

ZEGONA COMMUNICATIONS PLC

Form of Proxy for use by members of Zegona Communications PLC at the Annual General Meeting to be held at 12 p.m. on Wednesday 17 May 2017

I/We being a member/members of the above-named Company, hereby appoint the following person(s):.....

or, failing whom, the Chairman of the Meeting as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 12 p.m. on Wednesday 17 May 2017 at the offices of Travers Smith LLP, 10 Snow Hill, London, EC1A 2AL (or at any adjournment thereof). I/We direct that my/our proxy will vote (or abstain from voting) on the resolutions set out in the Notice of Annual General Meeting as indicated below:

☐ Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to Note 2.

RESOLUTIONS	For	Against	Vote withheld
Ordinary Resolutions			
1. To receive the Company's financial statements for the period ended 31 December 2016, together with the Directors' report and the auditor's report on those financial statements and on the auditable part of the Directors' remuneration report			
2. To approve the Directors' remuneration report			
3. To re-elect Eamonn O'Hare as a Director			
4. To re-elect Robert Samuelson as a Director			
5. To re-elect Mark Brangstrup Watts as a Director			
6. To re-elect Murray Scott as a Director			
7. To re-elect Richard Williams as a Director			
8. To re-elect Ashley Martin as a Director			
9. To re-appoint KPMG LLP as auditor to the Company			
10. To authorise the Directors to fix the auditor's remuneration			
11. To authorise the Directors to allot shares or grant subscription or conversion rights under section 551 Companies Act 2006			
12. To approve and ratify the 2.25p per ordinary share interim dividend			
Special Resolutions			
13. To disapply statutory pre-emption rights under section 570 Companies Act 2006			
14. To additionally disapply statutory pre-emption rights under section 570 Companies Act 2006 in relation to an acquisition or other capital investment			
15. To authorise the Company for the purposes of section 701 of the Companies Act 2006 to make market purchase of its own ordinary shares			
16. To authorise the Company to convene general meetings on at least 14 clear days' notice			

Please note that a "vote withheld" is not a vote in law and will not be counted in the calculation of the votes cast for and against the resolution.

PLEASE COMPLETE THE DETAILS BELOW IN BLOCK CAPITALS AND SIGN AND DATE WHERE INDICATED

Signature of shareholder or common seal/signature of duly authorised officer of corporate shareholder *Note: If joint shareholders, only one joint holder need sign.*

Print Name..... Date.....

Please return this Form of Proxy in hard copy in the reply-paid envelope provided to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, so as to arrive by 12 p.m. on Monday 15 May 2017. Alternatively, if you hold your shares in uncertificated form, you may appoint a proxy using the CREST electronic proxy appointment service, details of which are set out in note (ii)(b) to the Notice of Annual General Meeting.

Notes:

- A proxy need not be a member of the Company but must attend the Meeting to represent you. You may appoint as your proxy a person(s) of your own choice by inserting their name(s) in the space provided. If no name is inserted in the space provided the Chairman will be deemed appointed as the proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see above) the number of shares in relation to which he is authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- To appoint more than one proxy (or, where you have appointed a proxy using the hard-copy Form of Proxy and would like to change the instructions using another hard-copy Form of Proxy), (an) additional proxy form(s) may be obtained by contacting the Registrars helpline on 0871 664 0300 (calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales) or you may photocopy this form. If appointing more than one proxy, please indicate in the box next to the proxy holder's name (see above) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. Where valid proxy appointments are submitted separately, the appointment received last before the latest time for the receipt of proxies will take precedence.
- Please indicate with a cross in the appropriate box how you wish your votes to be cast. In the absence of any specific direction, the proxy will vote (or abstain from voting) at his or her discretion. On any other business which properly comes before the Annual General Meeting (including any motion to amend any resolution or to adjourn the Meeting) the proxy will vote or abstain at his or her discretion.
- To be valid, this Form of 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 must be received by Capita Registrars by not later than 12 p.m. on Monday 15 May 2017.
- Completion and return of this Form of Proxy will not prevent a member from attending and voting at the Annual General Meeting. If you have appointed a proxy and attend the Annual General Meeting in person, your proxy appointment will automatically be terminated.
- In the case of a corporate shareholder, this Form of Proxy should either be executed by the Company under seal or signed by a Director or a duly authorised officer or attorney.
- In the case of joint holders, the vote of the first-named in the register of members of the Company will be accepted to the exclusion of that of other joint holders.
- In order to revoke a proxy instruction you will need to inform the Company by using one of the following methods:
 - By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Registrars Limited at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
 - In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
 - In either case, the revocation notice must be received by Capita Registrars Limited before the time fixed for holding the AGM.
 - If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 5 above, your proxy appointment will remain valid.