

**Company No. 09395163**

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**of**

**ZEGONA COMMUNICATIONS PLC**

**(Passed 7 February 2019)**

At the 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 7 February 2019 at 10 a.m., the following resolutions were passed as ordinary and special resolutions.

**ORDINARY RESOLUTIONS**

1. THAT, in addition to all existing authorities, the Directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot up to 95,715,728 new ordinary shares of £0.01 each in the capital of the Company ("New Ordinary Shares") with an aggregate nominal value of up to £957,157.28, at a price of 105 pence per ordinary share, provided that this authority shall expire on 31 May 2019, save that the Company may, prior to the expiry of such authority, make an offer or enter into an agreement which would or might require the New Ordinary Shares to be allotted after expiry of such authority, and the Directors may allot New Ordinary Shares in pursuance of such an offer or agreement as if such authority had not expired

**SPECIAL RESOLUTIONS**

2. THAT, subject to the passing of resolution 1 above, the Directors be and are hereby generally and unconditionally authorised in accordance with sections 570 to 573 of the Act to allot New Ordinary Shares for cash, pursuant to the authority referred to in resolution 1 above as if sub-section (1) of section 561 of the Act did not apply to any such allotment provided that this authority shall expire on 31 May 2019, save that the Company may, prior to the expiry of such authority, make an offer or enter into an agreement which would or might require the New Ordinary Shares to be allotted after expiry of such authority, and the Directors may allot New Ordinary Shares in pursuance of such an offer or agreement as if such authority had not expired.