

COMPANY NUMBER: 09395163

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS OF ZEGONA COMMUNICATIONS PLC (PASSED ON 28 JUNE 2024)

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 28 June 2024, the following resolutions were passed:

Ordinary Resolutions

1. THAT, the Company's financial statements for the period ended 31 December 2023, together with the Directors' report and the auditors' report and the auditors' report on those financial statements and on the auditable part of the Directors remuneration report, be received.
2. THAT, Eamonn O'Hare be re-elected as a Director.
3. THAT, Robert Samuelson be re-elected as a Director.
4. THAT, Richard Williams be re-elected as a Director.
5. THAT, Ashley Martin be re-elected as a Director.
6. THAT, Suzi Williams be re-elected as a Director.
7. THAT, the Directors' remuneration report, which is set out in pages 30 to 36 of the Annual Report, be approved.
8. THAT, Ernst & Young LLP be appointed as auditors to the Company until the conclusion of the next annual general meeting of the Company.
9. THAT, the Directors be authorised to fix the auditors' remuneration.
10. THAT, the Directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company:
 - (a) up to a nominal amount of £2,347,164.70; and
 - (b) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £2,347,164.70 in connection with a fully pre-emptive offer to:
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities as required by the rights of those securities or, subject to such rights as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

The authorities conferred on the Directors to allot securities under paragraphs (a) and (b) will expire at the conclusion of the annual general meeting of the Company to be held in 2025 or at 6.00 p.m. on 30 September 2025, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting). The Company may before these authorities expire, make an offer or enter into an agreement which would or might require such securities to be allotted after such expiry and the Directors may allot such securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

Special Resolutions

11. THAT, subject to the passing of Resolution 10, the Directors be authorised to allot equity securities (as defined in section 560(1) of the Companies Act 2006 (the "Act")) for cash under the authority given by Resolution 10 and/or 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, provided that such power be limited to:
- (a) the allotment of equity securities or sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 10 above, by way of a fully pre-emptive offer only) to:
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities as required by the rights of those securities or, subject to such rights as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;
 - (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) above) up to an aggregate nominal amount of £704,149.41; and
 - (c) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or (b) above) up to a nominal amount equal to 20 per cent. of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of 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 authorities to expire at the conclusion of the annual general meeting of the Company to be held in 2025 or at 6.00 p.m. on 30 September 2025, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting). The Company may before these authorities expire, make an offer or enter into an agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.
12. THAT, subject to the passing of Resolution 10, the Directors be authorised in addition to any authority granted under Resolution 11, to allot equity securities (as defined in section 560(1) of the Companies Act 2006 (the "Act")) for cash under the authority given by Resolution 10 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 did not apply to any such allotment or sale, provided that such power be:
- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £704,149.41, used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine 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; and
 - (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20 per cent. of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of 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 to expire at the conclusion of the annual general meeting of the Company to be held in 2025 or at 6.00 p.m. on 30 September 2025, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting). The Company may before this authority expires, make an offer or enter into an agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

13. 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:
- (a) the maximum number of ordinary shares hereby authorized to be purchased is 105,622,411 being equal to approximately 14.99% per cent. of the issued ordinary shares;
 - (b) the minimum price (exclusive of expenses) which may be paid for such ordinary shares is £0.01 per share, being the nominal amount thereof;
 - (c) the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of (i) 105% 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 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;
 - (d) 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
 - (e) 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 the Company may make a purchase of its own ordinary shares in pursuance of any such contract.
14. THAT, subject to the confirmation of the High Court of Justice in England and Wales, the share premium account of the Company be reduced by £160,000,000.
15. THAT, a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.