

**ZOO DIGITAL GROUP PLC**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the fifth Annual General Meeting of ZOO Digital Group plc will be held on Tuesday 26 July 2005 at 10am at 20 Furnival Street, Sheffield S1 4QT for the following purposes:

**Ordinary Business**

To consider and, if thought fit, pass the following resolutions all of which will be proposed as ordinary resolutions:

- 1 To receive the directors' and auditor's reports and the accounts for the fifteen months ended 31 March 2005.
- 2 To re-elect John Barnes as a director of the Company.
- 3 To re-elect Robert Deri as a director of the Company.
- 4 To re-appoint PKF as auditor of the Company to hold office until the conclusion of the next Annual General Meeting.
- 5 To authorise the directors to determine the auditor's remuneration.

**Special Business**

To consider and, if thought fit, pass the following resolutions of which resolution 6 will be proposed as an ordinary resolution and resolution 7 will be proposed as a special resolution:

- 6 That the directors be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 as amended (the **Act**) and in substitution for all existing authorities under that section 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 section 80(2) of the Act) up to an aggregate nominal amount of £165,719.34 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 or on 28 October 2006 (whichever is the earlier), 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.
- 7 That in substitution for all existing authorities and subject to the passing of resolution 6 above:
  - (a) the directors be generally empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of sections 94(2) and 94(3A) of the Act) for cash pursuant to the general authority conferred by resolution 6 above as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
    - (i) in connection with a rights issue; and
    - (ii) (otherwise than pursuant to paragraph 7(a)(i) above), up to an aggregate nominal amount of £27,903.03;

and, unless renewed or otherwise varied by the Company in general meeting, shall expire on the expiry of the general authority conferred by resolution 6 above. The Company may make any offers or agreements before this power has expired which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offers or agreements as if the authority conferred by this resolution had not expired;

- (b) For the purposes of this resolution **rights issue** means an offer of equity securities open for acceptance for a period fixed by the directors to holders on the register on a fixed record date of ordinary shares in the Company, in proportion (as nearly as may be practicable) to their respective holdings, but subject to such exclusions or other arrangements in connection with the offer as they deem necessary or expedient to deal with any treasury shares, fractional entitlements or legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory or by virtue of shares being represented by depositary receipts.

By order of the Board

.....  
Company secretary

Registered Office:

20 Furnival Street  
Sheffield  
S1 4QT

Dated 28 June 2005

Notes:

- 1 *Shareholders entitled to attend and vote at the Annual General Meeting may appoint one or more proxies to attend and, on a poll, to vote in their place. A proxy need not be a shareholder of the Company.*
- 2 *To be effective, a completed and signed proxy form, together with the authority (if any) under which it is signed (or a notarially certified copy of such authority), must be returned so as to reach the Company's Registrars, Capita IRG at Bourne House, Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time appointed for the holding of the meeting or the adjourned meeting.*
- 3 *Completion and return of the proxy form will not preclude a member from attending and voting in person at the meeting or any adjourned meeting.*
- 4 *A proxy form is enclosed for your use.*
- 5 *Only those shareholders registered in the Company's register of members at 10am on 22 July 2005 (or, in the case of an adjournment, no later than 48 hours before the time of the adjourned meeting) will be entitled to attend or vote at the meeting and that the number of votes which any such shareholder may cast, upon a poll, will be determined by reference to the number of shares registered in such shareholder's name at that time. Changes to entries on the register of members after 10am on 22 July 2005 shall be disregarded in determining the rights of any person to attend and vote at the meeting.*

**ZOO DIGITAL GROUP PLC**  
(incorporated in England and Wales with company number 3858881)

**FORM OF PROXY**

To be used for the annual general meeting of ZOO Digital Group plc (the **Company**) to be held on Tuesday 26 July 2005 at 10am at 20 Furnival Street, Sheffield S1 4QT.

I/We

\_\_\_\_\_  
(FULL NAME IN BLOCK LETTERS)

of

\_\_\_\_\_  
(FULL ADDRESS IN BLOCK LETTERS)

being (a) member(s) of the Company hereby appoint the Chairman of the meeting, failing whom

\_\_\_\_\_  
of

\_\_\_\_\_  
as my/our proxy to vote for me/us on my/our behalf at the above annual general meeting of the Company and at any adjournment thereof.

I/We authorise and instruct my/our said proxy to vote on the resolutions to be proposed at such meeting as indicated by the marking of an "X" in the appropriate boxes below. The proxy may vote (or abstain from voting) as he or she thinks fit on any specified resolution where no specific direction is given or on any other business which may properly come before the above-mentioned annual general meeting.

**Resolution**

	<b>For</b>	<b>Against</b>
1. To receive the report and accounts	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect John Barnes as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Robert Deri as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint PKF as auditor	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise the directors to fix the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the board to allot, grant options over, offer or otherwise deal with or dispose of relevant securities for a period expiring at the next general meeting	<input type="checkbox"/>	<input type="checkbox"/>
7. To disapply statutory pre-emption rights for the same period as the general authority conferred by resolution 6	<input type="checkbox"/>	<input type="checkbox"/>

Dated 28 June 2005

Signature

\_\_\_\_\_  
Please mark this box if signing on behalf of the holder under a power of attorney or other authority.

**Notes:**

- 1 Shareholders entitled to attend and vote at the above annual general meeting may appoint one or more proxies to attend and, on a poll, to vote in their place. A proxy need not be a shareholder of the Company.
- 2 If it is desired to appoint as proxy any person other than the Chairman of the above-mentioned annual general meeting, such person's name and address should be inserted in the relevant place, reference to the Chairman should be deleted and the alteration should be initialled.
- 3 The proxy may vote as he/she thinks fit (or abstain) on any resolution where no specific direction is given or on any other business which may properly come before the meeting.

- 4 In the case of joint holders, any of such holders may vote in respect of the joint holding but, where more than one is present at the meeting, the vote of the joint holder first named in the share register (whether voting in person or by proxy) shall be accepted to the exclusion of the votes of the other joint holders in respect of the joint holding.
- 5 In the case of a corporation, this proxy form must be completed under its common seal or be signed on its behalf by an attorney or duly authorised officer of the corporation or some other person duly authorised on its behalf.
- 6 To be effective, a completed and signed proxy form, together with the authority (if any) under which it is signed or a notarially certified or office copy of such authority, must be returned so as to reach the Company's Registrars, Capita IRG at Bourne House, Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time appointed for the holding of the meeting or the adjourned meeting.
- 7 Completion and return of this proxy form will not preclude a member from attending and voting in person at the meeting or any adjourned meeting.

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**BUSINESS REPLY SERVICE**  
**Licence No. MB122**

Capita Registrars  
Registration Services  
PO Box 25  
Beckenham  
Kent  
BR3 4BR