

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 Tuesday, 30 June 2015 at 10.00 a.m. at the offices of Dickson Minto WS, Broadgate Tower, 20 Primrose Street, London EC2A 2EW. The formal notice of this meeting is set out on pages 2 and 3 (the "Notice"). You will also receive a proxy which will explain how you can vote if you cannot attend the meeting in person.

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 members 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).

The following provides some background in relation to certain items of business being considered at the Meeting in order to help you determine how to vote.

Convertible Loan Notes

The existing authorities granted at the annual general meeting of the Company held on 28 June 2013 authorising the Directors to allot the required nominal value of ordinary shares in the capital of the Company and waiving existing shareholders' pre-emption rights (together the "Conversion Authorities") in connection with any allotment arising as a result of a conversion of convertible loan notes issued by the Company (the "Convertible Loan Notes") pursuant to a loan note instrument dated 31 May 2013 (as amended) (the "Loan Note Instrument") are due to expire on 30 June 2015. The Convertible Loan Notes have not been repaid or converted as at the date of this Notice and their terms have been amended to allow for conversion after their maturity date of 30 May 2015 (provided that no further interest shall accrue after this date). In order to ensure that the Company may proceed with conversions of the Convertible Loan Notes in accordance with the terms of the Loan Note Instrument, Resolution 12 has been proposed to renew the Conversion Authorities. If approved, the Conversion Authorities shall be applicable until 30 June 2016 but such authorities shall only be utilised by the Directors in the event that the holders of the Convertible Loan Notes serve a conversion notice. It should also be highlighted that, if approved, the Conversion Authorities shall be independent of, and shall exist alongside, any other approval of the shareholders of the Company which may authorise the (i) Directors of the Company to allot further ordinary shares in the capital of the Company and/or (ii) waiver of pre-emption rights in connection with an allotment of shares in the Company.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	5 June 2015
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 26 June 2015
Annual General Meeting	10.00 a.m. on 30 June 2015

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 Tuesday, 30 June 2015 at 10.00 a.m. at the offices of Dickson Minto WS, Broadgate Tower, 20 Primrose Street, London EC2A 2EW to transact the following business.

Resolutions

Ordinary Resolutions:

1. To receive the financial statements, the report of the Directors and the auditor's report on the accounts for the year ended 31 December 2014.
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 re-appoint David Green as a director of the Company.
7. To appoint SRLV as auditor of the Company to hold office until the conclusion of the next Annual General Meeting at which financial statements are laid before the Company.
8. To authorise the directors to determine the auditor's remuneration.
9. General authority to allot shares

That, in addition and without prejudice to any authority or power granted pursuant to Resolution 12 below and the specific authority granted at the annual general meeting held on 30 June 2014 in relation to the conversion of convertible loan notes issued by the Company pursuant to a loan note instrument dated 30 May 2014, but 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 ("**Allotment Rights**"), but so that 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 £276,187, being approximately two-thirds of the nominal value of the issued share capital as at the date of this Notice, provided that:

- a) one-half of this authority 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; and
- b) this authority shall expire on the date falling 15 months from the date of this resolution or, if earlier, 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 grant Allotment Rights in pursuance of such offer or agreement as if such authority had not expired.

Special Resolutions:

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

That, subject to the passing of Resolution 9 above, but in substitution for any existing power, the directors and the Company are empowered (i) 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 9 above, or by way of a sale of treasury shares, as if section 561 of the Companies Act 2006 did not apply to any such allotment, or sale out of treasury, of equity securities, provided that this power:

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- a) is limited to 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) is limited to the allotment of equity securities (other than pursuant to paragraph (a) above) with an aggregate nominal value of £20,714, being approximately 5 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 date falling 15 months from the date of this resolution or, if earlier, 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.

11. That the Company is 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.

12. Authority to allot and waiver of pre-emption rights in relation to the conversion of Convertible Loan Notes

That the directors are:

- a) 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"), subject to the following conditions:
 - (i) the maximum amount of shares that may be allotted or made the subject of the Allotment Rights under this authority are shares with an aggregate nominal value of £1,200,000;
 - (ii) this authority is limited to the allotment of ordinary shares in the capital of the Company pursuant to the exercise of conversion rights attaching to the Convertible Loan Notes;
 - (iii) this authority shall expire on 30 June 2016;
 - (iv) 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;
 - (v) this authority shall be in addition and without prejudice to any other authorities vested in the directors to allot shares or to grant other allotment rights; and
- b) empowered pursuant to section 571 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 paragraph (a) of this resolution as if section 561 of that Act did not apply to any such allotment, provided that this power shall expire when such authority expires and 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.

Dated: 1 June 2015
REGISTERED OFFICE:
Glen House
22 Glenthorne Road
London
W6 0NG

BY ORDER OF THE BOARD
Andrew Lindley

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NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
2. Your proxy can be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. A member may instruct their proxy to vote or abstain from voting on any of the resolutions to be considered at the meeting. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of votes for and against a resolution. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
3. A form of proxy is provided with this notice and instructions for use are shown on the form. In order to be valid, completed proxies must be received (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority) by our registrars at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 10.00 a.m. on 26 June 2015. Alternatively you may submit your appointment of proxy online at www.capitashareportal.com by following the on-screen instructions.
4. To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Capita Registrars on 0871 664 0300 (calls costs 10p a minute plus network extras. Lines are open 8.30a.m. – 5.30p.m. Monday- Friday). The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
5. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting 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.
6. In order for a proxy appointment 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's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
7. 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.
8. CREST members and, where applicable, their CREST sponsors or voting service providers

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should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

9. Only those shareholders registered in the Register of Members of the Company as at 6:00 p.m. on 26 June 2015 (or, if the meeting is adjourned, on the date which is two days before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective names at that time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting or adjourned meeting.
10. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
11. In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, only the purported 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).
12. You may not use any electronic address provided either in this notice of annual general meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
13. As at 29 May 2015 (being the last practicable date before the publication of this Notice), the Company's issued voting share capital consisted of 414,281 ordinary shares carrying one vote each. Therefore the total voting rights in the Company are 414,281.
14. Any member 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.
15. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.dcdmedia.co.uk.
16. The following documents are available for inspection at the registered office of the Company during normal business hours on each weekday (public holidays excluded) and at the place of the annual general meeting for 15 minutes prior to and during the meeting:
 - (a) copies of the executive director's service contract with the Company; and
 - (b) copies of the letters of appointment for each of the non-executive directors.