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This document does not constitute an offer or invitation for any person to subscribe for or purchase any securities in Zamano plc (“**zamano**”). This document is provided in connection with Shareholder approval, and is not a prospectus, offering circular, placement memorandum or the like containing the information accompanying a securities offering.

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## **zamano plc**

*(Incorporated in Ireland with limited liability*

*under the Companies Acts 2014 with registered number 329336)*

### **Proposed Disposal of Zamano Solutions Limited and Zamano Limited Notice of Extraordinary General Meeting**

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**Your attention is drawn to the letter from the Chairman of zamano set out on pages 7 to 11 of this document, which explains the purpose of the Resolutions to be proposed at the Extraordinary General Meeting and includes the recommendation from the Board to vote in favour of the Resolutions.**

**The Notice of the Extraordinary General Meeting of zamano to be held at The Conrad Hotel, Earlsfort Terrace, Dublin 2 on 30 August 2017 at 9:00am, is set out on page 13 of this document.** A Form of Proxy for use at the Extraordinary General Meeting is enclosed. You are requested to complete and return the Form of Proxy as soon as possible whether or not you propose to attend the meeting in person. To be valid, the enclosed Form of Proxy should be completed and returned by hand or by post to zamano’s registrars, Capita Asset Services, Shareholder solutions (Ireland), 2 Grand Canal Square, Dublin 2, Ireland to arrive by no later than 09.00am on 28 August 2017. Completion and return of a Form of Proxy will not preclude you from attending and voting at the Extraordinary General Meeting should you so wish.

Investec Bank plc (Irish Branch) (“Investec”), which is authorised by the Prudential Regulation Authority in the United Kingdom and is regulated in Ireland by the Central Bank of Ireland, is ESM adviser and nominated adviser (pursuant to the ESM Rules) to zamano. Cenkos Securities plc (“Cenkos”), which is authorised and regulated by the Financial Conduct Authority, is nominated advisor to zamano (pursuant to the AIM Rules). Investec is acting exclusively for zamano in connection with arrangements described in this document and is not acting for any other person and will not be responsible to any person for providing the protections afforded to customers of Investec or for advising any other person in connection with the arrangements described in this document. Cenkos is acting exclusively for zamano in connection with arrangements described in this document and is not acting for any other person and will not be responsible to any person for providing the protections afforded to customers of Cenkos or for advising any other person in connection with the arrangements described in this document.

This document has not been approved by the Central Bank of Ireland, the Financial Conduct Authority, UK Listing Authority or any other regulator. The distribution of this document in certain jurisdictions may be restricted by law and therefore persons receiving this document should inform themselves about and observe any such restrictions. This document does not constitute, nor is it intended to constitute, investment research or investment advice under the European Communities (Markets in Financial Instruments) Regulations 2007 of Ireland (as amended) by zamano or any other person. This document has not been prepared in accordance with the legal requirements designed to promote the independence of investment research and is not subject to any prohibition on dealing ahead of the dissemination of

investment research (whether pursuant to the European Communities (Markets in Financial Instruments) Regulations 2007 of Ireland or otherwise).

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

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Publication of this document	14 August 2017
Latest time and date for receipt of Form of Proxy for the Extraordinary General Meeting	9:00am on 28 August 2017
Extraordinary General meeting	9:00am on 30 August 2017
Expected date of completion of the Disposal	30 August 2017

All references in this document are to Dublin times unless otherwise stated.

If any details contained in the timetable above should change, the revised times and dates will be notified by means of an announcement through a Regulatory Information Service.

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## DEFINITIONS

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*In this document the following expressions have the following meanings unless the context otherwise requires or unless otherwise provided:*

<b>“2016 Annual Report”</b>	the annual report and audited financial statements of zamano and its subsidiaries for the year ended 31 December 2016;
<b>“AIM” or “AIM Market”</b>	the market of that name operated by the London Stock Exchange;
<b>“AIM Rules”</b>	the rules governing the admission to and operation of AIM as published by the London Stock Exchange from time to time;
<b>“Board” or “Directors”</b>	the board of directors of zamano;
<b>“Business”</b>	the business of owning and operating the premium rate web and mobile marketing campaigns;
<b>“Cenkos”</b>	Cenkos Securities plc;
<b>“Circular”</b>	this document;
<b>“Disposal”</b>	the proposed disposal of the Target Business by zamano plc;
<b>“EGM” or “Extraordinary General Meeting”</b>	the Extraordinary General Meeting of zamano, to be held at Conrad Hotel, Earlsfort Terrace, Dublin 2 on 30 August 2017;
<b>“ESM” or “ESM Market”</b>	the market of that name operated by the Irish Stock Exchange;
<b>“ESM Rules”</b>	the rules governing the admission to and operation of ESM as published by the Irish Stock Exchange from time to time;
<b>“Form of Proxy”</b>	the form of proxy for use at the Extraordinary General Meeting enclosed with this document;
<b>“Fundamental Change of Business”</b>	a disposal by an ESM or AIM company which, when aggregated with any other disposal over the previous twelve months, exceeds 75 per cent. in any of the class tests;
<b>“Investec”</b>	Investec Bank plc (Irish Branch);
<b>“Irish Stock Exchange”</b>	The Irish Stock Exchange plc;
<b>“London Stock Exchange”</b>	The London Stock Exchange plc;

<b>“Notice”</b>	the notice of Extraordinary General Meeting as set out at the end of this document;
<b>“Kilavan” and/or the “Purchaser”</b>	Kilavan Holdings Limited of Hospitality House Cumberland Street South, Dublin 2;
<b>“Ordinary Share”</b>	ordinary shares of 0.1 cent each in the capital of zamano;
<b>“Premium Rate SMS business” and / or “PRSMS business”</b>	The Company’s remaining operating business and assets;
<b>“Registrar”</b>	zamano’s registrar, being Capita Asset Services, Shareholder solutions (Ireland);
<b>“Resolutions”</b>	the resolutions to be proposed in the manner specified in the Notice of Extraordinary General Meeting;
<b>“Shareholder(s)”</b>	holder(s) of Ordinary Shares;
<b>“Share Purchase Agreement”</b>	the share purchase agreement entered into between (1) Kilavan Holdings Limited; and (2) Zamano plc;
<b>“Target Companies” or the “Target Business”</b>	Zamano Solutions Limited and Zamano Limited being the companies included in the proposed transaction as detailed in the SPA;
<b>“UK Listing Authority”</b>	the Financial Services Authority, acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000 of the United Kingdom;
<b>“zamano”, “Company” and / or the “Vendor”</b>	zamano plc;
<b>“zamano Group”</b>	zamano and its subsidiaries;
<b>“€”</b>	euro, the legal currency of the participating Member States of the European Union as defined in Recital (2) of Council Regulation 974/98/EC on the introduction of the euro;
<b>“£”</b>	pound sterling, the legal currency of the United Kingdom.

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**DIRECTORS, COMPANY SECRETARY AND ADVISERS**

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<b>Directors</b>	Colin Tucker – Interim Chairman Pat Landy – Non-executive Director
<b>Company Secretary</b>	Michael Connolly
<b>Registered Office</b>	3rd Floor, Hospitality House 16-20 South Cumberland Street Dublin 2
<b>ESM Advisor and Broker</b>	Investec The Harcourt Building Harcourt Street Dublin 2
<b>Nominated Advisor and Broker</b>	Cenkos Securities plc 6.7.8 Tokenhouse Yard London EC2R 6AS
<b>Auditors</b>	KPMG 1 Stokes Place St. Stephen's Green Dublin 2
<b>Solicitors</b>	Eversheds Sutherland 1 Earlsfort Centre Earlsfort Terrace Dublin 2
<b>Registrar</b>	Capita Asset Services Shareholder solutions (Ireland) 2 Grand Canal Square Dublin 2

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## LETTER FROM THE CHAIRMAN OF ZAMANO PLC

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**zamano plc**  
*(Incorporated in Ireland with limited liability  
under the Companies Acts 2014 with registered number 329336)*

*Directors:*

Colin Tucker – Interim Chairman  
Pat Landy – Non-executive Director

*Registered Office*

3<sup>rd</sup> Floor Hospitality House  
16-20 Cumberland Street South  
Dublin 2  
Ireland

14 August 2017

*To the Shareholders of zamano plc*

Dear Shareholder,

### 1. INTRODUCTION

On 3 February 2017 the Company announced its intention to wind down the existing business lines in order to protect the cash position on the balance sheet. The Board has considered its options for effecting this course of action in a manner that maximises the cash available for distribution to shareholders. The Board concluded that the wind down would most effectively be completed by a sale of the Company's remaining operating business and assets comprising its PRSMS business.

Accordingly, having conducted discussions with several parties regarding share sales in recent months, the Company has executed a conditional sale and purchase agreement for the sale of the Company's remaining operating business and assets comprising its PRSMS Business to Kilavan, a company formed by the existing management team of this business, for consideration of €1. Further details of the purchase consideration are described in Section 5 of this Circular.

The Disposal exceeds 75 per cent. under one or more of the class tests prescribed by both the AIM Rules and ESM Rules. Therefore, the Disposal constitutes a disposal resulting in a fundamental change of business pursuant to Rule 15 of the AIM Rules and the ESM Rules and is conditional on the consent of the Company's shareholders ("**Shareholders**") being given in general meeting. Conditional on the approval of the Disposal by Shareholders being obtained, the Company will become an AIM Rule 15 cash shell pursuant to the AIM Rules and an investing company under the ESM Rules. Accordingly, the Company will have a period of six and 12 months under the AIM Rules and the ESM Rules, respectively, to complete a reverse takeover before trading in its shares will be automatically suspended by the relevant exchange. The Company will also seek Shareholder approval for the investing policy set out in Section 8 of this Circular. This Circular will be available on the Company's website at [www.zamano.com](http://www.zamano.com).

## **2. BACKGROUND TO AND REASONS FOR THE DISPOSAL**

### 2.1 Regulatory Environment

For some time, the regulatory environment for zamano's core business has posed an increasing challenge to the Company's operations. PayForIt, a UK mobile network operators joint initiative to further regulate mobile payments was implemented by all major UK mobile network operators on 1 November 2016 and has had a significant adverse impact on all of zamano's UK business lines. The Company has experienced a significant reduction in new business in the UK market as a direct result of this change and operations in that market are in the process of being discontinued with a focus on realising the remaining revenue from existing clients. Furthermore, actions by certain mobile network operators in Ireland in 2017 have significantly impacted the Group's business in Ireland.

Following the implementation of PayForIt in November 2016 the Group has taken steps to reduce the cost base of the business. This included the implementation of a redundancy programme across all divisions (reducing payroll and related costs by approximately €330,000 on an annualised basis) as well as a number of other cost saving measures including reducing the number of Directors and streamlining I.T. and customer service costs.

Whilst these actions achieved material cost reductions it became clear to the Board during early 2017 that the impact of the regulatory changes across zamano's business lines will prevent the Group from maintaining a cashflow positive trading position going forward. In light of this, the Board took the decision in February 2017 to formally wind down the existing business lines in order to protect the cash position on the balance sheet.

### 2.2 Alternative Exit Considerations

In assessing the merits of the Disposal, the Board has considered its options for effecting the wind down in a manner that maximises the cash available for distribution to shareholders. This included evaluating a full orderly wind-down and termination of the current activities overseen by the Company itself as well as a small number of approaches from third parties that expressed an interest in acquiring the Target Business.

The Board has carefully compared and considered the merits of the Disposal against these alternatives and has formed the view, based on its analysis of all the available alternatives, that the Disposal provides the Company with the most appropriate option in terms of (1) maximising the amount of cash that will be available for distribution to shareholders or reinvestment; (2) minimising the remaining contingent liabilities of the Group and the risk that the remaining cash will not be available for shareholders; (3) providing the highest level of certainty regarding completion and costs; and (4) achieving the highest level of simplification of the remaining group structure.

In the event that the Disposal is not approved by shareholders or does not complete for some other reason, the Board's intention will be to proceed immediately to progress the wind down of all existing business operations.

## **3. INFORMATION ON THE PURCHASER**

Kilavan trading as Kilavan Holdings Limited is an entity which has been incorporated by the existing management team of the Target Companies, Michael Connolly (Chief Financial Officer) and Brian Gilsenan (Chief Commercial Officer), for the purpose of the Disposal, to acquire the PRSMS Business.

#### 4. INFORMATION ON THE TARGET BUSINESS AND ITS FINANCIAL PERFORMANCE

The following information on the Target Business has been extracted without material adjustment from the accounts of zamano and the Target Business for the 12 month periods ended 31 December 2016, 31 December 2015 and 31 December 2014.

	FY2014 <sup>(1)</sup> Million	FY2015 <sup>(2)</sup> Million	FY2016 <sup>(3)</sup> Million
<b>Revenue</b>			
zamano Group* (€)	19.9	24.3	32.1
Target Business			
- <i>Zamano Solutions Limited (€)</i>	20.1	24.6	32.5
- <i>Zamano Limited (£)</i>	2.6	4.5	7.8
<b>Operating Profit<sup>(4)</sup></b>			
zamano Group* (€)	2.2	2.5	(5.2)
Target Business			
- <i>Zamano Solutions Limited (€)</i>	2.3	2.3	(5.2)
- <i>Zamano Limited (£)</i>	0.0	0.1	0.0
<b>PBT<sup>(5)</sup></b>			
zamano Group* (€)	2.2	2.5	(5.2)
Target Business			
- <i>Zamano Solutions Limited (€)</i>	2.3	2.3	(5.2)
- <i>Zamano Limited (£)</i>	0.0	0.1	0.0
<b>Net Assets<sup>(6)</sup></b>			
zamano Group* (€)	6.2	11.6	7.2
Target Business			
- <i>Zamano Solutions Limited (€)</i>	2.3	4.4	(1.0)
- <i>Zamano Limited (£)</i>	(2.1)	(2.0)	(1.9)

Notes:

(1) twelve months ended 31 December 2014, based on audited accounts

(2) twelve months ended 31 December 2015, based on audited accounts

(3) twelve months ended 31 December 2016, based on audited accounts for zamano and draft audited accounts for the Target Business

(4) earnings before tax and exceptional items

(5) profit before tax and exceptional items

(6) total assets minus total liabilities

(7) The Target Business accounts are prepared in accordance with Irish GAAP which is different from the zamano group accounts which are prepared in accordance with IFRS.

\* including the Target Business

#### 5. SUMMARY OF THE SHARE PURCHASE AGREEMENT

If approved, the Disposal will be effected in accordance with the terms of the SPA. Pursuant to the SPA, zamano is proposing to sell the entire issued share capital of the Target Companies, which are wholly-owned subsidiaries of the Company, to Kilavan for total consideration of €1 on a debt-free / cash-free basis (agreed between the parties as being the net amount of cash, debt, debtors and creditors of the Target Companies). Based on an effective date of 30 June 2017, the amount of cash which would have to remain in the Target Companies for this purpose is €982,000. This represents the amount by which the Target Companies current liabilities exceeded their current assets at that date and such amount would be retained by the Target Companies to pay those excess liabilities in all sale or wind-down scenarios.

Pursuant to the terms of the SPA, zamano is making a pre-completion contribution to the Target Companies of €555,000. This amount is primarily provided in respect of known and unknown liabilities that may arise after completion which may have otherwise been protected through post completion warranty and indemnity protection. Such liabilities would include regulatory, employment and any other commercial issues that may arise. The warranties of zamano (as Seller) in the SPA are limited to

fundamental warranties such as title to shares of the Target Companies being sold and the capacity of zamano to enter this transaction..

## **6. FUTURE STRATEGY**

Following the Disposal, it is estimated that zamano's net cash position will be approximately €5,582,000, which will be used in part to discharge the Company's existing Plc liabilities and transaction costs related to the Disposal of approximately €282,000. Following the discharge of such liabilities and transaction expenses related to the Disposal, it is expected that zamano will retain approximately €5,300,000 of cash, and will have no other significant assets or liabilities.

Following completion of the Disposal, the Board will commence the process required for the Company to be in a position to make a return of cash to shareholders. Such process is expected to take up to six months. During that time, the Board considers it is in Shareholders' interests to continue to examine possible investment opportunities whilst this process is ongoing. The Board confirms that any material or significant investment opportunity will be conditional on Shareholder approval in due course.

Following the Disposal, the Company will be classified as an AIM Rule 15 cash shell company under the AIM Rules and an investing company under the ESM Rules. Details of the Company's proposed investing policy going forward is set out in Section 8 of the Circular, which is also subject to Shareholder approval. The investing policy will have a focus on opportunities with either strong existing profitability or significant growth potential, in both cases in attractive underlying markets.

## **7. COMPLETION OF THE DISPOSAL**

The Disposal is conditional upon the passing of Resolution 1 set out in the Notice. Further key conditions to the passing of the Disposal contained in the Share Purchase Agreement include: the representations and warranties remaining correct in all material respects as of the completion date, compliance with any covenants and pre-conditions in the agreement and completion of certain inter-group distributions and contributions necessary for the purpose of the disposal.

The Share Purchase Agreement provides for a target completion date of 30 August 2017.

## **8. INVESTING POLICY**

Following completion and the passing of the Resolutions, under Rule 15 of the AIM Rules and Rule 15 of the ESM Rules the Company will become a cash shell with no new material trading activities.

The Board is therefore seeking Shareholder approval (Resolution 2 page 13) for the investing policy set out below to examine potential opportunities to be satisfied by cash and/ or shares in a single transaction which will amount to a "reverse takeover".

The Company's investing policy is to seek to invest in and/or acquire companies with either strong existing profitability or significant growth potential, in the, inter alia, manufacturing, service activities, or extractive industries/exploration. The Directors intend to focus primarily on the UK and Ireland where the Directors believe that there are suitable opportunities, although other countries may also be considered to the extent that the Board considers that value opportunities exist and attractive returns can be achieved.

In selecting investment opportunities, the Board will focus on businesses that are available at attractive valuations and hold opportunities to unlock embedded value over the medium term. The Board will seek to invest in businesses where it may influence the business at a board level. The ability to work alongside a strong management team to maximise returns through revenue growth will be something the Board will focus upon.

These criteria are not intended to be exhaustive; however, zamano may make an investment which does not fulfil all the investment criteria if the Directors believe that it is in the interests of Shareholders as

a whole to proceed with such an investment. Any acquisition by zamano will be put to Shareholders for their approval pursuant to Rule 14 of the AIM Rules and the ESM Rules at the appropriate time.

It may be considered appropriate to take an equity interest in any proposed business, which may range from a minority position to 100 per cent. ownership. Any investment is likely to be made into an unquoted company and structured as a direct acquisition. As zamano's financial resources are likely to be invested in just one investment, this acquisition is also likely to be deemed to be a reverse takeover pursuant to Rule 14 of the AIM Rules and the ESM Rules. zamano does not currently intend to fund any investment with debt or other borrowings, but may do so if appropriate.

The Company's primary objective is that of achieving for Shareholders, over time, both capital growth and income through increasing profitability coupled with dividend payments on a sustainable basis. The Directors believe that the collective business experience in the areas of acquisitions and corporate and financial management of both the Directors and of the Company's advisers and Shareholders will assist the Company in the identification and evaluation of suitable opportunities.

Subject to the approval of the investing policy by the Shareholders at the Extraordinary General Meeting, the Company will become an AIM Rule 15 cash shell pursuant to the AIM Rules and an investing company under the ESM Rules. Accordingly, the Company will have a period of six and 12 months under the AIM Rules and the ESM Rules, respectively, to complete a reverse takeover before trading in its shares will be automatically suspended by the relevant exchange.

## **9. RELATED PARTY TRANSACTION**

Kilavan is a newly incorporated company owned by the existing management team of the Target Companies (Brian Gilsenan and Michael Connolly). As Mr Gilsenan is a director of Zamano Solutions Limited and Mr Connolly is a director of both Target Companies, the Disposal constitutes a related party transaction pursuant to Rule 13 of the AIM Rules and ESM Rules and the Directors consider, having consulted with the Company's nominated adviser and ESM advisor, that the terms of the transaction are fair and reasonable insofar as its Shareholders are concerned.

## **10. IRREVOCABLE COMMITMENTS**

Pageant Holdings Limited (holding in aggregate 19,747,442 Ordinary Shares), The Ulster Bank Diageo Venture Fund Limited Partnership (holding in aggregate 13,888,889 Ordinary Shares) and Grillon Investments (holding in aggregate 9,085,928 Ordinary Shares) have each undertaken to vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting. Together these shareholdings represent approximately 43 per cent. of the existing issued share capital of zamano.

## **11. EXTRAORDINARY GENERAL MEETING**

A notice convening an Extraordinary General Meeting of zamano to be held at the Conrad Hotel, Earlsfort Terrace, Dublin 2 on 30 August 2017 at 9:00am, is set out on page 13 of this Circular (the "**Notice of Extraordinary General Meeting**"). At the EGM Shareholders will be asked to approve the Resolutions.

## **12. ACTION TO BE TAKEN**

Whether or not you intend to be present at the EGM, you are requested to complete and return the relevant Form of Proxy as soon as possible and in any event so as to be received by the Registrar, Capita Asset Services, Shareholder solutions (Ireland), 2 Grand Canal Square, Dublin 2, Ireland to arrive by no later than 9.00am on 28 August 2017. Completion and return of a Form of Proxy will not preclude you from attending and voting at the EGM should you so wish.

### **13. RECOMMENDATION**

The Directors consider the passing of the Resolutions proposed at the EGM to be in the best interests of zamano and its Shareholders as a whole and, accordingly unanimously recommend that you vote in favour of the Resolutions. Furthermore, Pageant Holdings Limited, The Ulster Bank Diageo Venture Fund Limited Partnership and Grillon Investments, the largest shareholders of the Company, support the Directors view and, accordingly, have undertaken to vote in favour of the Resolutions in respect of their aggregate shareholdings of 42,722,259 Ordinary Shares representing approximately 43 per cent. of the issued share capital of zamano.

Yours sincerely,

Colin Tucker

*Interim Chairman*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### **Zamano plc**

*(Incorporated in Ireland with limited liability  
under the Companies Acts 2014 with registered number 329336)*

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Zamano plc (“**zamano**”) will be held at the Conrad Hotel, Earlsfort Terrace, Dublin 2 on 30 August 2017 to commence at 9:00am to consider and, if thought fit, pass the following Resolutions:

#### ***Business of the Meeting***

1. That the Disposal of the Target Business by zamano, as defined and more particularly described in the circular sent to Shareholders dated 14 August 2017 (the “**Circular**”), on the terms and subject to the conditions of the Share Purchase Agreement, be and is hereby approved, being a disposal resulting in a fundamental change of business for the purposes of Rule 15 of the ESM Rules and Rule 15 of the AIM Rules. (***Resolution 1***)
2. That, subject to the passing of Resolution 1, the investing policy set out in the paragraph headed “*Investing Policy*” in the Circular be and is hereby approved and that the Directors be empowered to implement the same. (***Resolution 2***)

#### **BY ORDER OF THE BOARD**

Colin Tucker  
*Interim Chairman*

*Registered Office:*  
3<sup>rd</sup> Floor Hospitality House  
16-20 Cumberland Street South  
Dublin 2  
Ireland

*Dated:* 14 August 2017

**Notes:**

1. Any member entitled to attend and vote at the meeting is entitled to appoint a proxy (who need not be a member of zamano) to attend, speak and vote in his/her place. Completion of a Form of Proxy will not affect the right of a member to attend, speak and vote at the meeting in person.
2. To be valid, Forms of Proxy duly signed together with the power of attorney or such other authority (if any) under which they are signed (or a certified copy of such power or authority) must be lodged with zamano's registrar, Capita Asset Services, Shareholder solutions (Ireland), 2 Grand Canal Square, Dublin 2, Ireland to arrive by no later than 9.00am on 28 August 2017.
3. zamano, pursuant to Regulation 14 of the Companies Act 1990 (Uncertified Securities) Regulations, 1996, specifies that only those shareholders registered in the register of members of zamano as at 6.00pm on 28 August 2017 (or in the case of an adjournment as at 6.00pm on the day which is two days before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.