

**THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek advice from your own stockbroker, bank manager, solicitor, accountant or other financial adviser authorised pursuant to the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.**

If you have sold or otherwise transferred all of your shares in Rock Solid Images plc (the "Company"), please send this document and the accompanying form of proxy at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH THE NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY SET OUT AT THE END OF THIS DOCUMENT.

## Rock Solid Images plc

(a company incorporated in England and Wales and registered with number 04329960)

### Notice of Annual General Meeting

Your attention is drawn to the letter from the Chairman of Rock Solid Images plc which is set out on pages 3 to 4 of this document and which contains, amongst other matters, the Board's recommendation to vote in favour of the Resolutions to be proposed at the Annual General Meeting referred to below.

Notice of the Annual General Meeting of the Company to be held at 11.00am on Friday 24 February 2012 at the offices of Fox-Davies Capital Limited, 1 Tudor Street, London, EC4Y 0AH is set out at the end of this document. Shareholders are requested to return the enclosed form of proxy, which to be valid must be completed and returned in accordance with the instructions printed thereon, so as to be received as soon as possible by the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU but in any event so as to be received by them before 11.00am on Wednesday 22 February 2012. Completion and return of a form of proxy will not preclude Shareholders from attending, speaking and voting in person at the Annual General Meeting should they so wish.

This document does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, purchase or subscribe for any securities. This document has not been examined or approved by the Financial Services Authority or the London Stock Exchange or any other regulatory authority.

Copies of this document are available free of charge until the close of the Annual General Meeting at the Company's offices during usual business hours or from the investors section of the Company's website ([www.rocksolidimages.com](http://www.rocksolidimages.com)) and will also be available at and during the Annual General Meeting. You may not use that website to communicate with the Company for any purpose in connection with this document or the Annual General Meeting.

## **Expected timetable of principal events**

Publication of this document and posting to Shareholders	27 January 2012
Latest time and date for receipt of forms of proxy	11.00am on Wednesday 22 February 2012
Time and date of Annual General Meeting	11.00am on Friday 24 February 2012

## **Definitions**

<b>Act</b>	the Companies Act 2006, as amended
<b>Annual General Meeting or AGM</b>	the annual general meeting of the Company and any adjournment thereof, notice of which is set out at the end of this document
<b>Articles</b>	the articles of association of the Company in force as at the date of this document
<b>Board or Directors</b>	the directors of the Company at the date of this document whose names are set out on page 3 of this document
<b>Business Day</b>	any day (other than a Saturday, Sunday or a public holiday in England) on which clearing banks in the City of London are open for the transaction of normal sterling banking business
<b>Company</b>	Rock Solid Images plc
<b>London Stock Exchange</b>	London Stock Exchange plc
<b>Notice</b>	the notice convening the Annual General Meeting which is set out on pages 5 to 6 of this document
<b>Ordinary Shares</b>	ordinary shares of 1 penny each in the capital of the Company
<b>Resolutions</b>	the resolutions set out in the Notice
<b>Shareholders</b>	holders of Ordinary Shares

**Rock Solid Images plc**

c/o Pinsent Masons LLP  
30 Crown Place  
London  
EC2A 4ES

Peter Reilly, Non-executive Chairman  
Richard Cooper, Chief Executive Officer  
Robert Auckland, Chief Financial Officer  
Dr. Lucy MacGregor, Chief Technology Officer  
Keith Lough, Senior Independent Director and Non-executive Director  
Alan Faichney, Non-executive Director

**27 January 2012**

**To Shareholders and, for information only, to the holders of options or warrants over Ordinary Shares**

Dear Shareholder

**Notice of Annual General Meeting**

A notice is set out at the end of this document convening the Annual General Meeting of the Company to be held at the offices of Fox-Davies Capital Limited, 1 Tudor Street, London, EC4Y 0AH at 11.00am on Friday 24 February 2012

At the AGM, Resolutions will be proposed as explained below.

Resolutions 1 to 5 are proposed as ordinary resolutions. This means that for these Resolutions to be passed, a majority of the votes cast must be in favour of the Resolution. Resolutions 6 is proposed as a special resolution. This means that for this Resolution to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

**Resolution 1: Report and financial statements**

The Directors must present the financial statements to the meeting. A resolution will be proposed to receive and consider the annual report and accounts of the Company for the financial year ended 31 August 2011.

**Resolution 2: Re-appointment of auditors**

The Company is required to appoint auditors at each general meeting at which financial statements are presented to the Shareholders for adoption. It is proposed that BDO LLP be re-appointed as the Company's auditors and that the Directors be authorised to fix their remuneration.

**Resolutions 3 to 4: Appointment of directors**

The Articles provide that one third of the Directors are obliged to retire by rotation at each annual general meeting together with any Directors appointed since the last annual general meeting.

Mr. Keith Geddes Lough is to retire by rotation at the AGM. Mr. Keith Geddes Lough is to offer himself up for re-election as a Director.

Mr. Robert Ian Auckland is to retire by rotation at the AGM. Mr. Robert Ian Auckland is to offer himself up for re-election as a Director.

Resolutions 3 and 4 will be considered and voted on separately.

**Resolution 5: Authority to allot shares**

This resolution permits the Directors to allot unissued Ordinary Shares up to the nominal value of £158,053 (being approximately 10 per cent of the current issued share capital of the Company, in accordance with institutional shareholder voting guidelines) subject to Resolution 6 in the case of issues for cash. The authority expires at the sooner of the conclusion of the next annual general meeting or fifteen months from the date of the passing of the resolution.

**Resolution 6: Authority to disapply pre-emption rights**

If the Directors wish to allot any of the unissued shares for cash (other than pursuant to an employee share scheme) they must first, pursuant to section 561 of the Act, offer them to existing Shareholders. There may be occasions when the Company needs the flexibility to allot such shares without invoking these pre-emption rights, for instance, in financing an acquisition or to take advantage of stock market conditions to raise further working capital. The resolution would grant the Directors authority:

- (i) to allot shares in connection with an offer of such securities by way of rights to holders of equity securities in proportion to their respective holdings and subject to certain exclusions and other arrangements; or
- (ii) to allot securities in the Company for cash up to an aggregate nominal amount equal to £158,053 (being approximately 10 per cent. of the current issued share capital of the Company).

In accordance with institutional shareholder voting guidelines, this resolution empowers the Directors to allot equity securities up to an aggregate nominal value of £158,053, being equal to approximately 10 per cent. of the Company's issued ordinary share capital as at the date of this notice, for cash without first offering them to existing Shareholders. The authority expires at the sooner of the conclusion of the next annual general meeting or fifteen months from the date of the passing of the resolution. The Directors recommend that this authority be granted for the reasons set out above.

**Action to be taken**

A form of proxy for use by Shareholders at the Annual General Meeting is enclosed. Whether or not you propose to attend the AGM, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, as soon as possible and in any event so as to be received by the registrars no later than 11:00am on Wednesday 22 February 2012. The completion and return of the form of proxy will not preclude you from attending the Annual General Meeting, speaking and voting in person should you wish to do so.

**Recommendation**

The Directors consider that all the Resolutions are in the best interests of the Company and its Shareholders as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions as the Directors intend to do in respect of their own beneficial holdings of 4,092,992 Ordinary Shares representing 2.59 per cent of the current issued share capital of the Company.

Yours faithfully,



**P A Reilly**  
Non-executive Chairman

# Rock Solid Images plc

## Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of the Company will be held at 11.00am on Friday 24 February 2012 at the offices of Fox-Davies Capital Limited, 1 Tudor Street, London, EC4Y 0AH for the purpose of considering and, if thought fit, passing the following resolutions:

Resolutions numbered 1 to 5 will be proposed as ordinary resolutions (which means that for each resolution to be passed, more than half of the votes cast must be in favour of the resolution). Resolution 6 will be proposed as a special resolution (which means that for the resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution).

### Ordinary resolutions

- 1 That the financial statements for the year ended 31 August 2011 and the reports of the directors and auditors thereon be received and considered.
- 2 That BDO LLP, Chartered Accountants, be re-appointed as auditors of the Company from the conclusion of the meeting until the conclusion of the next annual general meeting of the Company and that the Directors be authorised to fix their remuneration.
- 3 That Mr. Keith Geddes Lough, who retires by rotation pursuant to article 90 of the Articles, be re-appointed as a Director of the Company.
- 4 That Mr. Robert Ian Auckland, who retires by rotation pursuant to article 90 of the Articles, be re-appointed as a Director of the Company.
- 5 That the Directors be generally and unconditionally authorised pursuant to section 551 of the Act to exercise all or any of the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate maximum nominal amount of £158,053; provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on whichever is the earlier of the conclusion of the next annual general meeting of the Company and the date falling fifteen months from the date of the passing of this resolution except that the Company may, before the expiry of the authority granted pursuant to this resolution, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of authority and the Directors may allot from time to time such shares and grant such rights in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

### Special Resolution

- 6 That, subject to the passing of Resolution 5 above, the Directors be empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 5 above as if section 570 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities (as defined in section 560 of the Act):
  - (a) in connection with an offer of such securities by way of rights (including, without limitation, a rights issue, open offer or similar arrangements) to holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings of such equity securities, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems under the law of any territory or requirements of any regulatory body or stock exchange in any territory or in connection with fractional entitlements or shares represented by depositary receipts or otherwise; and
  - (b) otherwise than pursuant to paragraph (a) above, to allotments of equity securities in the Company for cash up to an aggregate nominal value equal to £158,053; and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on whichever is the earlier of the conclusion of the next annual general meeting of the Company and the date falling fifteen months from the date of the passing of this resolution, except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after the expiry of such period 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 and this authorisation shall be in substitution for all previous authorisations conferred upon the Directors pursuant to section 570 of the Act.

By order of the Board



**RI Auckland**  
Company Secretary

27 January 2012

Registered office:  
c/o Pinsent Masons LLP  
30 Crown Place  
London  
EC2A 4ES

## Notes

- 1 A member of the Company entitled to attend and vote at the meeting may appoint one or more proxies to attend, speak and vote instead of him. A proxy need not be a member of the Company.
- 2 If you wish to appoint a proxy other than the Chairman of the meeting, cross out the words "the Chairman of the meeting" on the form of proxy and write the full name and address of your proxy on the dotted line.
- 3 A form of proxy is provided with this notice. Instructions for its use are shown on the form (including how to appoint multiple proxies (as the case may be)). To be valid, proxies appointed other than via the CREST system, must be received at the office of the Company's Registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by no later than 11.00am on Wednesday 22 February 2012. Deposit of the form of proxy will not prevent a shareholder attending the meeting and voting in person.
- 4 If someone else signs the proxy on your behalf, you or that person must send the power of attorney or other written authority under which it is signed (or a notary certified copy of such power of authority) to the Company's Registrars together with the form of proxy.
- 5 In the absence of instructions, the person appointed proxy may vote or abstain from voting as he/she thinks fit on the specified resolutions and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to resolutions) which may properly come before the meeting.
- 6 To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RO10 by 11.00am on Wednesday 22 February 2012. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 7 Attendees should keep and bring with them the accompanying dual-purpose Attendance Card/Form of Proxy. It will authenticate their right to attend, speak and vote and will speed admission.
- 8 In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered in the Company's register of members no later than 11.00am on Wednesday 22 February 2012 or, if the meeting is adjourned, members entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend and vote at the meeting.