



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own personal financial advice from your stockbroker, bank, solicitor, accountant or other appropriate independent professional adviser.

If you have sold or otherwise transferred all of your shares in ZOO Digital Group plc ("**Company**"), please pass this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

ZOO Digital Group plc
Registered in England and Wales No. 3858881
Floor 7
City Gate
8 St Mary's Gate
Sheffield
S1 4LW

10th August 2020

To ordinary shareholders

Dear Shareholder

Annual General Meeting 2020

I am pleased to send you details of our 2020 annual general meeting ("**AGM**"), which will be held at Floor 7, City Gate, Sheffield S1 4LW on Wednesday, 23 September 2020 at 4.00 p.m.

In normal circumstances, the Board greatly values the opportunity to meet shareholders in person. However, as a result of the Covid-19 pandemic and taking into account the UK Government advice to avoid mass gatherings and ensure social distancing measures are in place, the Board has taken the decision not to allow shareholders to attend the AGM in person this year. We hope that shareholders will understand that the AGM this year will be run as a closed meeting. The Company will make arrangements to ensure that the legal requirements to hold the meeting will be satisfied through the attendance of a minimum number of directors who will ensure that a quorum is present.

In light of these measures, and given the restrictions on attendance at the meeting, shareholders are strongly encouraged to use their right to appoint the chair of the AGM as their proxy and register their vote in advance by completing the enclosed Proxy Form and returning it by post.

All resolutions at this year's AGM will be decided by way of a poll vote, rather than on a show of hands, so that the votes of the shareholders who are not permitted to attend in person will be counted.

Also, given these ongoing restrictions as a result of the Covid-19 pandemic, the Board shall put in place a dial in facility for shareholders to virtually attend this year's AGM with a view to listening to AGM statement and the voting on each resolution, although please note shareholders will not be able to vote via this dial in facility and so shareholders are strongly encouraged to complete and return the enclosed form of proxy appointing the chair as their proxy even if they are intending to use this dial in facility and virtually attend the AGM. If you intend to use this dial in facility, please RSVP to receive the Webex meeting link by contacting our registrars by no later than **4.00 p.m. on Monday 21 September 2020**.

The formal notice of the AGM, which is set out on pages 5 to 7 of this document ("**Notice**"), sets out the business to be considered at the AGM. The purpose of this letter is to provide you with further details about those items of business.

This year, shareholders will be asked to approve 8 resolutions. Resolutions 1 to 7 are proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, more than 50 per cent of the votes cast must be in favour of the resolution.

Resolution 8 is proposed as a special resolution. This means that, for the resolution to be passed, at least 75 per cent of the votes cast must be in favour of the resolution.

Resolution 1: Annual report and accounts

The directors must present the Company's annual accounts and the strategic, directors' and auditors' reports to shareholders at a general meeting. Those to be presented at the AGM are in respect of the year ended 31 March 2020, and are called the Annual Report 2020.

The Annual Report 2020 is available on the Company's website (www.zoodigital.com/annual-report). If you have elected to receive correspondence in hard copy, then a copy of the Annual Report 2020 will accompany this document. Should you wish to change your election at any time, or if you wish to request a hard copy of the Annual Report 2020, you can do so by contacting the Sheffield office or by email to ir@zoodigital.com and provide your name and address.

Resolution 2: Directors' remuneration report

The Company is seeking shareholder approval at its AGM for the part of its directors' remuneration report which describes how the Company's directors' remuneration policy has been implemented during the previous financial year.

The relevant part of the directors' remuneration report is set out on pages 35 to 37 of the Annual Report 2020.

This vote is advisory only, therefore it does not affect the historical remuneration paid to any individual director.

Resolutions 3 and 4: Reappointment of directors

Resolutions 3 and 4 propose the reappointment of Gordan Doran and Mickey Kalifa as directors. This is in accordance with the Company's articles of association, which require that one-third of the directors (or the number nearest to but not exceeding one-third) retire by rotation at each AGM, with each director also being subject to reappointment at intervals of not more than three years. The directors who retire by rotation are those who have been directors for the longest period of time since they were last appointed or reappointed by shareholders.

Resolutions 5 and 6: Reappointment and remuneration of auditors

The Company is required to appoint auditors at each general meeting at which its annual accounts and reports are presented to shareholders. Therefore, resolution 5 proposes the reappointment of Grant Thornton UK LLP as auditors (to hold office until the next such meeting).

In accordance with normal practice, resolution 6 authorises the directors to determine the auditors' remuneration.

Resolution 7: Authority to allot shares

Generally, the directors may only allot shares in the Company (or grant rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by shareholders in general meeting.

Resolution 7 renews a similar authority given at last year's AGM and, if passed, resolution 7 will authorise the directors to allot shares in the Company (and to grant such rights) up to an aggregate nominal amount of £246,005.99 (which represents approximately one-third of the issued ordinary share capital of the Company as at the 3 August 2020, being the last practicable date before the publication of this document). If given, this authority will expire at the conclusion of the Company's next AGM or on 23 December 2021 (whichever is the earlier). It is the directors' intention to renew this authority each year.

As at the date of this document, no ordinary shares are held by the Company in treasury.

The directors have no current intention to exercise the authority sought under resolution 7.

Resolution 8: Disapplication of pre-emption rights

Generally, if the directors wish to allot new shares or other equity securities (within the meaning of section 560 of the Companies Act 2006 ("**Act**") for cash, then under the Act they must first offer such shares or securities to ordinary shareholders in proportion to their existing holdings. These statutory pre-emption rights may be disapplied by shareholders.

Resolution 8, which will be proposed as a special resolution, renews a similar power given at last year's AGM and, if passed, will enable the directors to allot equity securities for cash up to a maximum aggregate nominal amount of £74,547.27 without having to comply with statutory pre-emption rights.

The powers proposed under resolution 8 will be limited to allotments:

- (a) in connection with a rights issue, open offer or other pre-emptive offer; and
- (b) in any other case, up to an aggregate nominal amount of £74,547.27 (which represents approximately ten per cent. of the issued ordinary share capital of the Company as at the 3rd August 2020, being the last practicable date before the publication of this document).

If given, this power will expire at the conclusion of the Company's next AGM or on 23 December 2021 (whichever is the earlier). It is the directors' intention to renew this power each year.

Recommendation

The directors consider that all the resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole. The directors who hold shares will be voting in favour of all of the resolutions, and unanimously recommend that you do so as well.

Action to be taken

In light of the current coronavirus outbreak, the Board strongly recommends that shareholders please do not attend the AGM in person. You are asked to appoint the chair of the AGM as a proxy by completing the Proxy Form sent to you with this document and returning it to our registrars.

Your proxy appointment must be received by **4.00 p.m. on Monday 21 September 2020**. Further details relating to voting by proxy are set out in the notes to the Notice on pages 5 to 7 of this document and in the Proxy Form.

Yours sincerely

A handwritten signature in black ink, appearing to read 'G. Wilmot', written in a cursive style.

Gillian Wilmot
Chairman



ZOO DIGITAL GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at 4pm on Wednesday, 23 September 2020 at ZOO Digital Group plc, Floor 7, City Gate, 8 St Mary's Gate, Sheffield S1 4LW for the following purposes:

RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions, of which those numbered 1 to 7 will be proposed as ordinary resolutions and that numbered 8 will be proposed as a special resolution.

Ordinary Resolutions

1. To receive the Company's annual accounts and strategic, directors' and auditors' reports for the year ended 31 March 2020.
2. To approve the directors' remuneration report (other than the part containing the directors' remuneration policy) for the year ended 31 March 2020.
3. To reappoint Gordan Doran as a director of the Company, having retired by rotation in accordance with the articles of association of the Company.
4. To reappoint Mickey Kalifa as a director of the Company, having retired by rotation in accordance with the articles of association of the Company.
5. To reappoint Grant Thornton UK LLP as auditors of the Company.
6. To authorise the directors to fix the remuneration of the auditors.
7. That, pursuant to section 551 of the Companies Act 2006 ("**Act**"), the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal amount of £248,490.90, provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 23 December 2021 (whichever is the earlier), save that the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after this authority expires and the directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired.

This authority is in addition to all existing authorities under section 551 of the Act.

Special Resolution

8. That, subject to the passing of resolution 7 and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 7 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
 - 8.1 in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):

8.1.1 to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and

8.1.2 to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, 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 or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

8.2 otherwise than pursuant to paragraph 8.1 of this resolution, up to an aggregate nominal amount of £74,547.27,

and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 23 December 2021 (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

This power is in addition to all existing powers under section 570 of the Act.

By order of the board



Phillip Blundell, Secretary

10th August 2020

Registered office of the Company

Floor 7
City Gate
8 St Mary's Gate
Sheffield
S1 4LW

Notes

Entitlement to attend and vote

1. The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at 4.00 p.m. on Monday 21 September 2020 (or, if the meeting is adjourned, 4.00 p.m. on the date which is two working days before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.

Proxies

2. Under normal circumstances, shareholders may appoint one or more proxies, provided each proxy is appointed to exercise rights attached to different shares. However, given the restrictions on attendance at the AGM, you are strongly advised to appoint the “Chair of the meeting” as your proxy, rather than appointing one or more named persons who have been requested not to attend the meeting.

A proxy may only be appointed in accordance with the procedures set out in note 3 below and the notes to the proxy form.

The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting.

3. A form of proxy is enclosed. To be valid, a proxy form must be received by post or (during normal business hours only) by hand at the offices of the Company's registrar, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, no later than 4.00 p.m. on Monday 21 September 2020 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).

Corporate representatives

4. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares. A director, the secretary or other person authorised for the purpose by the secretary may require all or any such persons to produce a copy of the resolution of authorisation certified by an officer of the corporation before permitting him to exercise his powers.

Documents available for inspection

5. Subject to any Government Public Health restrictions on Covid-19, the following documents will be available for inspection during normal business hours at the registered office of the Company from the date of this notice until the time of the meeting. They will also be available for inspection at the place of the meeting from at least 15 minutes before the meeting until it ends.
 - 5.1 Copies of the service contracts of the executive directors.
 - 5.2 Copies of the letters of appointment of the non-executive directors.

Biographical details of directors

6. Biographical details of all those directors who are offering themselves for reappointment at the meeting are set out in the accompanying letter from the Company's chair. Biographical details of all those directors who are offering themselves for reappointment at the meeting are set out in the accompanying letter from the Company's chair. These can be viewed online at: www.zoodigital.com/investors.

ZOO DIGITAL GROUP PLC (THE "COMPANY")

(Registered in England and Wales with registered number 3858881)

FORM OF PROXY

ANNUAL GENERAL MEETING

I/We (FULL NAME(S) IN BLOCK CAPITALS)

of (ADDRESS IN BLOCK CAPITALS)

.....

being (a) member(s) of the above-named Company, appoint the Chair of the meeting OR the following person*:

Name of proxy	Number of shares in relation to which the proxy is authorised to act

(* please refer to Explanatory Note 2)

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the eighteenth annual general meeting of the Company to be held at 4.00 p.m. on Wednesday 23 September 2020 at 7th Floor, Citygate, Sheffield S1 4LW and at any adjournment of the meeting.

Please tick here if this proxy appointment is one of multiple appointments being made.
(For the appointment of more than one proxy, please refer to Explanatory Note 3.)

I/We would like my/our proxy to vote on the resolutions to be proposed at the meeting as indicated on this form. Unless otherwise instructed, the proxy can vote as he or she chooses or can decide not to vote at all in relation to any business of the meeting.

	For	Against	Vote withheld
Ordinary Resolutions			
1. To receive the annual accounts and strategic, directors' and auditors' reports for the year ended 31 March 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the directors' remuneration report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To reappoint Gordan Doran as a director of the Company, having retired by rotation in accordance with the articles of association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To reappoint Mickey Kalifa as a director of the Company, having retired by rotation in accordance with the articles of association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To reappoint Grant Thornton UK LLP as auditors of the Company to hold office from the conclusion of the meeting until the next annual general meeting of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the directors to fix the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions			
8. To authorise the directors to dis-apply statutory pre-emption rights in terms of section 561(1) of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date2020

NOTES

1. Under normal circumstances, shareholders may appoint one or more proxies, provided each proxy is appointed to exercise rights attached to different shares. However, given the restrictions on attendance at the AGM, you are strongly advised to appoint the "Chair of the meeting" as your proxy, rather than appointing one or more named persons who have been requested not to attend the meeting.
2. If you wish to appoint the Chair of the meeting as your proxy, please leave the space provided blank. If you wish to appoint a proxy other than the Chair of the meeting, please insert their full name in the space provided. If you sign and return the form with no name in the space provided, the Chair of the meeting will be deemed to be your proxy in respect of your full voting entitlement. If you are appointing a proxy other than the Chair of the meeting and wish the proxy to be appointed in relation to less than your full voting entitlement, please enter in the box next to the name of the proxy the number of shares in relation to which they are authorised to act as your proxy. If you sign and return the form and leave this box blank, your proxy will be deemed to be authorised to act in respect of your full voting entitlement.
3. To appoint more than one proxy, you will need to complete a separate form in relation to each appointment. You may photocopy this form. You will need to state clearly on each form the number of shares in relation to which the proxy is appointed. Please therefore indicate in the box next to the name of the proxy the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of the number of shares held by you may result in the proxy appointment being invalid.
4. Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting if you wish. If you do attend the meeting in person, your proxy appointments will automatically be terminated.
5. If you want your proxy to vote in a certain way on the resolutions specified, please indicate with an "X" in the appropriate box above how you wish your vote to be cast. If you fail to select any of the given options, your proxy can vote as he or she chooses or can decide not to vote at all. Your proxy can also do this on any other business which may come before the meeting, including amendments to resolutions and any procedural business.
6. The "vote withheld" option on this form of proxy is provided to enable you to instruct your proxy not to vote on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the votes "for" and "against" a resolution.
7. In the case of a corporation, this form of proxy must be executed under its common seal or signed on its behalf by its duly authorised officer, attorney or other person authorised to sign.
8. In the case of joint holders, only one need sign, but the names of all the joint holders must be stated. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names appear in the register of members in respect of the joint holding.
9. To be valid, this form of proxy (duly signed and together with any power of attorney or other authority under which it is signed) must be received by post or (during normal business hours only) by hand at the offices of the Company's registrar, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, no later than 4.00 p.m. on Monday 21 September 2020 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).