

DCD MEDIA PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2008 Annual General Meeting of DCD Media plc will be held at the offices of Sprecher Grier Halberstam LLP, 5th Floor, One America Square, Crosswall, London EC3N 2SG on Monday 22nd December 2008 at 11 am for the following purposes:-

Ordinary Business

1. To re-elect, as a director of the Company, Mr Simon Pizey, who retires in accordance with Article 82 of the Company's Articles of Association and offers himself for re-election.
2. To re-appoint, as a director of the Company, Mr David Green, who retires in accordance with Article 88 of the Company's Articles of Association and offers himself for re-appointment.
3. To re-appoint, as a director of the Company, Mr James Hytner, who retires in accordance with Article 88 of the Company's Articles of Association and offers himself for re-appointment.
4. To re-appoint, as a director of the Company, Mr John McIntosh, who retires in accordance with Article 88 of the Company's Articles of Association and offers himself for re-appointment.

Special Business

To consider and, if thought fit, to pass the resolutions set out below, of which resolution 5 will be proposed as an ordinary resolution and resolution 6 will be proposed as a special resolution:

5. THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot and make offers to allot relevant securities (within the meaning of Section 80(2) of the Act) up to an aggregate nominal amount of £2,781,000; such authority shall, unless previously revoked or varied by the Company in general meeting, expire on the conclusion of the Annual General Meeting of the Company to be held in 2009 provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired.
6. THAT the Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94(2) of the Act) pursuant to the authority conferred by Resolution 5 above as if Section 89(1) of the Act did not apply to any such allotment and shall be limited to:-
 - (a) the allotment of equity securities in connection with an issue in favour of shareholders where the equity securities respectively attributable to the interests of all such shareholders are proportionate (or as nearly as may be practicable) to the respective number of Ordinary Shares in the capital of the Company held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange, in any territory;
 - (b) the allotment of equity securities in connection with the exercise of options granted to Directors, certain employees and others having a nominal amount not exceeding £500,000 in aggregate; and
 - (c) the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of further equity securities up to an aggregate nominal amount of £1,497,500;

provided that the power in this Resolution 6 shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2009 save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted otherwise than in accordance with Section 89 of the said Act after such expiry and the Directors may allot equity securities pursuant thereto as if the power conferred hereby had not expired.

BY ORDER OF THE BOARD

J M Bottomley,
Company Secretary

One America Square
Crosswall
London EC3N 2SG

28th November 2008

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Should you wish to appoint more than one proxy please return the white form of proxy and attach to it a schedule detailing the names of the proxies you wish to appoint, the number of shares each proxy will represent and the way in which you wish them to vote on the resolutions that are to be proposed. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company's registrars, **Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU** by hand, or sent by post, so as to be received not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be).
2. The completion and return of a form of proxy will not preclude a member from attending in person at the meeting and voting should he wish to do so.
3. In accordance with Section 325 of the 2006 Act, the right to appoint proxies does not apply to persons nominated to receive information rights under Section 146 of the 2006 Act. Persons nominated to receive information rights under Section 146 of the 2006 Act who have been sent a copy of this notice of meeting are hereby informed, in accordance with Section 149(2) of the 2006 Act, that they may have a right under an agreement with the registered member by whom they were nominated to be appointed, or to have someone else appointed, as a proxy for this meeting. If they have no such right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.
4. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.
5. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those members entered on the register of members at 6pm on 20th December 2008 shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of 10p each in the capital of the Company held in their name at that time. Changes to the register after 6pm on 20th December 2008 shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. **Resolution 1** - Article 82 of the Company's Articles of Association require that one third of the directors of the Company who have held office since the last Annual General Meeting, must retire and, if they are eligible, may offer themselves for re-election.
7. **Resolutions 2 – 4** Having been appointed since the last Annual General Meeting, Mr David Green, Mr James Hytner and Mr John McIntosh must retire in accordance with Article 88 of the Company's Articles of Association, and being eligible are offering themselves for re-appointment.
8. **Resolution 5** – As required by the Companies Act 1985, this resolution, to be proposed as an Ordinary Resolution, relates to the grant to the Directors of authority to allot unissued Ordinary Shares until the conclusion of the Annual General Meeting to be held in 2009, unless the authority is renewed or revoked prior to such time. This authority is limited to a maximum of 27,810,000 Ordinary Shares. This authority replaces the existing authorities granted at the Annual General Meeting held on 17th December 2007.
9. **Resolution 6(c)**– Section 89(1) of the Companies Act 1985 requires that if the Directors decide to allot unissued Ordinary Shares in the Company the shares proposed to be issued be first offered to existing shareholders in proportion to their existing holdings. This is known as shareholders' pre-emption rights. However, to act in the best interests of the Company the Directors may require flexibility to allot shares for cash without regard to the provisions of Section 89(1). Therefore this resolution, to be proposed as a Special Resolution, seeks authority to enable the Directors to allot equity securities up to a maximum of 14,975,000 Ordinary Shares. This authority replaces the existing authority granted at the Annual General Meeting held on 17th December 2007 and expires at the conclusion of the Annual General Meeting to be held in 2009.
10. **Annual Accounts** – The reports of the directors and the financial statements for the year ended 30 June 2008 will be circulated to shareholders during December together with a Notice of General Meeting to receive the financial statements and to re-appoint the Company's auditors BDO Stoy Hayward LLP.