

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

NOTICE OF THE TENTH ANNUAL GENERAL MEETING

of

ZOO DIGITAL GROUP PLC (THE "COMPANY")

(Registered in England & Wales with registered number 3858881)

NOTICE IS HEREBY GIVEN that the tenth annual general meeting of the Company will be held at 11.30am on 9 September 2010 at the offices of FinnCap Ltd, 4 Coleman Street, London EC2R 5TA for the following purposes:

RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions, of which those numbered 1 - 8, 10 and 12 will be proposed as ordinary resolutions and those numbered 9, 11 and 13 as special resolutions.

Ordinary Business

Ordinary Resolutions

1. To receive the directors' report and financial statements for the year ended 31 March 2010.
2. To re-elect Stuart Green as a director of the Company, having retired by rotation in accordance with the articles of association of the Company.
3. To re-elect Ian Stewart as a director of the Company, having retired by rotation in accordance with the articles of association of the Company.
4. To reappoint Roger Jeynes, who has been appointed by the board since the last annual general meeting, as a director of the Company.
5. To reappoint PKF (UK) LLP as auditors of the Company to hold office from the conclusion of the meeting until the next annual general meeting of the Company.
6. To authorise the directors to fix the remuneration of the auditors.

Special Business

Ordinary Resolutions

7. That the articles of association of the Company be amended by deleting the provision which, by virtue of paragraph 42(2) of Schedule 2 to the Companies Act 2006 (Commencement

No 8, Transitional Provisions and Savings) Order 2008, is treated as a provision of the articles of association of the Company setting the maximum amount of shares that may be allotted by the Company.

8. That the Company may send or supply any documents or information to members by making them available on a website for the purposes of paragraph 10(2) of schedule 5 to the Companies Act 2006 ("Act") and otherwise.

Special Resolution

9. That the articles of association of the Company be amended by:

- (a) deleting article 3 and replacing it with the following as a new article 3:

"The share capital of the Company at the date of adoption of these Articles is divided into ordinary shares of 15 pence each.";

- (b) adding the following definition into Article 2.1:

"electronic form" has the meaning given in section 1168 of the 2006 Act";

- (c) deleting the definition of "in writing" and replacing it with the following definition:

"in writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise".

- (d) deleting Article 80.1.1 and replacing it with the following as a new article 80.1.1:

"deposited by personal delivery, post, facsimile transmission or by any other electronic form at such place or one of such places (if any) as may be specified for that purpose in, or by way of note to, or in any document accompanying, the notice convening the meeting (or, if no place is so specified, at the transfer office) not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting; or";

- (e) deleting Article 153.1 and replacing it with the following as a new article 153.1:

"Any notice or other document (including a share certificate) may be served on or delivered to a member by the Company either personally or by sending it by post in a prepaid cover addressed to such member at (or by leaving it addressed to such member at) his registered address or (if he has no registered address within the United Kingdom) at the address, if any, within the United Kingdom supplied by him to the Company as his address for the service of notices or by any other electronic form. In the case of a member registered on a branch register, any such notice or other document may be posted either in the United Kingdom or in the territory in which such branch register is maintained.";

- (f) by adding a new article 153.2.3 as follows:

"sent by any other electronic form, at the time of completion of transmission by the sender.";

Ordinary resolution

10. That, pursuant to section 551 of the Act, the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £1,181,753, provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on the date falling 12 months after the date of passing of this resolution (whichever is the earlier), save that the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after this authority expires and the directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired.

This authority is in addition to all existing authorities under section 551 of the Act.

Special Resolution

11. That, subject to the passing of resolution 10 and pursuant to section 570 of the Act the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 10 in this notice of meeting as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- (a) in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):
- (i) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - (ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (b) otherwise than pursuant to paragraph (a) of this resolution, up to an aggregate nominal amount of £433,276,

and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on the date following 12 months after the date of passing of this resolution (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

This power is in addition to all existing powers under section 570 of the Act.

Ordinary Resolution

12. That, pursuant to section 551 of the Act, the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £322,296, in connection with the issue by the Company of up to a maximum aggregate number of 2,148,642 ordinary shares of 15 pence each in the capital of the Company to John Henry Holdings Inc by virtue of the grant of warrants to subscribe for ordinary shares in the capital of the Company ("**Warrant**"), the terms of which were summarised in an earlier announcement made by the Company (a copy of which is being sent to each of the Company's shareholders), provided that (unless previously revoked, varied or renewed) this authority shall expire on 1 August 2013, save that the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after this authority expires and the directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired.

This authority is in addition to the authority granted under resolution 10 above.

Special Resolution

13. That, subject to the passing of resolution 12 and pursuant to section 571 of the Act, section 561 of the Act does not apply to the allotment of equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 12 up to a maximum aggregate nominal amount of £322,296 to John Henry Holdings Inc for the purposes of the Warrant and this resolution shall expire on 1 August 2013 but the Company may make an offer or agreement before this resolution expires which would or might require equity securities to be allotted for cash after this resolution expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this resolution had not expired.

This power is in addition to the power granted under resolution 11 above.

By order of the board

.....
Helen Gilder, Secretary
2010

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

NOTES

Entitlement to attend and vote

1. The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at 6.00pm on 7 September 2010 (or, if the meeting is adjourned, 6.00pm on the date which is two working days before the date of the adjourned meeting) shall be entitled to attend and 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 that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.

Proxies

2. A shareholder is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company.

A shareholder 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 that shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid.

A proxy may only be appointed in accordance with the procedures set out in note 3 below and the notes to the proxy form.

The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting.

3. A form of proxy is enclosed. When appointing more than one proxy, complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company on +44 (0) 241 3700 or the proxy form may be photocopied. State clearly on each proxy form the number of shares in relation to which the proxy is appointed.

To be valid, a proxy form must be received by post or (during normal business hours only) by hand at the offices of the Company's registrar, Share Registrars Limited, Suite E, First Floor, Lion & Lamb Yard, Farnham, Surrey GU9 7LL no later than 11.30am on 7 September 2010 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).

Corporate representatives

4. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.

Documents available for inspection

5. The following documents will be available for inspection during normal business hours at the registered office of the Company from the date of this notice until the time of the meeting. They will also be available for inspection at the place of the meeting from at least 15 minutes before the meeting until it ends.
 - 5.1 Copies of the service contracts of the executive directors.
 - 5.2 Copies of the letters of appointment of the non-executive directors.

Biographical details of directors

6. Biographical details of all those directors who are offering themselves for appointment or reappointment at the meeting are set out in the enclosed annual report and accounts.