

designcapital plc

Registered in England No: 6290400

Notice of Annual General Meeting

NOTICE is hereby given that the first Annual General Meeting of designcapital plc will be held at 55 Rue Pierre Demours, 75017 Paris 12.30 p.m. on 16 July 2008 for the following purposes:

1. To elect as a Director ~~FJBobo~~, in accordance with Article 21 of the Company's Articles of Association.
2. To ~~elect~~ as a Director ~~PHervé~~, in accordance with Article 21 of the Company's Articles of Association.
3. To elect as a Director ~~S Tikhomiroff~~, in accordance with Article 21 of the Company's Articles of Association
4. To elect as a Director ~~FMichel-Vertier~~, in accordance with Article 21 of the Company's Articles of Association.
5. To ~~elect~~ as a Director ~~PRainero~~, in accordance with Article 21 of the Company's Articles of Association.
6. To ~~elect~~ as a Director ~~DHenderson-Stewart~~, in accordance with Article 21 of the Company's Articles of Association.
7. To receive and adopt the Report of the Directors and the financial statements for the period ended 31 December 2007.
8. To appoint Littlejohn Chartered Accountants and Registered Auditors as auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
9. To authorise the Directors to determine the remuneration of the auditors of the Company.

To transact any other ordinary business of the Company.

Dated: 18 June 2008

By Order of the Board
G Ashworth
Secretary

Registered Office:
634 Linen Hall
162-168 Regent Street
London W1B 5TG

Notes:

1. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (who need not be a member of the Company) to attend and, on a poll, vote instead of the member. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting in person, should he subsequently decide to do so.
2. In order to be valid, any form of proxy and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must be lodged with the Company Secretary, 634 Linen Hall, 162-168 Regent Street W1B 5TG not less than 48 hours before the time of the meeting or of any adjournment of the meeting.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other registered holders(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

4. As permitted by regulation 41 of the Uncertificated Securities Regulations 2001, shareholders who hold their shares in uncertificated form must be entered on the Company's share register at 6.00 p.m. on 14 July 2008 in order to be entitled to attend and vote at the meeting. Such shareholders may only cast votes in respect of shares held at such time. If the meeting is adjourned by more than 48 hours, then to be so entitled, shareholders must be entered on the Company's Register of Members 48 hours before the time appointed for holding the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice. Changes to entries on the register after the relevant time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

5. In order to facilitate voting by corporate representatives at the AGM, arrangements will be put in place at the AGM so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.