

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of dotDigital Group plc will be held at 4.00pm on 15 December 2009 at 6-8 Emerson Street, London, SE1 9DU for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. To receive the financial statements for the year ended 30 June 2009, together with the reports of the Directors and the auditor thereon.
2. To re-elect Peter Simmonds as a Director of the Company.
3. To re-elect Nicholas Nelson as a Director of the Company.
4. To approve the report on Directors' remuneration for the year ended 30 June 2009.
5. To reappoint Jeffreys Henry LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which financial statements are laid before the Company and to authorise the Directors to determine the auditor's remuneration.

SPECIAL RESOLUTIONS

To consider and, if thought fit, pass the following resolutions as special resolutions:

6. That, in substitution for any existing authority under section 80 of the Companies Act 1985, but without prejudice to the exercise of any such authority prior to the date hereof, that the Directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights") up to an aggregate nominal amount of £1,207,500, provided that this authority shall expire on the date of next annual general meeting held by the Company following the passing of this resolution save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to such offers or agreements as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.
7. That, in substitution for any existing power under section 95 of the Companies Act 1985, but without prejudice to the exercise of any such power prior to the date hereof, and subject to the passing of Resolution 6 set out above, the Directors be empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities, within the meaning of section 560 of that Act, for cash pursuant to the authority conferred by Resolution 6 above, as if section 561(1) of that 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 a rights issue to holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the requirements of any regulatory authority or any stock exchange; and

(b) otherwise than pursuant to paragraph (a) above up to an aggregate nominal value of £1,207,500;

and such power shall expire upon the expiry of the authority conferred by Resolution 6 set out above, save that the Directors shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offers or agreements as if the power conferred hereby had not expired.

Dated: 19 November 2009

Registered Office
Finsgate
5 – 7 Cranwood Street
London
EC1V 9EE

By Order of the Board

Milan Patel
Company Secretary

Notes

The following notes explain to you your general rights as a shareholder and your rights to attend and vote at the AGM or to appoint someone else to vote on your behalf

1. Only those shareholders registered in the Register of Members of the Company as at 4.00pm on 13 December 2009 (the Specified Time) shall be entitled to attend or vote at the AGM in respect of shares registered in their name at that time. Changes to entries on the Register of Members after the Specified Time shall be disregarded in determining the rights of any person to attend or vote at the AGM, notwithstanding any provisions in any enactment, the articles of association of the Company or other instrument to the contrary. Should the AGM be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, to be so entitled, members must have been entered on the Register by 4.00pm two days prior to the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in such notice.
2. A person entitled to receive notice of, and attend and vote at, the AGM may appoint a proxy or proxies to attend and exercise all or any of his rights to attend, speak and vote at that meeting on his behalf. A proxy need not be a member of the Company but must attend the AGM to represent the person who appointed the proxy. Appointment of a proxy will not preclude a member from attending and/or voting in person at the AGM. A form of proxy for use at the AGM is enclosed and, if used, should be lodged, together with any power of attorney or other authority (if any) under which it is signed, in accordance with the terms detailed on the form of proxy. You can only appoint a proxy using the procedures set out in these notes and in the notes to the proxy form. To be valid the form of proxy must be received by Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL not less than 48 hours before the time of the AGM or any adjournment thereof. Any power of attorney or other authority under which the form of proxy is signed (or a certified copy of such authority) must be included with the form of proxy.
3. Details of how to appoint the Chairman of the meeting or another person as your proxy using the form are set out in the notes to the proxy form. If a member wishes the proxy to speak on the member's behalf at the AGM then the member will need to appoint the member's own choice of proxy (not the Chairman) and give the member's instructions directly to them.
4. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy complete and submit more than one proxy form and make it clear how many shares the proxy has voting rights over. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by the member on the record date will result in the proxy appointment being invalid.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If a member either selects the "Discretionary" option or if no voting indication is given, the proxy will vote or abstain from voting at his or her discretion. The proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
6. The notes to the proxy form explain how to direct a proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or by fax to 01252 719232; and
- received by Share Registrars Limited no later than 4.00pm on 13 December 2009.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
8. Where a member has appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL. If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
9. In order to revoke a proxy instruction a member will need to inform the Company by sending a signed hard copy notice clearly stating the member's intention to revoke your proxy appointment to Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Share Registrars Limited no later than 48 hours before the time of the AGM or of any adjourned AGM (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and to vote. If a member attempts to revoke a proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, the proxy appointment will remain valid. Appointment of a proxy does not preclude the member from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, the proxy appointment will automatically be terminated.
10. As at 18 November 2009 (being the last business day prior to the publication of this notice), the Company's issued share capital consists of 1,292,500,000 ordinary shares of £0.001 each, carrying one vote each. Therefore, the total number of voting rights of the Company as at 18 November 2009 is 1,292,500,000.
11. Except as provided above, members who have general queries about the AGM should contact the Company Secretary.
12. Shareholders may not use any electronic address provided either in this notice of AGM or any related documents (including the proxy form) (other than in note 6 above) to communicate with the Company for any purpose other than those expressly stated.
13. The following documents will be available for inspection at Finsgate, 5– 7 Cranwood Street, London EC1V 9EE from 19 November 2009 until the time of the AGM and at the AGM venue itself for at least 15 minutes prior to the AGM until the end of the AGM:
 - Copies of the service contracts of executive directors of the Company.
 - Copies of the letters of appointment of the non-executive directors of the Company.