

Company No. 09395163

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

ZEGONA COMMUNICATIONS PLC

(Passed 15 April 2016)

At the ANNUAL GENERAL MEETING of the above-named Company, duly convened and held at the offices of Travers Smith LLP, 10 Snow Hill, London, EC1A 2AL on 15 April 2016 at 10 a.m. the following resolutions were passed as ordinary and special resolutions.

ORDINARY RESOLUTIONS

1. THAT the Company's financial statements for the period ended 31 December 2015, together with the Directors' report and the auditors' report on those financial statements and on the auditable part of the Directors' remuneration report, be received.
2. THAT the Directors' remuneration report, which is set out in the annual report of the Company for the period ended 31 December 2015, be approved.
3. THAT the Directors' remuneration policy, which is set out on pages 19 to 25 of the Directors' remuneration report contained within the annual report of the Company for the period ended 31 December 2015, be approved.
4. THAT Murray Scott, who was appointed as a Director following the last adoption of the Articles of Association, be elected as a Director.
5. THAT Richard Williams, who was appointed as a Director following the last adoption of the Articles of Association, be elected as a Director.
6. THAT Deloitte LLP be re-appointed as auditors to the Company until the conclusion of the

next annual general meeting of the Company.

7. THAT the Directors be authorised to fix the auditors' remuneration.
8. THAT for the purposes of section 551 Companies Act 2006 (the "**Act**") (and so that expressions used in this resolution shall bear the same meanings as in the said section 551):
 - 8.1 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant such subscription and conversion rights as are contemplated by sections 551(1)(a) and (b) of the Act respectively up to a maximum nominal amount of £653,483.20 to such persons and at such times and on such terms as they think proper during the period expiring on the earlier of (i) the end of the next annual general meeting of the Company and (ii) the date which is eighteen months after the date on which this resolution is passed (unless previously revoked or varied by the Company in general meeting); and
 - 8.2 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined in section 560 of the Act) in connection with a rights issue in favour of the holders of equity securities and any other persons entitled to participate in such issue where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as maybe) to the respective number of equity securities held by them up to a maximum nominal amount of £653,483.20 during the period expiring on the earlier of (i) the end of the next annual general meeting of the Company and (ii) the date which is eighteen months after the date on which this resolution is passed (unless previously revoked or varied by the Company in general meeting) subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems under the laws of any territory or requirements of any recognised regulatory body or stock exchange in any territory; and
 - 8.3 the Company be and is hereby authorised to make prior to the expiry of such periods any offer or agreement which would or might require such shares or rights to be allotted or granted after the expiry of the said periods and the Directors may allot such shares or grant such rights in pursuance of any such offer or agreement notwithstanding the expiry of the authorities given by this resolution.
9. THAT the Company be authorised, subject to and in accordance with the provisions of the Companies Act 2006, to send, convey, or supply all types of notices, documents or information to shareholders by electronic means, including making such notices, documents or information available on a website.

SPECIAL RESOLUTIONS

10. THAT, subject to the passing of resolution 8 set out in the Notice convening this Meeting, the Directors be and are empowered in accordance with section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred on them to allot such shares or grant such rights by that resolution and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, as if section 561(1) and sub-sections (1) – (6) of section 562 of the Act did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to:
- 10.1 the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities (but in the case of the authority granted under resolution 8.2 by way of a rights issue only) and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems under the laws of any territory or requirements of any recognised regulatory body or stock exchange in any territory; and
- 10.2 the allotment (otherwise than pursuant to paragraph 10.1 above) of equity securities up to an aggregate nominal value not exceeding £196,044.96, and this power, unless renewed, shall expire at the earlier of 15 months from AGM and the end of the next annual general meeting of the Company but shall extend to the making, before such expiry, of 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 authority conferred hereby had not expired.
11. THAT the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 Companies Act 2006 to make market purchases (as defined in section 693 of the said Act) of ordinary shares of £0.01 each in the capital of the Company "**ordinary Shares**") in connection with a tender offer or otherwise provided that:
- 11.1 the maximum number of ordinary shares hereby authorised to be purchased is 19,604,496, being equal to 10 per cent. of the issued ordinary shares;
- 11.2 the minimum price (exclusive of expenses) which may be paid for such ordinary

shares is £0.01 per share, being the nominal amount thereof;

- 11.3 the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of (i) 5 per cent. above the average of the middle market quotations for such shares taken from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the tender offer is announced, or when not purchased in connection with a tender offer, the purchase is made and (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System SETS;
 - 11.4 the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the next annual general meeting of the Company and the date which is 18 months after the date on which this resolution is passed; and
 - 11.5 the Company may make a contract to purchase its own ordinary shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract.
12. THAT the capital of the Company be reduced by the cancellation of its share premium account in order to create distributable reserves.