

## NOTICE OF AGM

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### NOTICE OF ANNUAL GENERAL MEETING

**CATALYST MEDIA GROUP PLC**  
*(Registered in England and Wales with number 03955206)*

Notice is hereby given that the fifteenth Annual General Meeting (the "AGM") of Catalyst Media Group plc (the "Company") will be held on 13 January 2017 at 6 Stratton Street, London, W1J 8LD at 10.00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions of which resolutions 1 to 5 are ordinary resolutions and resolution 6 is a special resolution:

#### Ordinary Resolutions

1. To receive the audited financial statements and the report of the directors and the auditors for the Company for the year ended 30 June 2016.
2. To approve the directors' remuneration report for the Company for the year ended 30 June 2016.
3. To reappoint UHY Hacker Young as auditors of the Company to hold office until the conclusion of the next Annual General Meeting.
4. To authorise the directors to fix the remuneration of the auditors.
5. To re-elect Mark Hawtin as a director.

#### Special Resolution

6. Subject to, and in accordance with the Company's articles of association, the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of the Company provided that:
  - (a) the maximum number of ordinary shares hereby authorised to be acquired is 3,154,804 (being fifteen per cent of the issued ordinary shares of the Company at the date of this resolution);
  - (b) the minimum price which may be paid for an ordinary share is the nominal value of such share;
  - (c) the maximum price which may be paid for an ordinary share is an amount equal to 105 per cent. of the average of the middle market quotations for an ordinary share in the Company as derived from the AIM Appendix to The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased;
  - (d) the authority hereby conferred shall expire on the date which is 12 months from the date of the passing of this resolution;
  - (e) the Company may make any purchase of its ordinary shares pursuant to a contract concluded before the authority hereby conferred expires and which will or may be executed wholly or partly after the expiry of such authority; and

## **NOTICE OF AGM**

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- (f) all ordinary shares purchased pursuant to the authority conferred by this resolution shall be cancelled immediately on completion of the purchase or held in treasury (provided that the aggregate nominal value of shares held as treasury shares shall not at any time exceed ten per cent. of the issued ordinary share capital of the Company at any time).

**By order of the Board**

**Michael Rosenberg OBE  
Chairman**

**Registered Office:  
Quadrant House,  
4 Thomas More Square, London  
E1W 1YW**

**Date: 12 December 2016**

## NOTICE OF AGM

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### Notes:

1. Only the holders of ordinary shares are entitled to attend the meeting and vote, subject to note 4 below. A member entitled to attend and vote may appoint one or more proxies to attend, speak and vote on his behalf at the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the member. A member need not be a member of the Company but must attend the meeting to represent him.
2. A form of proxy is provided. To be effective, a form of proxy (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 or other authority) must be completed, signed and lodged with the Company's registrar, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA no later than 48 hours before the time of the meeting. Depositing a completed form of proxy will not preclude a member from attending the meeting and voting in person.
3. A shareholder which is a corporation (including a company) (a "corporation") and which wishes to be represented at the meeting by a person with authority to speak, vote on a show of hands and vote on a poll (a "corporate representative") must submit a certified copy of the resolution giving the relevant authority to that corporate representative to the registered office (for the attention of the directors) by the same deadline as in note 2 above. A corporate representative has the same powers on behalf of the corporation he/she represents as that corporation could exercise if it were an individual member of the Company. Alternatively, a corporation may complete and return a form of proxy.
4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the number of votes they may cast), members must be entered on the Company's register of members by 10.00am on 13 January 2017. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
5. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy, but the vote of the senior (by order in the register of members) who tenders a vote will be accepted to the exclusion of the others.
6. Copies of the following documents will be available for inspection at the Company's registered office, during normal business hours, on any day (Saturdays, Sundays and public holidays excepted) from the date of this notice until the day of the meeting and at the place of the meeting for 15 minutes prior to and during the meeting:
  - (a) the register of directors' interests in the share capital of the Company; and
  - (b) copies of the directors' service contracts

**FORM OF PROXY**

**Catalyst Media Group plc  
(registered in England and Wales with number 03955206)**

FORM OF PROXY FOR USE AT AN ANNUAL GENERAL MEETING

IN BLOCK CAPITALS PLEASE

I/We,..... being (a) holder(s) of ordinary shares of 10p each in the capital of the Company HEREBY APPOINT the Chairman of the Meeting (see Note 1) or .....to be my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 6 Stratton Street, London W1J 8LD on 13 January 2017 at 10.00 a.m. or any adjournment thereof.

I/We request such proxy to vote on the following resolutions as mentioned below request such proxy to vote on the following resolutions as mentioned below as indicated by an X in the appropriate box below and otherwise as my/our proxy shall think fit (see Note 2)

For	Against	Vote Withheld
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**ORDINARY RESOLUTIONS**

1. To receive the audited financial statements and the report of the directors and the auditors for the Company for the year ended 30 June 2015.
2. To approve the directors' remuneration report for the Company for the year ended 30 June 2015.
3. To reappoint UHY Hacker Young as auditors of the Company to hold office until the conclusion of the next Annual General meeting.
4. To authorise the directors to fix the remuneration of the auditors.
5. To re-elect Mark Hawtin as a director.


**SPECIAL RESOLUTIONS**

6. To grant the Company authority to make market purchases of its own ordinary shares

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Signature (see note 4)..... Dated .....

**Notes**

1. To appoint as a proxy a person other than the Chairman of the meeting insert the full name in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
  - (a) To appoint the **Chairman** as your **sole proxy** in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy
  - (b) To appoint a **person other than the Chairman as your sole proxy** in respect of all your shares, delete the words 'the Chairman of the meeting (or)' and insert the name of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy
  - (c) To appoint **more than one proxy**, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. If you wish to appoint the Chairman as one of your multiple proxies, simply write 'the Chairman of the Meeting'. All forms must be signed and should be returned together in the same envelope.
2. Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
3. The Form of Proxy below must arrive not later than 48 hours before the time set for the meeting at Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA during usual business hours accompanied by any Power of attorney under which it is executed (if applicable).
4. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.
5. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you subsequently decide to do so.
6. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA.