

Company No. 3858881

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 Monday 23 October 2006 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 year ended 31 March 2006.
- 2 To re-elect Christopher Honeyborne as a director of the Company.
- 3 To re-elect Stuart Green 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 resolution which will be proposed as an ordinary resolution:

- 6 To reorganise the existing 443,481,674 ordinary shares of 0.2p each in the capital of the Company by way of a consolidation of the share capital which will result in every 75 ordinary shares with a nominal value of 0.2p each being consolidated into 1 new ordinary share with a nominal value of 15p and to alter the memorandum of association accordingly.

By order of the Board

.....
Company secretary

Registered Office:
20 Furnival Street
Sheffield
S1 4QT

Dated 28 September 2006

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 19 October 2006 (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 21 October 2006 shall be disregarded in determining the rights of any person to attend and vote at the meeting.*
- 6 *The new ordinary shares to be issued pursuant to the share consolidation will be identical in all respects to the existing ordinary shares, save in respect of their nominal value which will increase from 0.2p to 15p, and will rank pari passu with each other.*
- 7 *Certificates in respect of the new ordinary shares to be issued pursuant to the share consolidation will be issued and dispatched by 27 October 2006 and CREST accounts will be credited in respect of the new ordinary shares on 24 October 2006.*
- 8 *In respect of the share consolidation where the number of existing ordinary shares held by a shareholder is not divisible by 75, that shareholder would become entitled to a fraction of a 15p share. In order to deal with fractional entitlements in the simplest possible way, it is proposed that all fractions of shares resulting from the share consolidation will be aggregated and sub-divided and the resulting new ordinary shares sold in the market at the best price reasonably obtainable. For administrative convenience, as the proceeds of such sales to which any shareholder is entitled are expected to be negligible such proceeds will be applied for the benefit of the Company rather than being sent to the shareholder entitled.*

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 Monday 23 October 2006 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

	For	Against
1. To receive the report and accounts	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Christopher Honeyborne as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Stuart Green 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 reorganise the existing 443,481,674 ordinary shares of 0.2p each in the capital of the Company by way of a consolidation of the share capital which will result in every 75 ordinary shares with a nominal value of 0.2p each being consolidated into 1 new ordinary share with a nominal value of 15p and to alter the memorandum of association accordingly.	<input type="checkbox"/>	<input type="checkbox"/>

Dated 28 September 2006

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
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First fold

**Capita Registrars
Proxy Department
PO Box 25
BECKENHAM
Kent BR3 4BR**

Second fold

