

2007

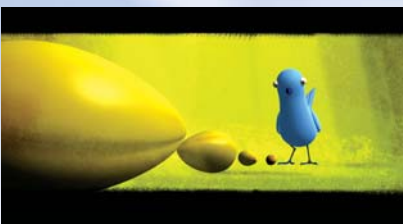
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DEBT FREE DIRECT GROUP PLC

Notice of Annual General Meeting



Getting into debt is easy...



Getting free is the hard part...



...DFD could have the key to set you free



NOTICE is hereby given that the Annual General Meeting of Debt Free Direct Group plc will be held at Fairclough House, Church Street, Adlington, Lancashire, PR7 4EX on Friday 3 August 2007 at 1.00 pm, and will deal with the following items of business:

ORDINARY BUSINESS

1. To receive the accounts of the Company for the year ended 30 April 2007, and the reports of the directors and the auditors.
2. To declare a final dividend for the year ended 30 April 2007 of 3p per ordinary share to be paid on 7 September 2007 to members whose names appear on the register of members at the close of business on 3 August 2007.
3. To re-elect Jeffrey Michael Blackburn as a director.
4. To re-elect Lord Hoyle of Warrington as a director.
5. To appoint BDO Stoy Hayward as auditors to the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the Audit Committee to determine their remuneration.

SPECIAL BUSINESS

To consider and if thought fit, (and in the case of resolution 7 to the passing of resolution 6) pass the following resolutions. Resolution 6 will be proposed as an ordinary resolution and resolution 7 as a special resolution:

6. THAT the Directors be and are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (in substitution for any existing authorities to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to a maximum nominal amount of £170,565 provided that such authority shall expire at the conclusion of the next Annual General Meeting (or, if earlier, on 2 October 2008) and provided further that the Company may before such expiry make any offers or agreements which would or might require relevant securities to be allotted after such expiry.
7. THAT, subject to the passing of resolution 6, the Directors be and are hereby empowered pursuant to section 95(1) of the Act to allot equity securities (as defined in section 94(2) of the Act) for cash as if section 89(1) of the Act did not apply to such allotment, provided that this power shall be limited to:
 - (i) the allotment of equity securities in connection with a rights issue or other issue in favour of the holders of ordinary shares (notwithstanding that, by reason of such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory, the equity securities to be issued are not offered to all such holders in proportion to the number of ordinary shares held by each of them); and
 - (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal value of £18,799.73, being approximately 5% of the Company's issued share capital;

and such power shall expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution (or if earlier on 2 October 2008), save that the Company may before such expiry make any offers or agreements which would or might require equity securities to be allotted after such expiry.

Dated: 5 July 2007
Registered Office:
Eversheds House
70 Great Bridgwater Street, Manchester M1 5ES

By Order of the Board
P.A. Latham
Secretary

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, to 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 reach the Company's Registrars, Capita Registrars, Proxies, The Registry, 34 Beckenham Road, BECKENHAM BR3 4TU not less than 48 hours before the time of the meeting or of any adjournment of the meeting.
3. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders who hold shares in uncertificated form must be entered on the Company's share register at 6.00 pm. on 1 August 2007 in order to be entitled to attend and vote at the Annual General Meeting. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
4. Certain former shareholders of Clear Start UK Limited are the holders of 4,159,671 ordinary shares in the Company but have agreed not to participate in the final dividend for the year ended 30 April 2007.

FORM OF PROXY

I/We

(Please insert full name(s) and address(es) in block letters)

of

being (a) member/members of the above-named Company hereby appoint the Chairman of the Meeting, or (see Note 1 below)

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 3 August 2007 and at any adjournment thereof, and to vote as indicated below.

Please indicate how you wish your proxy to vote by inserting "X" in the box below. If you select "discretionary" or fail to select any of the options, your proxy can vote as he or she chooses or can decide not to vote.

The "vote withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that this will not be calculated in the proportion of the votes "for" and "against" a resolution.

RESOLUTIONS:	FOR	AGAINST	VOTE WITHHELD	DISCRETIONARY
1. To receive the Accounts for the year ended 30 April 2007				
2. To declare a final dividend				
3. To re-elect J M Blackburn as a Director				
4. To re-elect Lord Hoyle of Warrington as a Director				
5. To re-appoint BDO Stoy Hayward LLP as auditors and to authorise the Audit Committee to determine their remuneration				
6. To authorise the Directors to allot relevant securities pursuant to section 80 of the Companies Act 1985				
7. To authorise the Directors to allot equity securities pursuant to section 95 of the Companies Act 1985				

SIGNATURE(S):

or COMMON SEAL

Date:

Notes:

- Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or proxies (who need not be a member of the Company) of his own choice to attend and, on a poll, to vote in his/her place. If a member wishes to appoint a proxy other than the Chairman, delete the words "the Chairman of the Meeting or," initial the alteration and insert the name of the person you wish to appoint as your proxy.
- All members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy.
- If a member is a corporation, this form of proxy must be signed as a deed or appropriately signed by a duly authorised officer or attorney
- In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated, and the vote of the senior holder who tenders a vote will be accepted to the exclusion of the vote(s) of other joint holder(s), seniority being determined by the order in which the names stand in the register of members of the Company.
- In order to be valid, this form of proxy, duly executed together with any 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 at the Company's Registrars not less than 48 hours before the time of the meeting or any adjournment of the meeting.
- Any alterations made to this form of proxy should be initialled.
- If you indicate that you want your vote withheld your proxy may abstain from voting and therefore there is no vote at law to be counted in the calculation of the proportion of votes for and against the resolution.

SECOND FOLD

Business Reply Plus
Licence Number
RLUB-TCHH-JEBH



Capita Registrars

Proxies

The Registry

34 Beckenham Road

BECKENHAM

BR3 4ZB

FIRST FOLD

THIRD FOLD