

NOT FOR DISTRIBUTION, PUBLICATION OR RELEASE, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO OR FROM THE UNITED STATES OR TO ANY US PERSON, CANADA, AUSTRALIA, JAPAN, THE REPUBLIC OF SOUTH AFRICA, THE EEA OR TO ANY PERSON LOCATED OR RESIDENT IN AN EEA STATE OTHER THAN THE UK, BELGIUM, THE NETHERLANDS, ITALY, IRELAND AND SPAIN, OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION, PUBLICATION OR RELEASE WOULD BE UNLAWFUL.

This announcement is an advertisement and does not constitute a prospectus in connection with an offering of securities of Zegona Communications plc ("Zegona" or the "Company"). Investors must neither accept any offer for, nor acquire, any securities to which this document refers, unless they do so on the basis of the information contained in the prospectus published by the Company on 15 January 2019 (the "Prospectus"), a copy of which is available for inspection from the Company's website. The subscription or purchase of ordinary shares of the Company is subject to specific legal or regulatory restrictions in certain jurisdictions. Persons distributing this communication must satisfy themselves that it is lawful to do so. The Company assumes no responsibility in the event there is a violation by any person of such restrictions.

ZEGONA COMMUNICATIONS PLC

LEI: 213800ASI1VZL2ED4S65

ADMISSION OF NEW ORDINARY SHARES

London, England, 11 February 2019 - Zegona Communications PLC declares the issue and Admission of New Zegona Shares

Further to the announcement made on 14 January 2019, Zegona is pleased to announce that, pursuant to the Placing, 95,715,728 New Zegona Shares have been admitted to the standard listing segment of the Official List and to trading on the Main Market for listed securities of the London Stock Exchange.

Completion of PDMR Dealing

The following Persons Discharging Managerial Responsibilities ("PDMRs") have today been issued the following New Zegona Shares (as announced by the Company on 14 January 2019):

Person	Number of ordinary shares purchased in the Placing	Total percentage holding of ordinary Shares held immediately following Admission (rounded)
Eamonn O' Hare	666,666	0.92%
Robert Samuelson	142,857	0.30%
Howard Kalika	142,858	0.14%
Murray Scott	34,000	0.03%
Mark Brangstrup Watts and Louisa Bonney	9,523,810	18.95%

The above subscriptions for ordinary shares by Mark Brangstrup Watts and Louisa Bonney relate to ordinary shares held by Marwyn Asset Management Limited, of which Mr Brangstrup Watts and Mrs Bonney are directors, in its capacity as agent for and on behalf of its discretionary managed clients.

In addition, Zegona was notified on 8 February 2019 by Murray Scott that he had sold and purchased 25,718 ordinary shares in the Company in order to transfer the shares from one of his accounts to another. These shares were traded in the open market, sold at a price of 105.0 pence per share and repurchased at 105.1 pence per share. Following the Admission of the New Zegona Shares, Mr Scott's holding of ordinary shares in the Company totals 66,147 shares.

Total Voting Rights

In accordance with the Financial Conduct Authority's ("FCA") Disclosure Guidance and Transparency Rule 5.6.1R, the Company notifies the market that, as of 11 February 2019 (following the Admission of the New Zegona Shares), the Company's issued share capital consists of 221,935,177 ordinary shares with voting rights.

There are no ordinary shares held in treasury.

The above number of shares (221,935,177) may be used by shareholders (and others with notification obligations) as the denominator for the calculation by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure Guidance and Transparency Rules.

Enquiries

Tavistock (Public Relations adviser)

Tel: +44 (0)20 7920 3150

Jos Simson – jos.simson@tavistock.co.uk

Lulu Bridges – lulu.bridges@tavistock.co.uk

Capitalised terms used but not otherwise defined herein are used as defined in the Prospectus

Important Notice

This announcement has been prepared in accordance with English law, the Listing Rules and the Disclosure Guidance and Transparency Rules and information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside England.

The distribution of this announcement in jurisdictions outside the United Kingdom may be restricted by law and therefore persons into whose possession this announcement comes should inform themselves about, and observe such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities law of any such jurisdiction.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions and any state or other jurisdiction of the United States) or to any US person. This announcement does not constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. The securities referred to in this announcement have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**US Securities Act**") or the securities laws of any state of the United States or with any securities regulatory authority of any state or other jurisdiction of the United States or any state securities laws of the United States and may be offered and sold (a) in the United States, and to US persons outside the United States, only to persons who are both "qualified institutional buyers" (as defined in Rule 144A under the US Securities Act) and "qualified purchasers" (as defined in Section 2(a)(51) of the US Investment Company Act of 1940, as amended (the "**US Investment Company Act**"), in transactions exempted from, or not subject to, the registration requirements of the US Securities Act, and (b) outside the United States only to non-US persons in "offshore transactions" as defined in, and in reliance on, Regulation S under the US Securities Act. The Company has not intended and does not intend to make any public offer of securities in the United States. No registration has been or will be made under the US Investment Company Act.

Barclays Bank PLC and Oakley Advisory Limited

Barclays Bank PLC, acting through its Investment Bank ("**Barclays**") and which is authorised in the United Kingdom by the Prudential Regulation Authority and regulated by the Financial Conduct Authority ("**FCA**") and the Prudential Regulation Authority, is appointed as the Company's global co-ordinator and underwriter only and is therefore acting only for the Company in connection with the Placing and is not acting for or advising any other person, or treating any other person as its client, in relation thereto and will not be responsible for providing the regulatory protection afforded to clients of Barclays or advice to any other person in relation to the matters contained herein. Neither Barclays nor any of its directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for this announcement, its contents or otherwise in connection with it or any other information relating to the Company, whether written, oral or in a visual or electronic format.

Oakley Advisory Limited, which is authorised and regulated in the United Kingdom by the FCA, is appointed as the Company's financial advisor and co-bookrunner only and is therefore acting only for the Company in connection with the matters described in this announcement and is not acting for or advising any other person, or treating any other person as its client, in relation thereto and will not be responsible for providing the regulatory protection afforded to clients of Oakley Advisory Limited or advice to any other person in relation to the matters contained herein. Neither Oakley Advisory Limited nor any of its directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for this announcement, its contents or otherwise in connection with it or any other information relating to the Company, whether written, oral or in a visual or electronic format.

Company Website

Neither the content of the Company's website, nor the content on any website accessible from hyperlinks on its website for any other website, is incorporated into, or forms part of, this announcement nor, unless previously published by means of a recognised information service, should any such content be relied upon in reaching a decision as to whether or not to acquire, continue to hold, or dispose of, securities in the Company.