

DCD Media plc

Notice of Annual General Meeting

Notice is given that the 2012 Annual General Meeting of the Company will be held at the offices of SGH Martineau LLP, 5th Floor, One America Square, Crosswall, London EC3N 2SG on Thursday, 28th June 2012 at 12:00 noon to transact the business set out below.

ORDINARY BUSINESS

1. To receive the audited accounts and the auditors' and directors' reports for the year ended 31 December 2011.
2. To appoint John Cusins as a director.
3. To appoint Sammy Nourmand as a director.
4. To re-appoint Tarik Wildman as a director.
5. To re-appoint BDO LLP as auditors and to authorise the directors to determine the auditors' remuneration.

SPECIAL BUSINESS

Ordinary resolution - authority to allot shares

6. That the directors 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 ("Allotment Rights"), but so that:
 - (a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £1,323,144.08, of which one-half may be allotted or made the subject of Allotment Rights in any circumstances and the other half may be allotted or made the subject of Allotment Rights pursuant to any rights issue (as referred to in the London Stock Exchange's AIM Rules for Companies) or pursuant to any arrangements made for the placing or underwriting or other allocation of any shares or other securities included in, but not taken up under, such rights issue;
 - (b) this authority shall expire on 31 December 2013 or, if earlier, on the conclusion of the Company's next annual general meeting; and
 - (c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry.

Special resolution - disapplication of pre-emption rights

7. That the directors are empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities, as defined in section 560 of that Act, pursuant to the authority conferred on them by resolution 6 in the notice of this meeting or by way of a sale of treasury shares as if section 561 of that Act did not apply to any such allotment, provided that this power is limited to:
- (a) the allotment of equity securities in connection with any rights issue or open offer (each as referred to in the London Stock Exchange'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; and
 - (b) the allotment of equity securities (other than pursuant to paragraph (a) above) with an aggregate nominal value of £198,670.28,

and shall expire when the authority conferred on the directors by resolution 6 in the notice of this meeting expires save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry, and so that all authorities vested in the directors on the date of the notice of this meeting to allot shares or to grant Allotment Rights that remain unexercised immediately prior to the commencement of this meeting are revoked.

Special resolution - amendment to articles of association

8. That:
- (a) the Company's articles of association be amended with immediate effect by the deletion of Articles 22.2 to 22.5; and
 - (b) the Company waives all rights of action that it has or may otherwise have against any person who is or was a director in respect of any infringement of Article 22.2 arising or occurring up to the passing of this resolution.

Registered office:

One America Square
Crosswall
London EC3N 2SG

By order of the Board

J M Bottomley
Company Secretary
1st June 2012

NOTES:

1. A member who is entitled to attend and vote at the meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting.
2. A member must be registered as the holder of ordinary shares by 6.00 p.m. on 26 June 2012 in order to be entitled to attend and vote at the meeting as a member in respect of those shares.
3. Forms for the appointment of a proxy in respect of the meeting have been provided to members with this notice of meeting. To be valid, a proxy appointment form must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received by 12:00 noon on 26 June 2012. To be a valid proxy appointment, the member's electronic message confirming the details of the appointment completed in accordance with those instructions must be transmitted so as to be received by the same time.
4. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in "the CREST voting service" section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (a "CREST proxy appointment instruction") must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & Ireland Limited ("Euroclear"), and must contain all the relevant information required by the CREST Manual. To be valid, the message (regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by Capita Registrars (ID RA10), as the Company's "issuer's agent", by 11:00 a.m. on 26 June 2012. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on "Practical limitations of the system". In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.
5. **Resolution 2 and 3** - Having been appointed since the last Annual General Meeting, Mr John Cusins and Mr Sammy Nourmand must retire in accordance with Article 18.7 of the Company's Articles of Association, and each being eligible and recommended for appointment by the Board, are offering themselves for appointment by the Company in general meeting.
6. **Resolution 4** - Article 18.1 of the Company's Articles of Association requires 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-appointment.
7. **Resolution 6** - As required by the Companies Act 2006 ("the Act"), 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 2013, unless the authority is renewed or revoked prior to such time. This authority is limited to a maximum of 132,314,408 ordinary shares of 1p each in the case of a rights issue or open offer (equal, in number, to two-thirds of the ordinary shares in issue as at the date of this Notice) and otherwise to a maximum of 66,157,204 ordinary shares of 1p each (equal, in number, to one-third of the ordinary shares in issue as at the date of this Notice).
8. **Resolution 7** - The Act requires that if the Directors decide to allot ordinary shares for cash 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 and applies unless the Company has resolved otherwise in general meeting. This resolution, to be proposed as a Special Resolution, seeks authority to enable the Directors to allot equity securities for cash pursuant to Resolution 6 under a rights issue or open offer and otherwise up to a maximum of 19,867,028 ordinary shares of 1p each, being equal in number to 10% of the Company's issued share capital as at the date of this Notice. This authority expires at the conclusion of the Annual General Meeting to be held in 2013.
9. **Resolution 8** - Article 22 of the Articles of Association sets out the Company's borrowing powers. Article 22.2 provides for a borrowing restriction which requires the board to restrict the Group's borrowings to an amount equal to four times the Company's 'Adjusted Capital and Reserves' (as defined in Article 22.5 of the Articles of Association) and not to exceed such limit without the previous sanction of the shareholders by way of ordinary resolution of the Company. The directors have become aware that the Group's borrowings are in excess of this restriction. In order to enable the Company to borrow money in the future without further breaching Article 22.2, it is proposed to amend the Company's constitution by deleting the current borrowing limit and its related provisions. It is also proposed that the Company waives any claim the Company might have against its directors in respect of any breach of Article 22.2.