

MEDIAZEST PLC
("the Company")
Company Number: 05151799

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 2012 Annual General Meeting ("AGM") of the Company will be held at the offices of Nabarro LLP at Lacon House, 84 Theobald's Road, London WC1X 8RW, on 28 September 2012 at 10.00 a.m. to consider and, if deemed fit, to approve resolutions 1 to 5 as ordinary resolutions.

Ordinary Resolutions

1. To receive, consider and adopt the report of the directors and the audited financial statements of the Company for the year ended 31 March 2012.
2. To re-appoint Geoffrey Robertson retiring as a director in accordance with the Company's articles of association and, being eligible, offering himself for reappointment as a director of the Company.
3. To re-appoint Lance O'Neill retiring as a director in accordance with the Company's articles of association and, being eligible, offering himself for reappointment as a director of the Company.
4. To re-appoint Nexia Smith & Williamson as auditors to the Company, to hold office from the conclusion of the meeting until the conclusion of the next annual general meeting of the Company.
5. To authorise the Directors to determine the auditors' remuneration.

Date: Thursday 6 September 2012

BY ORDER OF THE BOARD
Cargil Management Services Limited
Secretary

Dated

Notes:

1. As a holder of ordinary shares in the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. A proxy need not be a member of the Company.
2. In the case of joint holders, the vote of the person first named in the register of members tendering a vote will be accepted to the exclusion of the votes of the other joint holders.
3. In the case of a corporation, the form of proxy must be expressed to be executed by the corporation and must be executed under its common seal, or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
4. To be valid, the form of proxy and any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority must be deposited with the Registrars of the Company, Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL, or by fax to Share Registrars Limited on +44 (0) 1252 719232 or by scan and email to Share Registrars Limited at proxies@shareregistrars.uk.com in accordance with the instructions printed thereon so as to be received not less than 48 hours (excluding any part of a day that is not a working day) before the time of the meeting or any adjournment thereof.

5. The completion and return of a proxy card will not affect the right of a member to attend, speak and vote in person at the meeting convened by this notice.
6. 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.
7. 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 "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 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.
8. Pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, members will be entitled to attend and vote at the meeting if they 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 appointed for the meeting or any adjournment thereof. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

MEDIAZEST PLC
Company Number: 05151799

FORM OF PROXY
for use by shareholders at the Annual General Meeting
to be held on 28 September 2012

I/We, the undersigned shareholder(s) of Mediazest Plc (the "Company") hereby appoint the Chairman of the Meeting/..... *(see note 1) as my/our proxy to vote in my/our name(s) and on my/our behalf at the Annual General Meeting of the Company to be held at the offices of Nabarro LLP at Lacon House, 84 Theobald's Road, London WC1X 8RW, on 28 September 2012 at 10.00 a.m. and at any adjournment thereof.

Please indicate with an "X" in the appropriate boxes below how the proxy should vote and then sign in the space provided below. If no specific direction as to voting is given, the proxy may vote or abstain at his discretion.

ORDINARY RESOLUTION

Resolution 1 - Adoption of Report and Accounts

Resolution 2 - Re-appointment of Geoffrey Robertson as a Director

Resolution 3 - Re-appointment of Lance O'Neill as a Director

Resolution 4 - Re-appointment of Auditors

Resolution 5 – Directors to approve Auditors' Remuneration

	For	Against	Withheld
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We authorise my/our proxy to act at his/her discretion in relation to any other business arising at the Meeting (including in respect of the question whether to adjourn such meeting) and at any adjournment of such Meeting.

Signature(s) Dated

Name:
(in block capitals)

Address

Initials and surnames of joint holders if any

Notes:

1. *If you wish to appoint any person other than the Chairman of the Meeting as proxy, please delete the words "Chairman of the Meeting" and insert his or her name and address in the space provided and initial the alteration. The person appointed to act as a proxy need not be a member of the Company.
2. As a holder of ordinary shares in the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. A proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the person first named in the register of members tendering a vote will be accepted to the exclusion of the votes of the other joint holders.
4. In the case of a corporation, this form must be expressed to be executed by the corporation and must be executed under its common seal, on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
5. To be valid, the form of proxy and any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority must be deposited with the Registrars of the Company, Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL, or by fax to Share Registrars Limited on +44 (0) 1252 719232 or by scan and email to Share Registrars Limited at proxies@shareregistrars.uk.com in accordance with the instructions printed thereon so as to be received not less than 48 hours (excluding any part of a day that is not a working day) before the time of the meeting or any adjournment thereof.
6. Any alteration to this form must be initialled.
7. The completion and return of a form of proxy will not affect the right of a member to attend, speak and vote in person at the meeting convened by this notice.
8. 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.
9. 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 "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 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.
10. Pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, members will be entitled to attend and vote at the meeting if they 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 appointed for the meeting or any adjournment thereof. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.