

DRS DATA & RESEARCH SERVICES PLC

Annual General Meeting held at 3.00pm on 25 May 2010 at 1 Danbury Court, Linford Wood, Milton Keynes MK14 6LR

Questions and Answers

**Resolution 5 (Rights Issue and Directors' Authority to Allot Shares)**

***Question: In what circumstances would the Directors issue shares pursuant to the authority under Resolution 5?***

***Answer:*** Sally Hopwood (Company Secretary) responded on behalf of the Directors. She advised that a rights issue is an offer of new shares in the Company and would give existing shareholders the right to subscribe for new shares. An allotment of shares pursuant to this authority could be used for general corporate purposes to raise capital including if the Company is financing an acquisition of new business assets. The Directors stated that the Company had no current intention to use this authority.

**Resolutions 5 and 6 (Authority to Allot Shares and Disapplication of statutory pre-emption rights)**

***Question: Employee shareholders may feel that we can exercise some control over the Company by holding shares in it. What would happen to our shares if the Directors used the authorities granted by Resolutions 5 and 6?***

***Answer:*** Any allotment of shares authorised by Resolution 5 is subject to statutory pre-emption rights. In addition, if the Directors want to allot more than half of the authority granted by Resolution 5, this must be by way of a rights issue to the existing shareholders and so you would have an opportunity to participate in the issue of new shares if you would like to.

The statutory pre-emption rights require the Directors to offer new shares first to existing shareholders in order that their percentage shareholding in the Company would be preserved. Resolution 6 if passed, would give the Directors a limited right to issue shares without first offering those shares in accordance with the statutory pre-emption rights. The right to do so would be limited as set out in the Notice of Meeting and the Directors could not allot new shares exceeding 7.5% of the issued share capital of the Company in a rolling three year period.