

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of DICOM Group plc will be held at the offices of Landsbanki Securities (UK) Limited, Beaufort House, 15 St Botolph Street, London EC3A 7QR, on 13 November 2007 at 11am for the following purposes:

## ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Accounts for the year ended 30 June 2007 and the Auditors' Report thereon.
2. To declare a final dividend of 1.41p per ordinary share, to be paid on 14 December 2007 to all ordinary shareholders on the Register on 16 November 2007.
3. To approve the Directors' Remuneration Report as set out on pages 32 to 37 of the Report and Accounts.
4. To elect as a Director Greg Lock who was previously appointed by the Board. Biographical details are set out on page 19.
5. To elect as a Director William T Comfort III who was previously appointed by the Board. Biographical details are set out on page 19.
6. To re-elect as a Director Bruce Powell who retires by rotation. Biographical details are set out on page 19.
7. To re-elect as a Director Stefan Gaiser who retires by rotation. Biographical details are set out on page 18.
8. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution: That Ernst & Young LLP be and are hereby appointed as auditors to the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting and that the Directors be and are hereby authorised to fix the remuneration of Ernst & Young LLP as auditors.

## SPECIAL BUSINESS

9. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:  
"THAT  
a) the Directors, pursuant to and in accordance with Section 80 of the Companies Act 1985 ("the Act"), be generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal value of £741,000 until the conclusion of the Annual General Meeting of the Company which takes place in 2008 or the period of 15 months from the passing of this resolution, whichever is the earlier;  
b) pursuant to such authority, the Directors may make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period;  
c) words and expressions defined in or for the purposes of Section 80 of the Act shall have the same meaning in this resolution; and  
d) the authority conferred by this resolution be in substitution for all existing authorities granted to the Directors pursuant to the said Section 80."
10. To consider and, if thought fit, pass the following resolution as a Special Resolution:  
"THAT in substitution for all previous authorities and powers granted to the Directors under Section 95 ("the Section") of the Act, the Directors be and they are hereby authorised and empowered pursuant to the Section to allot equity securities (within the

meaning of Section 94(2) of the Act) of the Company pursuant to the authority conferred by Resolution 8 above as if Section 89(1) of the Act did not apply to such allotment provided that the authority and power contained in this paragraph shall be limited as follows:

- a) to the allotment of equity securities in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws or the rules or regulations of any jurisdiction, stock exchange or other regulatory body whatsoever;
- b) to the allotment (otherwise than pursuant to subparagraph a) above) of equity securities which are or are to be wholly paid up in cash to an aggregate nominal amount of £111,000 and provided further that the authority and power conferred by this Resolution shall expire at the conclusion of the Annual General Meeting of the Company which takes place in 2008 or the period of 15 months from the passing of this Resolution, whichever is the earlier, unless such authority is renewed or extended at or prior to such time, save that the Company may before such expiry make any offer, agreement or other arrangement which would or might require equity securities to be allotted otherwise than in accordance with Section 89 of the Act after the expiry of this authority."

11. To consider and, if thought fit, pass the following resolution as a Special Resolution:

"THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of ordinary shares of 2.5 pence each in the capital of the Company ("Ordinary Shares") provided that:

- a) the maximum aggregate nominal amount of Ordinary Shares hereby authorised to be purchased is £222,300, representing approximately 10 per cent of the Company's issued Ordinary Share capital;
- b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is its par value;
- c) the maximum price, exclusive of any expenses, 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 derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such Ordinary Share is contracted to be purchased;
- d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company which takes place in 2008 or the period of 15 months from the passing of this resolution, whichever is the earlier;
- e) the Company may make a contract for the purchase of Ordinary Shares under this authority before the expiry of this authority which would or might require to be executed wholly or partly after the expiry of such authority, and may make purchases of Ordinary Shares in pursuance of such a contract as if such authority had not expired."

By order of the Board  
Stefan Gaiser  
Company Secretary  
2 October 2007

Registered Office:  
1 Cedarwood  
Chineham Business Park  
Basingstoke  
Hampshire  
RG24 8WD

## NOTES

1. Any member entitled to attend and vote at the meeting convened by the above notice may appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company. Completion of a form of proxy does not preclude a member from attending and voting at the meeting in person.
2. To be valid a duly executed form of proxy for use at the meeting, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's Registrar, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, BR3 4BR by no later than 48 hours before the time for the holding of the meeting or any adjournment thereof.
3. Pursuant to Regulation 34 of the Uncertificated Securities Regulations 1995, the Company gives notice that only those shareholders entered on the register of members as at 11am on 11 November 2007 will be entitled to attend or vote at the aforesaid meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after close of business on 11 November 2007 will be disregarded in determining the rights of any person to attend or vote at the meeting.
4. The following documents will be available for inspection at the registered office of the Company during normal business hours from the date of this notice until the date of the meeting and on 13 November 2007 from 10.45 am until its conclusion:
  - a) the register of Directors' interests;
  - b) the Directors' service agreements;
  - c) copies of the terms of reference of the Audit Committee, the Nomination Committee and the Remuneration Committee.