

notice of annual general meeting

of Deal Group Media plc

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Deal Group Media plc will be held on 6 June 2006, 11.00am at Abchurch Communications, 100 Canon Street, London EC4N 6EU. The business of the Meeting will be as follows:

Resolutions

To consider and, if thought fit, pass the following resolutions 1-6 as ordinary resolutions, and resolution 7 as a special resolution:

1. To receive and adopt the Company's audited accounts for the period ended 31 December 2005, together with the report of the auditors and the directors thereon.
2. To re-elect John Porter as a director.
3. To re-elect Dominic Trigg as a director.
4. To re-elect Keith Lassman as a director.
5. To re-appoint Grant Thornton to hold office as auditors of the Company until the conclusion of the next Annual General Meeting at which accounts of the Company are presented and authorise the directors to determine their remuneration.
- 6.1 That, in accordance with Section 80 of the Companies Act 1985, the directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities within the terms of the restrictions and provisions following, namely:
 - 6.1.1 this authority shall (unless previously revoked, varied or renewed) expire five years from the date of this resolution, but shall be capable of renewal from time to time by the Company in general meeting for a further period not exceeding five years; and
 - 6.1.2 this authority shall be limited to the allotment of relevant securities up to an aggregate nominal value of £5,013,955.
- 6.2 For the purpose of paragraph 6.1 above:
 - 6.2.1 the said authority shall allow and enable the Company to make an offer or agreement before the expiry of that authority which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or such agreement notwithstanding the expiry of such power; and
 - 6.2.2 words and expressions defined in or for the purposes of Part IV of the Companies Act 1985 shall bear the same meaning herein.
- 6.3 The authority conferred by paragraph 6.1 above shall be in substitution for all previous authorities conferred upon the directors to allot relevant securities.
- 7.1 That, in accordance with Section 95 of the Companies Act 1985, the directors be and are hereby given power to allot equity securities for cash pursuant to the general authority conferred upon the directors in resolution 6 above as if sub-section (1) of Section 89 of the Companies Act 1985 did not apply to such allotment, provided that the power hereby granted:
 - 7.1.1 shall be limited to:
 - 7.1.1.1 the allotment of equity securities in connection with or pursuant to an offer by way of rights to the holders of ordinary shares in the capital of the Company and other persons entitled to participate therein for cash in proportion (as nearly as may be) to the holdings of ordinary shares of such holders (or, as appropriate, to the numbers of ordinary shares which such other persons are for these purposes deemed to hold), subject only to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body in any territory; and
 - 7.1.1.2 the allotment (other than pursuant to paragraph 7.1.1.1 of this proviso) of equity securities up to an aggregate nominal amount of £5,013,955.
 - 7.1.2 shall (unless previously revoked, varied or renewed) expire at the conclusion of the Annual General Meeting of the Company next following the passing of this resolution, and in any event on 15 months from this Annual General Meeting.

notice of annual general meeting continued

of Deal Group Media plc

7.2 The said power shall allow and enable the Company to make an offer or agreement before the expiry of that power which would or might require equity securities to be allotted after such expiry, and the directors may allot equity securities in pursuance of such an offer or such agreement notwithstanding the expiry of such power.

7.3 Words and expressions defined in or for the purposes of Part IV of the Companies Act 1985 shall bear the same meaning herein.

By order of the Board

Keith Lassman

Secretary

24 April 2006

Notes:

(i) A member entitled to attend and vote at the Meeting convened by this Notice is entitled to appoint one or more proxies to attend and, on a poll, to vote in his or her stead. A proxy need not be a member of the Company, The appointment of a proxy will not preclude a member from being present at the Meeting and voting in person if he or she should subsequently decide to do so.

(ii) To be valid, forms of proxy must be lodged with the Company's registrars at

Capita IRG plc
PO BOX 25
Beckenham
Kent BR3 4BR

not later than 48 hours before the time appointed for the holding of the meeting.

(iii) The following documents will available for inspection at the Company's registered office at

19 Cavendish Square
London W1A 2AW

during normal business hours on any weekday (public holidays excepted) from the date of this Notice until the date of the Annual General Meeting and at the Annual General Meeting for 15 minutes prior to and during the Meeting:

- (a) the register of directors' interests in the ordinary shares of the Company kept in accordance with Section 325 of the Companies Act 1985;
- (b) copies of the service contracts and letters of appointment of all directors of the Company; and
- (c) a copy of the memorandum and Articles of Association of the Company.