

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION AND SHOULD BE READ IN ITS ENTIRETY.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other duly authorised professional adviser immediately. Subject to the restrictions set out below, if you sell or have sold or otherwise transferred all of your Shares, please send this document, together with the accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred part of your Shares you should retain these documents and please contact immediately the stockbroker, bank or other agent through whom the sale or transfer was effected.

Digital Landscape Group, Inc.

(incorporated in the British Virgin Islands under the BVI Business Companies Act 2004 with registered number 1959763)

**Circular to Shareholders relating to the proposed approval of the Delaware charter
in connection with the redomiciliation of Digital Landscape Group, Inc. to Delaware**

Notice of Meeting of Shareholders

This document contains a notice of a Meeting of the Shareholders of the Company to be held at Commerce House, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands on August 12, 2020 at 10:00 am Eastern Daylight Time (EDT).

Shareholders who hold their Shares in certificated form will find enclosed with this document a Form of Proxy and Depository Interest Holders will find enclosed with this document a Form of Instruction, for use in connection with the Meeting. To be valid, a Form of Proxy should be completed and signed in accordance with the instructions printed on it and returned by post or by hand to the Company's Registrar, Computershare Investor Services BVI Limited at c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom by no later than 10:00 am EDT on August 10, 2020. To be valid, a Form of Instruction should be completed and signed in accordance with the instructions printed on it and returned by post or by hand to the Company's Depository, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom by no later than 10:00 am EDT on August 7, 2020. Further instructions relating to the Form of Proxy and Form of Instruction are set out in the notice of the Meeting.

Your attention is drawn to the letter from the Co-Chairman of Digital Landscape Group, Inc. in Part 1 of this document recommending that you vote in favour of the Resolution to be proposed at the Meeting. You should read this document in its entirety and consider whether to vote in favour of the Resolution in light of the information contained in this document.

PART 1

LETTER FROM THE CO-CHAIRMAN

Digital Landscape Group, Inc.

(incorporated in the British Virgin Islands under the BVI Business Companies Act 2004 with registered number 1959763)

Directors:

Nick Sunder Advani
William Helman Berkman
Antoinette Cook Bush
Michael Damon Fascitelli
Noam Gottesman
Paul Alan Gould
Thomas Christopher King
William David Rahm

Registered Office:

Ritter House
Wickhams Cay II
Road Town
Tortola VG1110
British Virgin Islands

To the Shareholders of the Company

July 16, 2020

Dear Shareholder,

1. **Background**

- 1.1 On July 10, 2020, the board of directors (the “**Board**”) of Digital Landscape Group, Inc. (the “**Company**”) approved a change in the Company’s jurisdiction of incorporation from the British Virgin Islands to the State of Delaware (the “**Domestication**”). The Domestication will be implemented by way of a discontinuance under Section 184 of the BVI Business Companies Act, 2004, as amended (the “**BVI Companies Act**”), and a domestication under Section 388 of the General Corporation Law of the State of Delaware (the “**DGCL**”).
- 1.2 Upon the Domestication, all issued and outstanding securities in the Company and warrants to subscribe for securities in the Company will convert into equivalent securities and warrants under the DGCL. In particular, the issued and outstanding ordinary shares in the Company (the “**Ordinary Shares**”) will convert into class A common shares (“**Class A Common Shares**”), and the issued and outstanding warrants to subscribe for Ordinary Shares (the “**BVI Warrants**”) will convert into warrants to subscribe for Class A Common Shares (“**Delaware Warrants**”). The Ordinary Shares and BVI Warrants are currently listed on the standard segment of the Financial Conduct Authority’s official list (the “**Official List**”) and admitted to trading on the London Stock Exchange plc’s (“**LSE**”) market for listed securities. It is intended that the Company will:
- (a) apply to list the Class A Common Shares on the Nasdaq Global Market (“**Nasdaq**”), effective upon completion of the Domestication; and

(b) apply to cancel the listings of the Ordinary Shares and BVI Warrants on the standard segment of the Official List and to cancel the admissions to trading in the Ordinary Shares and BVI Warrants on the LSE's market for listed securities, to take effect following the listing of the Class A Common Shares on Nasdaq.

1.3 The Company may also apply to list the Delaware Warrants on Nasdaq, effective upon completion of the Domestication, if the necessary conditions for listing are satisfied. Pursuant to a NASDAQ listing requirement, the Delaware Warrants may be listed only if there are at least 100 separate holders of such securities. If, at the time of listing of the Class A Common Shares, there are not at least 100 separate holders of the Delaware Warrants then the warrants will not be listed on NASDAQ. They will, however, still be registered securities, and trading thereof will have to be done privately or over the counter. At present, there are fewer than 100 separate holders of the BVI Warrants.

1.4 To effect the Domestication, the Company intends to file a notice of continuation out of the British Virgin Islands with the British Virgin Islands Registrar of Corporate Affairs and file a certificate of incorporation and a certificate of corporate domestication (the "**Charter**") with the Secretary of State of the State of Delaware, pursuant to which the Company will be domesticated and continue as a Delaware corporation. In connection with the Domestication, the Board will adopt the bylaws of the Company (the "**Bylaws**") to be effective upon the Domestication.

1.5 The Domestication will **not** affect the number of shares and warrants you hold in the Company.

1.6 The holders (the "**Shareholders**") of Ordinary Shares, Class B Shares, Series A Founder Shares and Series B Founder Shares in the Company are not required, and are not being asked, to approve the Domestication. Shareholders are, however, being asked to approve the Charter which will, among other things, govern the rights of Shareholders upon the Domestication. While it is intended that the Charter and Bylaws will substantially replicate the provisions of the memorandum and articles of association of the Company (the "**BVI Articles**"), there are certain differences between the terms of the BVI Articles and British Virgin Islands law, on the one hand, and the Charter, Bylaws and Delaware law, on the other hand.

1.7 A summary of the key differences is set-out in Part 2 of this Circular. A copy of the proposed form of Charter and Bylaws are also enclosed.

2. **Meeting of Shareholders**

A notice convening the Meeting of the Shareholders of the Company at Commerce House, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands on August 12, 2020 at 10:00 am EDT is set out at the end of this Circular. The Meeting is being convened for the purposes of considering and, if thought fit, approving the Charter. The full text of the resolution to be passed (the "**Resolution**") is set out in the notice at the end of this Circular.

3. **Covid-19 pandemic**

3.1 Given the various restrictions on travel and gathering in place as a result of the Covid-19 pandemic, the Board strongly encourages Shareholders to vote on the Resolution by submitting a proxy in accordance with the instructions below.

3.2 If a Shareholder otherwise wishes to attend the Meeting the Board strongly encourages attendance by electronic means (namely Zoom video conference). If you wish to attend the Meeting via electronic means, please complete and submit the registration form set out at Appendix A of this document in accordance

with the instructions set out therein. Upon registration, instructions for how to join the Zoom video conference will be emailed to you.

- 3.3 In accordance with current rules and guidelines, the Board recommends against physical attendance at the Meeting. If you wish to attend the Meeting in person, please complete and submit the registration form set out at Appendix B of this document in accordance with the instructions therein. Please note that completion of the form does not guarantee the ability to attend the Meeting in person as physical attendance will be subject to restrictions on gatherings and guidelines applicable in the British Virgin Islands at the time of the Meeting. If you submit the registration form set out in Appendix B and are not permitted to attend the Meeting in person for any reason, you will be notified before the meeting and requested to attend by electronic means instead.

4. **Action to be taken**

- 4.1 Shareholders who hold their Shares in certificated form will find enclosed with this circular a form of proxy for use at the Meeting or at any adjournment thereof (the “**Form of Proxy**”). The Form of Proxy should be completed in accordance with the instructions printed on it and returned by post, by courier or by hand as soon as possible, to the registrar, Computershare Investor Services BVI Limited (the “**Registrar**”), c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom. Forms of Proxy, duly completed by Shareholders holding Shares in certificated form, must reach the Registrar no later than 10:00 am EDT on August 10, 2020 or, if the Meeting is adjourned, 48 hours before the time fixed for the adjourned Meeting (as the case may be).
- 4.2 Holders (“**Depositary Interest Holders**”) of depositary interests in the Shares (“**Depositary Interests**”) will find enclosed with this circular a form of instruction (the “**Form of Instruction**”). The Form of Instruction should be completed in accordance with the instructions printed on it and returned by post, by courier or by hand as soon as possible, to the depositary, Computershare Investor Services PLC (the “**Depositary**”), The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom. Forms of Instruction, duly completed by Depositary Interest Holders, must reach the Depositary by no later than 10:00 am EDT on August 7, 2020 or, if the Meeting is adjourned, 72 hours before the time fixed for the adjourned Meeting (as the case may be).
- 4.3 If you wish to attend the Meeting via electronic means (namely, Zoom video conference), please complete the registration form at Appendix A of this document and submit it in accordance with the instruction set out therein. Upon registration, details for how to attend the Meeting via electronic means will be provided.
- 4.4 As noted above, the Board discourages physical attendance at the Meeting and such attendance will be subject to restrictions on gatherings and guidance applicable in the British Virgin Islands at the time of the Meeting. If you wish to attend the Meeting in person, please complete Appendix B of this document and submit it in accordance with the instruction set out therein.
- 4.5 Depositary Interest Holders who wish to attend the Meeting must notify the Depositary in writing or email at [!UKALLDITeam2@computershare.co.uk](mailto:UKALLDITeam2@computershare.co.uk).
- 4.5 If you are in any doubt as to the action you should take, you should immediately seek your own financial advice from an independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriate authorised financial adviser.

5. **Recommendation**

The Board considers the passing of the Resolution to be in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends unanimously that Shareholders vote in favour of the Resolution, as they intend to do in respect of their own shareholdings.

Yours sincerely,

Michael Damon Fascitelli

Co-Chairman

PART 2

Summary of Key Differences between BVI Articles and Delaware Charter and Shareholder Rights under BVI law and Delaware law

As described in the letter from the Chairman set out in Part 1 of this Circular, the Domestication will change the Company's jurisdiction of incorporation from the British Virgin Islands (the "BVI") to the State of Delaware.

The rights of the shareholders of the Company are currently governed by the BVI Companies Act and the Company's amended and restated memorandum and articles of association (the "BVI Articles"). After the Domestication, the rights of the holders of the Company's securities will be governed by Delaware law and the Company's Delaware certificate of incorporation (the "Charter") and Bylaws.

The following are among the most significant differences between the existing BVI Articles and BVI law, on the one hand, and the Delaware Charter and Delaware law, on the other hand:

- Delaware law prohibits the repurchase of shares of the Company when its capital is impaired or would become impaired by the repurchase, while there are no such capital limitations under BVI law;
- under Delaware law, directors may not act by proxy, while under BVI law directors may appoint another director or person to vote in his place, exercise his other rights as director, and perform his duties as director;
- the Charter and Bylaws do not provide stockholders of the Company with pre-emptive rights, while the BVI Articles provide shareholders of the Company with certain pre-emptive rights;
- under Delaware law, "business combinations" with "interested stockholders" (each as defined in Section 203 of the General Corporation Law of the State of Delaware (the "DGCL") are prohibited for a certain period of time absent certain requirements, while BVI law provides no similar prohibition;
- Delaware law requires that amendments to the Charter must be approved by both the Board and by the stockholders of the Company and amendments to the Bylaws must be approved by either the Board or by the stockholders of the Company, while BVI law permits amendments to the BVI Articles to be made either by the shareholders or, where the BVI Articles and BVI law permit, by resolutions of the Board (although the BVI Articles do not currently permit any amendments to be made by the Board); and
- the Charter will provide that, absent our written consent to an alternative forum, the Court of Chancery of the State of Delaware or, in the case of actions arising under the Securities Act of 1933, as amended, the federal district courts of the United States of America, will be the sole and exclusive jurisdiction for certain actions against us.

Set forth below is a summary of certain differences between the rights that shareholders of the Company currently have under the BVI Articles and BVI law, and the rights that stockholders of the Company will have under the Charter, Bylaws and Delaware law after the Domestication. This summary is not intended to be a complete discussion of the respective rights and it is qualified in its entirety by reference to the BVI Articles, Charter and Bylaws (forms of which are also enclosed) as well as to BVI and Delaware law.

Provision	British Virgin Islands	Delaware
Authorized Capital	<p>1,992,986,033 shares, consisting of a maximum of:</p> <ul style="list-style-type: none"> • 1,590,000,000 Ordinary Shares; • 200,000,000 Class B Shares (the “BVI Class B Shares”); • 1,600,000 Series A Founder Preferred Shares (the “BVI Series A Founder Preferred Shares”); • 1,386,033 BVI Series B Founder Preferred Shares (the “BVI Series B Founder Preferred Shares” and, together with the BVI Series A Founder Preferred Shares, the “BVI Founder Preferred Shares”); and • 200,000,000 shares of one or more additional classes of shares to be issued pursuant to Clause 9 of the BVI Articles. 	<p>1,992,986,033 shares of capital stock consisting of a maximum of:</p> <ul style="list-style-type: none"> • 1,590,000,000 Class A Common Shares; • 200,000,000 Class B Common Shares; and • 202,986,033 Preferred Shares, of which (i) 1,600,000 are designated as “Series A Founder Preferred Shares” and (ii) 1,386,033 are designated as “Series B Founder Preferred Shares” (collectively, the “Founder Preferred Shares”).
Preferred Shares	<p>By resolution, Directors may issue one or more classes of preferred shares with preferences and other designations as they determine, in accordance with the BVI Companies Act and the BVI Articles.</p>	<p>The Charter empowers the Board by resolution to provide out of the unissued shares of Preferred Shares one or more series of Preferred Shares and, with respect to such series, determine the number of shares constituting the series and the designations and the powers, preferences and rights, and the qualifications and limitations thereof.</p>
Amendments to Organizational Documents	<p>Amendments to the BVI Articles may be made by resolution of the shareholders (holders of Ordinary Shares, BVI Class B Shares, BVI Founder Preferred Shares); provided that such amendment does not materially prejudice the rights of the holders of any class of</p>	<p>Pursuant to Delaware law, amendments to the Charter must be approved by the Board and by the holders of at least a majority of the outstanding shares entitled to vote on the amendment, and if applicable, by the holders of at least a majority of the outstanding shares</p>

Provision

British Virgin Islands

Delaware

shares as set out in the memorandum, unless the shareholders of the affected class consent in accordance with the BVI Articles.

Changes in the class rights of Ordinary Shares and BVI Class B Shares as set forth in the BVI Articles require approval of at least a majority of the shareholders of that particular class. For so long as the BVI Founder Preferred Shares remain outstanding, certain changes in the class rights of the BVI Founder Preferred Shares require approval of at least 80% of the shareholders of that particular class.

of each class or series entitled to vote on the amendment as a class or series. Any amendment or repeal, in whole or in part, of the Bylaws, or the adoption of new Bylaws must be approved by either (i) the affirmative vote of the holders of a majority of the voting power of all the then-issued and outstanding capital stock of the Company with the power to vote at an election of directors, voting together as a single class, or (ii) by a majority of the entire Board then in office.

Changes in the class rights of Class A Common Shares and Class B Common Shares as set forth in the Charter require approval of at least a majority of the stockholders of that particular class. For so long as the Founder Preferred Shares remain outstanding, certain changes in the class rights of the Founder Preferred Shares require approval of at least 80% of the shareholders of that particular class.

Generally the same.

Voting Rights—Generally

Ordinary Shares and BVI Class B Shares: Each holder is entitled to one vote per share on all matters before the holders of such shares.

BVI Founder Preferred Shares: Each holder of BVI Series A Founder Preferred Shares and BVI Series B Founder Preferred Shares is entitled to a number of votes equal to the number of Ordinary Shares and BVI Class B Shares, respectively, into which each BVI Founder Preferred Share could then be converted, on all matters on which stockholders are generally entitled to vote.

Class A Common Shares and Class B Common Shares: Each holder is entitled to one vote per share on all matters before the holders of such shares.

Founder Preferred Shares: Each holder of Series A Founder Preferred Shares and Series B Founder Preferred Shares is entitled to a number of votes equal to the number of Class A Common Shares or Class B Common Shares, respectively, into which each share of Founder Preferred Shares could then be converted, on

Provision	British Virgin Islands	Delaware
Voting Rights—Election of Directors	<p>The BVI Articles provide that Directors (except for the Founder Directors) are elected by a vote of the holders of at least a majority of issued and outstanding shares entitled to vote. Directors may also be elected by a resolution of Directors (or by shareholder action) to appoint an additional Director or fill a vacancy.</p> <p>For so long as the Founder Entities, their affiliates and their Permitted Transferees in aggregate hold 20% or more of the issued and outstanding BVI Founder Preferred Shares, the holders of a majority in voting power of the outstanding BVI Founder Preferred Shares, voting or consenting together as a single class, shall be entitled to elect four members of the Board.</p>	<p>all matters on which stockholders are generally entitled to vote.</p> <p>The Charter provides that Directors (except for the Founder Directors) are elected by majority of the votes cast, and in contested elections, Directors are elected by plurality of the votes cast (rather than the plurality of votes otherwise provided by Delaware law). All other matters are determined by a vote of the holders of at least a majority of issued and outstanding shares entitled to vote unless otherwise specified by the Charter or bylaws, Delaware law or the rules or regulations of an exchange upon which the securities of the Company are listed.</p> <p>For so long as the Founder Entities, their affiliates and their Permitted Transferees in aggregate hold 20% or more of the issued and outstanding shares of Founder Preferred Shares, the holders of a majority in voting power of the outstanding shares of Founder Preferred Shares, voting or consenting together as a single class, shall be entitled to elect four members of the Board.</p>
Redemption of Equity; Treasury Shares	<p>Subject to certain limitations described in the BVI Articles, shares may be repurchased as determined by the Board subject to shareholder consent. There are no capital limitations in the BVI Companies Act. The Company may hold or sell treasury shares.</p>	<p>Pursuant to Delaware law and subject to certain limitations described in the Charter, shares may be repurchased or otherwise acquired, provided the capital of the Company is not impaired and will not be impaired by the acquisition. Pursuant to Delaware law, the Company may hold or sell treasury shares.</p>
Stockholder/ Shareholder Written Consent	<p>No action required or permitted to be taken by shareholders at any meeting of shareholders may be</p>	<p>Generally the same. The Charter provides that no action required or permitted to be taken by</p>

Provision	British Virgin Islands	Delaware
	<p>effected by written consent, except that any action required or permitted to be taken at any meeting of the holders of the outstanding BVI Founder Preferred Shares may be taken by written consent of such holders of BVI Founder Preferred Shares.</p>	<p>stockholders at any meeting of stockholders may be effected by written consent (thereby eliminating the ability of common stockholders to act by written consent otherwise available under Delaware law), except that any action required or permitted to be taken at any meeting of the holders of the outstanding shares of Founder Preferred Shares may be taken by written consent of such holders of Founder Preferred Shares.</p>
<p>Advance Notice Requirements for Stockholder/ Shareholder Proposals</p>	<p>Not applicable. Shareholders do not have the ability to require that specific matters be raised at a shareholders' meeting.</p>	<p>The Bylaws provide that in general, to bring a matter before an annual meeting or to nominate a candidate for director, a stockholder must give notice of the proposed matter or nomination not less than 90 days and not more than 120 days prior to the first anniversary of the preceding year's annual meeting. In the event that the date of the annual meeting is more than 25 days before or after such anniversary date, notice must be delivered not less than the tenth day following the earlier of (i) the day on which public disclosure of the date of such meeting is first made by the Company or (ii) the day on which such notice of the date of the meeting was mailed.</p>
<p>Meeting of Stockholders/ Shareholders—Notice</p>	<p>BVI Companies Act permits as few as seven days' notice. Under the BVI Articles, not less than 10 days' notice is required. There is no maximum limit.</p>	<p>As required by Delaware law, the Bylaws require not less than 10 days' or more than 60 days' notice, unless the DGCL provides for a different period.</p>
<p>Meeting of Stockholders/ Shareholders—Call of Meeting</p>	<p>Meetings may be called by the Directors and shall be called by the Directors upon requisition by shareholders holding 30% of the voting rights in respect of the matter for which the meeting is requested.</p>	<p>The Bylaws provide that (i) regular annual stockholders meetings shall be called by the Board and (ii) special stockholders meetings (A) may be called only by a Chairman of the Board, the Chief Executive</p>

Provision	British Virgin Islands	Delaware
Meeting of Stockholders/ Shareholders—Quorum; Adjournment	<p>The BVI Articles require that no more than 15 months elapse between annual meetings of the shareholders for the election of directors. Pursuant to the BVI Articles, a meeting of the shareholders may be called by shorter notice if shareholders holding at least 90% of total voting rights on all matters to be considered at the meeting have waived notice of the meeting.</p> <p>Quorum is as designated in the BVI Articles.</p> <p>Under the BVI Articles, a quorum is a majority of the votes of shares entitled to vote at a meeting. A meeting may be adjourned for up to 14 days without additional notice to stockholders.</p>	<p>Officer (“CEO”), the Board or an officer authorized by the Board, and (B) shall be called by a Chairman of the Board or the CEO upon the written request of the holders of at least 30% of the voting power of the then outstanding shares of capital stock generally entitled to vote on the matter for which such special meeting is called.</p> <p>Pursuant to Delaware law, the Charter or Bylaws may specify the number to constitute a quorum but in no event shall a quorum consist of less than one-third of shares entitled to vote at a meeting (provided further that, where a separate vote by a class or series is required, a quorum may consist of no less than one-third of the shares of such class or series).</p> <p>Under the Bylaws, a quorum is a majority of the capital stock issued and outstanding and entitled to vote at a meeting. A meeting may be adjourned for up to 30 days without additional notice to stockholders.</p>
Meeting of Stockholders/ Shareholders—Record Date	<p>As fixed by the Directors, but may not be more than 21 calendar days before the date on which the notices of meeting were sent.</p>	<p>Pursuant to Delaware law, the record date for meetings of stockholders is (i) as fixed by the Board, but may not be more than 60 days nor less than 10 days before the date of such meeting of stockholders, and (ii) if not fixed by the Board, the day before notice of meeting is given.</p>
Directors—Election/Appointment	<p>Elected by the shareholders, except for the Founder Directors, who are elected by the holders of the BVI Founder Preferred Shares. Directors may also appoint a</p>	<p>Pursuant to Delaware law, Directors are elected annually by the stockholders entitled to vote, except for the Founder Directors, who, pursuant to the Charter, are elected</p>

Provision	British Virgin Islands	Delaware
Directors—Term	<p>director to fill a vacancy or as an additional director.</p> <p>Term is fixed by resolution of shareholders or directors. If no term fixed at appointment, directors serve indefinitely.</p>	<p>annually by the holders of the Founder Preferred Shares.</p> <p>Pursuant to Delaware law, directors serve for annual terms.</p>
Directors—Removal	<p>By resolution of the shareholders; provided, however, that Founder Directors may only be removed by the holders of the BVI Founder Preferred Shares.</p>	<p>Generally the same. Pursuant to Delaware law, Directors may be removed by the stockholders with or without cause; provided, however, that Founder Directors may only be removed by the holders of the Founder Preferred Shares.</p>
Directors—Vacancy	<p>Vacancies (other than with respect to the Founder Directors) and newly created directorships shall be filled by a majority of remaining directors, even if such majority comprises less than a quorum, or the sole remaining director (rather than by the shareholders). Vacancies with respect to the Founder Directors shall be filled by a vote of the holders of a majority in voting power of the outstanding BVI Founder Preferred Shares.</p>	<p>Generally the same. Under the Charter and the Bylaws, vacancies (other than with respect to the Founder Directors) and newly created directorships shall be filled solely by majority of remaining directors, even if such majority comprises less than a quorum, or the sole remaining director (rather than also by the stockholders). Vacancies with respect to the Founder Directors shall be filled by a vote of the holders of a majority in voting power of the outstanding shares of Founder Preferred Shares.</p>
Directors—Number	<p>As determined by the Board, provided that, so long as BVI Founder Preferred Shares are outstanding, the Company may not fix the size of the Board (including the Founder Directors) at greater than nine, without the prior vote or consent of 80% of the voting power of the Founder Preferred Shares.</p> <p>The Board shall have no less than four Founder Directors for so long as the Founder Entities, their</p>	<p>Generally the same. As determined by the Board, provided that, so long as the Founder Preferred Shares are outstanding, the Company may not fix the size of the Board (including the Founder Directors) at greater than nine, without the prior vote or consent of 80% of the voting power of the Founder Preferred Shares.</p> <p>The Board shall have no less than four Founder Directors for so long</p>

Provision	British Virgin Islands	Delaware
Directors—Quorum and Vote Requirements	<p>affiliates and their Permitted Transferees in aggregate hold 20% or more of the issued and outstanding shares of Founder Preferred Shares.</p> <p>As fixed by the Directors, provided that quorum shall not be fixed at a number of directors that is less than a majority of directors.</p>	<p>as the Founder Entities, their affiliates and their Permitted Transferees in aggregate hold 20% or more of the issued and outstanding shares of Founder Preferred Shares.</p> <p>Generally the same. As permitted by Delaware law, the Bylaws provide that a majority of the entire Board shall constitute a quorum (rather than the one-third of the directors permitted by Delaware law). Pursuant to Delaware law, the affirmative vote of a majority of directors present at a meeting at which there is a quorum constitutes action by the Board.</p>
Directors—Managing Director	<p>The BVI Articles provide for the Board to select one or more officers to be managing director (although to date no such appointment has been made).</p>	Not applicable.
Directors and Officers—Fiduciary Duties	<p>Under British Virgin Islands law, directors and officers generally owe the following fiduciary duties:</p> <ul style="list-style-type: none"> • duty to act in good faith in what the directors believe to be in the best interests of the company as a whole; • duty to exercise powers for the purposes for which those powers were conferred and not for a collateral purpose; • duty not to improperly fetter the exercise of future discretion; • duty to exercise powers fairly as between different groups of shareholders; and • duty to exercise independent judgment. 	<p>Under Delaware law:</p> <ul style="list-style-type: none"> • Directors and officers must act in good faith, with due care, and in the best interest of the corporation and all of its stockholders. • Directors and officers must refrain from self-dealing, usurping corporate opportunities and receiving improper personal benefits. • Decisions made by directors and officers on an informed basis, in good faith and in the honest belief that the action was taken in the best interest of the corporation and its stockholders will be protected by the “business judgment rule”.

Provision**British Virgin Islands****Delaware**

Directors also owe a duty of care which is not fiduciary in nature. This duty has been defined as a requirement to act as “a reasonably diligent person” having both:

- the general knowledge, skill and experience that may reasonably be expected of a person carrying out the same functions as are carried out by that director in relation to the company, and
- the general knowledge, skill and experience possessed by that director.

Sale of Assets

Under the BVI Companies Act, the sale of more than 50% of the assets of the company not otherwise in the ordinary course of business requires approval by a majority of the ordinary shares at a meeting at which a quorum is present (a quorum being 50% of the votes of the outstanding voting shares), unless disapplied. The BVI Articles disapplied this requirement.

Pursuant to Delaware law, the sale of all or substantially all the assets of the Company requires approval by the Board and stockholders holding at least a majority of the outstanding shares entitled to vote thereon.

Pre-emptive Rights

The BVI Articles disclaim Section 46 of the BVI Companies Act. Subject to the exceptions noted below, the Company may not issue any equity securities unless: (i) the Company has made a written offer (in accordance with the BVI Articles) for such class of equity securities, on terms at least as favourable, to each person who is a holder of that class of equity securities in a proportion equal, to the extent practicable, to that held by the holders of the relevant class of equity securities and (ii) the period (which must be at least 14 days) during which any such offer may be accepted by the current

None.

Provision**British Virgin Islands****Delaware**

holders has expired, or all applicable holders have provided the Company with notice of acceptance or refusal of every offer so made.

The above pre-emption rights shall not apply in relation to the issue of bonus shares, equity securities in the Company if they are, or are to be, wholly or partly paid up otherwise than in cash, and equity securities in the Company which would apart from any renunciation or assignment of the right to their issue, be held under an employee share scheme.

The Directors may, however, be given the power, pursuant to a resolution by shareholders holding at least 75% of the shares entitled to vote, to issue or sell equity securities of any class wholly for cash, as if the pre-emptive rights described above do not apply.

Compulsory Acquisition

Under the BVI Companies Act, subject to any limitations in a company's memorandum and articles, shareholders holding at least 90% of the votes of the outstanding shares entitled to vote, and shareholders holding at least 90% of the votes of the outstanding shares of each class of shares entitled to vote, may give a written instruction to the company directing the company to redeem the shares held by the remaining shareholders. The BVI Articles disapplied this requirement.

Under DGCL Section 253, in a process known as a "short form" merger, a corporation that owns at least 90% of the outstanding shares of each class of stock of another corporation may either merge the other corporation into itself and assume all of its obligations or merge itself into the other corporation by executing, acknowledging and filing with the Secretary of State of the State of Delaware a certificate of such ownership and merger setting forth a copy of the resolution of its Board authorizing such merger. If the parent corporation is a Delaware corporation that is not the surviving corporation, the merger also must be approved by a majority of the

Provision	British Virgin Islands	Delaware
Dissolution/Winding Up	Under the BVI Articles, the dissolution of the Company requires either (1) a resolution by shareholders holding at least 75% of the shares entitled to vote or (2) a resolution of Directors (provided that the Directors reasonably conclude the Company is or will become a dormant company, and will be at the time of such dissolution).	outstanding stock of the parent corporation entitled to vote thereon. If the parent corporation does not own all of the stock of the subsidiary corporation immediately prior to the merger, the minority stockholders of the subsidiary corporation party to the merger may have appraisal rights as set forth in Section 262 of the DGCL. Under the DGCL, the dissolution of a corporation requires either (1) the approval of the Board and at least a majority of the outstanding stock entitled to vote thereon or (2) the approval of all of the stockholders entitled to vote thereon.
Dissenters'/Appraisal Rights	Under the BVI Companies Act, a shareholder may dissent and obtain fair value of shares in connection with certain corporate actions.	Generally the same. Under the DGCL, a stockholder may dissent and obtain fair value of shares in connection with certain corporate actions.
Derivative Actions	Generally speaking, the company is the proper plaintiff in any action. Derivative actions brought by one or more of the registered shareholders may only be brought with the leave of the High Court of the British Virgin Islands where the following circumstances apply: <ul style="list-style-type: none"> <li data-bbox="605 1556 1024 1688">• those who control the company have refused a request by the shareholders to move the company to bring the action; <li data-bbox="605 1724 1024 1892">• those who control the company have refused to do so for improper reasons such that they are perpetrating a "fraud on the minority" (this is a legal 	Pursuant to Delaware law, in any derivative suit instituted by a stockholder of a corporation, the complaint must aver that the plaintiff was a stockholder of the corporation at the time of the transaction of which the plaintiff complains or that such stockholder's stock thereafter devolved upon such stockholder by operation of law. Pursuant to Delaware law, the complaint shall set forth with particularity the efforts of the plaintiff to obtain action by the Board (known as "demand refusal")

Provision

British Virgin Islands

Delaware

concept and is different from “fraud” in the sense of dishonesty);

- a company is acting or proposing to act illegally or beyond the scope of its authority;
- the act complained of, although not beyond the scope of the authority, could only be effected if duly authorized by more than the number of votes which have actually been obtained; or
- the individual rights of the plaintiff shareholder have been infringed or are about to be infringed.

Once a shareholder has relinquished his, her or its shares (whether by redemption or otherwise), it is generally the case that they could no longer bring a derivative action as they would no longer be a registered shareholder.

or the reasons for not making such effort (known as “demand excusal”).

Such action shall not be dismissed or compromised without the approval of the court.

In general, the stockholders maintain stock ownership through the pendency of the derivative suit.

Anti-Takeover Provisions

Not applicable.

Section 203 of the DGCL generally prohibits a public Delaware corporation from engaging in a “business combination” with an “interested stockholder” for a period of three years after the date of the transaction in which the person became an interested stockholder unless:

- prior to such transaction, the corporation’s board of directors approved either the business combination or the transaction in which the stockholder became an interested stockholder;

Provision

British Virgin Islands

Delaware

- upon completion of such transaction, the interested stockholder owns at least 85% of the outstanding voting stock (with certain exclusions); or
- at the time or after the person became an interested stockholder, the business combination was approved by the corporation's board of directors and authorized by a vote of at least 66 2/3% of the outstanding voting stock of the corporation not owned by the interested stockholder.

A "business combination" includes mergers, asset sales, stock sales and other transactions resulting in a financial benefit to the stockholder. An "interested stockholder" is defined as an entity or person (other than the corporation and any direct or indirect majority-owned subsidiary of the corporation) beneficially owning 15% or more of the outstanding voting stock of the corporation, based on voting power, and any entity or person affiliated with or controlling or controlled by such an entity or person.

A Delaware corporation may elect not to be governed by Section 203, however the Company has not made such an election.

Forum Selection Provisions

None

The Charter provides that, unless the Company consents in writing to an alternative forum, the Court of Chancery of the State of Delaware will be the sole and exclusive forum for: (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our Directors, officers or employees to us or our

Provision**British Virgin Islands****Delaware**

stockholders, (iii) any action asserting a claim arising pursuant to any provision of the DGCL, the Charter or the Bylaws and (iv) any action asserting a claim that is governed by the internal affairs doctrine of the State of Delaware (in each case, unless the Court of Chancery of the State of Delaware lacks jurisdiction over any such action or proceeding, in which case the sole and exclusive forum for such action or proceeding will be another state or federal court located within the State of Delaware).

The Charter also provides that, unless the Company consents in writing to an alternative forum, the federal district courts of the United States of America will be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended.

Any person or entity purchasing or otherwise acquiring any interest in shares of Company capital stock will be deemed to have notice of and have consented to the forum provisions in the Charter.

Digital Landscape Group, Inc.

(incorporated in the British Virgin Islands under the BVI Business Companies Act 2004 with registered number 1959763)

NOTICE OF MEETING OF SHAREHOLDERS

(convened pursuant to article 18.2 of the articles of association of the Company)

TO BE HELD ON August 12, 2020 at 10:00 am Eastern Daylight Time (EDT) at Commerce House, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands.

NOTICE IS HEREBY GIVEN that a meeting of the shareholders of Digital Landscape Group, Inc. (the “**Company**”) will be held at Commerce House, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands on August 12, 2020 at 10:00 am EDT for the purpose of considering and, if thought fit, passing the following resolution.

Resolution THAT the Delaware law governed certificate of incorporation in the form tabled at the Meeting (the “**Charter**”) be and is approved in all respects and the Charter shall be adopted and effective upon the Company’s redomiciliation to Delaware.

NOTES

The following notes explain the general rights of Shareholders and Depositary Interest Holders and the rights to attend and vote at the Meeting of Shareholders or to appoint someone else to vote on their behalf.

Holders of Shares in certificated form

1. All holders (the “**Shareholders**”) of Ordinary Shares, Class B Shares, Series A Founder Shares and Series B Founder Shares in the Company (the “**Shares**”) have the right to attend, speak and vote at the Meeting. A Shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend and to speak and vote in his or her place. A proxy need not be a Shareholder of the Company. Entitlement to attend and vote at the Meeting, and the number of votes which may be cast at the Meeting, will be determined by reference to the Company’s register of Shareholders at 10:00 am EDT on August 10, 2020 or, if the Meeting is adjourned, 48 hours before the time fixed for the adjourned Meeting (as the case may be).
2. Registered Shareholders holding shares in certificated form should complete the form of proxy provided with the Notice of Meeting (the “**Form of Proxy**”). The Form of Proxy must be deposited in hard copy form by post, by courier or by hand at Computershare Investor Services BVI Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom no later than 10:00 am EDT on August 10, 2020 or, if the Meeting is adjourned, 48 hours before the time fixed for the adjourned Meeting (as the case may be).
3. The Form of Proxy must be signed and dated by the Shareholder or his/her attorney duly authorised in writing. If Shares in the Company are held by a nominee(s), a form(s) of proxy must be completed and signed by the nominee(s). If the Shareholder is a company, it may execute under its common seal or under the hand of an officer or attorney so authorised. 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.

4. When two or more valid but differing appointments of proxy are delivered or received for the same Share for use at the same Meeting, the one which is last validly delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly delivered or received, none of them shall be treated as valid in respect of that Share.

Depositary Interest Holders

1. Depositary Interest Holders may vote using the Form of Instruction provided. The Form of Instruction must be deposited in hard copy form by post, by courier or by hand at the office of Computershare Investor Services PLC (the “**Depositary**”) at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom no later than 10:00 am EDT on August 7, 2020 or, if the Meeting is adjourned, 72 hours before the time fixed for the adjourned Meeting (as the case may be).
2. Depositary Interest Holders may also submit voting instructions for the Meeting (or any adjournment of the Meeting) by following 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 services provider(s), who will be able to take the appropriate action on their behalf.
3. In order for an instruction made by means of CREST to be valid, the appropriate CREST message (a “**CREST Voting Instruction**”) must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited (“**Euroclear**”) and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it relates to the appointment of a proxy, or to an amendment to an instruction given to a previously appointed proxy, in order to be valid, must be transmitted so as to be received by the issuer’s agent (ID 3RA50) no later than 10:00 am EDT on August 7, 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the issuer’s agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.
4. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting 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 the CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST service 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.
5. The Company may treat as invalid a CREST Voting Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Attendance at the Meeting

1. Given the various restrictions and guidelines in place as a result of the Covid-19 pandemic, Shareholders are encouraged to vote by proxy in accordance with the instructions above.

2. Any Shareholder (or proxy who is not the Chairman of the Meeting) who wishes to attend the Meeting is encouraged to attend via electronic means (namely Zoom video conference). Any Shareholder (or proxy who is not the Chairman of the Meeting) who wishes to attend via electronic means should complete and return the registration form at Appendix A of the Circular in accordance with the instructions therein no later than 10:00 am EDT on August 10, 2020 (or not less than 48 hours before the time appointed for holding an adjourned Meeting) in order to receive the relevant Zoom login details and instructions for joining the Meeting.
3. Depository Interest Holders who wish to attend the Meeting are also encouraged to attend via electronic means. Depository Interest Holders who wish to attend the Meeting must notify the Depository in writing or email at UKALLDITeam2@computershare.co.uk in addition to completing and submitting the registration form at either Appendix A or Appendix B of the Circular.
4. In accordance with current guidelines, it is not recommended that Shareholders or Depository Interest Holders physically attend the Meeting in person and any such attendance will be subject to legal restrictions and guidelines in force in the British Virgin Islands at that time. If you wish to attend the Meeting in person, please complete and submit the registration form set out at Appendix B of the Circular in accordance with the instructions therein no later than 10:00 am EDT on August 10, 2020 (or not less than 48 hours before the time appointed for holding an adjourned Meeting). Please note that completion of the form does not guarantee the ability to attend the Meeting in person as any attendance will be subject to restrictions on gatherings and guidelines applicable in the British Virgin Islands at the time of the Meeting. If you submit the registration form set out in Appendix B and are not permitted by the Company to physically attend the Meeting for any reason, you will be notified before the meeting and asked to attend by electronic means instead.

General

1. Any corporation which is a Shareholder may by resolution of its directors or other governing body or officers authorised by such body authorise such person or persons as it thinks fit to act as its representative at the Meeting. Any person so authorised shall be entitled to exercise on behalf of the corporation which he represents the same powers as that corporation could exercise if it were an individual Shareholder.
2. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be delivered to Computershare Investor Services BVI Limited, C/O The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom not less than 48 hours before the time appointed for holding the Meeting (the time appointed for holding the Meeting being 10:00 am EDT on August 12, 2020) or not less than 48 hours before the time appointed for holding an adjourned Meeting of Shareholders at which the person named in the instrument proposes to vote.
3. The Form on Instruction and the power of attorney or other authority (if any) under which it is signed or a copy of such authority, certified notarially, shall be delivered to Computershare Investor Services PLC, The Pavilion, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom, not less than 72 hours before the time appointed for holding the Meeting (the time appointed for holding the Meeting being 10:00 am EDT on August 12, 2020) or not less than 72 hours before the time appointed for holding an adjourned Meeting of Shareholders at which the person named in the instrument proposes to vote.
4. Depository Interest Holders who wish to attend the meeting must notify the Depository in writing or email at UKALLDITeam2@computershare.co.uk, in addition to completing and submitting the registration form at either Appendix A or Appendix B of the Circular.

5. Information regarding the Meeting, including a copy of this notice can be found at the Company's website: www.digitallandscapegroup.com.
6. As at July 10, 2020 (being the latest business date prior to the publication of this Notice), the Company's issued share capital consists of 58,425,000 Ordinary Shares, 11,414,030 Class B Shares, 1,600,000 Series A Founder Preferred Shares, 1,386,033 Series B Founder Preferred Shares, and 207,002 restricted Ordinary Shares. Therefore, the total voting rights in the Company as at July 10, 2020 are 73,032,065.

APPENDIX A

Digital Landscape Group, Inc.

(incorporated in the British Virgin Islands under the BVI Business Companies Act 2004 with registered number 1959763)

REGISTRATION FORM FOR ATTENDANCE BY ELECTRONIC MEANS

In respect of Meeting to be held on August 12, 2020 at 10:00 am EDT at Commerce House, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands (the “**Meeting**”)

In order to attend the Meeting by electronic means (namely, Zoom video conference), please complete the form below and submit it by email by no later than 10:00 am EDT on August 10, 2020 (or not less than 48 hours before the time appointed for holding any adjourned Meeting to):

DLGShareholderMeeting@conyers.com

Instructions on how to log on to the Zoom video conference will then be emailed to you before the Meeting.

Full name of Shareholder/Depository Interest Holder: _____

Number of Shares/Depository Interests held: _____

Zoom account name (if available): _____

Email address: _____

Has/have one or more Forms of Proxy or a Form of Instruction been submitted in respect of the Shares/Depository Interests held by the above Shareholder/Depository Interest Holder? Yes
No

The Company may request additional details to verify the identity and shareholding or holding of Depository Interests of any person submitting this registration form.

APPENDIX B

Digital Landscape Group, Inc.

(incorporated in the British Virgin Islands under the BVI Business Companies Act 2004 with registered number 1959763)

REGISTRATION FORM FOR ATTENDANCE IN PERSON

In respect of Meeting to be held on August 12, 2020 at 10:00 am EDT at Commerce House, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands (the “**Meeting**”)

In order to attend the Meeting in person, please complete the form below and submit it by email by no later than 10:00 am EDT on August 10, 2020 (or not less than 48 hours before the time appointed for holding any adjourned Meeting) to:

DLGShareholderMeeting@conyers.com

Full name of Shareholder/Depository Interest Holder: _____

Number of Shares/Depository Interests held: _____

Email address: _____

Has/have one or more Forms of Proxy or a Form of Instruction been submitted in respect of the Shares/Depository Interests held by the above Shareholder/Depository Interests Holder? Yes
No

The sole purpose of this form is to enable the Company to comply with restrictions on gatherings and other guidelines applicable in the British Virgin Islands at the time of the Meeting. The Company may request additional details to verify the identity and shareholding or holding of Depository Interests of any person submitting this registration form. Submission of this form does not guarantee a Shareholder or Depository Interests Holder will be able to attend the Meeting in person. Any such attendance will be subject to restrictions and guidelines applicable in the British Virgin Islands at the time of the Meeting.