

THE COMPANIES ACTS 1985 to 1989

PUBLIC COMPANY LIMITED BY SHARES

NOTICE OF THE NINTH ANNUAL GENERAL MEETING

of

ZOO DIGITAL GROUP PLC (the "Company")

(Registered in England & Wales with registered number 3858881)

Dated 22 June 2009

NOTICE IS HEREBY GIVEN that the ninth annual general meeting of the Company will be held at 11.30 a.m. on 16 September 2009 at ZOO Digital Group plc, The Tower, 2 Furnival Square, Sheffield S1 4QL, for the following purposes:

RESOLUTIONS

To consider and, if thought fit, pass the following resolutions, of which those numbered 1 – 5 and 6 will be proposed as ordinary resolutions and that numbered 7 as a special resolution.

Ordinary Business

Ordinary Resolutions

1. To receive the directors' report and financial statements for the year ended 31 March 2009.
2. To re-elect Helen Gilder as a director of the Company, having retired by rotation in accordance with the articles of association of the Company.
3. To re-elect James Livingston as a director of the Company, having retired by rotation in accordance with the articles of association of the Company.
4. To re-appoint PKF (UK) LLP as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next annual general meeting of the Company.
5. To authorise the directors to fix the remuneration of the auditors.

Special Business

Ordinary Resolution

6. That, in addition to all existing authorities, the directors of the Company, (each a "Director" and together the "Directors") be and are hereby authorised, generally and unconditionally, for the purpose of section 80 of the Companies Act 1985 (as amended) (the "Act") to allot relevant securities (as defined in section 80(2) of the Act) up to a maximum aggregate nominal amount of £1,066,321 provided that (unless previously revoked, varied or renewed) this authority shall expire at the commencement of the annual general meeting of the Company held next after the passing of this resolution or the date falling 12 months after the date of passing of this resolution (whichever is the earliest) but so that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if the authority hereby conferred had not so expired.

Special Resolution

7. That, in addition to all existing authorities, the Directors be and are hereby generally empowered, pursuant to section 95(1) of the Act, to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the authority conferred upon them by the resolution numbered 6 in this notice of meeting as if section 89(1) of the Act did not apply to any such allotment, provided that such power shall be limited to:
  - (a) the allotment of equity securities in connection with an offer (whether by way of a rights issue, open offer or otherwise) in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal, regulatory or practical problems arising under the laws of any territory or the requirements of any recognised regulatory body or any stock exchange; and

(b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities for cash up to an aggregate nominal amount of £639,793;

and (unless previously revoked, varied or renewed) shall expire at the commencement of the annual general meeting of the Company held next after the passing of this resolution or the date falling 12 months after the date of passing of this resolution (whichever is the earliest), except that the Company may, before the expiry of the power contained in this resolution, 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 such offer or agreement as if the power conferred hereby had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred upon them by the resolution numbered 6 in this notice of meeting" were omitted.

**By order of the Board**

.....

**Helen Gilder, Secretary**

Registered office of the Company:  
The Tower  
2 Furnival Square,  
Sheffield,  
S1 4QL  
NOTES:

- 1 Only those members registered in the register of members of the Company as at 6.00p.m. on 14 September 2009 or, in the event that the meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after 6.00p.m. on 14 September 2009 or, in the event that the meeting is adjourned, after 48 hours before the time of any adjourned meeting shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 2 A member is entitled to appoint one or more persons as proxies to exercise all or any of his rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by photocopying the proxy form. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being invalid. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.  
  
The appointment of a proxy will not preclude a member from attending and voting in person at the meeting if he or she so wishes.
- 3 A form of proxy is enclosed. To be valid, it must be completed, signed and sent to the offices of the Company's registrars, Share Registrars Limited, Suite E, First Floor, Lion & Lamb Yard, Farnham, Surrey GU9 7LL, so as to arrive no later than 11.30 a.m. on 14 September 2009 (or, in the event that the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).
- 4 In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:
  - (a) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
  - (b) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (<http://www.icsa.org.uk>) for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (a) above.

- 5 Biographical details of all those directors who are offering themselves for re-election at the meeting are set out in the enclosed annual report and accounts.

# ZOO DIGITAL GROUP PLC (the "Company")

## FORM OF PROXY ANNUAL GENERAL MEETING

I/We.....  
(FULL NAME IN BLOCK CAPITALS PLEASE)  
of .....  
(ADDRESS IN BLOCK CAPITALS PLEASE)

being a member / members of the above named Company, hereby appoint the Chairman of the meeting or Name of proxy	Number of shares in relation to which the proxy is authorised to act
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as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the ninth annual general meeting of the

Company to be held at The Tower, 2 Furnival Square, Sheffield S1 4QL at 11.30 a.m. on 16 September 2009 and at any adjournment of the meeting.  Please tick here if this proxy appointment is one of multiple appointments being made.

I/we request my/our proxy to vote in the manner indicated below:

	Ordinary Resolutions	For	Against	Withheld
1	To receive the directors' report and financial statements for the year ended 31 March 2009			
2	To re-elect Helen Gilder as a director of the Company			
3	To re-elect James Livingston as a director of the Company			
4	To re-appoint PKF (UK) LLP as auditors of the Company			
5	To authorise the directors to fix the remuneration of the auditors			
	<b>Ordinary Resolutions</b>			
6	To authorise the directors to allot shares for the purposes of section 80 of the Companies Act 1985			
	<b>Special Resolutions</b>			
7	To authorise the directors to dis-apply statutory pre-emption rights in terms of section 89 of the Companies Act 1985			

Signature(s).....Dated.....2009

**Notes:**

1. You are entitled to appoint one or more proxies of your own choice to exercise all or any of your rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. You can only appoint proxies using the procedures set out in these notes.
2. If you wish to appoint a proxy other than the Chairman of the meeting, please insert their full name in the space provided and delete the words "the chairman of the meeting or". Please initial any such alteration. If you sign and return the form with no name in the space provided, the chairman of the meeting will be deemed to be your proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the name of the proxy the number of shares in relation to which they are authorised to act as your proxy. If you sign and return the form and leave this box blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
3. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. You may photocopy this form. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Please therefore indicate in the box next to the name of the proxy the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being invalid.
4. Completion and return of this form of proxy will not preclude you from attending and voting at the meeting in person if you wish. If you do attend the meeting in person, your proxy appointments will be automatically terminated.
5. If you want your proxy to vote in a certain way on the resolutions specified please indicate with an "X" in the appropriate box above. If you fail to select any of the given options your proxy can vote as he or she chooses or can decide not to vote at all. Your proxy can also do this on any other business which may come before the meeting, including amendments to resolutions and any procedural business.
6. The "withheld" option on this form of proxy is provided to enable you to instruct your proxy not to vote on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the votes "for" or "against" a resolution.
7. In the case of a corporation, this form of proxy must be executed under its common seal or signed on its behalf by its duly authorised officer, attorney or other person authorised to sign.
8. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders, and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
9. To be valid this form of proxy must be completed, signed and sent, together with any power of attorney or other authority under which it is signed, to the Company's registrar, Share Registrars Limited, Suite E, First Floor, Lion & Lamb Yard, Farnham, Surrey GU9 7LL so as to arrive no later than 11.30 a.m. on 14 September 2009 (or, in the event that the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).

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BUSINESS REPLY SERVICE  
Licence No. G12155

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**Share Registrars Limited**  
**Suite E**  
**First Floor**  
**9 Lion and Lamb Yard**  
**FARNHAM**  
**Surrey**  
**GU9 7BR**

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