

## Executive Chairman's letter

DCD Media Plc

### Notice of Annual General Meeting

4 September 2020

Dear Shareholder,

#### Notice of Meeting and Annual Report and Accounts for the Period Ended 31<sup>st</sup> March 2020

Please accept this letter as notification that DCD Media Plc's (the Company) Annual Report and Accounts for the period ended 31<sup>st</sup> March 2020 and the Notice of the 2020 Annual General Meeting (Notice of AGM) have now been published on the Company's website at [www.dcdmedia.co.uk](http://www.dcdmedia.co.uk) and are enclosed for shareholders who elected for a hard copy of the Report.

#### AGM attendance

The Company's Annual General Meeting (AGM) will be held at 11.00 a.m. on 29 September 2020 at the offices of DCD Media Plc, Winchester House, 259-269 Old Marylebone Road, London NW1 5RA.

In light of the Coronavirus (COVID-19) pandemic and the social distancing measures in place, shareholders will not be able to attend the AGM in person and arrangements for the AGM may also need to change at short notice. The Company will continue to update shareholders in the usual way, via the Regulatory News System (RNS). Please do not attempt to attend the AGM in person as the Company reserves the right to take such measures as it considers appropriate to comply with Government guidance and to seek to ensure the health and security of those attending and/or take measures that are mandated or recommended by the UK Government. There will be no presentation given on business progress at this year's AGM. Shareholder attendance will be kept to a minimum of two shareholders to form a quorum under our Articles of Association. We will meet the quorum requirements by the attendance of two Directors. Although shareholders will not be able to attend the AGM in person, they will still be able to ensure that their votes are counted by submitting their proxies in advance. Details on how to vote are set out below.

The full details of the resolutions to be tabled at the meeting can be found enclosed at the end of this letter within the Notice of the AGM and should be read before you complete your vote. The Directors consider that the proposed resolutions contained in the Notice of the AGM are in the best interests of the Company and shareholders as a whole and unanimously recommend that you vote in favour of them, as they intend to do in respect of their own shareholdings.

#### Proxy voting

You will not receive a hard copy form of proxy for the AGM in the post. Instead, you will be able to vote electronically at [www.signalshares.com](http://www.signalshares.com). You will need to log into your Signal Shares account or register if you have not previously done so. To register you will need your Investor Code which is detailed on your share certificate.

Given the current circumstances, the Company strongly encourages shareholders to vote electronically. Instructions on voting are attached to the Notice of AGM sent out to shareholders and can also be found on the Company's website. Shareholders may also wish to submit questions in advance via e-mail to [infodcd@dcdmedia.co.uk](mailto:infodcd@dcdmedia.co.uk). We will endeavour to respond to questions raised directly, or by publishing responses on our website after the AGM.

If you need help with voting online or wish to request a hard copy form of proxy, please contact our Registrar, Link Asset Services, on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. During this challenging time, extra pressure is being put on telephone services and it may just take a little longer to get through than normal. Or email Link at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk).

On account of the 'stay at home measures', shareholders wishing to appoint a proxy are recommended to appoint the Chairman of the Meeting to do so. If shareholders seek to appoint another individual as his/her proxy, such individual shall not be admitted to the AGM and therefore such shareholders' votes will not be counted in the vote. Proxy votes must be received by no later than 11.00 a.m. on 25 September 2020.

May I take this opportunity to thank you for your continued support as a shareholder of DCD Media Plc and to wish you and your families well during these difficult times.

Yours faithfully

David Craven  
Chairman

## Executive Chairman's letter

## Additional shareholder information

### Shareholder Communications

The majority of shareholders choose to receive Annual Reports and Notices of meetings electronically. This has a number of advantages for the Company and its shareholders. It increases the speed of communication, saves you time and reduces print and distribution costs and our impact on the environment.

- If you would like to receive notifications by email, you can register your email address via the Share Portal **www.signalshares.com** or write to FREEPOST SAS, 34 BECKENHAM ROAD, BR3 9ZA (no stamp or further address detail is required. Please write in BLOCK CAPITALS)
- If you would like to receive shareholder information in hard copy form, you can register your request via the Share Portal **www.signalshares.com** or write to FREEPOST SAS, 34 BECKENHAM ROAD, BR3 9ZA (no stamp or further address detail is required. Please write in BLOCK CAPITALS)

Please note that you still have the right to request hard copies of shareholder information at no charge.

Please note that if you hold your shares corporately or in a CREST account, you are not able to use the Share Portal to inform us of your preferred method of communication and should instead write to FREEPOST SAS, 34 Beckenham Road, BR3 9ZA (no stamp or further address detail is required. Please write in BLOCK CAPITALS).

\*The Company reserves the right to send hard copy documents to shareholders where, for example, overseas securities laws do not permit electronic communication or in other circumstances where the Company considers that electronic delivery may not be appropriate.

## Notice Annual General Meeting

Notice is hereby given that the Annual General Meeting of DCD Media Plc (the "**Company**") will be held on Tuesday, 29 September 2020 at 11.00 a.m. at the offices of DCD Media Plc, Winchester House, 259-269 Old Marylebone Road, London NW1 5RA to transact the following business. Resolutions 1 to 8 will be proposed as ordinary resolutions and resolutions 9 and 10 will be proposed as special resolutions.

### Resolutions

#### Ordinary Resolutions:

1. To receive and adopt the financial statements, the report of the Directors and the auditor's report on the accounts for the fifteen-month period ended 31 March 2020.
2. To re-appoint David Craven as a director of the Company.
3. To re-appoint Nicky Davies Williams as a director of the Company.
4. To re-appoint Neil McMyn as a director of the Company.
5. To appoint Jean-Paul Rohan as a director of the Company.
6. To appoint SRLV as auditor of the Company to hold office until the conclusion of the next meeting at which financial statements are laid before the Company.
7. To authorise the directors to determine the auditor's remuneration.
8. General authority to allot shares

That, in substitution for any existing general authority, the directors and the Company are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares in the Company:

(a) up to an aggregate nominal amount of £847,139.00;

(b) up to an aggregate nominal amount of £1,694,279.00 (such amount to be reduced by any shares allotted, or rights to subscribe for or to convert any security into shares granted, under paragraph (a) of this resolution) in connection with an offer by way of a rights issue:

(i) to holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary or permitted by the rights of those securities, and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter; and

c) this authority shall expire on the earlier of a) 30 June 2020, and b) on the conclusion of the Company's next annual general meeting, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or to convert securities into shares to be granted in pursuance of such offer or agreement as if such authority had not expired.

## Notice of Annual General Meeting

### Special Resolutions:

#### 9. Disapplication of pre-emption rights in relation to general allotment authority

That, subject to the passing of resolution 8 proposed at the annual general meeting of the Company convened for 29 September 2020 (Resolution 8), but in substitution for any existing power, the directors and the Company are empowered (i) pursuant to sections 570 and 573 of the Companies Act 2006 (the Act) to allot equity securities, as defined in section 560 of the Act, pursuant to the authority conferred on them by Resolution 8, or by way of a sale of treasury shares, as if section 561 of the Act did not apply to any such allotment, or sale out of treasury, of equity securities, provided that this power:

- a) is limited to the allotment of equity securities or sale of treasury shares for cash in connection with any rights issue or open offer (each as referred to in the London Stock Exchange plc's AIM Rules for Companies) or any other pre-emptive offer that is open for acceptance for a period determined by the directors to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange;
- b) is limited to the allotment of equity securities or sale of treasury shares for cash (other than pursuant to paragraph (a) above) with an aggregate nominal value of £127,071.00, being approximately five per cent of the nominal value of the issued share capital of the Company as at the date of this Notice; and
- c) shall expire on the earlier of a) 29 September 2021; and b) on the conclusion of the Company's next annual general meeting, save that, the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

#### 10. That the directors are authorised to call any General Meeting of the Company other than the Annual General Meeting by notice of at least 14 clear days' during the period beginning on the date of the passing of this resolution and ending on the conclusion of the next annual general meeting of the Company.

Dated: 04 September 2020  
REGISTERED OFFICE:  
9th Floor, Winchester House  
259-269 Old Marylebone Road  
NW1 5RA

BY ORDER OF THE BOARD  
Nicky Davies Williams

## Notice of Annual General Meeting

### Notes:

The following notes explain your general rights as a shareholder and your right to vote at this Annual General Meeting (AGM) or to appoint someone else to vote on your behalf.

1. Due to COVID-19 there will be no attendance possible at this year's AGM, all voting on AGM resolutions must be done online with votes submitted before 11.00 a.m. on 25 September 2020. As a result there will be no ability to appoint a proxy (other than the Chairman) to vote on your behalf either.
2. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
3. You can vote either:
  - by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions;
  - you may request a hard copy form of proxy directly from the registrars, Link Asset Services (previously called Capita), on Tel: 0371 664 0300 between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate;
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid, a form of proxy must be completed. In each case the form of proxy must be received by Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by 11.00 a.m. on Friday 25 September 2020.

4. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
5. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
6. As at 03 September 2020 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 2,541,419 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 03 September 2020 are 2,541,419.
7. Under Section 527 of the Companies Act 2006 (the Act), shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the auditor's Report and the conduct of the audit) that are to be laid before the meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Act (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Act to publish on a website.
8. The Directors' letters of appointment or service contracts documents are normally available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the AGM and normally available to be inspected at the AGM venue. However, due to the 'stay at home' measures imposed by the Government this is currently not available and anyone seeking to see these documents should contact the Company Secretary at the registered office of the Company accordingly.
9. You may not use any electronic address (within the meaning of Section 333(4) of the Act) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by Section 311A of the Act, can be found on the Company's website at [www.dcdmedia.co.uk](http://www.dcdmedia.co.uk)