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If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The Directors (whose names and functions appear on page 5 of this document) and the Company (whose registered office appears on page 5 of this document) accept responsibility, both collectively and individually, for the information contained in this document and compliance with the AIM Rules. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Existing Ordinary Shares are admitted to trading on AIM. Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the New Ordinary Shares will commence on 30 April 2012. The New Ordinary Shares will, on Admission, rank pari passu in all respects with the Existing Ordinary Shares, and will rank in full for all dividends and other distributions declared, made or paid on Ordinary Shares after Admission.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The London Stock Exchange has not itself examined or approved the contents of this document. Prospective investors should read this document in its entirety.

This document contains no offer of transferable securities to the public within the meaning of section 102B of the FSMA, the Act or otherwise. Accordingly, this document does not constitute a prospectus within the meaning of section 85 of the FSMA and has not been drawn up in accordance with the Prospectus Rules or approved by the FSA or any other competent authority.



Progressive Digital Media Group plc

(Incorporated in England and Wales and registered under the Companies Act 2006 with registered number 03925319)

Placing of 111,111,111 new Ordinary Shares at a price of 18 pence per share

Capitalisation of Shareholder Loan and Debt Set-off

and

Notice of General Meeting

Your attention is drawn to the letter from the Senior Independent Director of the Company which is set out in Part 1 of this document and which contains the unanimous recommendation of the Directors that you vote in favour of the Resolutions to be proposed at the General Meeting.

Singer Capital Markets, which is authorised and regulated in the United Kingdom by the FSA, is acting as nominated adviser and broker to the Company in connection with the Proposals and will not be acting for any other person (including a recipient of this document) or otherwise be responsible to any person for providing the protections afforded to clients of Singer Capital Markets or for advising any other person in respect of the Proposals or any transaction, matter or arrangement referred to in this document. Singer Capital Markets' responsibilities as the Company's nominated adviser and broker are owed solely to London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of his decision to acquire shares in the Company in reliance on any part of this document.

Apart from the responsibilities and liabilities, if any, which may be imposed on Singer Capital Markets by the FSMA or the regulatory regime established thereunder, Singer Capital Markets does not accept any responsibility whatsoever for the contents of this document, including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Ordinary Shares or the Proposals. Singer Capital Markets accordingly disclaims all and any liability whether arising in tort, contract or otherwise (save as referred to above) in respect of this document or any such statement.

Notice of a General Meeting of Progressive Digital Media Group plc, to be held at John Carpenter House, John Carpenter Street, London, EC4Y 0AN at 10.05 a.m. on 27 April 2012 (or such later time as the annual general meeting of the Company being held on at 10:00 a.m. on the same date and at the same place shall have finished), is set out at the end of this document. To be valid, the accompanying Form of Proxy for use in connection with the General Meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, by not later than 10.05 a.m. on 25 April 2012. Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

A copy of this document is available at the Company's website www.progressivedigitalmedia.com. Neither the content of the Company's website nor any website accessible by hyperlinks to the Company's website is incorporated in, or forms part of, this document.

IMPORTANT NOTICE

Cautionary note regarding forward-looking statements

This document includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will”, or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Directors’ current intentions, beliefs or expectations concerning, among other things, the Group’s results of operations, financial condition, liquidity, prospects, growth, strategies and the Group’s markets.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors’ current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group’s operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law or by the AIM Rules, the Company undertakes no obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors’ expectations or to reflect events or circumstances after the date of this document.

Notice to overseas persons

The distribution of this document and/or the Form of Proxy in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Placing Shares have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, (the “**US Securities Act**”) and may not be offered, sold or delivered in, into or from the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. Subject to certain exemptions, this document does not constitute an offer of Ordinary Shares to any person with a registered address, or who is resident in, the United States. There will be no public offer in the United States. Outside of the United States, the Placing Shares are being offered in reliance on Regulation S under the US Securities Act. The Placing Shares will not qualify for distribution under the relevant securities laws of Australia, Canada, the Republic of Ireland, the Republic of South Africa or Japan, nor has any prospectus in relation to the Placing Shares been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance. Accordingly, subject to certain exemptions, the Placing Shares may not be offered, sold, taken up, delivered or transferred in, into or from the United States, Australia, Canada, the Republic of Ireland, the Republic of South Africa, Japan or any other jurisdiction where to do so would constitute a breach of local securities laws or regulations (each a “**Restricted Jurisdiction**”) or to or for the account or benefit of any national, resident or citizen of a Restricted Jurisdiction. This document does not constitute an offer to issue or sell, or the solicitation of an offer to subscribe for or purchase, any Ordinary Shares to any person in a Restricted Jurisdiction and is not for distribution in, into or from a Restricted Jurisdiction.

The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission, or any other securities commission or regulatory authority of the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Placing Shares nor have they approved this document or confirmed the accuracy or adequacy of the information contained in this document. Any representation to the contrary is a criminal offence in the US.

Basis on which information is presented

Various figures and percentages in tables in this document, including financial information, have been rounded and accordingly may not total. As a result of this rounding, the totals of data presented in this document may vary slightly from the actual arithmetical totals of such data.

In the document, references to “pounds sterling”, “£”, “pence” and “p” are to the lawful currency of the United Kingdom.

Third party information

Where third party information has been used in this document, the source of such information has been identified. The Company takes responsibility for compiling and extracting, but has not independently verified, market data provided by third parties or industry or general publications and takes no further responsibility for such data.

References to defined terms

Certain terms used in this document are defined and certain technical and other terms used in this document are explained at the section of this document under the heading “Definitions”.

All times referred to in this document are, unless otherwise stated, references to London time.

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DIRECTORS AND ADVISERS

Directors

Michael Danson *(Executive Chairman)*
Mark Meek *(Chief Executive Officer)*
Simon Pyper *(Chief Financial Officer)*
Bernard Cragg *(Non-executive Director)*
Mark Freebairn *(Non-executive Director)*
Peter Harkness *(Non-executive Director)*
Kelsey van Musschenbroek *(Non-executive Director)*

All of whose business address is at the Company's registered office

Registered Office

John Carpenter House
John Carpenter Street
London
EC4Y 0AN

Company website

www.progressivedigitalmedia.com

Company Secretary

Stephen Bradley
John Carpenter House
John Carpenter Street
London
EC4Y 0AN

Nominated Adviser and Broker

Singer Capital Markets
One Hanover Street
London
W1S 1YZ

Legal advisers to the Company

Osborne Clarke
One London Wall
London
EC2Y 5EB

Registrars

Capita Registrars
The Registry
34 Beckenham Road
Beckenham
Kent
BR3 4TU

PLACING STATISTICS

Placing Price	18p
Number of Existing Ordinary Shares	376,492,131
Number of New Ordinary Shares being issued by the Company pursuant to the Placing	111,111,111
Number of New Ordinary Shares being issued by the Company pursuant to the Capitalisation	44,444,444
Number of Ordinary Shares in issue following Admission	532,047,686
Percentage of the existing issued ordinary share capital of the Company being issued pursuant to the Placing and the Capitalisation	41.32 per cent.
Total proceeds of the Placing	£20 million
Estimated expenses of the Placing	£0.9 million
Estimated net proceeds of the Placing receivable by the Company	£19.1 million

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	<i>2012</i>
Publication of this document	5 April
Latest time and date for receipt of Form of Proxy	10.05 a.m. on 25 April
General Meeting	10.05 a.m. on 27 April
Admission and dealings in the New Ordinary Shares expected to commence on AIM	8.00 a.m. on 30 April
Where applicable, expected date for CREST accounts to be credited in respect of Placing Shares in uncertificated form	30 April
Where applicable, expected date for despatch of definitive share certificates for Placing Shares in certificated form	by 7 May

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

“Act”	the Companies Act 2006 (as amended)
“Admission”	admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
“AIM”	the AIM Market operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange from time to time
“Capitalisation”	the conditional capitalisation of £8,000,000 of the Shareholder Loan by way of the subscription by Michael Danson of the Capitalisation Shares at the Placing Price and the repayment by certain members of the Group of £8,000,000 of the Shareholder Loan, further details of which are set out in this document
“Capitalisation Agreement”	the agreement between Michael Danson, the Company, certain other members of the Group and WMI relating to the Capitalisation and the Debt Set-offs
“Capitalisation Shares”	the 44,444,444 new Ordinary Shares which are the subject of the Capitalisation
“certificated form” or “in certificated form”	an Ordinary Share recorded on a company’s share register as being held in certificated form (namely, not in CREST)
“Closing Price”	the mid market closing price per Ordinary Share of 16.75 pence on 4 April 2012
“Company” or “Progressive”	Progressive Digital Media Group plc, a company incorporated and registered in England and Wales under the Act with registered number 03925319
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3655)
“Dealing Day”	a day on which the London Stock Exchange is open for business in London
“Debt Set-offs”	the conditional set-off of £1,768,871 of debt owed to certain Group companies by WMI against £1,768,871 of the Shareholder Loan remaining after the Capitalisation, further details of which are set out in this document
“Directors” or “Board”	the directors of the Company whose names are set out on page 5 of this document, or any duly authorised committee thereof
“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST
“Existing Ordinary Shares”	the 376,492,131 Ordinary Shares in issue at the date of this document, all of which are admitted to trading on AIM
“Form of Proxy”	the pink form of proxy for use in connection with the General Meeting which accompanies this document
“FSA”	the Financial Services Authority
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“General Meeting”	the general meeting of the Company to be held at John Carpenter House, John Carpenter Street, London EC4Y 0AN at 10.05 a.m. on 27 April 2012, notice of which is set out at the end of this document
“Group”	the Company, its subsidiaries and its subsidiary undertakings

“Independent Directors”	the Directors other than Michael Danson
“London Stock Exchange”	London Stock Exchange plc
“New Ordinary Shares”	together, the Placing Shares and the Capitalisation Shares
“Notice of General Meeting”	the notice convening the General Meeting which is set out at the end of this document
“Ordinary Shares”	ordinary shares of 0.01 pence each in the capital of the Company
“Placing”	the conditional placing of the Placing Shares by Singer Capital Markets, as agent on behalf of the Company, pursuant to the Placing Agreement, further details of which are set out in this document
“Placing Agreement”	the conditional agreement dated 5 April 2012 and made between Singer Capital Markets and the Company in relation to the Placing, further details of which are set out in this document
“Placing Price”	18 pence per Placing Share
“Placing Shares”	the 111,111,111 new Ordinary Shares which are the subject of the Placing
“Proposals”	together, the Placing, the Capitalisation, the Debt Set-offs and Admission
“Prospectus Rules”	the prospectus rules made by the FSA pursuant to section 73A of the FSMA
“Resolutions”	the resolutions set out in the Notice of General Meeting
“Shareholder Loan”	the non-interest bearing loan of £9,768,871 owed by members of the Group to Michael Danson pursuant to loan notes dated 5 November 2008 and 27 November 2009
“Shareholders”	holders of Ordinary Shares
“Singer Capital Markets”	Singer Capital Markets Limited, the Company’s nominated adviser and broker
“UK”	the United Kingdom of Great Britain and Northern Ireland
“US” or “United States”	the United States of America, each State thereof, its territories and possessions (including the District of Columbia) and all other areas subject to its jurisdiction
“uncertificated” or “in uncertificated form”	an Ordinary Share recorded on a company’s share register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
“WMI”	World Marketing Intelligence Limited (registered in England and Wales under number 02676810), which is wholly owned by Michael Danson

Progressive Digital Media Group plc

(Incorporated in England and Wales and registered under the Companies Act 2006 with registered number 03925319)

Directors:

Michael Danson (Executive Chairman)
Mark Meek (Chief Executive Officer)
Simon Pyper (Chief Financial Officer)
Bernard Cragg (Non-executive Director)
Mark Freebairn (Non-executive Director)
Peter Harkness (Non-executive Director)
Kelsey van Musschenbroek (Non-executive Director)

Registered office:

John Carpenter House
John Carpenter Street
London
EC4Y 0AN

5 April 2012

To Shareholders and, for information only, to holders of options over Ordinary Shares

Dear Shareholder,

Placing of 111,111,111 new Ordinary Shares at a price of 18p per share

Capitalisation of Shareholder Loan and Debt Set-offs

and

Notice of General Meeting

1. Introduction and summary

Your Board is pleased to inform you that the Company has today announced that it has conditionally raised £20 million (gross of expenses) to fund near term acquisitions and to reduce the Company's borrowings. The fundraising will be effected through a Placing of 111,111,111 New Ordinary Shares at a price of 18 pence per share, a premium of approximately 7.46 per cent. to the closing price of 16.75 pence on 4 April 2012. The Placing is subject to certain conditions, as set out in paragraph 4 below, including shareholder approval through the passing of the Resolutions at the General Meeting to be held at John Carpenter House, John Carpenter Street, London, EC4Y 0AN on 27 April 2012. The General Meeting will immediately follow the Company's annual general meeting which is being held at 10.00 a.m.

Simultaneously with the Placing, Michael Danson, Executive Chairman and 83.89 per cent. shareholder in the Company, has entered into the Capitalisation Agreement to convert £8 million of a non-interest bearing loan of £9,768,871 owed to Michael Danson by certain members of the Group into 44,444,444 Ordinary Shares at the Placing Price. Following the Placing and the Capitalisation, Michael Danson's shareholding in the Company will be 67.72 per cent. As part of the Capitalisation Agreement, Mr. Danson and certain members of the Group have also agreed to set off the remaining £1,768,871 of the Shareholder Loan against an equivalent amount of debt owed by World Market Intelligence Limited (a company wholly owned by Mr. Danson) to the Group. The Capitalisation Agreement, is conditional on the passing of the Resolutions and the completion of the Placing.

2. Background to and reasons for the Placing and Capitalisation

We believe that the business is well placed to deliver long term growth as we start to realise the anticipated benefits from our investment in our Business Information products, our digital platforms and sales infrastructure. Additionally, we see significant opportunities for growth through the acquisition of businesses which not only compliment our proposition but also offer real, quantifiable and deliverable synergy benefits. If approved, the Placing will provide Progressive with the financial resources needed to accelerate growth through acquisition.

3. Current trading and prospects

On 6 March 2011 the Company published its Preliminary results for the year ended 31 December 2011. Since then, the Company has traded in line with the Board's expectations.

4. The Placing

The Company has conditionally raised approximately £19.1 million (net of expenses) through the issue of the Placing Shares at the Placing Price, which represents a premium of 7.46 per cent. to the closing middle market price of 16.75p per Existing Ordinary Share on 4 April 2012, being the latest Dealing Day prior to the publication of this document. The Placing Shares will represent 20.88 per cent. of the Company's issued ordinary share capital immediately following Admission.

The Placing Agreement

Pursuant to the terms of the Placing Agreement, Singer Capital Markets has conditionally agreed to use its reasonable endeavours, as agent for the Company, to place the Placing Shares with certain institutional and other investors. The Placing has not been underwritten by Singer Capital Markets. The Placing Agreement is conditional upon, *inter alia*, the Resolutions being duly passed at the General Meeting and Admission becoming effective on or before 8.00 a.m. on 30 April 2012 (or such later time and/or date as the Company and Singer Capital Markets may agree, but in any event by no later than 8.00 a.m. on 14 May 2012).

The Placing Agreement contains warranties from the Company in favour of Singer Capital Markets in relation to, *inter alia*, the accuracy of the information in this document and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify Singer Capital Markets in relation to certain liabilities it may incur in respect of the Placing. Singer Capital Markets has the right to terminate the Placing Agreement in certain circumstances prior to Admission, in particular, in the event of a material breach of the warranties given to Singer Capital Markets in the Placing Agreement, the failure of the Company to comply in any material respect with its obligations under the Placing Agreement, the occurrence of a *force majeure* event or a material adverse change affecting the condition, or the earnings or business affairs or prospects of the Group as a whole, whether or not arising in the usual course of business.

Settlement and dealings

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will become effective on 30 April 2012.

The New Ordinary Shares will, when issued, rank *pari passu* in all respects with the Existing Ordinary Shares including the right to receive dividends and other distributions declared following Admission.

5. Use of proceeds

The Directors intend that the net proceeds of the Placing of £19.1 million will be used as follows:

- i. £15.1 million to fund growth opportunities and in particular to finance complementary acquisitions in the Business Information Market in the near term; and
- ii. £4 million to fund repayment of the Company's borrowings.

6. The Capitalisation and Debt Set-offs

Under the terms of the Capitalisation Agreement, conditional on the Placing, Michael Danson has agreed to convert £8 million of a non-interest bearing loan of £9,768,871 made to members of the Group into 44,444,444 Ordinary Shares at the Placing Price. Following the Placing, this will result in Mr. Danson's shareholding in the Company decreasing to 67.72 per cent.

In addition, under the Capitalisation Agreement, conditional on the Placing, Mr. Danson and certain members of the Group have agreed that the remaining £1,768,871 of the Shareholder Loan not capitalised pursuant to the Capitalisation shall be set off against an equivalent amount owed by WMI (a company wholly owned by Mr. Danson) to the Group. The Debt Set-offs will have no impact on the Group's financial position or results of operations.

As a result of Michael Danson's existing 83.89 per cent. shareholding and his position as Executive Chairman of the Company, the Capitalisation and the Debt Set-offs are Related Party Transactions under the AIM Rules. Having consulted with the Company's Nominated Advisor Singer Capital Markets, the Independent Directors are of the opinion that the Capitalisation and the Debt Set-offs are fair and reasonable and in the best interests of the Company and its Shareholders as a whole.

7. The General Meeting

Set out at the end of this document is a notice convening the General Meeting to be held on 27 April 2012 at John Carpenter House, John Carpenter Street, London, EC4Y 0AN at 10.05 a.m. (or such later time as the annual general meeting of the Company being held on at 10:00 a.m. on the same date and at the same place shall have finished), at which the Resolutions will be proposed for the purposes of implementing the Placing and the Capitalisation.

Resolution 1, which will be proposed as an ordinary resolution and which is subject to the passing of Resolution 2 and the Placing Agreement becoming unconditional and not being terminated in accordance with its terms, is to authorise the Directors to allot the New Ordinary Shares in connection with the Placing and the Capitalisation and otherwise relevant securities up to £5,185 in nominal value (representing one third of the New Ordinary Shares) provided that such authority shall expire on the date falling 18 months after the date of the resolution or the next annual general meeting of

the Company, whichever is the earlier. These authorities are in addition to those proposed to be given to the directors at the annual general meeting which is being held at 10.00 a.m.

Resolution 2, which will be proposed as a special resolution and which is subject to the passing of Resolution 1 and the Placing Agreement becoming unconditional and not being terminated in accordance with its terms, is to disapply Shareholders' statutory pre-emption rights in relation to the issue of the New Ordinary Shares in connection with the Placing and the Capitalisation and grants further authority to allot equity securities for cash on a non pre-emptive basis up to an aggregate nominal amount of £778 (representing 5 per cent. of the New Ordinary Shares) provided that such authority shall expire on the date falling 18 months after the date of the resolution or the next annual general meeting of the Company, whichever is the earlier. These authorities are in addition to those proposed to be given to the directors at the annual general meeting which is being held at 10.00 a.m.

8. Action to be taken

A pink Form of Proxy for use at the General Meeting accompanies this document. The pink Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TY, as soon as possible, but in any event so as to be received by no later than 10.05 a.m. on 25 April 2012. The completion and return of the pink Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

9. Recommendation

The Directors are of the opinion that the Placing, and the passing of the Resolutions, are in the best interests of the Company and its Shareholders as a whole and, accordingly, recommend unanimously that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do so in respect of their beneficial holdings amounting, in aggregate, to 322,043,020 Existing Ordinary Shares, representing approximately 85.54 per cent. of the existing issued ordinary share capital of the Company.

The Independent Directors, having consulted with the Company's Nominated Advisor Singer Capital Markets, are of the opinion that the Capitalisation and the Debt Set-offs are fair and reasonable and in the best interests of the Company and its Shareholders as a whole.

Michael Danson has indicated to the Board that he intends to vote in favour of the Resolutions in respect of his beneficial holdings, amounting to in aggregate 315,853,181 Ordinary Shares, representing approximately 83.89 per cent. of the Company's Existing Ordinary Shares.

Yours faithfully



Bernard Cragg
Senior Independent Non-Executive Director

NOTICE OF GENERAL MEETING

Progressive Digital Media Group plc

(Incorporated in England and Wales and registered under the Companies Act 2006 with registered number 03925319)

NOTICE IS HEREBY GIVEN THAT a general meeting of Progressive Digital Media Group plc (the “**Company**”) will be held at John Carpenter House, John Carpenter Street, London, EC4Y 0AN, at 10.05 a.m. on 27 April 2012 (or such later time as the annual general meeting of the Company being held on at 10:00 a.m. on the same date and at the same place shall have finished) to consider and, if thought fit, to pass the following resolutions of which resolution 1 will be proposed as an ordinary resolution of the Company and resolution 2 will be proposed as a special resolution of the Company:

Ordinary Resolution

1. THAT, conditional upon the passing of Resolution 2 and the Placing Agreement (as defined in the circular to shareholders of the Company dated 5 April 2012 (the “**Circular**”)), becoming unconditional in all respects (save only for the passing of the Resolutions and Admission (as defined in the Circular)) and it not being terminated in accordance with its terms, and in addition to any equivalent authority which may have been given to the directors pursuant to section 551 of the Companies Act 2006 (the “**Act**”) prior to the date of the passing of this resolution, the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being “**relevant securities**”) provided that this authority shall be limited to:
 - (a) the allotment of up to 111,111,111 new ordinary shares of 0.01 pence each in the capital of the Company in connection with the Placing (as such term is defined in the Circular);
 - (b) the allotment of up to 44,444,444 new ordinary shares of 0.01 pence each in the capital of the Company in connection with the Capitalisation (as such term is defined in the Circular); and
 - (c) the allotment (otherwise pursuant to sub-paragraphs (a) and (b) above) of relevant securities up to an aggregate nominal amount of £5,185,

and unless previously renewed, revoked, varied or extended, this authority shall expire at the earlier of the date which is 18 months from the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuant of such an offer or agreement as if this authority had not expired.

Special Resolution

2. THAT, conditional upon the passing of Resolution 1 and the Placing Agreement becoming unconditional in all respects (save only for the passing of the Resolutions and Admission) and it not being terminated in accordance with its terms, and in addition to any existing power given to the directors pursuant to section 570 of the Act prior to the passing of this resolution, the directors be and they are empowered pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority of the directors under section 551 of the Act conferred by Resolution 1, and/or where such an allotment constitutes an allotment of equity securities by virtue of section 560(2) of the Act, as if section 561(1) of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to:
 - (a) the allotment of 111,111,111 new ordinary shares of 0.01 pence each in the capital of the Company in connection with the Placing;
 - (b) the allotment of 44,444,444 new ordinary shares of 0.01 pence each in the capital of the Company in connection with the Capitalisation; and
 - (c) the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities up to an aggregate nominal value equal to £778,

and unless previously renewed, revoked, varied or extended this power shall expire on the earlier of the conclusion of the next annual general meeting of the Company and the date falling 18 months after the date of the passing of this resolution except that the Company may before the expiry of this power 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 to such offer or agreement as if this power had not expired.

Dated: 5 April 2012

A handwritten signature in black ink, appearing to read 'SBR', with a long, sweeping flourish extending downwards and to the right.

By order of the Board:
Stephen Bradley
Company Secretary
Registered Office:
John Carpenter House
John Carpenter Street
London
EC4Y 0AN

Notes:

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 general meeting of the Company.
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 on your proxy form. If you sign and return your 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. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.
5. To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form 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 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, your proxy form must be:
 - completed and signed;
 - sent or delivered to Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
 - received by Capita Registrars no later than 10.05 a.m. on 25 April 2012.
7. In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the Company or an attorney for the Company.
8. Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.
9. As an alternative to completing your hard-copy proxy form, you can appoint a proxy electronically at www.capitashareportal.com. For an electronic proxy appointment to be valid, your appointment must be received by no later than 10.05 a.m. on 25 April 2012.
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. You may not use any electronic address provided in your proxy form to communicate with the Company for any purposes other than those expressly stated.
12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held at 10.05 a.m. on 27 April 2012 (or such later time as the annual general meeting of the Company being held on at 10:00 a.m. on the same date and at the same place shall have finished) and any adjournment(s) thereof by using 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 should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
13. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members entered on the register of members of the Company at 6.00 p.m. on 25 April 2012 or, in the event that this meeting is adjourned, in the register of members as at 6.00 p.m. on the day two days before the date of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the register of members by the close of business on 25 April 2012 or, in the event that this meeting is adjourned, in the register of members before the close of business on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
14. Any member attending the meeting has the right to ask questions. The Company has to answer any questions raised by members at the meeting which relate to the business being dealt with at the meeting unless:
 - to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question, or;
 - it is undesirable in the interests of the Company or the good order of the meeting to answer the question.
15. Copies of the directors' service contracts and letters of appointment are available for inspection at the registered office of the Company during normal business hours on any business day and will be available for inspection at the place where the meeting is being held from 15 minutes prior to and during the meeting.

should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction 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 Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Capita Registrars Limited (CREST Participant ID: RA10), no later than 48 hours before the time appointed for the 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsor or voting service provider 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, to procure that his CREST sponsor or voting service provider takes) 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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