursuant to any such offers or agreements as if the power conferred by this resolution had not expired.

By order of the Board
Fieldfisher Secretaries Limited
Company Secretary

Registered office:
Riverbank House,
2 Swan Lane,
London, EC4R 3TT

Dated: 10 July 2020

Notes:

- (a) Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the General Meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. **Shareholders are urged to appoint the chairman of the meeting as his or her proxy as, given the Coronavirus situation and current Government advice (particularly as to social gatherings), attendance in person is not advised and members and their proxies will be refused entry if circumstances permit or require.**
- (b) The appointment of a proxy would not usually preclude a shareholder from attending and voting in person if he or she wishes to do so. **However, in light of the Coronavirus pandemic situation and current Government advice, attendance in person is not advised and members and their proxies will be refused entry if circumstances permit or require.**
- (c) Shareholders are recommended to vote their shares electronically at www.signalshares.com. On the home page, search "Infrastrata Plc" and then register or log in, using your Investor Code. To vote at the General Meeting, click on the "Vote Online Now" button by not later than 11.00 a.m. on 23 July 2020 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it). Electronic votes and proxy votes should be submitted as early as possible and, in any event, to be received by no later than 11.00 a.m. on 23 July 2020. Any power of attorney or other authority under which the proxy is submitted must be sent to the Company's Registrar (Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF) so as to have been received by the Company's Registrars by not later than 11.00 a.m. on 23 July 2020 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it).

You are entitled to request a hard copy form of proxy directly from the Registrar, Link Asset Services, whose contact details can be found on page 2 of this Document. If a paper form of proxy is requested from the Company's Registrar, it must be completed and sent to the Company's Registrar (Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF) so as to have been received by the Company's Registrar by not later than 11.00 a.m. on 23 July 2020 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it).

- (d) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the GM 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 (ID – RA10) not later than 48 hours before the time appointed for holding the General 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 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 to a proxy appointed through CREST should be communicated to the proxy by other means. For further information on CREST procedures, limitations and systems timings, please refer to the CREST Manual. In all cases, for a proxy form to be valid, the CREST Voting Service information must be received by the Company's Registrar no later than 48 hours before the time appointed for the holding of the GM.

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 their 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.

- (e) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose, seniority shall be determined by the order in which the names appear on the register of members of the Company in respect of the joint holding.
- (f) Only those shareholders registered in the register of members of the Company at close of business on 23 July 2020 (or, in the event of any adjournment, close of business on the date which is two days (excluding non-working days) prior to the adjourned meeting) shall be entitled to vote at the General Meeting. Changes to the register of members and CREST transactions after that time will be disregarded and will not affect entitlements to attend and vote at the General Meeting and no transfers of securities in certificated form will be registered from that time until the close of the General Meeting.
- (g) In accordance with section 325 of the Companies Act 2006 (the Act), the right to appoint proxies does not apply to persons nominated to receive information rights under section 146 of the Act. Such rights can only be exercised by shareholders of the Company. Persons nominated to receive information rights under section 146 of the Act who have been sent a copy of this Notice are hereby informed, in accordance with section 149(2) of the Act, that they may have a right under an agreement with the registered shareholder by whom they were nominated to be appointed, or to have someone else appointed, as a proxy for the General Meeting. If they have no such right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights. Nominated persons should contact the registered shareholder by whom they were nominated in respect of these arrangements.
- (h) Corporate shareholders may authorise a person or persons to act as representative(s) to attend, speak and vote on their behalf at the General Meeting by submitting a corporate representation letter. More than one corporate representative may be appointed by a corporate shareholder, provided that each corporate representative has been appointed under a valid letter of representation.

In accordance with the provisions of the Act, all such corporate representatives may exercise (on behalf of the corporate shareholder) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares as another representative of the same corporation.

- (i) As at close of business on 15 July 2020 (being the day of admission of the First Placing Shares), the Company's issued share capital will comprise 4,624,579,517 Existing Ordinary Shares each carrying one vote each. Therefore, the total number of voting rights in the Company as at 15 July 2020 will be 4,624,579,517.
- (j) Pursuant to section 319A of the Act, the Company must cause to be answered at the General Meeting any question relating to the business being dealt with at the General Meeting which is put by a shareholder attending the General Meeting, except in certain circumstances, including if it is undesirable in the interest of the Company or the good order of the General Meeting that the question be answered, if to do so would involve the disclosure of confidential information, or if the answer has already been given on a website in the form of an answer to a question.
- (k) A copy of this Notice and other information required by section 311A of the Act will be available on the Company's website <https://www.infrastratapl.com/>.
- (l) You may not use any electronic address provided either in this notice or any related documents to communicate with the Company for any purpose other than those expressly stated.