

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS THE RESOLUTIONS TO BE VOTED ON AT THE COMPANY'S ANNUAL GENERAL MEETING TO BE HELD ON 15 JULY 2014.

If you are in doubt as to what action you should take, you are recommended to seek your own advice from an appropriate professional adviser who is authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in blinkx plc (the "Company") please forward this document together with the enclosed form of proxy at once to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Please see the attached explanatory notes for further details on the resolutions to be proposed at the Annual General Meeting.



blinkx plc

(Incorporated and registered in England and Wales with no 6223359)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of blinkx plc will be held at the offices of FTI Consulting, Inc, 200 Aldersgate, Aldersgate Street, London, EC1A 4HD, United Kingdom on 15 July 2014 at 9.00 a.m. (London time) to consider and, if thought fit, to pass Resolutions 1 to 7 as ordinary resolutions of the Company and Resolutions 8 and 9 as special resolutions:

Resolutions are set forth on the following pages.

2014 AGM Resolutions

ORDINARY RESOLUTIONS

Resolution 1

To receive and adopt the Company's financial statements and annual accounts for the financial year ended 31 March 2014 together with the Directors' report and auditors' report on these accounts.

Resolution 2

To re-elect Mr Mark Opzoomer as a Director of the Company.

Resolution 3

To appoint Mr Ujjal Kohli as a Director of the Company.

Resolution 4

To appoint Ms Judy Vezmar as a Director of the Company.

Resolution 5

To re-appoint Deloitte LLP as auditors of the Company in accordance with section 489 of the Companies Act 2006 to hold office until the conclusion of the next general meeting at which the accounts of the Company are laid.

Resolution 6

To authorise the Directors of the Company to determine the auditors' remuneration for the coming financial year.

Resolution 7

That the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £1,333,982, provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the earlier of 15 months after the passing of this Resolution or at the completion of the Annual General Meeting of the Company to be held in 2015, but the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred upon the Directors pursuant to section 551 of the Act, but without prejudice to the allotment of any equity securities already made or to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

Resolution 8

That, subject to the passing of Resolution 7 above, the Directors be and are empowered pursuant to section 570 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560 of the Act) wholly for cash pursuant to the authority conferred by Resolution 7 above as if section 561 of the Act or any pre-emption provisions contained in the Company's articles of association did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- (a) in connection with an offer of equity securities by way of rights issue 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 in relation to fractional entitlements or any legal or practical problems in or under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
- (b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £200,097

Such power (unless previously revoked, varied or renewed) shall expire on the earlier of 15 months after the passing of this resolution or the conclusion of the Annual General Meeting of the Company to be held in 2015,

save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

This power also applies in relation to any sale of shares by the Company which is an allotment of equity securities (within the meaning of section 560 of the Act) by virtue of section 551 of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 7 above" were omitted.

Resolution 9

That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 694 of the Act) of any of the ordinary shares of one pence each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the directors of the Company may from time to time determine provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 40,019,449, representing approximately 10% of the issued share capital of the Company as at 2 June 2014;
- (b) the minimum price which may be paid for any such Ordinary Share is one pence, exclusive of the expenses of purchase (if any) payable by the Company;
- (c) the maximum price, exclusive of the expenses of purchase (if any) payable by the Company, which may be paid for any such Ordinary Share under this authority is an amount equal to 105% of the average of the middle market closing quotations for an ordinary share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day of purchase; and
- (d) unless previously renewed, revoked or varied, the authority hereby conferred shall expire on the earlier of 15 months after the passing of this resolution or at the conclusion of the Annual General Meeting of the Company to be held in 2015, but a contract for purchase may be made before such expiry which will or may be executed wholly or partly thereafter and a purchase of Ordinary Shares may be made in pursuance of such contract.

By order of the Board of Directors

Frances Smith, Company Co-Secretary

Registered Office

blinkx plc

2nd Floor

Ibex House

42-47 Minorities

London, EC3N 1DX

6 June 2014

Recommendation

The Directors of the Company consider that the Resolutions set before the meeting are in the best interests of the Company and its shareholders in general. They therefore recommend that you vote in favour of all of the Resolutions set out above, as they intend to do in respect of their own beneficial holdings.

Explanatory notes

Annual Report and Accounts (Resolution 1)

The Directors of the Company are required by the Companies Act 2006 (the "Act") to lay the accounts of the Company for the financial year ended 31 March 2014, the report of the Directors and the report of the auditors of the Company on those accounts.

Re-election of Director (Resolution 2)

The Company's articles of association require that one third of the Directors be subject to re-election at each annual general meeting, and additionally that any Director who was a Director at each of the previous two annual general meetings, and who was not re-elected at such meetings also be subject to re-election. Therefore, Mark Opzoomer is standing for re-election and his biography is contained in the Company's Annual Report and Accounts for 2014. The Board of Directors believes that Mark Opzoomer has provided, and will continue to provide, good service to the Company well beyond his contractual remit, and therefore should be re-elected.

Appointment of Directors (Resolutions 3 and 4)

On 16 January 2014 and 21 February 2014, respectively, the Company announced that Judy Vezmar and Ujjal Kohli had each been appointed by the Board of Directors (the "Board") as a Director of the Company. The Company's articles of association require that any Director appointed by the Board shall, unless he is appointed during such meeting, hold office only until the dissolution of the annual general meeting of the Company next following such appointment. Therefore, Judy Vezmar and Ujjal Kohli are standing for appointment as Directors of the Company.

Re-appointment of auditors (Resolution 5)

The Company is required under section 489 of the Act to appoint auditors at each general meeting at which accounts are laid, such auditors to hold office until the next such meeting. Resolution 5 proposes the re-appointment of Deloitte LLP ("Deloitte") as auditors of the Company. Deloitte were first appointed as auditors of the Company on the Company's demerger from Autonomy Corporation plc in 2007. The Audit Committee of the Board ("Audit Committee") has reviewed the effectiveness of the audit activities of Deloitte for the year ended 31 March 2014 and continues to be satisfied with Deloitte's effectiveness and independence. Notwithstanding Resolution 5, taking into account the recommendations of the Financial Reporting Council and the recently published European Union Audit Directive and Regulation, and having consulted with major shareholders, the Board, on the recommendation of the Audit Committee, has determined that the Company should conduct a tender in respect of the role of Group auditor, with a view to the successful firm performing the external audit for the year ending 31 March 2016. Deloitte will be invited to enter the tender process. Any new firm of auditors appointed by the Board for the year ending 31 March 2016 will then be subject to appointment by the shareholders at the Annual General Meeting of the Company to be held in 2015.

Remuneration of auditors (Resolution 6)

Resolution 6 authorises the Directors to determine the auditors' remuneration for the coming financial year, pursuant to section 492 of the Act.

Authority to allot ordinary shares (Resolution 7)

Resolution 7 authorises the Directors to allot generally relevant securities under section 551 of the Act up to a maximum nominal value of £1,333,982 (representing approximately one third of the issued share capital of the Company as at 2 June 2014). This authority will expire on the earlier of 15 months after the passing of the Resolution or on the conclusion of the Annual General Meeting of the Company to be held in 2015. The Company holds no treasury shares as at 2 June 2014. The Directors have no current plans to utilise this authority.

Resolutions 1-7 above will be proposed as ordinary resolutions.

More than 50% of the votes cast must support these resolutions in order for the resolutions to be passed.

Disapplication of pre-emption rights (Resolution 8)

Under section 561 of the Act, if the Directors wish to allot any of the unissued ordinary shares for cash they must in the first instance offer them to existing ordinary shareholders in proportion to their ordinary shareholding. There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emptive offer to existing ordinary shareholders.

Resolution 8 imposes a limit of approximately 5% of the issued ordinary share capital as at 2 June 2014 on the issue of new shares and the sale of any treasury shares without first offering them to existing ordinary shareholders. Resolution 8 also seeks a disapplication of the pre-emption rights on a rights issue (or other pre-emptive type issue) so as to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas ordinary shareholders. This authority will expire on the earlier of 15 months after the passing of Resolution 8 or on the conclusion of the Annual General Meeting of the Company to be held in 2015.

The Directors have no present intention of using the authority proposed to be granted by Resolution 8.

Authority to purchase Company's own shares (Resolution 9)

In certain circumstances, subject to the provisions of the Act, it may be advantageous for the Company to purchase its own shares and Resolution 9 seeks authority from the shareholders to do so up to a limit of approximately 10% of the issued share capital. The Directors intend to seek renewal of these powers at subsequent annual general meetings. The Directors intend to exercise this power only when, in light of market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and is in the best interests of shareholders generally. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account before deciding upon this course of action. Any shares purchased in this way will be cancelled and the number of shares in issue will be accordingly reduced.

As at 2 June 2014, there are outstanding options to subscribe for 14,687,025 million new Ordinary Shares, representing approximately 3.7% of the issued ordinary share capital of the Company. If the proposed authority to purchase its own shares is fully exercised by the Company and all shares purchased by the Company are cancelled, the outstanding options will represent approximately 4.1% of the issued ordinary share capital of the Company.

Resolutions 8 and 9 above will be proposed as special resolutions.

At least 75% of the votes cast must support these resolutions in order for the resolutions to be passed.

Meeting and Voting Notes

Entitlement to attend, vote and ask questions

- (1) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the register of members of the Company as at 6.00 p.m. (London time) on Friday 11 July 2014 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 6.00 p.m. (London time) on Friday 11 July 2014 shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

Appointment of proxies

- (2) If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting and you should have received a personalised proxy form with this notice of Annual General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. If you do not have a personalised proxy form and believe that you should, please contact the Company's Registrars, Computershare Investor Services PLC, on 0870 707 1593 or at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.
- (3) If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section.
- (4) A proxy does not need to be a member of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- (5) You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. To request additional proxy forms, please contact the Company's Registrars, Computershare Investor Services PLC, on 0870 707 1593 or at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. A failure to specify the number of shares a proxy appointment relates to or specifying a number of shares in excess of those held by the member will result in the proxy appointment being invalid.
- (6) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy using hard copy proxy form

- (7) The notes to the proxy form explain how to direct your proxy to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
 - received by Computershare Investor Services PLC no later than 9.00 a.m. (London time) on Friday 11 July 2014.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

- (8) In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

- (9) To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the proxy form and would like to change the instructions using another proxy form, please contact Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

If you submit more than one valid proxy appointment in relation to rights attached to a particular share or number of shares, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

- (10) In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Computershare Investor Services PLC no later than 9.00 a.m. (London time) on Friday 11 July 2014.

Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

- (11) As at 6.00 p.m. (London time) on 2 June 2014, the Company's issued share capital comprised 400,194,487 ordinary shares of one pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. (London time) on 2 June 2014 is 400,194,487

Communication

- (12) Except as provided above, members who have general queries about the Annual General Meeting should use the following means of communication (no other methods of communication will be accepted):
- calling Investor Relations at FTI Consulting, Inc. on +44 20 7831 3113 or Registrars on +44 870 707 1593; or
 - by email to blinkx@fticonsulting.com.

You may not use any electronic address provided either:

- in this notice of Annual General Meeting; or
 - any related documents (including the proxy form),
- to communicate with the Company for any purposes other than those expressly stated.

Documents on display

- (13) The following documents are available for inspection on any day (except Saturday, Sunday and Bank Holidays) up to and including the date of the Annual General Meeting during usual business hours at the registered office of the Company and will, on the date of the Annual General Meeting, be available for inspection at the meeting from 8.45 a.m. (London time) until the conclusion of the meeting:
- the memorandum of association of the Company and the Current Articles.

In addition, in accordance with section 311A of the Act, the Company shall make available the information referred to in that section on its website at <http://www.blinkx.com/>.

