

Sport Media Group plc

Notice of Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you should consult immediately your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in Sport Media Group plc, please send this document and the accompanying documents 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.

Sport Media Group plc
19 Great Ancoats Street
Manchester
M60 4BT

Dear Shareholder

I am pleased to enclose the report and accounts for Sport Media Group plc for the period ended 31 December 2009.

Also enclosed is the Notice of our Annual General Meeting together with a copy of New Articles of Association which are proposed to be adopted at the meeting. This year the AGM is being held on Wednesday 16 June 2010, at 19 Great Ancoats Street, Manchester, M60 4BT, commencing at 1.00 p.m.

If you would like to vote on the resolutions but are unable to attend the AGM, please register your vote with us by completing the enclosed Proxy Form and returning it by post. We must receive it by 1.00 p.m. on 14 June 2010.

Immediately following the AGM the Company will hold a General Meeting, pursuant to section 656 of the Companies Act 2006, to consider serious loss of capital. The notice of General Meeting is also enclosed.

Yours sincerely

David Bailey
Chairman

Company number: 3769328

SPORT MEDIA GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Sport Media Group Plc (the "**Company**") will be held at 19 Great Ancoats Street, Manchester, M60 4BT on Wednesday 16 June 2010 at 1.00 p.m. for the following purposes.

As ordinary business of an annual general meeting to consider and, if thought fit, pass the following ordinary resolutions:

1. To receive and adopt the financial statements of the Company for the financial period ended 31 December 2009 and the reports of the directors and auditors on those financial statements.
2. To receive, adopt and approve the directors’ remuneration report for the period ended 31 December 2009.
3. To elect Mr Martin Robinson as a director of the Company.
4. To elect Mr Robert Johnson as a director of the Company.
5. To elect Mr Neil Robertson as a director of the Company.
6. To re-elect Mr David Bailey as a director of the Company.
7. To re-elect Mr Andrew Fickling as a director of the Company.
8. To re-elect Mr John Maddock as a director of the Company.
9. To re-appoint Horwath Clark Whitehill LLP and Edwards Chartered Accountants as joint auditors and to authorise the directors to determine the auditors’ remuneration.
10. That the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of Section 551 of the Companies Act 2006 to allot shares in the Company, up to the amount of the authorised share capital to such persons at such times and upon such conditions as the directors may determine (subject to the articles of association of the Company and the provisions of the Company Act 2006) during the period expiring at the end of the next annual general meeting of the Company.

Special Resolutions

11. That the articles of association contained in the form produced to the meeting and initialled for the purposes of identification by the chairman be adopted as the new articles of association (“New Articles”) of the Company in substitution for and to the entire exclusion of the existing articles of association.

12. That subject to the New Articles being adopted pursuant to resolution 11 above, the members of the Company hereby agree to receive notices and any other documentation or information to be provided to them by the Company by way of such notice, information or documentation being posted on the Company's website pursuant to article 133 of the New Articles.

By order of the Board

Neil Robertson
Director

Registered Office:
19 Great Ancoats Street
Manchester
M60 4BT

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his behalf. A proxy need not be a member. Completion and return of a form of proxy will not preclude a member from attending and voting in person at the meeting or any adjournment of the meeting.
2. A form of proxy is provided with this notice and instructions for use are shown on the form. To be effective, the completed form of proxy must be deposited at the Company's office 19 Great Ancoats Street, Manchester, M60 4BT, for the attention of Neil Robertson, not later than forty-eight hours before the start of the meeting (or any adjournment of the meeting) together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power of authority.
3. A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on any particular resolution, however, it should be noted that a vote withheld in this way 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. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company at 6:00 pm on 14 June 2010 shall be entitled to attend and vote at this annual general meeting in respect of such number of shares registered in their name at that time. Changes to entries on the register of members after 6:00 pm on 14 June 2010 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
5. Copies of the service agreements of the executive directors, the letters of appointment of the non-executive directors and the register of directors' interests will be available for inspection during normal business hours from the date of dispatch of this notice until the date of the meeting (Saturdays, Sundays and public holidays excepted) at the registered office of the Company and will also be made available for inspection at the place of the annual general meeting for a period of 30 minutes prior to and during the continuance of the meeting.

Company number: 3769328

SPORT MEDIA GROUP PLC

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting (the "General Meeting") of Sport Media Group Plc (the "**Company**") will be held at 19 Great Ancoats Street, Manchester, M60 4BT on Wednesday 16 June 2010 at 1.30 p.m. to consider serious loss of capital.

Due to the impairment charges recognised in the financial results to 31 December 2009 the value of the Company's net assets is now less than half of its called-up share capital. In circumstances where the value of the Company's net assets is less than half of its called-up share capital, the Directors are required, under section 656 of the Companies Act 2006, to convene a general meeting of the Company to consider whether any, and if so what, steps should be taken to deal with the situation.

In light of the information provided to shareholders in the annual report and accounts and preliminary results announcement of 26 April 2010 the Board does not consider it necessary for specific resolutions to be proposed at the General Meeting.