

## Notice of Annual General Meeting



**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all your ordinary shares in dotDigital Group plc ("Company"), you should pass this document and the annual report and financial statements of dotDigital Group plc for the year ended 30 June 2010 and the form of proxy, without delay, to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Notice of the Annual General Meeting of the Company to be held at 6 - 8 Emmerson Street, London, SE1 9DU on 14 December 2010 at 4.00 p.m. is set out at the end of this circular.

**dotDigital Group plc**

*(incorporated in England & Wales under the Companies Act 1985, registered no. 06289659)*

DOTDIGITAL GROUP PLC  
(incorporated and registered in England and Wales under company number 06289659)  
Registered office:  
Finsgate  
5-7 Cranwood Street  
London  
EC1V 9EE

18<sup>th</sup> November, 2010

**LETTER FROM THE CHAIRMAN**

Dear Shareholder,

**2010 ANNUAL GENERAL MEETING**

The purpose of this letter is to notify you of the Company's 2010 Annual General Meeting (AGM) which will be held at 4.00pm on 14 December 2010 at 6-8 Emerson Street, London, SE1 9DU. The notice of the AGM is contained on pages 12 to 18 of this document and sets out the matters to be considered at the AGM, which are explained below.

**Resolution 1: Receipt of Reports and Financial Statements (Ordinary Resolution)**

This resolution relates to the receipt by the AGM of the Directors' and auditor's reports and the financial statements of the Group for the year ended 30 June 2010, copies of which are enclosed with this letter and which are also available to download at the Company's website at [www.dotdigitalgroup.com](http://www.dotdigitalgroup.com).

**Resolutions 2 to 3 (inclusive): Re-appointment of Directors (each an Ordinary Resolution)**

The Company's Articles of Association require that one third of the Directors of the Company, be reappointed at the AGM by ordinary resolution. This year Tink Taylor and Simon Bird will stand for re-election.

**Resolution 4: Appointment of Director (Ordinary Resolution)**

The Company's Articles of Association require that, Gordon Fidura, a Director of the Company appointed by the Board, be appointed at AGM by ordinary resolution.

**Resolution 5: Remuneration Report (Ordinary Resolution)**

The Company elects to put its report on Directors' remuneration to an advisory shareholder vote. As the vote is advisory it does not affect the actual remuneration paid to any individual Director. The report on Directors' remuneration is set out in the Annual Report referred to in Resolution 1 above.

**Resolution 6: Re-appointment and remuneration of the auditor (Ordinary Resolution)**

It is proposed to re-appoint Jeffrey's Henry LLP as auditor of the Company and to authorise the Directors to fix the auditor's remuneration.

**Resolution 7: General authority to allot securities (Special Resolution)**

The effect of this resolution is to give the Directors authority to allot ordinary shares up to an amount approximately equal to two-thirds of the issued ordinary share capital of the Company as at 18 November 2010 in certain circumstances. Paragraph (a) of the resolution will give Directors a general authority to allot up to a maximum aggregate nominal amount of £430,833 of ordinary shares being equivalent to one-third of the Company's issued ordinary share capital as at 18 November 2010. In November 2009, the Association of British Insurers (ABI) issued updated guidance on the approval of authorities to allot shares, in which it stated that, in addition to requests for authorisation to allot new shares in an amount up to one-third of the existing issued ordinary share capital of a company, it would regard as routine requests to authorise the allotment of a further one-third in connection with a rights issue. In light of this, paragraph (b) of resolution 7 proposes that a further authority be conferred on the Directors to allot shares or rights to subscribe for shares in connection with a rights issue in favour of holders of equity securities (which would include ordinary shareholders) up to a further one-third of the issued ordinary share capital (such amount to be reduced by the nominal amount of ordinary shares or rights to subscribe for ordinary shares issued under the authority conferred by paragraph (a) of this resolution). This gives Directors authority to allot in total up to the equivalent of two-thirds of the issued ordinary share capital of the Company as at 18 November 2010. The Board seeks annual renewal of this authority in accordance with best practice.

The Board has no current plans to make use of this authority but wishes to ensure that the Company has maximum flexibility in managing the Group's capital resources. This authority would remain in force until the end of the AGM in 2011 or the close of business on 31 December 2011, whichever is the earlier. This authority remains in force regardless of whether the new Articles of Association are adopted pursuant to resolution 11.

**Resolution 8: General disapplication of pre-emption rights (Special Resolution)**

The effect of this resolution is to renew the authority given to the Directors to allot equity securities on a non-pre-emptive basis either to ordinary shareholders by way of a rights issue or to holders of other equity securities according to the rights attaching to those securities. Additionally, allotments can be made for cash but limited to an amount approximately equal to 5% of the issued ordinary share capital of the Company as at 18 November 2010. This authority would remain in force until the end of the AGM in 2011 or the close of business on 31 December 2011, whichever is the earlier. The Board seeks annual renewal of this authority in accordance with best practice. The Board has no current plans to make use of this authority but wishes to ensure that the Company has maximum flexibility in managing the Group's capital resources. The authority conferred by this resolution 8 remains in force regardless of whether the new Articles of Association are adopted pursuant to resolution 11.

### **Resolution 9: Ratification of EMI Share Option Scheme (Special Resolution)**

The Company established an EMI share option scheme on 2 February 2009 (“the Scheme”), for which it is requesting your ratification and continuing authority in special resolutions 9 and 10 set out in the Notice and explained below:

Resolution 9 requests that, in accordance with section 239 of the Companies Act 2006, the Company ratifies the decision of the Directors of the Company, to establish the Company's employees' EMI share option scheme, absent the approval of the Company as required under the Company's articles of association and their subsequent decisions on 2 February 2009 to grant 49,226,667 options and on 22 October 2009 to grant 21,250,000 options to eligible employees of the Company, the valuation of the exercise price per share for the options granted having been agreed by HM Revenue and Customs.

### **Resolution 10: Authority for EMI Share Option Scheme (Special Resolution)**

This resolution requests that the Company approves with continuing effect the Company's employees' EMI share option scheme established on 2 February 2009 by the Board, and the ongoing maintenance of the Scheme by the Board from 2 February 2009 and thereafter.

Set out below is a summary of the terms that apply to the options granted under the Scheme to eligible employees of the Company, including Gordon Fidura, who is a director of the Company and also an eligible employee under the Scheme, who has 4,000,000 options under the Scheme. The terms of the options granted to Peter Simmonds under the Scheme by virtue of an exchange of options agreed under an agreement dated 7 January 2009 between Peter Simmonds and the Company, are also summarised below.

- As at 30 September 2010, eligible employees (excluding Peter Simmonds) had been granted a total of 28,850,000 options, taking into account any options which had lapsed at that date. The maximum number of options which may be granted under these rules is up to ten per cent of the Company's issued share capital.
- The options give eligible employees the right to buy the number of shares set out in their option agreements that are part of the ordinary share capital of the Company at a fixed price during particular times. After signing their option agreements employees may then exercise their options in part or in full at any time from 1 July 2010 until 1 February 2019. They have the right (but not the obligation) to buy the number of shares set out in their option agreements at an exercise price of £0.01 per share (one pence), subject to a minimum purchase of 50,000 shares (£500) on each purchase. The valuation of the exercise price per share for the options granted has been agreed by HM Revenue and Customs. The price of their shares is fixed at £0.01 per share from the date when they received their options. Any part of their options which have not been exercised by 1 February 2019 will lapse subject to

the disqualifying events set out in the rules of the Scheme. The options are personal and cannot be transferred or given to anyone else.

- Eligible employees do not have to pay income tax when they receive their options, nor in most circumstances, when they exercise the options to buy the shares. In order to qualify for the income tax and national insurance contribution (NIC) reliefs, the options must be exercised within ten years of the date of grant. If employees exercise the options within ten years (i.e. on or before 1 February 2019) and there has been no disqualifying event, there will be no income tax or National Insurance contributions due, provided that employees have bought the shares at a price at least equal to the market value they had on the day that the options were granted to them.
  
- Any gains made by employees if they sell their shares will be chargeable to capital gains tax in the normal way. For capital gains tax purposes, the gain on which an employee may be taxed is usually the amount received from selling the shares, less the cost of purchase of the shares.
  
- On 11 November 2010, 35,500,000 options were conditionally granted to eligible employees of the Company, provided that resolutions 9 and 10 proposed in the enclosed Notice are approved by the Company. The summary bullet points above set out the terms of those options except that, it is proposed that, after signing their option agreements the eligible employees would be able to exercise their options in part or in full at any time from 1 May 2012 until 31 December 2015. It is proposed that they have the right (but not the obligation) to buy the number of shares set out in their option agreements at an exercise price at the mid market price on the date of grant which was £0.01025. The total number of options granted to eligible employees as at that date would then be 64,350,000 options under the terms set out above, taking into account any options which have lapsed to date.
  
- In addition to the options described above, Peter Simmonds, who is a director of the Company and also an eligible employee under the Scheme, has 41,666,667 options under the Scheme. Peter's options were granted to him by way of an exchange of his options previously held by him in dotMailer Limited. The terms of his options are an exercise price £0.0024 (the valuation of which has been agreed by HM Revenue and Customs), which may be exercised at any time until 31 December 2012.

#### **Resolution 11: Adoption of New Articles of Association (Special Resolution)**

The Company's current Articles of Association ('Current Articles') were drafted before the Companies Act 2006 (the '2006 Act') was fully enacted and are based on the Companies Act 1985 (the '1985 Act'), which on the whole, has been repealed by the 2006 Act. The Company proposes to adopt new Articles of Association (the 'New Articles') to reflect that the 2006 Act (as amended) is now fully implemented. A copy of the New Articles will be available for inspection during normal working hours at the Company's registered offices, Finsgate, 5– 7 Cranwood Street, London EC1V 9EE, from the date of this Notice up until the AGM. A copy may also be downloaded from the Company's website ([www.dotdigitalgroup.com](http://www.dotdigitalgroup.com)) under the Constitutional Documents tab. Alternatively, a copy will also be available 15 minutes prior to, and during the AGM.

The principal changes introduced in the New Articles are summarised below. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the 2006 Act, have not been noted.

#### *The Company's Memorandum of Association*

The provisions regulating the operations of the Company were set out in the Company's current Memorandum and Articles of Association. The Memorandum of Association contained, amongst other things, the objects clause which set out the scope of activities that the Company was authorised to undertake. The objects clause was drafted to give the Company a wide scope in what it is authorised to do. The Memorandum of Association also stated the Company's authorised share capital, being the maximum number of shares that the Company can have in issue.

The 2006 Act significantly reduced the constitutional significance of a company's memorandum of association. In particular, the 2006 Act only requires the memorandum of association to record the names of the persons who subscribe to have the company formed and the number of shares that they take on formation. All other provisions that were contained in the memorandum of association, including the objects clause and the authorised share capital, since 1 October 2009, have been deemed to be contained in a company's articles of association, although some of these provisions could be removed by special resolution.

The 2006 Act states that unless a company's articles of association provide otherwise, a company's objects are unrestricted. This removes the need for a company to have an objects clause. For this reason, the Company is proposing to remove its objects clause and its authorised share capital which, by virtue of the 2006 Act, have been treated as forming part of the Current Articles since 1 October 2009. Special Resolution 11 confirms this removal. However, one effect of this removal is the statement regarding the Company's limited liability, which was also contained in the Company's Memorandum of Association and will also be removed. Therefore, the New Articles include a new statement regarding the limited liability of the Company's shareholders.

#### *Articles which duplicate statutory provisions*

Provisions in the Current Articles, such as those regarding the Company's share capital, which replicate provisions contained in the 2006 Act have been, in the main, omitted in the New Articles. This is consistent with the approach taken by other companies and as advocated by the UK government that statutory provisions should not be duplicated in a company's constitution.

#### *Authorised share capital and unissued shares*

The 2006 Act abolished the requirement for a company to have an authorised share capital and the New Articles reflect this. However, the 2006 Act still requires authority to be obtained before the Directors may allot any shares, (see Resolution 7 seeking such authority) other than in respect of employee share schemes.

### *Redeemable shares*

Under the 2006 Act, the articles of association need not include the terms on which redeemable shares may be redeemed. Should the Directors wish to issue redeemable shares, the 2006 Act enables Directors to determine such matters provided they are so authorised by the articles of association. The New Articles retain such an authorisation, although specific authority to allot redeemable shares would still need to be obtained from the shareholders in the usual way. The Company has no current plans to issue redeemable shares.

### *Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital*

Under the 1985 Act, a company was required to have specific provisions in its articles of association in order to be able to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves, as well as the necessary shareholder authority to take such action. Such provisions are contained in the Current Articles. However, the 2006 Act no longer requires such provisions to be contained in the articles of association, although shareholder approval is still required to effect such things. The relevant provisions have, therefore, been omitted from the New Articles.

### *Stock*

Under the 2006 Act, it is no longer possible for a company to convert its shares into stock. As the Company has no stock in issue, the provisions as regards stock in the Current Articles have not been carried over to the New Articles.

### *Share warrants*

Both the Current Articles and the New Articles permit the Company to convert its fully paid shares into share warrants. However, the Current Articles state that the Company in general meeting shall have the power to determine to what extent the bearer of a share warrant is deemed to be a member of the Company. This has been changed in the New Articles, to clarify the position that a bearer of a share warrant is considered to be a member of the Company and that the Board has power to determine and vary the conditions of the warrant, such as the right to receive dividends and notices of general meetings and attendance and voting thereat.

### *Closure of Register of Members*

The Current Articles permit the Company to suspend the registration of share transfers for up to 30 days in any year. The 2006 Act no longer permits this and requires share transfers to be registered as soon as practicable. Therefore, this provision has been omitted from the New Articles.

### *Extraordinary General Meetings and notice periods for General Meetings*

Under the 2006 Act, the term Extraordinary General Meeting (i.e. a meeting that is not an Annual General Meeting) is just referred to as a General Meeting. Further, the 2006 Act now permits for

General Meetings to be held on 14 clear days' notice, even when a special resolution is being considered at that meeting. Under the 1985 Act, where a special resolution was being considered at an Extraordinary General Meeting, 21 clear days' notice was required. The law has not changed as regards the minimum notice period for an Annual General Meeting, which is still 21 clear days. The New Articles uses the updated terminology for General Meetings and permits a General Meeting to be held on 14 clear days' notice, but preserves the notice period for Annual General Meetings at 21 clear days. The Company's intention is to give as much notice as possible for calling General Meetings, but wishes to have the flexibility to call a General Meeting at 14 clear days' notice should the circumstances require it.

#### *Electronic Communications*

The New Articles enable for communications, such as notices and other documents, to be sent to or supplied by the Company electronically. The New Articles also enable for the Company to provide documents to its shareholders by the means of a website. It is now best practice to have a provision in the articles of association to permit electronic communications, due to the potential cost savings that can be achieved, corporate social responsibility in saving paper and to reflect modern practices of communication. Many companies are already taking advantage of electronic communications and the Company would like to do the same as well. The Company will, when sending out any communication electronically, follow best practice guidance as issued by the Institute of Chartered Secretaries and Administrators, in ensuring that it first obtains the necessary consent (or deemed consent) from each shareholder and will provide a document in hard copy format, if a shareholder requests to receive such a copy.

#### *Deadline to appoint a proxy to attend and vote at General Meetings or to revoke their appointment*

The 2006 Act permits for part of a day, that is not a working day (i.e. a bank holiday or a day that falls at the weekend), to be excluded from the 48 hour deadline before a General Meeting to appoint a proxy to attend and vote at such a meeting or to revoke such an appointment. The New Articles now exclude a part of a day that is not a working day from the 48 hour deadline.

#### *Multiple locations for General Meetings*

It is now possible under the 2006 Act, if the articles of association permit it, for a General Meeting to be held in multiple locations, with such locations connected by electronic means. The New Articles enable such meetings to be held, provided that a shareholder is able to exercise their rights to speak or vote at any such location, including one that is abroad. The New Articles also permit for a General Meeting to be held via a webcast, provided that any shareholders who participate in the meeting in such a way can vote and submit questions. The quorum for a meeting held in multiple locations and/or by a webcast may be formed with the shareholders (or their proxies) being in several locations or participating by means of a webcast. Whilst the Company has traditionally held its General Meetings in London, it may wish, in the future, to facilitate meetings in other locations and/or by means of a webcast, should this be cost effective to the Company and convenient for the shareholders.



### *Voting of shares by proxies and corporate representatives*

The Companies (Shareholders' Rights) Regulations 2009 amended the 2006 Act to clarify the position as regards the voting of shares, in particular by proxies and corporate representatives. The New Articles reflect the new law and, in particular, clarify the position where a proxy who has been appointed by several shareholders as regards the number of votes they have on a resolution put to the General Meeting on a show of hands.

In addition, the above-mentioned Regulations introduced the obligation for a proxy to vote in accordance with the instructions of his appointor. Whilst such an obligation is self-apparent, the New Articles contain a provision to clarify that the Company is not obliged to enquire whether such voting instructions have been followed by either a proxy or a corporate representative, nor the failure to follow any given instructions will invalidate any vote cast by them.

### *Directors' Interests*

The 2006 Act revised the law on Directors' interests. The New Articles reflect the current law and, substantially, are the same as the Current Articles. Under Section 175 of the 2006 Act, a director now has a duty to avoid an actual or potential conflict of interest with the Company. The New Articles, as permitted by Section 175 of the 2006 Act, enable the Directors, who are not interested in the matter themselves, to authorise an actual or potential conflict of a director and set parameters on how that conflict shall be managed. For example, the Directors may decide to exclude an interested director from participating in Board meetings and from receiving Board papers on a matter where he has the conflict. In turn, the interested director is not obliged to divulge confidential information to the Company which he has gained from the other party.

### *Remuneration of Directors*

The Current Articles state that the aggregate annual remuneration of the Directors (other than received in an executive capacity) is £150,000. The New Articles do not prescribe a cap on Directors' remuneration, but do provide that the shareholders may, by ordinary resolution, set a limit. Notwithstanding that the New Articles do not provide for a cap, the Company follows best practice in having a remuneration committee and produces a remuneration report which is put to the shareholders each year at the AGM for their approval.

### *Vacation of office by Directors*

The terminology used in the New Articles setting out the circumstances as to when a director must vacate his office has been updated. There has been no change in substance from the specified circumstances in the Current Articles, but more modern terminology has been used for vacating office on the grounds of mental health.

### *Alternate Directors*

The provisions regarding alternate Directors have been updated in the New Articles to be clearer and consistent with best practice. Whilst the substance of the provisions has not changed from the Current Articles, there have been some minor changes which are:

- (a) clarification that an alternate director cannot himself appoint an alternate; and
- (b) clarification that where a director is an alternate for one or more other Directors, in the absence of his appointor(s), whilst he may only be counted once in the quorum for a Board or committee meeting, he has one vote for each director who is absent that he represents.

### *Employee share schemes*

The Current Articles give the Directors the power to establish and maintain share schemes for the benefit of selected employees of the Company or any of its subsidiary companies. The creation of any such share scheme needs to be approved by ordinary resolution. Whilst it is best practice, as prescribed by the Association of British Insurers, to seek shareholder approval of the creation of employee share schemes or any substantive change to an existing scheme, it is unusual to incorporate this as a requirement in the articles of association. Therefore, the New Articles do not contain such a provision, but the Company will, wherever possible and appropriate, follow best practice for establishing and maintaining employee share schemes. For further information, see Section III of the Executive Remuneration – ABI Guidelines on Policies and Practices – 15 December 2009 <http://www.ivis.co.uk/ExecutiveRemuneration.aspx>

### *Change of name*

Under the 1985 Act, a company could only change its name by the shareholders passing a special resolution. The 2006 Act permits companies to have in their articles of association an alternative method to effect a name change. The New Articles enable the Directors to change the Company's name by passing a Board resolution. However, whilst it is recognised under the New Articles that the Directors will be able to change the Company's name without seeking shareholder approval, there are currently no plans to rebrand the Company or change its name. Any decision to change the Company's name in the future would only be taken upon the completion of a full assessment of the Company's brand and its strategy.

### *Provision for employees*

The 2006 Act provides that the Directors of a company may only make provision for a person employed or formerly employed by the company (or any of its subsidiaries) in connection with the cessation or transfer of the whole or part of the undertaking of the company or one of its subsidiaries, if they are so authorised by the articles of association or by the shareholders in general meeting. The New Articles enable the Directors to exercise such a power.

### **Action to be taken**

A form of proxy for use by shareholders in connection with the AGM is enclosed with this letter. You are asked to complete and return it to the Registrars of the Company, Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL as soon as possible and in any event so as to be received not less than 48 hours before the time of the AGM. Further information regarding the appointment of proxies and voting can be found on pages 19 to 25 of this document. The return of a form of proxy will not prevent you from attending the AGM and voting in person should you wish to do so.

### **Recommendation**

Your Board believes that the proposed resolutions 1 to 8 inclusive, 10 and 11 to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The Directors unanimously recommend that you vote in favour of the proposed resolutions, as they intend to do in respect of their own beneficial shareholdings. From the existing Board, Peter Simmonds, Simon Bird and Nicholas Nelson are not entitled to vote on resolution 9 and so the Board makes no recommendation whether to vote in favour of this resolution or otherwise.

Yours sincerely,



**David Pacy**

**Chairman**

#### *Directors*

- Peter Simmonds, CEO and Finance Director
- Simon Bird, Technical Director
- Tink Taylor, Development Director
- Gordon Fidura, Client Services Director
- Nicholas Nelson, Non-Executive Director
- David Pacy, Non-Executive Chairman

#### *Registered Office*

Finsgate  
5 – 7 Cranwood Street  
London EC1V 9EE

## **NOTICE OF ANNUAL GENERAL MEETING ('AGM')**

### **dotDigital Group plc**

*(incorporated in England & Wales under the Companies Act 1985, registered no. 06289659)*

Notice is hereby given that the Annual General Meeting of dotDigital Group plc will be held at 4.00pm on 14 December 2010 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 2010, together with the reports of the Directors and the auditor thereon.
2. To re-elect Ian Taylor as a Director of the Company.
3. To re-elect Simon Bird as a Director of the Company.
4. To appoint Gordon Fidura as a Director of the Company.
5. To approve the report on Directors' remuneration for the year ended 30 June 2010.
6. 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:

7. That, in substitution for all existing authorities, but without prejudice to the exercise of any such authority prior to the date hereof, the Directors be hereby generally and unconditionally authorised pursuant to section 551 of the 2006 Act to exercise all the powers of the Company to:
  - (a) allot shares (as defined in section 540 of the 2006 Act) in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £430,833;
  - (b) allot equity securities (as defined in section 560 of the 2006 Act) up to an aggregate nominal amount of £861,667 (such amount to be reduced by the aggregate nominal amount of ordinary shares allotted or rights to subscribe for or to convert any securities into ordinary

shares in the Company granted under paragraph (a) of this resolution 7) in connection with an offer by way of a rights issue:

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to holders of other equity securities (as defined in section 560 of the 2006 Act) as required by the rights of those securities, or subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply (unless previously renewed, varied or revoked by the Company in General Meeting) for the period commencing on the date of the passing of this resolution and expiring at the end of the AGM of the Company to be held in 2011 or on 31 December 2011 whichever is the earlier but, in each case, so that the Company may make offers and enter into agreements before the 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 the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.

8. That, in substitution for all existing powers, but without prejudice to the exercise of any such powers prior to the date hereof, and subject to the passing of resolution 7, the Directors be generally empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) for cash, pursuant to the authority granted by resolution 7 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the 2006 Act, in each case free of the restriction in section 561 of the 2006 Act, such power to be limited:

(a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of resolution 7, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only):

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to holders of other equity securities (as defined in section 560 of the 2006 Act), as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(b) to the allotment of equity securities, pursuant to the authority granted by paragraph (a) of resolution 7 and/or an allotment which constitutes an allotment of equity securities by virtue of section 560(3) of the 2006 Act (in each case otherwise than in the circumstances set out in paragraph (a) of this resolution 8) up to a nominal amount of £64,625 representing no more than 5% of the issued ordinary share capital as at 18 November 2010; compliance with that limit shall be calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares (as defined in section 560 of the 2006 Act) by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights,

such power to apply (unless previously renewed, varied or revoked by the Company in General Meeting) for the period commencing on the date of the passing of this resolution until the end of the Company's next AGM after this resolution is passed (or 31 December 2011 if earlier) but so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the Directors may allot equity securities under any such offer or agreement as if the power had not expired.

9. That, in accordance with section 239 of the Companies Act 2006, the Company hereby ratifies the resolution of 2 February 2009 of Simon Bird, Nicholas Nelson, Peter Simmonds and David Ivy, who were duly appointed Directors of the Company as at that date, establishing the Company's employees' EMI share option scheme, such resolution having been passed absent the approval of the Company; and the subsequent granting thereunder by the said duly appointed Directors of the Company of 49,226,667 options and 21,250,000 options on, respectively, 2 February 2009 and 22 October 2009, the valuation of the exercise price per share for the options granted having been agreed by HM Revenue and Customs; which resolution and grants would otherwise amount to defaults in relation to the Company.
10. That, pursuant to article 100.2 of the Company's articles of association, the Company hereby approves with continuing effect the Company's employees' EMI share option scheme established on 2 February 2009 by the Board, and the ongoing maintenance thereof by the Board from 2 February 2009 and thereafter.
11. That, the Articles of Association as set out in the form produced to the Meeting, and initialled by the Chairman for the purposes of identification, be adopted as the Articles of Association of the Company, in substitution for and to the exclusion of the existing Articles of Association of the Company as deemed to be altered by Section 28 of the Companies Act 2006.

Dated: 18 November 2010

*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. A summary explanation of the Resolutions set out in this Notice is contained in the covering letter to this Notice, dated 18 November 2010.
2. Resolution 1 relates to the receipt by the AGM of the Directors' and auditor's reports and the financial statements of the Group for the year ended 30 June 2010, copies of which are enclosed with this Notice and which are also available to download at the Company's website at [www.dotdigitalgroup.com](http://www.dotdigitalgroup.com).
3. Resolutions 2 and 3 require that one third of the Directors of the Company, be reappointed. Resolution 4 requires the appointment of Gordon Fidura since the appointment by the Board at the AGM by ordinary resolution, in accordance with the articles of association of the Company.
4. Resolution 5 addresses the Company's election to put its report on Directors' remuneration to an advisory shareholder vote. As the vote is advisory it does not affect the actual remuneration paid to any individual Director. The report on Directors' remuneration is set out in the Annual Report referred to in Resolution 1 above.
5. It is proposed at Resolution 6 to re-appoint Jeffrey's Henry LLP as auditor of the Company and to authorise the Directors to fix the auditor's remuneration.
6. The effect of resolution 7 is to give the Directors authority to allot ordinary shares up to an amount approximately equal to two-thirds of the issued ordinary share capital of the Company as at 18 November 2010 in certain circumstances. Paragraph (a) of the resolution will give Directors a general authority to allot up to a maximum aggregate nominal amount of £430,833 of ordinary shares being equivalent to one-third of the Company's issued ordinary share capital as at 18 November 2010. In November 2009, the ABI issued updated guidance on the approval of authorities to allot shares, in which it stated that, in addition to requests for authorisation to allot new shares in an amount up to one-third of the existing issued ordinary share capital of a company, it would regard as routine requests to authorise the allotment of a further one-third in connection with a rights issue. In light of this, paragraph (b) of resolution 7 proposes that a further authority be conferred on the Directors to allot shares or rights to subscribe for shares in connection with a rights issue in favour of holders of equity securities (which would include ordinary shareholders) up to a further one-third of the issued ordinary share capital (such amount to be reduced by the nominal amount of ordinary shares or rights to subscribe for ordinary shares issued under the authority conferred by paragraph (a) of this resolution). This gives Directors authority to allot in total up to the equivalent of two-thirds of the issued ordinary share capital of the Company as at 18 November 2010. The Board seeks annual renewal of this authority in accordance with best practice. The Board has no current plans to make use of this authority but wishes to ensure that the Company has maximum flexibility in managing the Group's capital resources. This authority would remain in force until the end of the AGM in 2011 or the close of business on 31 December 2011, whichever is the earlier. This authority remains in force regardless of whether the new Articles of Association are adopted pursuant to resolution 11.
7. The effect of resolution 8 is to renew the authority given to the Directors to allot equity securities on a non-pre-emptive basis either to ordinary shareholders by way of a rights

issue or to holders of other equity securities according to the rights attaching to those securities. Additionally, allotments can be made for cash but limited to an amount approximately equal to 5% of the issued ordinary share capital of the Company as at 18 November 2010. This authority would remain in force until the end of the AGM in 2011 or the close of business on 31 December 2011, whichever is the earlier. The Board seeks annual renewal of this authority in accordance with best practice. The Board has no current plans to make use of this authority but wishes to ensure that the Company has maximum flexibility in managing the Group's capital resources. The authority conferred by resolution 8 remains in force regardless of whether the new Articles of Association are adopted pursuant to resolution 11.

8. A summary of the terms of the Company's employees' EMI share option scheme, referred to in Special Resolutions 9 and 10 in this Notice and the rules governing grants to eligible employees under the scheme are set out in the covering letter dated 18 November 2010 supplied with this Notice.
9. Your attention is also drawn to the provisions of the Companies Act 2006, section 239(4), which states that a resolution ratifying the conduct of Directors (Resolution 9 above) will only be passed if the necessary majority is obtained disregarding the votes in favour of the resolution by the Directors whose conduct is to be ratified and any member of the company connected with him. If you are not sure whether you are connected with Simon Bird, Nicholas Nelson, Peter Simmonds and/or David Ivy, we would strongly recommend that you take legal advice.
10. Resolution 10 requests that the Company approves with continuing effect the Company's employees' EMI share option scheme established on 2 February 2009 by the Board, and the ongoing maintenance of the Scheme by the Board from 2 February 2009 and thereafter.
11. Under Resolution 11, the Company is seeking to adopt new Articles of Association. The Company's current Articles of Association ('Current Articles') were drafted before the Companies Act 2006 (the '2006 Act') was fully enacted and are based on the Companies Act 1985 (the '1985 Act'), which on the whole, has been repealed by the 2006 Act. The Company proposes to adopt new Articles of Association (the 'New Articles') to reflect that the 2006 Act (as amended) is now fully implemented. A copy of the New Articles will be available for inspection during normal working hours at the Company's registered offices, Finsgate, 5– 7 Cranwood Street, London EC1V 9EE, from the date of this Notice up until the AGM. A copy may also be downloaded from the Company's website ([www.dotdigitalgroup.com](http://www.dotdigitalgroup.com)) under the Constitutional Documents tab. Alternatively, a copy will also be available 15 minutes prior to, and during the AGM. The principal changes introduced in the New Articles are summarised in the covering letter supplied with this Notice, dated 18 November 2010. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the 2006 Act, have not been noted.
12. Only those shareholders registered in the Register of Members of the Company as at 4.00 pm on 12 December 2010 (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.

13. 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.
14. 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.
15. 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.
16. 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.
17. 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 12 December 2010.

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.

18. 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).
19. 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.
20. 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.
21. As at 18 November 2010 (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 2010 is 1,292,500,000.
22. Except as provided above, members who have general queries about the AGM should contact the Company Secretary.
23. 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.
24. The following documents will be available for inspection at Finsgate, 5– 7 Cranwood Street, London EC1V 9EE from 18 November 2010 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.
  - Copy of the EMI share option agreement for Peter Simmonds
  - Copy of the EMI share option scheme rules and of an example of option agreement for all other eligible employees of the scheme
  - Copy of the proposed New Articles of Association of the Company
  - Reports and Financial Statement of the Group for the year ended 30 June 2010

**dotDigital Group plc (Company)**

*(incorporated in England & Wales under the Companies Act 1985, registered no. 06289659)*

**Annual General Meeting**

**Proxy Form**

**Before completing this form, please read the explanatory notes below**

I /We being a member of the Company appoint the Chairman of the meeting or (see note 3)

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as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 14 December 2010 at 4.00pm and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

<b>RESOLUTIONS</b>	<b>For</b>	<b>Against</b>	<b>Vote withheld</b>	<b>Discretionary</b>
<b>ORDINARY RESOLUTIONS</b> 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 2010, together with the reports of the Directors and the auditor thereon.				
2. To re-elect Ian Taylor as a Director of the Company.				
3. To re-elect Simon Bird as a Director of the Company.				
4. To appoint Gordon Fidura as a Director of the Company.				
5. To approve the report on Directors' remuneration for the year ended 30 June 2010.				
6. 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.				
<b>SPECIAL RESOLUTIONS</b> To consider and, if thought fit, pass the following resolutions as special resolutions:				

<p>7. That, in substitution for all existing authorities, but without prejudice to the exercise of any such authority prior to the date hereof, the Directors be hereby generally and unconditionally authorised pursuant to section 551 of the 2006 Act to exercise all the powers of the Company to:</p> <p>(a) allot shares (as defined in section 540 of the 2006 Act) in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £430,833;</p> <p>(b) allot equity securities (as defined in section 560 of the 2006 Act) up to an aggregate nominal amount of £861,667 (such amount to be reduced by the aggregate nominal amount of ordinary shares allotted or rights to subscribe for or to convert any securities into ordinary shares in the Company granted under paragraph (a) of this resolution 7) in connection with an offer by way of a rights issue:</p> <ul style="list-style-type: none"> <li>(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and</li> <li>(ii) to holders of other equity securities (as defined in section 560 of the 2006 Act) as required by the rights of those securities, or subject to such rights, as the Directors otherwise consider necessary,</li> </ul> <p>and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,</p> <p>such authorities to apply (unless previously renewed, varied or revoked by the Company in General Meeting) for the period commencing on the date of the passing of this resolution and expiring at the end of the AGM of the Company to be held in 2011 or on 31 December 2011 whichever is the earlier but, in each case, so that the Company may make offers and enter into agreements before the 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 the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.</p>				
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<p>8. That, in substitution for all existing powers, but without prejudice to the exercise of any such powers prior to the date hereof, and subject to the passing of resolution 7, the Directors be generally empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) for cash, pursuant to the authority granted by resolution 7 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the 2006 Act, in each case free of the restriction in section 561 of the 2006 Act, such power to be limited:</p> <p>(a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of resolution 7, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only):</p> <ul style="list-style-type: none"> <li>(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and</li> <li>(ii) to holders of other equity securities (as defined in section 560 of the 2006 Act), as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and</li> </ul> <p>(b) to the allotment of equity securities, pursuant to the authority granted by paragraph (a) of resolution 7 and/or an allotment which constitutes an allotment of equity securities by virtue of section 560(3) of the 2006 Act (in each case otherwise than in the circumstances set out in paragraph (a) of this resolution 8) up to a nominal amount of £64,625 representing no more than 5% of the issued ordinary share capital as at 18 November 2010; compliance with that limit shall be calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares (as defined in section 560 of the 2006 Act) by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights,</p> <p>such power to apply (unless previously renewed, varied or revoked by the Company in General Meeting) for the period commencing on the date of the passing of this resolution until the end of the Company's next AGM after this resolution is passed (or 31 December 2011 if earlier)</p>				
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<p>but so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the Directors may allot equity securities under any such offer or agreement as if the power had not expired.</p>				
<p>9. That, in accordance with section 239 of the Companies Act 2006, the Company hereby ratifies the resolution of 2 February 2009 of Simon Bird, Nicholas Nelson, Peter Simmonds and David Ivy, who were duly appointed Directors of the Company as at that date, establishing the Company's employees' EMI share option scheme, such resolution having been passed absent the approval of the Company; and the subsequent granting thereunder by the said duly appointed Directors of the Company of 49,226,667 options and 21,250,000 options on, respectively, 2 February 2009 and 22 October 2009, the valuation of the exercise price per share for the options granted having been agreed by HM Revenue and Customs; which resolution and grants would otherwise amount to defaults in relation to the Company.</p>				
<p>10. That, pursuant to article 100.2 of the Company's articles of association, the Company hereby approves with continuing effect the Company's employees' EMI share option scheme established on 2 February 2009 by the Board, and the ongoing maintenance thereof by the Board from 2 February 2009 and thereafter.</p>				
<p>11. That, the Articles of Association as set out in the form produced to the Meeting, and initialled by the Chairman for the purposes of identification, be adopted as the Articles of Association of the Company, in substitution for and to the exclusion of the existing Articles of Association of the Company as deemed to be altered by Section 28 of the Companies Act 2006.</p>				

(Please complete in block capitals including initials and surnames of joint holders if applicable)

Signature	Date
<p>Signature of Individual</p> <p>.....</p> <p>Print name</p> <p>.....</p> <p>Address</p> <p>.....</p> <p>.....</p>	

<p>Joint Holders (if applicable) .....</p> <p>.....</p>	
<p>Signed by [NAME OF DIRECTOR]</p> <p>.....</p> <p>Director</p> <p>for and on behalf of [NAME OF COMPANY]</p> <p>.....</p> <p>Company</p>	

## Notes to the proxy form

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at an AGM of the Company. You can only appoint a proxy using the procedures set out in these notes.

2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.

4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You 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. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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 you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

6. To appoint a proxy using this form, the form must be:

- completed and signed;
- sent or delivered to the Registrars of the Company, Share Registrars Limited of 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 12 December 2010 (or in the case of adjournment forty-eight hours before the time of the adjourned meeting).

7. In the case of a member which is a company, this 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 this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.



8. 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).

9. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

10. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.

11. You may not use any electronic address provided in this proxy form (other than in note 6 above) to communicate with the Company for any purposes other than those expressly stated.