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13 November 2023

Zegona Communications plc

Approval and Publication of Prospectus

Further to the announcements of 31 October 2023, 9 November 2023 and earlier today, Zegona confirms that the prospectus has been approved by the FCA and published by Zegona ("**Prospectus**").

The Prospectus has been published by the Company in connection with (i) the admission of New Zegona Shares to the standard listing segment of the Official List and to trading on London Stock Exchange's main market for listed securities and (ii) as the acquisition of Vodafone Spain is a reverse takeover under the Listing Rules, the re-admission of the Zegona Shares to the standard listing segment of the Official List and to trading on London Stock Exchange's main market for listed securities.

The Prospectus will shortly be available on Zegona's website at www.zegona.com/acquisition-of-vodafone-spain subject to certain access restrictions. A copy of the Prospectus is being submitted to the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Capitalised terms used but not defined in this announcement have the meanings given in the announcement of 9 November 2023.

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About Zegona

Zegona was established in 2015 with the objective of investing in businesses in the European TMT sector and improving their performance to deliver attractive shareholder returns. Zegona is led by former Virgin Media executives Eamonn O'Hare and Robert Samuelson and is admitted to the standard listing segment of the Official List and to trading on the Main Market. For more information go to www.zegona.com. Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this announcement.

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This announcement is not a prospectus but an advertisement. Neither this announcement nor anything contained in it shall form the basis of, or be relied upon in conjunction with, any offer or commitment whatsoever in any jurisdiction. Potential investors should read the Prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the securities to be admitted to the standard listing segment of the Official List of the FCA.

Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this announcement.

The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended (the "**US Securities Act**"), or with any securities regulatory authority of any state or other jurisdiction of the United States, and may not be offered, sold or transferred, directly or indirectly, in or into the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with the securities laws of any state or any other jurisdiction of the United States.

In addition, the Company has not been and will not be registered under the US Investment Company Act and investors will not be entitled to the benefits of the US Investment Company Act. No offer, purchase, sale or transfer of Zegona Shares may be made except under circumstances which will not result in the Company being required to register as an investment company under the US Investment Company Act.

The Prospectus has not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon the accuracy or adequacy of this announcement or the Prospectus. Any representation to the contrary is a criminal offence in the United States.

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Persons (including, without limitation, nominees and trustees) who have a contractual or other legal obligation to forward a copy of this announcement should seek appropriate advice before taking any action.

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