

**DOTDIGITAL GROUP PLC**

(Incorporated and registered in England and Wales under company number 06289659)

Registered office:  
No1 London Bridge  
London Bridge Street  
London  
SE1 9BG

19<sup>th</sup> November 2018

**LETTER FROM THE CHAIRMAN**

Dear Shareholder,

**2018 ANNUAL GENERAL MEETING**

Our Annual General Meeting will take place at No1 London Bridge, London Bridge Street, London, SE1 9BG on Tuesday 18<sup>th</sup> December 2018. It will start at 11.30 am, and I hope you can join us there.

Over the following pages you will find the Notice of Meeting, together with notes explaining the business to be considered on the day. You will also find a copy of the annual report with this notice which describes Dotdigital Group's performance.

The directors are recommending a final dividend of 0.64p per ordinary share (an uplift of 16% over last year) and, assuming that the resolution set out as Resolution 7 is passed, it will be paid on 31 January 2019 to those shareholders on the register as at 11 January 2019. The Board has decided that it will keep a progressive dividend in line with earnings before interest, tax, amortisation and depreciation growth, supplemented by special dividends from time to time. To this end we enclose a dividend mandate which we would ask that you complete and return to our registrars, Share Registrars Limited, whose address is in note 1 to the Notice. Payment of dividends through the BACS system is not compulsory but avoids the risk of loss through the postal system.

The votes of all shareholders count, whether they attend the meeting or not. If you cannot attend the meeting I would urge you to appoint and instruct a proxy to vote on your behalf. The board recommends that you support all of the Resolutions put before you.

On behalf of the Board, I look forward to welcoming you to Dotdigital Group's 2018 Annual General Meeting.

**Frank Beechinor-Collins**  
**Chairman**

**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 2018 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 ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Dotdigital Group plc ("the **Company**") will be held at No1 London Bridge, London Bridge Street, London, SE1 9BG on 18<sup>th</sup> December 2018 at 11.30am for the following purposes:

### **Ordinary Business**

1. To receive the financial statements for the year ended 30 June 2018 together with the reports of the Directors and auditor thereon.
2. To approve the Directors' Remuneration Report for the financial year ended 30 June 2018.
3. To re-elect Ian Taylor as a Director retiring by rotation.
4. To re-elect Peter Simmonds as a Director.
5. To re-elect Paraag Amin as a Director.
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.
7. To declare a final dividend of 0.64 pence per ordinary share for the year ended 30 June 2018, such dividend to be paid on 31 January 2019 to holders of ordinary shares on the Company's register of members at the close of business on 11 January 2019.

### **Special Business**

To consider and, if thought fit, to pass the following resolutions which will be proposed as an ordinary resolution as to each of resolutions 8 and 9 and as a special resolution as to each of resolutions 10 and 11:

8. To approve the Dotdigital Group plc Company Share Option Plan 2018 (the "CSOP"), the principal terms of which are summarised in the Explanatory notes to the resolutions below, and to authorise the Directors of the Company to do all such things as may be necessary to carry the CSOP into effect.
9. That the directors of the Company be and are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**") to exercise any and all powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ("**Rights**") up to an aggregate nominal value of **£149,015** to such persons and at such times and on such terms as they think proper such authority to be in substitution for any equivalent authority which may have been granted to the directors prior to the passing of this Resolution 9 **PROVIDED THAT** unless previously renewed, revoked, varied or extended this authority hereby given shall expire on the date falling 15 months from the date of the passing of this resolution or if earlier on the conclusion of the next Annual General Meeting of the Company save that the Company may at any time before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot

shares or grant Rights in pursuance of such an offer or agreement as if this authority had not expired.

10. That, subject to the passing of Resolution 9, the directors of the Company now be and are authorised pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority conferred on the directors under section 551 of the Act pursuant to Resolution 9 above for the duration of such authority, as if the provisions of section 561 of the Act did not apply to such allotment, with such authority to be in substitution for any equivalent authority which may have been granted to the directors prior to the passing of this Resolution 10, **PROVIDED THAT** this power shall be limited to the allotment of equity securities:
- i) in connection with a rights issue, open offer or any other pre-emptive offer in favour of holders of equity securities (as required by the rights of such securities) in proportion (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the directors may consider appropriate to deal with treasury shares, fractional entitlements, record dates or legal or practical difficulties under the laws of any territory or the requirements of any recognised regulatory body or stock exchange in any territory or otherwise; and
  - ii) (other than pursuant to sub paragraph (i) above) up to an aggregate nominal value equal to **£149,015** save that the Company may, prior to the expiry of such power, make any offer or agreement which requires or might require such equity securities to be allotted after the expiry of such period.
11. That, the Company be generally and unconditionally authorised, pursuant to the Articles of Association of the Company and pursuant to section 701 of the Act, to make market purchases (as defined in section 693(4) of the Act) of up to 29,803,057 Ordinary Shares of 0.5p each ("**Ordinary Shares**") in the capital of the Company (being approximately 10 per cent. of the current issued ordinary share capital of the Company) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:
- (a) the amount paid for each Ordinary Share (exclusive of expenses) shall not be less than 0.5p per Ordinary Share nor more than the higher of (1) five per cent. above the average of the middle market quotation for Ordinary Shares as derived from the AIM Section of the Daily Official List of the London Stock Exchange plc for the five business days before the date on which the contract for the purchase is made, and (2) an amount equal to the higher of the price of the last independent trade and current independent bid as derived from the London Stock Exchange trading system; and
  - (b) the authority herein contained shall expire at the conclusion of the next annual general meeting of the Company to be held in 2019 or on 17 December 2019, whichever is earlier, provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred had not expired.

By Order of the Board

**George Kasparian**  
*Secretary*

**16 November 2018**

**Registered Office**  
No1 London Bridge  
London Bridge Street  
London  
SE1 9BG

## NOTES

1. A member entitled to attend and vote at the Annual General Meeting (“**AGM**”) may appoint a proxy (who need not be a member of the Company) to attend, speak and vote on his or her behalf. In order to be valid, an appointment of proxy must be returned by one of the following methods:

- in hard copy in the form enclosed together with the power of attorney or other authority, if any, under which it is signed, or a copy of such power or authority certified by a notary, by post, by courier or by hand to the Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or by fax to Share Registrars Limited on 01252 719232 or by scan and email to Share Registrars Limited at [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com). The form of proxy must be signed by the shareholder appointing the proxy or by his/her attorney authorised in writing. If the shareholder is a corporation, the form of proxy should be sealed with its common seal or signed by an officer or an attorney of the corporation or other person authorised to sign it; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below:

and in each case to be valid must be received by the Company not less than 48 hours (excluding any part of a day that is not a working day) before the time of the meeting or the adjourned meeting.

2. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

3. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a ‘**CREST Proxy Instruction**’) must be properly authenticated in accordance with Euroclear UK & Ireland’s (‘**EUI**’) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer’s agent by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer’s agent (ID: 7RA36) is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

4. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have 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, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, tel. 01252 821390.

5. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR. The revocation notice must be received by Share Registrars Limited not less than 48 hours (excluding any part of a day that is not a working day) before the time of the meeting or the adjourned meeting. 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.

6. The completion of a proxy does not preclude a member from attending the AGM and voting in person.

7. Copies of the service and consultancy agreements of the Directors with the Company, or with any of its subsidiaries, will be available for inspection at the registered office of the Company during usual business hours from the date of this Notice until the close of the AGM and also at the place of the AGM for at least 15 minutes prior to and during the AGM.

8. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001 and paragraph 18 (c) of the Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, only those shareholders who are registered on the Company's register of members 48 hours (excluding any part of a day that is not a working day) before the time of the Annual General Meeting (or any adjournment thereof) shall be entitled to attend the AGM and to vote in respect of the number of Ordinary Shares registered in their names at that time. Changes to entries on the register of members after 48 hours (excluding any part of a day that is not a working day) before the time of the Annual General Meeting (or any adjournment thereof) shall be disregarded in determining the rights of any person to attend and/or vote at AGM.

9. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

## **EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING**

The notice of the Annual General Meeting to be held on 18 December 2018 is set out on page 2. The following notes provide an explanation as to why the resolutions set out in the notice are to be put to shareholders.

### **Resolution 1 – Adoption of Accounts**

English company law requires the Directors to present the accounts to a general meeting of the shareholders.

### **Resolution 2 – Directors' Remuneration Report**

Shareholders will have the opportunity to cast an advisory vote on the Directors' Remuneration Report for the year ended 30 June 2018. The report is set out in full on pages 28 to 32 of the Annual Report 2017/18.

### **Resolution 3 - Re-election of Director Retiring by Rotation**

The Company has six Directors and the Articles of Association provides for one-third of them (excluding any Directors appointed since the last AGM) to retire by rotation and where such number is not a whole number then the number nearest to but not exceeding one third shall retire. The longest serving directors have to offer themselves for re-election first. The length of time a Director has been in office is computed from the date of his appointment or re-election and where they have served for an equal amount of time then they shall agree who is to retire or be chosen by lot.

### **Resolution 4 – Re-election of Director Retiring due not meeting independence criteria**

As a consequence of the Company's compliance with the QCA Corporate Governance Code any director that does not meet the independence criteria should stand for election annually, thereby allowing shareholders the ability to voice their opinion. Although Peter Simmonds, was formally the Chief Executive of the Company, the Board still considers him to be independent in character and judgement as evidenced by the way he has discharged his duties. Therefore, the Board believes it would be in the best interest of the shareholders for Peter Simmonds to serve for a further year during a period of Board changes, given his in-depth knowledge of the business and significant director experience.

### **Resolution 5 - Re-election of Director Retiring in accordance with the Company's Articles of Association**

The Company's Articles of Association require any Director appointed since the previous AGM to retire at the AGM following their appointment. As he was appointed since the previous AGM Paraag Amin will retire and offer himself for re-election.

### **Resolution 6 – Re-appointment of Auditors**

By this resolution, the Company will re-appoint Jeffrey Henry as auditors and the Directors are seeking shareholder approval to such appointment and the ability to determine the amount of their fees.

### **Resolution 7 – Authority to the Directors to Declare a Final Dividend**

The Directors recommend a final dividend of 0.64 pence per share. The final dividend cannot exceed the amount recommended by the Directors. If approved by the shareholders, the final dividend will be paid on 31 January 2019 to those shareholders on the register as at 11 January 2019.

### **Resolution 8 – Approve the Dotdigital Company Share Option Plan 2018 ('CSOP')**

Resolution 8 seeks shareholder approval to adopt a company share option plan under Schedule 4 to the Income Tax (Earnings and Pensions) Act 2003 as an employees' share scheme. It is no longer possible for the Company to grant tax advantaged EMI awards to United Kingdom employees under the Company's existing tax advantaged option plan. It is therefore proposed that the Company should adopt a new United Kingdom tax advantaged company share option plan, the 'Dotdigital Group plc Company Share Option Plan 2018' (the "CSOP"), to offer employees resident for tax purposes in the United Kingdom tax efficient share options. The CSOP also offers the Company the flexibility to grant non-tax advantaged options.

Although not strictly a requirement under the AIM Rules, the Board considers that it is appropriate to seek shareholder approval for the implementation of the CSOP. Resolution 8 is to be proposed at the AGM to approve the CSOP and the principal features of the CSOP are summarised below.

### **Resolution 9 – Authority to the Directors to Allot Shares**

Under the Act, the Directors of a Company may only allot shares if authorised to do so. Whilst the current authority has not yet expired, it is customary to grant a new authority at each Annual General Meeting. Accordingly, resolution number 9 will be proposed as an ordinary resolution to grant a new authority to allot the unissued share capital (equal to approximately 10% of the issued share capital of the Company). If given, this authority will expire on the date falling 15 months from the date of this resolution or if earlier on the conclusion of the next Annual General Meeting, unless previously renewed, revoked or varied by the Company in general meeting. Although the Directors currently have no present intention of exercising this authority, passing this resolution will allow the Directors flexibility to act in the best interests of shareholders when opportunities arise.

### **Resolution 10 – Disapplication of Statutory Pre-Emption Rights**

Your Directors also require additional authority from shareholders to allot shares where they propose to do so for cash and otherwise than to existing shareholders pro rata to their holdings. This enables the Directors to issue to persons who are not existing shareholders but limited to shares whose nominal value does not exceed £149,015 (equal to approximately 10% of the issued share capital of the Company). Again, whilst the current authority has not yet expired, it is customary to grant a new authority at each Annual General Meeting. Accordingly, this resolution will be proposed as a special resolution to grant such authority over all the unissued shares.

### **Resolution 11 – Authority to Purchase Own Shares**

Resolution 11 will be proposed as a special resolution to give the Company authority to purchase its own shares in the market during the period until the next Annual General Meeting of the Company or 17 December 2019, whichever is earlier, for up to 29,803,057 Ordinary Shares, representing approximately 10 per cent of the issued share capital of the Company as at 15 November 2018 (being the last practicable date prior to the publication of this Notice of Annual General Meeting). The price payable shall not be more than five per cent. above the average of the middle market quotation as derived from the AIM Section of the Daily Official List of the London Stock Exchange plc for the Ordinary Shares for the five business days before the purchase is made and in any event not more than the higher of the price of the last independent trade and current independent bid as derived from the London Stock Exchange trading system and not less than 0.5p per share, being the nominal value of the shares.

It is the Directors' intention only to exercise the authority to purchase the Company's shares where it would increase the earnings per share of those Ordinary Shares that are not re-purchased. This power will only be used if the Directors consider that to do so would be in the best interests of shareholders generally. Save to the extent purchased pursuant to the regulations concerning treasury shares any Ordinary Shares purchased in this way will be cancelled and the number of shares in issue will be accordingly reduced. The Company may hold in treasury any of its own Ordinary Shares that it purchases pursuant to the relevant regulations and the authority conferred by this resolution. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with greater flexibility in the management of its capital base.

## Appendix

### A summary of the principal features of the proposed dotdigital Group Plc 2018 Company Share Option Plan ("CSOP")

The CSOP provides for the grant of options and provided certain conditions are satisfied, such options may qualify for favourable tax treatment. The CSOP complies with the requirements of Schedule 4 to the Income Tax (Earnings and Pensions) Act 2003.

(a) **Eligibility**

All executive directors who are required to work not less than 25 hours per week for the Company and any of its subsidiaries from time to time (the "Group") and all employees of the Group are eligible to participate in the CSOP ("eligible employees").

(b) **Grant of options**

May be granted to eligible employees selected by the Remuneration Committee in its absolute discretion during the periods of 42 days from the adoption date, the date of an announcement, the day on which an eligible employee's employment with the Group begins, the day on which changes to the legislation affecting the tax treatment of the CSOP are proposed or made or any other period of 42 days from the date of an event which, in the opinion of the Remuneration Committee, is an exceptional event relating to or affecting the Group.

If the Company is prevented from granting options under the CSOP as a result of the application of statute, order or regulation then options may be granted within 42 days beginning with the date on which such restriction is removed. Options may be granted on terms that their exercise will be subject to the satisfaction of objective performance criteria. Options may also be granted on terms that their exercise will be subject to the option holder paying any employer's national insurance contributions due pursuant to the exercise.

Options may be granted by the trustee of an employee benefit trust. No options may be granted more than 10 years after the adoption of the CSOP.

The CSOP also provides for the grant of non-tax advantaged options. This enables options to be granted under the same terms as the tax-advantaged CSOP but without complying with the particular requirements of Schedule 4 to the Income Tax (Earnings and Pensions) Act 2003. The provisions of the CSOP that do not apply to the non-tax advantaged options include the £30,000 limit and the need to comply with the provisions of Schedule 4 to the Income Tax (Earnings and Pensions) Act 2003.

(c) **Exercise price**

The price at which an option holder may acquire ordinary shares on the exercise of an option shall be determined by the Remuneration Committee but shall not be less than the greater of the market value of an ordinary share at the time of grant and its nominal value.

(d) **Scheme limits**

The number of ordinary shares over which options may be granted under the CSOP on any date shall be limited so that the total number of ordinary shares issued and issuable pursuant to options granted in any ten-year period under the CSOP, or any option or award granted under any other share or option plan operated by the Company, may not exceed such number as represents 10% of the ordinary share capital of the Company in issue on that date, but excluding (a) any Shares issued or that are capable of being issued pursuant to options or awards granted under any share or option plan operated by the Company prior to the Admission to the Alternative Investment Market (AIM), and (b) any Shares subject to awards that have been released, lapsed or have otherwise become incapable of exercise.

The maximum total market value of Shares over which options may be granted to any employee during any financial year of the Company under the CSOP is 150% of his or her salary, provided that in exceptional circumstances and/or where necessary to recruit or retain an employee, options may be granted to an employee over Shares with a market value of up to 200% of his or her salary.

No option may be granted to an eligible employee which would result in the aggregate exercise prices of ordinary shares comprised in all outstanding options granted to him under the CSOP when aggregated with all outstanding options held under any other share option scheme established by the Company or any associated company exceeding £30,000 or such other amount as provided for by any applicable legislation.



(e) **Exercise of Options**

Will normally only be exercisable by an option holder who is still an eligible employee of the Group after the third anniversary of its date of grant and before the tenth anniversary of its date of grant. Options will normally lapse on cessation of employment save in the circumstances set out below.

Earlier exercise is permitted if the option holder dies or leaves employment through injury, disability, redundancy or retirement, a relevant transfer occurs within the meaning of the Transfer of Undertakings (Protection of Employment) Regulations 2006, the company by which the Option Holder is employed ceases to be under the control of the Company or any other circumstances approved by the Remuneration Committee acting fairly and reasonably. In such circumstances options may be exercised notwithstanding that fewer than three years have passed and notwithstanding that the performance conditions have not been satisfied. If the option holder leaves in other circumstances then the Remuneration Committee may, acting fairly and reasonably, allow the option to be exercised early and may, acting on the recommendation of the Remuneration Committee, waive any performance conditions attaching to such award. Early exercise is also permitted in the event of a takeover, reconstruction or voluntary winding-up of the Company; however, the Remuneration Committee shall in such circumstances determine the extent to which options may be exercised taking account of the Company's performance up to that time.

If any performance conditions attaching to an option have not been satisfied at the end of the performance period then the option will lapse on the normal vesting date.

(f) **Manner of exercise**

Within 30 days of the receipt of a notice of exercise of an option, together with a payment for the aggregate exercise price and a payment for any income tax and employee national insurance contributions due, the ordinary shares in respect of which the option has been exercised must be issued by the Company or the Company must procure their transfer (which for the purposes of the CSOP includes the transfer of shares out of treasury) to the option holder and shall issue a definitive certificate in respect of the ordinary shares allotted or transferred. Ordinary shares issued or transferred by the Company on the exercise of options will rank pari passu with existing ordinary shares.

(g) **Exchange of options on change of control**

If any company obtains control of the Company as a result of a takeover offer or the sanctioning of a scheme of arrangement under section 899 of the 2006 Act or if a company has become bound or entitled to acquire all the Ordinary Shares under sections 979 to 982 or 983 to 985 of the 2006 Act, an option holder may, by agreement with that other company, seek the release of his options in return for the grant of equivalent options over shares in that other company.

(h) **Variation of share capital**

In the event of the variation of the share capital of the Company by way of a capitalisation issue or rights issue, or upon any consolidation, subdivision or reduction or otherwise of the Company's capital, that affects or may affect the value of options under the CSOP, the number of ordinary shares the subject of an option and/or the exercise price may be adjusted by the Remuneration Committee in such manner as the Remuneration Committee in its absolute discretion considers to be fair and appropriate provided that the exercise price per share remains at least equal to the nominal value of an ordinary share and the total market value of shares subject to options remains substantially the same. If the exercise price would otherwise fall below the nominal value, the Company may capitalise reserves to the extent it is lawful to pay up additional shares for allotment to option holders.

(i) **Amendments and general**

No rights under an option may be transferred by an option holder to any other person. In the event of an option holder's death the deceased option holder's option may be exercised within 12 months of the date of death. Options granted under the CSOP shall not be pensionable.

The CSOP may be amended by the Remuneration Committee in any way provided, in summary, that:

(a) no amendment may be made to a key feature of the CSOP if, as a result of the amendment, the CSOP would no longer meet the requirements of Schedule 4 to ITEPA;

(b) no material amendment may apply to Options granted before the amendment was made without the consent of the option holder;

(c) while the Company is subject to any requirement, or bound by any agreement, that this should be the case, no amendment may be made without the prior approval of the Company in general meeting if it would: (i) make the terms on which options may be granted materially more generous; or (ii) increase any of the limits relating to the number or value of shares that can be issued under the CSOP; or (iii) to expand the class of potential option holders, unless it is a minor amendment to benefit the administration of the CSOP,

to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for option holders or for the Company.

(d) The Remuneration Committee may also amend the CSOP to comply with or take account of relevant overseas legal, taxation or securities laws.

Dotdigital Group plc

(the "Company")

**FORM OF PROXY - AGM**

I/We the undersigned, being a member/members of the above-named company, hereby appoint

.....  
or, failing him, the Chairman of the meeting, as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held on 18 December 2018 at 11.30am and any adjournment thereof. The proxy will vote on the under-mentioned resolutions, as indicated.

(PLEASE INDICATE WITH AN 'X' IN THE BOXES BELOW) <b>RESOLUTIONS</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>ORDINARY BUSINESS:</b>			
<b>Resolution 1:</b> To receive the Directors' and Auditors' Report and Audited Accounts for the year ended 30 June 2018.			
<b>Resolution 2:</b> To approve the Directors' Remuneration Report for the financial year ended 30 June 2018.			
<b>Resolution 3:</b> To re-elect Ian Taylor as a Director.			
<b>Resolution 4:</b> To re-elect Peter Simmonds as a Director.			
<b>Resolution 5:</b> To re-elect Paraag Amin as a Director.			
<b>Resolution 6:</b> To re-appoint Jeffrey's Henry LLP as auditors to the Company and to authorise and approve the Directors to fix their remuneration.			
<b>Resolution 7:</b> To declare a final dividend of 0.64 pence per ordinary share.			
<b>SPECIAL BUSINESS:</b>			
<b>Resolution 8:</b> To approve the Dotdigital Group PLC company share option plan 2018			
<b>Resolution 9:</b> To authorise the Directors to allot relevant securities generally pursuant to section 551 of Companies Act 2006.			
<b>Resolution 10:</b> To disapply the statutory pre-emption rights conferred by Section 561 of the Companies Act 2006. (Special Resolution)			
<b>Resolution 11:</b> To authorise the Company to purchase its own shares.			

*If this form is signed and returned without any indication as to how the proxy shall vote, he will exercise his discretion both as to how he votes (and whether or not he abstains from voting).*

**PRINT NAME:** .....

**DATE:** .....

**SIGNATURE:** .....

## Notes to the proxy form - AGM

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 a meeting 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.
5. To direct your proxy how to vote on the resolutions, mark the appropriate box with an 'X'. 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 (i) completed and signed (ii) sent or delivered to Registrars of the Company, Share Registrars Limited, or by fax to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR on 01252 719232 or by scan and email to Share Registrars Limited to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com) and (iii) received by the Registrars of the Company no later than 48 hours (excluding any part of a day that is not a working day) before the time of the Annual General Meeting (or any adjournment thereof).
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.
8. 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.
9. In the case of joint holders, the signature of the holder whose name stands first in the relevant Register of Members will suffice as the vote of such holders and shall be accepted to the exclusion of the votes of the other joint holders. The names of all joint holders should, however, be shown. CREST members should use the CREST electronic proxy appointment service and refer to notes 13-16 below in relation to the submission of a proxy appointment via CREST.
10. 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.
11. For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the notice of meeting.
12. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.
13. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
14. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID: **7RA36**) by the latest time(s) for receipt of proxy appointments specified in the notice of AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

15. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
16. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
17. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001 and paragraph 18 (c) of the Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, only those persons whose names are entered on the Register of Members of the Company 48 hours (excluding any part of a day that is not a working day) before the time of the Annual General Meeting (or any adjournment thereof) shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the AGM.