

Company No. 09395163

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

RESOLUTIONS
of
ZEGONA COMMUNICATIONS PLC

(Passed 17 May 2017)

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 17 May 2017 at 12 p.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 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, 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 2016, be approved.
3. THAT Eamonn O'Hare be re-elected as a Director.
4. THAT Robert Samuelson be re-elected as a Director.
5. THAT Mark Brangstrup Watts be re-elected as a Director.
6. THAT Murray Scott be re-elected as a Director.
7. THAT Richard Williams be re-elected as a Director.
8. THAT Ashley Martin be re-elected as a Director.
9. THAT KPMG LLP be re-appointed as auditor to the Company until the conclusion of the next annual general meeting of the Company.
10. THAT the Directors be authorised to fix the auditor's remuneration.
11. 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):
 - 11.1 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 further

- 11.2 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.
- 11.3 provided that such authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or at the close of business on 30 June 2018, whichever is the earlier, save that 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 under any such offer or agreement as if the authority had not expired.
12. THAT the payment of the interim dividend, in lieu of a final dividend, of 2.25p per ordinary share to the Company's shareholders on 17 March 2017 be and is confirmed, approved and ratified for all purposes.

SPECIAL RESOLUTIONS

13. THAT if resolution 11 set out in the Notice convening this Meeting is passed, the Directors be and are hereby authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:
- 13.1 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 11.2 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
- 13.2 the allotment (otherwise than pursuant to paragraph 13.1 above) of equity securities up to a nominal amount of £98,022.48,

such authority, unless renewed, to expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or at the close of business on 30 June 2018, whichever is the earlier, but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

14. THAT if resolution 11 set out in the Notice convening this Meeting is passed, the Directors be and are hereby authorised in addition to any authority granted under Resolution 13 to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:
- 14.1 limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £98,022.48; and
 - 14.2 used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice;
- such authority, unless renewed, to expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or at the close of business on 30 June 2018, whichever is the earlier, but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.
15. 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") provided that:
- 15.1 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;
 - 15.2 the minimum price (exclusive of expenses) which may be paid for such ordinary shares is £0.01 per share, being the nominal amount thereof;
 - 15.3 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% 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 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;
 - 15.4 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;
 - 15.5 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;
16. THAT the Company be and is hereby authorised to provide notice to shareholders of general meetings of the Company of at least 14 clear days' notice.