

ZOO Shareholder



The Tower  
2 Furnival Square  
Sheffield  
S1 4QL, UK

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w: www.zoodigital.com

21 August 2009

Dear Sir/Madam

Please find enclosed an invitation to an Extraordinary General Meeting (EGM) to take place immediately following the conclusion of the Annual General Meeting (AGM) on 16 September.

I am sending this invitation due to the appointment to the Board of Gordon Doran. ZOO's Articles of Association require that any director appointed by the Board needs to retire at the next AGM and is eligible for immediate re-election. Since Gordon's appointment has taken place after the distribution of the notice of AGM we will hold a short EGM to enable his re-appointment to be voted on by shareholders.

The enclosed yellow EGM proxy form should be completed and returned to Share Registrars. Since this is an addition to the AGM proxy which was sent to you with the financial statements both will need to be completed. Consequently, if you have already completed the AGM proxy please return just the EGM proxy now. Should you need a copy of the AGM proxy please let my team know by ringing 0114 241 3700 or e-mailing [ir@zoodigital.com](mailto:ir@zoodigital.com).

Since joining the Company in 2005, Gordon's contribution has been outstanding and the Board was delighted to be able to appoint him to the Board, where we believe that he will add even greater value for the future. He will be attending the AGM so, should you be able to come along, you will be able to meet him.

The AGM will take place at 11.30am on Wednesday 16 September in ZOO's office in Sheffield. We would be delighted to see as many shareholders as possible so please do come along. Once the formalities of the meeting are over we plan to take the opportunity to demonstrate a selection of our products and answer any questions that you may have.

I hope to see you on 16 September.

Yours faithfully

Helen Gilder  
Group Finance Director

THE COMPANIES ACTS 1985 to 1989  
PUBLIC COMPANY LIMITED BY SHARES

NOTICE OF EXTRAORDINARY GENERAL MEETING

of

ZOO DIGITAL GROUP PLC (the "Company")

(Registered in England & Wales with registered number 3858881)

Dated 21 August 2009

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the Company will be held on 16 September 2009 at 12.00 pm. or as soon thereafter as the ninth annual general meeting of the Company, convened for the same date and place has concluded, at ZOO Digital Group plc, The Tower, 2 Furnival Square, Sheffield S1 4QL, for the purposes of considering and, if thought fit, passing the following resolution, which will be proposed as an ordinary resolution:

1. To elect Gordon Doran as a director of the Company in accordance with the articles of association of the Company.

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 yellow 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 12.00 p.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 Biographical details of all those directors who are offering themselves for re-election at the meeting are set out in the annual report and accounts which have previously been sent to all shareholders and can be found on the Company's website (<http://www.zoodigital.com/investor-relations/structure-and-management>).

# ZOO DIGITAL GROUP PLC (the "Company")

## FORM OF PROXY EXTRAORDINARY 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 extraordinary general meeting of the Company to be held at The Tower, 2 Furnival Square, Sheffield S1 4QL on 16 September 2009 at 12.00 pm. or as soon thereafter as the ninth annual general meeting of the

Company convened for the same date and place has concluded, 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 Resolution	For	Against	Withheld
1	To re-elect Gordon Doran as a director of the Company			

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 12.00 p.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**

First fold

Third fold  
and tuck in flap opposite