

ZOO DIGITAL GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the third annual general meeting of the Company will be held at Parkhead House, 26 Carver Street, Sheffield, S1 4FS on 15 July 2003 at 11.00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive the directors' report and financial statements for the year ended 31 December 2002.
2. To re-elect Dr Stuart A Green as a director of the Company.
3. To re-elect Dr Christopher H B Honeyborne as a director of the Company.
4. To reappoint PKF as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting of the Company at which accounts are laid and to authorise the directors to fix their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions of which resolution 5 will be proposed as an ordinary resolution and resolution 6 will be proposed as a special resolution.

ORDINARY RESOLUTION

5. That in substitution for all existing authorities under that section, the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities within the meaning of that section up to an aggregate nominal amount of £156,021 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the date of the next annual general meeting of the Company after the passing of this resolution, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement.

SPECIAL RESOLUTION

6. That in substitution for all existing authorities and subject to the passing of resolution 5 the directors be generally empowered pursuant to section 95 of the Companies Act 1985 (the "**Act**") to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution 5 as if section 89(1) of the Act did not apply to the allotment. This power:
 - 6.1 expires on the date of the next annual general meeting of the Company after the passing of this resolution but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority and the directors may allot equity securities in pursuance of that offer or agreement; and

6.2 is limited to:

6.2.1 allotments of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to their existing holdings of ordinary shares but subject to the directors having a right to make such exclusions or other arrangements in connection with the offer as they deem necessary or expedient:

6.2.1.1 to deal with equity securities representing fractional entitlements; and

6.2.1.2 to deal with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory; and

6.2.2 allotments of equity securities for cash otherwise than pursuant to paragraph 6.2.1 up to an aggregate nominal amount of £23,403.

By order of the board

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R G Deri
Secretary

[15] June 2003

Registered office
Parkhead House
26 Carver Street
Sheffield
S1 4FS

Notes:

1. A person entitled to receive notice of, and attend and vote at the above meeting may appoint a proxy or proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company. Forms of proxy must be deposited with the Company's registrars, Capita IRG, Bourne House, Beckenham Road, Beckenham, Kent BR3 4TU not later than 48 hours before the time appointed for the meeting or adjourned meeting. Completion and return of the form of proxy will not prevent the holder from attending the meeting and voting in person should he wish to do so.
2. To have the right to attend and vote at the meeting (and also for the purpose of calculating how many votes a person may cast), a person must have his name entered in the register of members of the Company by no later than 11.00 a.m. on 13 July 2003. Changes to entries on the register after this time will be disregarded in determining the rights of any person to attend or vote at the meeting.

ZOO DIGITAL GROUP PLC

(incorporated in England and Wales with company number 3858881)

FORM OF PROXY

THIRD ANNUAL GENERAL MEETING

at 11.00 a.m. on 15 July 2003

I/We _____
(FULL NAME IN BLOCK LETTERS)

of _____
(FULL ADDRESS IN BLOCK LETTERS)

being (a) registered holder(s) of ordinary shares of 0.2p each in the capital of Zoo Digital Group PLC hereby appoint the Chairman of the Meeting (Note 2) or _____ as my/our proxy to vote for me/us and on my/our behalf at the third Annual General Meeting of the Company to be held at the Company's offices at Parkhead House, 26 Carver Street, Sheffield, S1 4FS at 11.00 a.m. on 15 July 2003 and at any adjournment thereof (Note 3).

Ordinary resolutions	For	Against
1. To receive the directors' report and financial statements for the year ended 31 December 2002		
2. To re-elect Dr Stuart A Green as a director		
3. To re-elect Dr Christopher H B Honeyborne as a director		
4. To re-appoint PKF as auditors		
5. To authorise the board to allot, grant options over, offer or otherwise allot deal with or dispose of relevant securities for a period expiring at the next annual general meeting		
Special resolutions		
6. To disapply statutory pre-emption rights		

Please indicate your voting instructions by inserting a cross in the appropriate place (Notes 4 and 5).

Return of a signed form of Proxy without specific instructions will enable the proxy to vote as he sees fit.

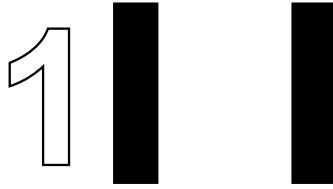
Signature _____ (Notes 6 and 7) Date _____

NOTES

- 1 To be valid, this Form of Proxy (and the power of attorney or other authority, if any, under which it is signed, or a notarially certified or office copy of such power or authority) must be lodged with the Registrars of the Company, Capita IRG, Bourne House, Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time of the meeting.
- 2 If desired, "the Chairman of the Meeting" may be deleted and another name inserted as proxy. A proxy need not be a member of the Company.
- 3 A proxy may demand or join in demanding a poll.
- 4 If you do not indicate how you wish your proxy to vote on any resolution the proxy will vote as he sees fit, or abstain from voting.
- 5 In the case of joint holders of a share only one need sign this Form of Proxy, but the names of the other joint holders should be shown in the space provided. The vote of the joint holder first named in the Register of Members (whether voting in person or by proxy) will be accepted to the exclusion of the votes of the other joint holders in respect of the joint holding.
- 6 In the case of a corporation, the Form of Proxy must be executed under its common seal or under the hand of its attorney or duly authorised officer.
- 7 Completion and return of this Form of Proxy will not preclude you from attending and voting in person if you decide to do so.

SECOND FOLD

BUSINESS REPLY SERVICE
Licence No. MB122



**Capita Registrars
The Registry
34 Beckenham Road
Beckenham
Kent
BR3 4BR**

FIRST FOLD

THIRD FOLD