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FOR IMMEDIATE RELEASE

16 November 2023

**RESULTS OF GENERAL MEETING  
OF  
ZEGONA COMMUNICATIONS PLC ("THE COMPANY")**

**Results of General Meeting**

On 31 October 2023, the board of the Company announced that it has entered into a binding agreement with Vodafone Europe B.V. ("**Vodafone**") in relation to the acquisition of 100% of Vodafone Europe, S.L.U. ("**Vodafone Spain**") for €5.0 billion (the "**Acquisition**").

In connection with the Acquisition, approval of the Company's shareholders was required for: (i) the allotment and issue of new shares in the Company to be issued pursuant to the Conditional Subscription, the Placing and the Primary Bid Offer; (ii) the waiver of rule 9 of the City Code on Takeovers and Mergers required to implement the Conditional Subscription, (iii) the entry into and performance of the Buyback Agreement; and (iv) the disapplication of pre-emption rights in respect of the issue of new shares under Resolution 1 (together, the "**Resolutions**").

The board of the Company is pleased to announce that the General Meeting convened in relation to the proposed Resolutions was held earlier today and all Resolutions put to the meeting were duly passed by the requisite majorities.

Capitalised terms in this announcement, unless otherwise defined, have the meaning given to them in the circular in respect of the General Meeting posted to shareholders on 31 October 2023.

**Number of Shareholders voting and votes cast at General Meeting**

**Resolution 1**

At the General Meeting, the ordinary resolution to authorise the allotment of up to 938,666,667 new ordinary shares of £0.01 each, was duly passed on a poll vote. The results are detailed as follows:

	<b>Number of Shares voted</b>	<b>% of votes cast</b>
FOR*	4,569,316	100
AGAINST	0	0
TOTAL	4,569,316	100
WITHHELD**	0	n/a

*\* Includes discretionary votes.*

*\*\* A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'For' or 'Against' the resolution.*

### Resolution 2

At the General Meeting, the ordinary resolution to approve the waiver of rule 9 of the City Code on Takeovers and Mergers required to implement the Conditional Subscription was duly passed on a poll vote. The results are detailed as follows:

	Number of Shares voted***	% of votes cast
FOR*	2,976,293	100
AGAINST	0	0
TOTAL	2,976,293	100
WITHHELD**	0	n/a

*\* Includes discretionary votes.*

*\*\* A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'For' or 'Against' the resolution.*

*\*\*\* Shareholders who are not Independent Shareholders were not entitled to vote.*

### Resolution 3

At the General Meeting, the special resolution to authorise the entry into and performance of the Buyback Agreement was duly passed on a poll vote. The results are detailed as follows:

	Number of Shares voted	% of votes cast
FOR*	4,569,316	100
AGAINST	0	0
TOTAL	4,569,316	100
WITHHELD**	0	n/a

*\* Includes discretionary votes.*

*\*\* A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'For' or 'Against' the resolution.*

### Resolution 4

At the General Meeting, the special resolution to approve the allotment of New Zegona Shares for cash pursuant to Resolution 1, was duly passed on a poll vote. The results are detailed as follows:

	Number of Shares voted	% of votes cast
FOR*	4,569,316	100
AGAINST	0	0
TOTAL	4,569,316	100
WITHHELD**	0	n/a

*\* Includes discretionary votes.*

*\*\* A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'For' or 'Against' the resolution.*

## **Admission of New Zegona Shares**

Applications have been made to the FCA and to the London Stock Exchange for the 697,976,986 New Zegona Shares to be admitted to the standard segment of the Official List of the FCA and to trading on the London Stock Exchange's Main Market for listed securities respectively ("**Admission**"). It is expected that Admission will become effective at 8.00 a.m. on 17 November 2023.

## **Next Steps**

The Acquisition remains subject to the satisfaction or (where capable of being waived) waiver of the other Conditions to the Acquisition as set out in the announcement dated 31 October 2023 entitled "General Meeting & Further info re the Transaction", including satisfaction of regulatory conditions.

## **Publication of the Resolutions**

A copy of the Resolutions will be submitted to the National Storage Mechanism where it will be available at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

## **Enquiries:**

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