

#### ATTENDING THE AGM

If you wish to attend, please arrive a few minutes early for security and registration formalities. A map of the AGM's location is available at the following URL:

[www.zeal-network.co.uk](http://www.zeal-network.co.uk).

#### LOCATION

Malmaison Hotel, 18–21 Charterhouse Square, London, EC1M 6AH, United Kingdom, on 18 June 2015.

#### HOW TO GET THERE

The Malmaison Hotel is located in the City of London. The following public transit connections are available from London's main airports:

##### **Heathrow Airport**

Take the Heathrow Express to Paddington station. Then, the Circle or Hammersmith & City Line to Farringdon station (40 to 55 minutes).

##### **Stansted Airport**

Take the Stansted Express to Liverpool Street Station. Then, the Circle, Hammersmith & City or Metropolitan Line to Barbican station (40 minutes).

##### **City Airport**

Take the DLR (Docklands Light Railway) to Bank Station. Then, the Central Line east-bound to St. Paul's station (45 minutes).

#### OTHER INFORMATION

Cameras, tape and other recorders and computers will not be allowed into the AGM but may be deposited in the entrance foyer. Please switch off mobile phones during the AGM.

Light refreshments will be available before and after the AGM.

# NOTICE AND AGENDA

Annual General Meeting 2015

#### ZEAL Network SE

5th Floor – One New Change  
London EC4M 9AF

[www.zeal-network.co.uk](http://www.zeal-network.co.uk)

# ZEAL



## ZEAL Network SE

London, United Kingdom

– ISIN GB00BHD66J44 –

**This notice of AGM is important and requires your immediate attention. If you are in any doubt as to the action you should take, you should consult your independent financial advisor immediately. If you have sold or otherwise transferred all your shares or other interest in the Company, please send this notice of AGM and the accompanying documents to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.**

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Company's annual general meeting will be held at the Malmaison Hotel, 18–21 Charterhouse Square, London, EC1M 6AH, United Kingdom, on 18 June 2015 at 9:00 a.m. (British Summer Time). You will be asked to consider and pass the resolutions below. All resolutions will be proposed as ordinary resolutions.

### ORDINARY RESOLUTIONS

- To receive the reports and accounts of the directors and auditors for the year ended 31 December 2014.**
- To approve the directors' remuneration report (excluding the part containing the directors' remuneration policy), in the form as set out in the Company's annual report and accounts for the year ended 31 December 2014.**
- To approve the directors' remuneration policy in the form as set out in the directors' remuneration report in the Company's annual report and accounts for the year ended 31 December 2014.**
- To re-appoint Ernst & Young LLP as auditors of the Company.**
- To authorise the Supervisory Board to determine the auditors' remuneration.**

By order of the Supervisory Board

**Dr Hans Cornehl**  
Chairman of the Executive Board

ZEAL Network SE  
5th Floor – One New Change  
London EC4M 9AF

22 April 2015

### EXPLANATION OF BUSINESS

The notes below explain the proposed resolutions. Each resolution is proposed as an ordinary resolution. This means that for each resolution to be passed, more than half of the votes cast must be in favour of the resolution.

### Resolution 1: Annual Report and Accounts

The directors of the Company are required by the Companies Act 2006 to present to the meeting the directors' and auditors' reports and the audited accounts for the year ended 31 December 2014 (the "reports and accounts").

### Resolution 2: Approval of the Directors' Remuneration Report

Resolution 2 proposes the approval of the directors' remuneration report (excluding the part containing the directors' remuneration policy), in the form set out in the reports and accounts.

### Resolution 3: Approval of the Directors' Remuneration Policy

Resolution 3 proposes the approval of the directors' remuneration policy in the form set out in the directors' remuneration report in the reports and accounts.

### Resolution 4: Re-Appointment of Auditors

Resolution 4 proposes the re-appointment of Ernst & Young LLP as the Company's auditors.

### Resolution 5: Authorisation of the Supervisory Board to Determine the Auditors' Remuneration

Resolution 5 authorises the Supervisory Board to determine the auditors' remuneration.

### DOCUMENTS ENCLOSED

This notice of meeting is being sent to all members and all CI Holders (as defined in the Company's statutes) (collectively, "Shareholders") as well as all Company directors. You will find a registration form and a proxy form enclosed with this notice.

### ENTITLEMENT TO ATTEND AND VOTE

The Company, pursuant to clauses 75, 76, 121 and 122 of the Company's statutes, specifies that only those Shareholders entered in the register of members of the Company or the CI Register (as defined in the Company's statutes) (collectively, the "Registers of Members", and each a "Register of Members") at 6:00 p.m. CEST on 16 June 2015, or, if the AGM is adjourned, in the appropriate Register of Members 48 hours before the time of any adjourned AGM, shall be entitled to attend and vote at the AGM in respect of the number of shares or CIs registered in their name at that time. Changes to the entries in the Registers of Members after 6:00 p.m. CEST on 16 June 2015 or, if the AGM is adjourned, in the Register of Members less than 48 hours before the time of any adjourned AGM, shall be disregarded in determining the rights of any person to attend or vote at the AGM.

### PROXIES

Shareholders may appoint one or more proxies (who need not be a Shareholder) to exercise all or any of their rights to attend and to speak and vote at the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by his appointer. A Shareholder may appoint a proxy or proxies by completing and returning the proxy form enclosed with this notice to ZEAL Network SE, c/o Computershare Investor Services, The Pavilions, Bridgwater Road, Bristol BS99 7Y, United Kingdom, or by sending a scan of the proxy form as an attachment to an email, addressed to ZEAL-AGM2015@computershare.de. You may not use any electronic address provided in this notice to communicate with the Company for any purposes other than those expressly stated.

To appoint more than one proxy or if you have not received a proxy form with this pack, please contact Computershare by email to ZEAL-AGM2015@computershare.de or by telephone on +49 89 30903-74675.

**IMPORTANT:** Your proxy form must be received no later than 9.00 a.m. (British Summer Time) on 16 June 2015.

### NOMINATED PERSONS

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may have a right, under an agreement between him and the Shareholder by whom he was nominated, to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.

The statement of Shareholders' rights in relation to proxy appointment described above under Proxies above does not apply to Nominated Persons. Only the Company's Shareholders may exercise the rights described in those paragraphs.

### CORPORATE REPRESENTATIVES

Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers provided that they do not exercise their powers differently in relation to the same shares, in which case the power is treated as not exercised. Any corporate Shareholder who wishes (or who may wish) to appoint more than one corporate representative should contact Computershare by email to ZEAL-AGM2015@computershare.de or by telephone on +49 89 30903-74675.

### TOTAL VOTING RIGHTS

As at 21 April 2015 (being the last practicable date before this notice's publication) the Company's issued share capital consisted of 8,385,088 shares, carrying one vote each. Therefore, the total number of voting rights in the Company as at 21 April 2015 is 8,385,088.

### AUDIT MATTERS

In accordance with section 527 of the Companies Act 2006, members meeting the requirements set out in that section have the right to require the Company to publish on a website a statement setting out matters relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) which are to be laid before the next annual general meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the last annual general meeting that the members propose to raise at the AGM. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must send the statement to its auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required to publish on a website under section 527 of the Companies Act 2006.

### SHAREHOLDERS' RIGHTS TO ASK QUESTIONS

Any Shareholder attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, (ii) the answer has already been provided on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

### WEBSITE

A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at: [www.zeal-network.co.uk](http://www.zeal-network.co.uk). A copy of the Company's statutes is also available on the Company's website.