

## MEDIAZEST PLC

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of MediaZest plc (the "**Company**") will be held at the offices of Nabarro LLP, Lacon House, 84 Theobald's Road, London WC1X 8RW at 10.00 a.m. on 30th September 2010:

#### ORDINARY BUSINESS

1. To receive and adopt the Company's annual report and financial statements for the 15 month period ended 31 March 2010, together with the directors' report and the auditors' report on those accounts.
2. To 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 at which accounts are laid before the Company.
3. To authorise the Directors to determine the auditors' remuneration.

#### SPECIAL BUSINESS

As special business, to consider and, if thought fit, to pass the following resolutions with resolution 4 being proposed as an ordinary resolution and resolution 5 being proposed as a special resolution:

4. That, in accordance with section 551 of the Companies Act 2006 ("2006 Act"), the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £80,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 15 months after the date of the annual general meeting save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in addition to any previous authority conferred on the Directors in accordance with section 551 of the 2006 Act.
5. THAT, subject to the passing of resolution 4 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 4, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall:
  - (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £80,000; and
  - (b) expire upon the expiry of the general authority conferred by resolution 4 above (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

By order of the Board  
Nigel Duxbury  
Company Secretary  
7<sup>th</sup> September 2010

*Registered Office:*  
3<sup>rd</sup> Floor  
16 Dover Street  
London W1S 4LR

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) as his proxy to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
2. Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
3. A form of proxy is enclosed with this notice and instructions are shown on the form. To be valid, completed proxies must be received (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney) by the Company's registrar, Share Registrars Limited, no later than 48 hours before the time for holding the meeting in one of the following ways:
  - (a) hard copy form by post, by courier or by hand to the Company's Registrar at Share Registrars Limited, Proxy Department, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL;
  - (b) by fax to the Company's Registrar on fax number +44 (0)1252 719232; or
  - (c) scanned and emailed to the Company's Registrar using the email address [proxies@shareregistrars.uk.com](mailto:proxies@shareregistrars.uk.com).
4. The Company specifies, pursuant to Regulation 41 of the Uncertified Securities Regulations 2001, that only those shareholders registered in the register of members of the Company as at 6 p.m. on 28 September 2010 (or, if the meeting is adjourned, at 6 p.m. on the date which is two days prior to the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective 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 or vote at the meeting.
5. To change your proxy instructions you may return a new proxy appointment using the methods set out above. 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 on +44 (0)1252 821390. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.