

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 eastbound to St. Paul's station (45 minutes).

OTHER INFORMATION

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

Light refreshments will be available before and after the General Meeting.

NOTICE AND AGENDA

General Meeting 14 July 2017

ZEAL Network SE
5th Floor – One New Change
London EC4M 9AF
www.zeal-network.co.uk

ZEAL

ZEAL Network SE

Societas Europaea registered in England and Wales with registered number SE000078
– ISIN GBooBHD66J44 –

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of the Company will be held at the Malmaison Hotel, 18–21 Charterhouse Square, London, EC1M 6AH, United Kingdom, on 14 July 2017 at 11:00 a.m. (British Summer Time). You will be asked to consider and pass the resolution below, which will be proposed as an ordinary resolution.

ORDINARY RESOLUTION

To appoint Leslie-Ann Reed as a new member of the Supervisory Board until the close of the annual general meeting of members receiving the reports and accounts for the year ended 31 December 2018.

By order of the Executive Board and the Supervisory Board

Dr Helmut Becker
Chairman of the Executive Board

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

20 June 2017

EXPLANATION OF BUSINESS

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

The current members of the Supervisory Board have each been appointed until the close of the annual general meeting of members receiving the reports and accounts for the year ended 31 December 2018. The current chairman of the Supervisory Board has resigned from his position as member of the Supervisory Board as of the conclusion of the Company's Annual General Meeting, which has been convened for 30 June 2017 at 11:00 a.m. (British Summer Time) at the Malmaison Hotel, 18–21 Charterhouse Square, London, EC1M 6AH, United Kingdom.

The resolution appoints Leslie-Ann Reed as a new member of the Supervisory Board until the close of the annual general meeting of members receiving the reports and accounts for the year ended 31 December 2018.

Leslie-Ann Reed is a chartered accountant who has served in both executive and non-executive roles in publicly listed media and professional services companies. Leslie-Ann is currently Non-Executive Director and Chair of the Audit Committee for Learning Technologies Group plc, the market leading integrated e-learning services and technologies provider. From 2010 to 2012 she was Chief Financial Officer of the global, online B2B auctioneer Go Industry plc, and ultimately led the successful sale of the business. Between 2007 and 2010 Leslie-Ann was an adviser to Marwyn Investment Management, a private equity company, overseeing the acquisitions strategy. Prior to this she served as Chief Financial Officer of global commodities and economic research media group Metal Bulletin plc, helping to lead its transition from printed products to an online data and news service. After a career at Arthur Andersen, Leslie-Ann held senior finance leadership positions at Universal Pictures, Polygram Music, EMI Music and Warner Communications Inc. She holds a BA (Hons) in Accountancy from Leeds Metropolitan University.

Peter Steiner is the current deputy chairman of the Supervisory Board and chairman of the Audit Committee of the Supervisory Board. The Supervisory Board has appointed him as chairman of the Supervisory Board with effect from the conclusion of the Company's Annual General Meeting. If appointed to the Supervisory Board as proposed, Leslie-Ann Reed will take on the position of chairwoman of the Audit Committee.

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 5:00 p.m. BST on 12 July 2017, or, if the general meeting is adjourned, in the appropriate Register of Members 48 hours before the time of any adjourned general meeting, shall be entitled to attend and vote at the general meeting 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 5:00 p.m. BST on 12 July 2017 or, if the general meeting is adjourned, in the Register of Members less than 48 hours before the time of any adjourned general meeting, shall be disregarded in determining the rights of any person to attend or vote at the general meeting.

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 general meeting, 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 6BR, United Kingdom, or by sending a scan of the proxy form as an attachment to an email, addressed to meetingservices@computershare.co.uk. 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 meetingservices@computershare.co.uk.

IMPORTANT: Your proxy form must be received no later than 11:00 a.m. (British Summer Time) on 12 July 2017.

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 general meeting. 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 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 meetingservices@computershare.co.uk.

TOTAL VOTING RIGHTS

As at 19 June 2017 (being the last practicable date before publication of this notice) 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 19 June 2017 is 8,385,088.

SHAREHOLDERS' RIGHTS TO ASK QUESTIONS

Any Shareholder attending the general meeting 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 general meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the general meeting 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 general meeting 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. A copy of the Company's statutes is also available on the Company's website.

ATTENDING THE GENERAL MEETING

If you wish to attend, please arrive a few minutes early for security and registration formalities. A map of the general meeting's location is available at the following URL: www.zeal-network.co.uk.

LOCATION

Malmaison Hotel, 18–21 Charterhouse Square, London, EC1M 6AH, United Kingdom, on 14 July 2017 at 11:00 a.m. (British Summer Time).