

Executive Chairman's letter

DCD Media Plc

Notice of Annual General Meeting

Dear Shareholder

This year's Annual General Meeting (the "Meeting") of DCD Media Plc (the "Company") will be held on Thursday, 27 June 2019 at 10.00 a.m. at the offices of Dickson Minto W.S., Broadgate Tower, 20 Primrose Street, London EC2A 2EW. The formal notice of this meeting is set out from pages 2 onwards (the "Notice"). We ask that where shareholders are unable to attend the AGM itself that they submit their votes for the resolutions put forward through the portal found here www.signalshares.com and following the on-screen instructions. Should shareholders wish to receive a paper proxy form then please contact Link Asset Services directly by email to shareholderenquiries@linkgroup.co.uk or by phone on 0871 664 0300 to request one ahead of the meeting. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. More information regarding voting and proxies can be found in the notes to this Notice of AGM.

The Directors consider that all the resolutions to be put to the Meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. The Directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own shares (where relevant).

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	3 June 2019
Latest time and date for receipt of electronic or paper copy Forms of Proxy	10.00 a.m. on 25 June 2019
Annual General Meeting	10.00 a.m. on 27 June 2019

Yours faithfully



David Craven
Executive Chairman

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of DCD Media Plc (the "**Company**") will be held on Thursday, 27 June 2019 at 10.00 a.m. at the offices of Dickson Minto W.S., Broadgate Tower, 20 Primrose Street, London EC2A 2EW 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 year ended 31 December 2018.
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 re-appoint Andrew Lindley 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.

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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 27 June 2019 ("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) 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 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: 03 June 2019
REGISTERED OFFICE:
9th Floor, Winchester House
259-269 Old Marylebone Road
NW1 5RA

BY ORDER OF THE BOARD
Andrew Lindley

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Notes:

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

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 25 June 2019. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 20 minutes prior to the commencement of the Meeting at 10:00 (UK time) on Thursday 27 June 2019 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
5. 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 Meeting.
6. You can vote either:
 - by logging on to 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: 0871 664 0300. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.
 - 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 10am on Tuesday 25 June 2019.

7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
8. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
10. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 10am on Wednesday 25 June 2019. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry

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to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

11. 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.
12. 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.
13. As at 30 May 2019 (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 30 May 2019 are 2,541,419.
14. Under Section 527 of the Companies Act 2006, 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 Companies Act 2006 (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 Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, 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 Companies Act 2006 to publish on a website.
15. Any shareholder attending the 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 Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
16. The following documents are 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 Meeting and may also be inspected at the Meeting venue, as specified in this Notice, from 10am on the day of the Meeting until the conclusion of the Meeting: copies of the Directors' letters of appointment or service contracts.
17. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) 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 Companies Act 2006, can be found on the Company's website at www.dcdmedia.co.uk