

FORM OF PROXY

ZEGONA COMMUNICATIONS PLC

Form of Proxy for use by members of Zegona Communications PLC at the General Meeting to be held at 11:30 a.m. on 30 June 2021

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 General Meeting of the Company to be held at 11:30 a.m. on Wednesday 30 June 2021 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 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. THAT, conditional on the closing of the MásMóvil Offer, the Management Incentive Scheme being paid, the passing of Resolution 2 and Resolution 3 below, and the admission of the new ordinary shares to trading on the London Stock Exchange, the issuance of new ordinary shares in Zegona to Eamonn O'Hare (for an aggregate subscription amount of up to £2,366,800), Robert Samuelson (for an aggregate subscription amount of up to £1,183,400), Howard Kalika (for an aggregate subscription amount of up to £224,900), and Menno Kremer (for an aggregate subscription amount of up to £224,900) be approved, in each case at a price per ordinary share equal to the net asset value per Zegona share equal to (i) Zegona's net asset value (the "Net Asset Value") on the working day after Zegona completes its proposed return to its shareholders divided by (ii) the aggregate number of Zegona ordinary shares outstanding on the same date, with such Net Asset Value to be calculated on the basis described in the Circular and determined by the Company's auditors or an independent global accounting firm who will report on the same to Zegona's Independent non-Executive Directors.			
2. THAT for the purposes of section 551 of the Act, in addition to all existing authorities conferred on the Directors to allot shares or to grant rights to subscribe for or to convert any securities into shares, the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares and equity securities (as defined in section 560 of the Act) for the purposes of the Management Subscriptions up to a maximum nominal amount of £617,496, provided that such authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2022 or the date which is 18 months after the date on which this Resolution is passed, whichever is the earlier.			
Special Resolution			
3. THAT, subject to the passing of Resolution 1 and Resolution 2 above, and in addition to all existing authorities conferred on the Directors to allot shares or to grant rights to subscribe for or to convert any securities into shares, 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 those resolutions 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, in each case (i) solely for the purposes of the Management Subscriptions, and (ii) up to a maximum nominal amount of £617,496, provided that such authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2022 or the date which is 18 months after the date on which this Resolution is passed, whichever is the earlier.			

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 resolutions.

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 PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL, so as to arrive by 11:30 a.m. on 28 June 2021 or, 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 5 to the Notice of General Meeting. Alternatively, you may submit your proxy electronically using the share portal service at www.signalshares.com. If not already registered for the share portal, you will need your investor code which is located on your share certificate.

Notes:

1. 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).
2. 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 Registrar's helpline on 0371 664 0300 (calls are charged at the standard rate). 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.
3. Please indicate with a cross in the appropriate box how you wish your vote 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 General Meeting (including any motion to amend the resolutions or to adjourn the Meeting), the proxy will vote or abstain at his or her discretion.
4. 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 Link Group by not later than 11:30 a.m. on 28 June 2021.
5. Completion and return of this Form of Proxy will not prevent a member from attending and voting at the General Meeting. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.
6. 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.
7. 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.
8. In order to revoke a proxy instruction you will need to inform the Company by using one of the following methods:
 - (a) By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL.
 - (b) 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.
 - (c) In either case, the revocation notice must be received by Link Group before the time fixed for holding the General Meeting.
 - (d) 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.

Business Reply Plus
Licence Number
RUCA-ESGL-RSXY



PXS 1
Link Group
Central Square
29 Wellington Street
LEEDS
LS1 4DL