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Digital Learning Marketplace PLC

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Company will be held at 10am on Tuesday 11 September 2012 at 55 St James's Street, London SW1A 1LA for the purpose of considering and, if thought fit, passing the following resolutions 1, 2, 3, 4, 5, 6 and 8 as ordinary resolutions of the Company and resolutions 7, 9 and 10 as special resolutions of the Company, with 5, 6, 7, 8, 9 and 10 being special business:

Ordinary resolution – receiving the audited accounts

1. That the audited accounts of the Company for the financial year ended 31 December 2011, the directors' report and the auditors' report on those accounts, and the report on remuneration be received and accepted.

Ordinary resolution – re-appointment of auditors

2. That Grant Thornton UK LLP be re-appointed auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which audited accounts are laid and to authorise the directors to fix their remuneration.

Ordinary resolution – appointment of director

3. That Paul Henry be appointed as a director of the Company in accordance with the Articles of Association of the Company.

Ordinary resolution – re-appointment of director

4. That Bruce Leith who retires by rotation in accordance with the Articles of Association of the Company, be re-appointed as a director of the Company.



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Special Business

Ordinary resolution – consolidation of ordinary shares

5. That all the existing issued and authorised but unissued ordinary shares of 0.05 pence each in the capital of the Company (“existing ordinary shares”) be consolidated into new Ordinary Shares of 25 pence each on the basis of one new Ordinary Share for 500 existing Ordinary Shares with such consolidation to take effect the day after the Annual General Meeting;

Ordinary resolution – subdivision of ordinary shares

6. That, subject to and with effect from the passing of Resolution 5, each of the issued ordinary shares of 25 pence each be subdivided and redesignated into one ordinary share of 0.01 pence each, having the same rights, being subject to the restrictions and ranking *pari passu* in all respects with the existing ordinary shares (save as to nominal value), and one deferred share of 24.99 pence each and each of the authorised but unissued ordinary shares of 25 pence each be subdivided and redesignated into ordinary shares of 0.01 pence each, having the same rights, being subject to the restrictions and ranking *pari passu* in all respects with the existing ordinary shares (save as to nominal value) and one deferred share of 24.99 pence each.

Special resolution – removal of authorised share capital restriction

7. That the restriction on the authorised share capital of the Company is hereby revoked and deleted.

Ordinary resolution - power to allot securities

8. That the Directors be and they are generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the Act) to exercise all the powers of the Company to allot ordinary shares or grant rights to subscribe for or to convert any security into ordinary shares in the Company of up to an aggregate maximum nominal amount of £1,500,000 (including in respect of any options to subscribe for ordinary shares granted



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by the Company) provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the Company's next AGM but the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted after such expiry and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all earlier authorities conferred upon the directors pursuant to section 80 of the Companies Act 1985 and section 551 of the Act but without prejudice to the allotment of any shares already made or to be made pursuant to such authorities.

Special resolution – rights attaching to deferred shares

9. That subject to and with effect from the passing of Resolutions 5 and 6, the deferred shares created pursuant to Resolution 6, shall carry no right to payment of any dividend or to receive notice of or to attend, speak or vote at any general meeting of the Company or on a return of capital (whether in a winding up or otherwise).

Special resolution - disapplication of pre-emption rights

10. That subject to the passing of Resolutions 7 and 8, the Directors be and they are hereby empowered pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) wholly for cash pursuant to the authority conferred by Resolution 8 as if Section 561 of the Act did not apply to any such allotment PROVIDED THAT such power be limited to a maximum nominal amount of £1,500,000 and shall expire on the conclusion of the next AGM of the Company after the passing of this resolution, 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

Registered Office: 55 St James's Street, London SW1A 1LA



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Derek Watson
Company Secretary

14 August 2012



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