

DESIGNCAPITAL PLC

Registered in England No: 6290400

Notice of Annual General Meeting

NOTICE is hereby given that the next Annual General Meeting of Designcapital plc will be held at 634 Linen Hall, 162 – 168 Regent Street, London W1B 5TG at 12.00 p.m. on 28 July 2009 for the following purposes:

1. To receive and adopt the Report of the Directors and the financial statements for the year ended 31 December 2008.
2. To re-appoint Littlejohn LLP as auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
3. To authorise the Directors to determine the remuneration of the auditors of the Company.
4. To re-appoint as a Director, Frederic Bobo in accordance with Article 21 of the Company's Articles of Association.
5. To re-appoint as a Director, Philippe Herve in accordance with Article 21 of the Company's Articles of Association.

To transact any other ordinary business of the Company.

As special business, to consider and if thought fit pass the following resolutions which will be proposed as to resolution 6 as an ordinary resolution and as to resolution 7 as a special resolution:

6. THAT the Directors be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to a maximum nominal amount of £2,785,202 (being approximately fifty per cent of the current issued share capital) provided that such authority shall expire on the conclusion of the Annual General Meeting of the Company to be held on or before 30 June 2010, but so that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.
7. THAT, subject to the passing of resolution 6 as set out in the notice of this meeting, the Directors be empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (as defined in section 94 of the Companies Act 1985) for cash pursuant to the general authority conferred by resolution 6 as set out in the notice of this meeting and sell relevant shares (as defined in section 94 of the Companies Act 1985) held by the Company as treasury shares (as defined in section 162A of the Companies Act 1985) for cash, as if section 89(1) of the Companies Act 1985 did not apply to such allotment or sale, provided that this power shall be limited to allotments of equity securities and the sale of treasury shares:
 - (a) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject 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 any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory;

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Notice of Annual General Meeting *(continued)*

- (b) otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of £2,785,202 (being approximately fifty per cent of the current issued share capital)

and such power shall expire on the conclusion of the Annual General Meeting of the Company to be held on or before 30 June 2010, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

Dated: 3 July 2009

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 at the 634 Linen Hall, 162 – 168 Regent Street, London, 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 12.00 p.m. on 27 July 2009 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.

