



Cellcast plc

(Registered in England and Wales No. 05342662)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Cellcast plc ("the Annual General Meeting") will be held at the offices of Memery Crystal LLP, 44 Southampton Buildings, London, WC2A 1AP on 29 June 2010 at 3.00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions. Resolutions 1 to 4 will be proposed as ordinary resolutions and resolutions 5 to 7 as special resolutions.

Ordinary business of the meeting:

Ordinary Resolutions

- 1 To receive and adopt the statement of accounts for the year ended 31 December 2009 together with the reports of the directors and the auditors thereon.
- 2 To re-elect Emmanuelle Guicharnaud, who retires by rotation, as a director of the Company.
- 3 To re-appoint Baker Tilly UK Audit LLP as auditors to act as such until the conclusion of the next annual general meeting of the Company at which the requirements of section 437 of the Companies Act 2006 ("**the 2006 Act**") are complied with and to authorise the directors of the Company ("**the Directors**") to fix their remuneration.

Special business of the meeting:

- 4 That the Directors be generally and unconditionally authorised in accordance with section 551 of the 2006 Act to allot Relevant Securities (as defined in this resolution) up to an aggregate nominal amount of £3,000,000, provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the date falling 15 months from the date of the passing of this resolution, or if earlier, at the Annual General Meeting of the Company to be held in 2011, save that the Company may at any time before such expiry make an offer or agreement which might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities to be allotted in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act. In this resolution, 'Relevant Securities' means any shares in the capital of the Company and the grant of any right to subscribe for, or to convert any security into, shares in the capital of the Company ("**Shares**") but does not include the allotment of Shares or the grant of a right to subscribe for Shares in pursuance of an employee's share scheme or the allotment of Shares pursuant to any right to subscribe for, or to convert any security into, Shares.

Special Resolutions

- 5 That the Directors be generally empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) for cash as if section 561(1) of the 2006 Act did not apply to any such allotment pursuant to the general authority conferred on them by resolution 4 above (as varied from time to time by the Company in general meeting) PROVIDED THAT such power shall be limited to:-
 - a. the allotment of equity securities in connection with a rights issue or any other offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - b. the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities up to an aggregate nominal amount of £734,603 representing approximately 97% of the issued ordinary share capital of the Company

and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant to section 95 of the Companies Act 1985 or section 570 of the 2006 Act and shall expire on whichever is the earlier of the conclusion of the annual general meeting of the Company held in 2011 or the date falling 15 months from the date of the passing of this resolution (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 such offer or agreement notwithstanding that the power conferred by this resolution has expired.

- 6 That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of 1 pence each in the capital of the Company ("**Ordinary Shares**") provided that:-
- a. the maximum number of Ordinary Shares authorised to be purchased is 7,551,322 representing approximately 10% of the issued share capital of the Company;
 - b. the minimum price (excluding expenses) which may be paid for an Ordinary Share is 1p;
 - c. the maximum price which may be paid for an Ordinary Share is an amount equal to 105% of the average of the middle-market prices shown in the quotation for an Ordinary Share as derived from the Stock Exchange Automated Quotation System for the 10 business days immediately preceding the day on which the Ordinary Share is purchased;
 - d. the authority hereby conferred shall expire on the earlier of the date falling fifteen months after the Annual General Meeting or the conclusion of the next annual general meeting; and
 - e. the Company may make a contract to purchase its Ordinary Shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority.
- 7 That:
- a. the existing Articles of Association of the Company ("**the Current Articles**") be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the 2006 Act, are to be treated as provisions of the Current Articles; and
 - b. the Articles of Association produced to the Annual General Meeting and initialled by the chairman of the Annual General Meeting for the purpose of identification ("**the New Articles**") be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of the Current Articles.

Registered office

The Registry 34
Beckenham Road
Beckenham
Kent BR3 4TU

By order of the board



Emmanuelle Guicharnaud
Company Secretary
2nd June 2010



Notes:

- 1 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at 6.00 p.m. on 27 June 2010 shall be entitled to attend and vote at the Annual General Meeting.
- 2 If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting and you should have received a proxy form with this Notice of Annual General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- 3 A proxy does not need to be a member of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint the Chairman of the Annual General Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Annual General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- 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. To appoint more than one proxy, please contact the Company's registrars at the address set out in note 5.
- 5 The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- a. completed and signed;
- b. sent or delivered to Capita Registrars, Proxies, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
- c. received by Capita Registrars no later than 3.00 p.m. on 27 June 2010.

In the case of a member which is a company, the 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.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
7. As at 5.00 p.m. on the day immediately prior to the date of posting of this Notice of Annual General Meeting, the Company's issued share capital comprised 76,013,224 ordinary shares of 1p each and 75,513,224 deferred shares of 2p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00 p.m. on the day immediately prior to the date of posting of this Notice of Annual General Meeting is 76,013,224. The deferred shares do not carry the right to vote at a general meeting of the Company.

Explanatory Notes:

- 1 **Item of business 2** - one third of all Directors are required to retire by rotation at each Annual General Meeting in accordance with article 83 of the Current Articles. Accordingly, Emmanuelle Guicharnaud will retire by rotation at the start of the Annual General Meeting and will stand for re-election.
- 2 **Item of business 4** – this resolution (in accordance with Section 551 of the 2006 Act) permits the Directors to allot shares pursuant to a general authority. The proposed authority represents an authority to allot Relevant Securities with a nominal value of £3,000,000 and will expire at the next annual general meeting of the Company.
- 3 **Item of business 5** – this resolution authorises the Directors to allot equity securities with a aggregate nominal value of up to £734,603 for cash on a non-pre-emptive basis. This authority represents approximately 97% of the issued ordinary share capital of the Company and will expire at the next annual general meeting of the Company.
- 4 **Item of business 6** – in certain circumstances, it may be advantageous for the Company to purchase its own shares and resolution 6 seeks authority from the Company's shareholders to do so. The resolution specifies the maximum number of Ordinary Shares that may be acquired and the maximum and minimum prices at which they may be bought. Any Ordinary Shares purchased in this way will, unless the Directors determine that they are to be held as Treasury shares, be cancelled and the number of Ordinary Shares in issue will be reduced accordingly. Ordinary Shares held in treasury will not automatically be cancelled. Purchases will only be made as permitted by applicable law and out of distributable profits or proceeds of a fresh issue of shares.
- 5 **Item of business 7** – this resolution proposes the adoption of the New Articles primarily to take account of changes to the law which have become effective following the date on which the Current Articles were adopted.

Changes which the Directors view as material are summarised below. The language of the New Articles has also been conformed with that used in the model articles for public companies produced by the Department of Business, Innovation and Skills. These changes, if not substantive, have not been noted below. As a result, the New Articles are drafted in the up to date language of the 2006 Act, all out of date references to concepts in previous legislation have been removed and they are fully compliant with the 2006 Act.

A full set of the New Articles are available on the Company's website at www.cellcast.tv.

The Company's objects

The provisions regulating the operations of the Company are currently set out in the Current Articles and the Company's Memorandum of Association. The Company's current memorandum of association contains, among other things, an objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The 2006 Act significantly reduces the constitutional significance of a company's memorandum, providing that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the 2006 Act, the objects clause and all other provisions which were contained in the memorandum of a company in existence on 1 October 2009 are now deemed to be contained in a company's articles of association but the company can remove these provisions by special resolution.

Further, the 2006 Act states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the 2006 Act, are to be treated as forming part of the Company's articles of association as of 1 October 2009. Resolution 7(a) confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's memorandum of association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of the shareholders.

Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions already contained in the 2006 Act are in the main to be removed in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution.

Authorised share capital and unissued shares

The 2006 Act abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can allot at any time because allotment authority continues to be required under the 2006 Act, save in respect of employee share schemes.

Redeemable shares

At present, if a company wishes to issue redeemable shares, it must include in its articles the terms and manner of redemption. The 2006 Act enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the Directors would need shareholder authority to issue new shares in the usual way.

Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Under the law previously in force a company required specific enabling provisions to be contained in its articles in order to purchase its own shares, to consolidate or sub-divide its shares or to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the 2006 Act a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly, the relevant enabling provisions have been removed from the New Articles.

Suspension of registration of share transfers

The Current Articles permit the Directors to suspend the registration of transfers. Under the 2006 Act, share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

Retirement of Directors by rotation

The Current Articles provide that one third of the Directors must retire by rotation and offer themselves for re-election, should they wish, at each annual general meeting. The new Model Articles issued by the Department of Business, Innovation and Skills ("**the Model Articles**") provide that any director who has not been appointed or reappointed at any of the previous two annual general meetings must offer himself for re-election. The Company proposes to adopt an article in line with the new Model Articles.

Vacation of office by Directors

The Current Articles specify the circumstances in which a Director must vacate office. The New Articles update these provisions to reflect the approach taken on mental and physical incapacity in the Model Articles.

General

Generally, the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the Model Articles produced by the Department for Business, Innovation and Skills.



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Company registration No. 05342662 (England and Wales)