

# NOTICE OF GENERAL MEETING

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Notice is hereby given that a General Meeting of DCD Media plc (the "Company") will be held at the offices of Sprecher Grier Halberstam LLP, 5th Floor, One America Square, Crosswall, London EC3N 2SG on 14 January 2009 at 11am to consider and, if thought fit, to pass the following resolutions of which resolutions 1 and 2 will be proposed as ordinary resolutions of the Company and resolution 3 will be proposed as a special resolution of the Company:-

## ORDINARY BUSINESS

- 1 To receive and adopt the report of the Directors and the financial statements for the year ended 30th June 2008 and the report of the auditors thereon.
2. To re-appoint BDO Stoy Hayward LLP as auditors and to authorise the Directors to determine their remuneration.

## SPECIAL BUSINESS

3. **THAT** the amended form of the articles of association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be and are hereby adopted as the articles of association of the Company.

BY ORDER OF THE BOARD

**J M Bottomley,**

Company Secretary  
One America Square  
Crosswall  
London EC3N 2SG  
16 December 2008

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## 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 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 this form 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 12 January 2009 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 12 January 2009 shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. **Resolution 3** - The provisions of the Companies Act 2006 (the "2006 Act") are in the process of being brought into force with all provisions expected to be in force by 1 October 2009. The Company therefore proposes to adopt new articles of association to incorporate some of the key changes introduced by the 2006 Act which are currently in force and to reflect other recent changes in the law, including:
  - to enable the Company to communicate with Shareholders by electronic and/or website communications;
  - to remove the chairman's casting vote in the case of an equality of votes at a meeting of the Shareholders (as this is incompatible with the relevant provisions of the 2006 Act);
  - to reduce the notice period for calling an extraordinary general meeting from 21 clear days to 14 clear days (the 2006 Act permits a Company to call an extraordinary general meeting on 14 clear days notice unless required otherwise by its articles of association);
  - to enable proxies to vote on a show of hands, as well as on a poll as currently provided for and to allow multiple proxies to be appointed (provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder);
  - to remove the obligation on Directors reaching the age of 70 from having to retire from office at every annual general meeting; and
  - to allow the Directors to authorise conflicts or potential conflicts of interest, where appropriate although such provisions will only take effect once all of the provisions of the 2006 Act are in force.

The 2006 Act sets out Directors' general duties which largely codify the existing law but with some changes. Under the 2006 Act, from 1 October 2008 a Director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the Company's interests. The requirement is very broad and could apply, for example, if a Director becomes a Director of another Company or a trustee of another organisation. The 2006 Act will allow Directors of public companies to authorise conflicts and potential conflicts where appropriate, where the articles of association contain a provision to this effect. The 2006 Act will also allow the articles to contain other provisions for dealing with Directors' conflicts of interest to avoid a breach of duty. The new articles of association will give the Directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards that will apply when Directors decide whether to authorise a conflict or potential conflict. First, only Directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The Directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers of authorisation of conflicts are operated effectively and that the procedures have been followed.

A copy of the proposed new articles of association will be available at the registered office of the Company during normal business hours until the date of the annual general meeting and, on that date, at the place of the meeting from at least 15 minutes prior to the meeting until its conclusion.