

Nodding Donkey Plc (“the Company”)

Company No. 07603259

NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting of the company will be held at 31 Lombard Street, London, EC3V 9BQ on 23rd January 2013 at 3:00 p.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the report of the directors and the audited accounts for the year ended 30 April 2012.
2. To re-appoint Adler Shine as auditors on behalf of the Company.
3. To authorise the directors to fix the remuneration of the auditors.

By order of the Board.

Buckingham Corporate Services Ltd

Secretary

Date:

Registered Office: 42 Welbeck Street, London W1G 8DU

Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see above). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in to the box next to the proxy holder’s name (see above), the number of shares in relation to which they are authorised to act as your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. 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.
3. The “Vote Withheld” option is to enable you to abstain for any particular resolution. However, it should be noted that a “Vote Withheld” is not a vote in law and will not be counted in the calculation of the proportion of the votes “For” and “Against” a resolution.
4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.00 p.m. on the day which is two days before the day of the meeting or adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
6. To be effective, all votes must be lodged not less than 48 hours before the time of the meeting at: Neville Registrars Ltd at Neville House, 18 Laurel Lane, Halesowen N63 3DA