

Form of Proxy
Zegona Communications plc

(Incorporated and registered in England and Wales under number 09395163)

For use by Ordinary Shareholders

Relating to the General Meeting of the Company to be held on 22 September 2017 at the offices of Travers Smith LLP, 10 Snow Hill, London, EC1A 2AL at 11.00 a.m. (the “**General Meeting**”).

To be effective, this form must be lodged with the Company’s registrars, Capita Asset Services, by 11.00 a.m. on 20 September 2017.

I/we.....
[FULL NAME(S) IN BLOCK CAPITALS]

of
[ADDRESS IN BLOCK CAPITALS]

being holder(s) of Shares hereby appoint the chairman of the meeting or (see note overleaf)

as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held on 22 September 2017 at 11.00 a.m. and at any adjournment thereof.

The above proxy is appointed to exercise the rights attached to [all] OR [.....] of the Shares held by me.

My/our proxy is to vote on the resolution as follows:

Special Resolutions	VOTE		
	FOR	AGAINST	WITHHELD
To authorise the Company to make market purchases (as defined by section 693(4) of the Companies Act 2006) of Shares, in connection with a tender offer for Shares on the terms set out or referred to in the circular to the Company’s Shareholders dated 30 August 2017.			
To authorise the Company, pursuant to section 21(1) of the Companies Act 2006, to amend Article 119 (Dividends not in cash) of its articles of association.			

In the absence of instructions, the proxy is authorised to vote (or abstain from voting) at his or her discretion on the specified resolutions.

The proxy is also authorised to vote (or abstain from voting) on any business which may properly come before the meeting.

Date..... Signature(s).....

Notes to the Form of Proxy

NOTES:

- As a Shareholder in the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend and to speak and to vote at the General Meeting. A proxy does not need to be a Shareholder in the Company. You 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 Ordinary Share or Ordinary Shares held by you.
- You may appoint a proxy in respect of all or only some of the Shares held by you. If you do not want to appoint a proxy in respect of all of the Shares held by you, delete the word “all” in square brackets and insert the number of Shares in respect of which you wish to appoint your proxy in the space provided. If you sign and return this proxy form with no number inserted, you will be deemed to have appointed your proxy in respect of all of the Shares held by you.
- If you require additional proxy forms in order to appoint more than one proxy, please contact the Company’s registrar, Capita Asset Services on 0871 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Capita Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. You must also indicate in the separate box the number of Shares in relation to which the proxy holder is authorised to act as your proxy. All proxy forms must be signed and should, wherever possible, be returned together in one envelope.
- If you appoint more than one proxy in relation to the General Meeting (or any adjournment thereof), you must ensure that all of your proxy appointments together do not relate to more than the total number of Shares held by you at 11.00 a.m. on 20 September 2017 (or, in the event of any adjournment, by the time which is 48 hours before the time of the adjourned meeting).
- If any other proxy is preferred, delete the words “the chairman of the meeting or” and insert the name of the proxy you wish to appoint and initial the alteration. If you sign and return this proxy form with no name inserted on the relevant line, the chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the chairman of the meeting, it is your responsibility to ensure that that person attends the General Meeting and is aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chairman of the meeting and give that person your directions.
- To direct your proxy how to vote on the resolutions mark the appropriate box with a “✓” or an “X”. If no voting direction is given, your proxy can vote or abstain from voting as he or she chooses. Your proxy has the right to vote (or abstain from voting) as he or she chooses in relation to any other business (including a resolution to adjourn the meeting or to amend a resolution) which may properly come before the General Meeting.
- The “vote withheld” option is provided to enable you to abstain on any particular resolution. However, it should be noted that a “vote withheld” is not a vote in law and will not be counted in the calculation of the proportion of the votes “for” and “against” a resolution.
- To be valid, this proxy form must be received by post or (during normal business hours only) by hand at Capita Asset Services at PSX, 34 Beckenham Road, Beckenham, BR3 4TU by no later than 11.00 a.m. on 20 September 2017.
- In the case of joint holders of any Share, where more than one of the joint holders purports to appoint a proxy in respect of the same Share, only the appointment submitted by the person whose name stands first in the register as one of the joint holders will be accepted.
- This proxy form must be signed and dated by the Shareholder or his or her attorney duly authorised in writing. In the case of a Shareholder which is a company, this proxy form 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 other authority under which this proxy form is signed, or a copy certified by a notary of such power or authority, must be included with the proxy form.
- For details of how to change your proxy directions or revoke your proxy appointment see the notes to the notice of General Meeting.
- The return of a completed proxy form will not prevent you from attending the General Meeting and vote in person if you wish to do so.

Business Reply Plus
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PXS 1
34 Beckenham Road
BECKENHAM
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