

**This document is important and requires your immediate attention.** If you are in any doubt as to what action to take, you should immediately consult 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 of your shares in Daily Mail and General Trust plc (the Company), please send this document and the accompanying form of proxy 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.

## Daily Mail and General Trust plc **Notice of Annual General Meeting and Other Business**

**The Notice of the Annual General Meeting of the Company to be held at 9.00 a.m. on Wednesday, 9th February 2005 is set out on pages 6, 7 and 8.**

To be valid for use at the Annual General Meeting, the accompanying form of proxy must be completed, signed and returned, in accordance

with the instructions printed on it, to the Company's Registrars, Lloyds TSB Registrars, The Causeway, Worthing, West Sussex BN99 6ZL so as to be received as soon as possible but in any event by not later than 9.00 a.m. on Monday, 7th February, 2005.

# CIRCULAR

**Daily Mail and General Trust plc**  
Registered in England No: 184594

## Directors

The Viscount Rothermere  
CJF Sinclair  
JP Williams  
JG Hemingway  
SM Gray  
IG Park  
FP Lowy  
DMM Dutton  
PM Dacre  
PM Fallon  
CW Dunstone  
F P Balsemão  
TS Gillespie  
DJ Verey  
KJ Beatty

To the holders of Ordinary Shares of Daily Mail and General Trust plc (**the Company**) and, for information only, to the holders of 'A' Ordinary Non-Voting Shares and to members of the Company's 1997 Executive Share Option Scheme.

17th December, 2004

**Registered Office**  
Northcliffe House  
2 Derry Street  
Kensington  
London W8 5TT  
Tel: 020 7938 6000

# CHAIRMAN'S LETTER

Dear Shareholder,

## Introduction

You will find enclosed with this letter a notice convening the Annual General Meeting of the Company to be held at 9.00 a.m. on 9th February, 2005 at the Kensington Roof Gardens, 99 Kensington High Street, London W8 (the entrance to which is in Derry Street). The formal notice convening the Annual General Meeting is set out on page 6 of this document and contains details of the resolutions to be put to Ordinary shareholders at the meeting.

The Viscount Rothermere, John Hemingway, Marius Gray, Peter Williams, Paul Dacre, Charles Dunstone and Kevin Beatty will be proposed for reappointment at the Annual General Meeting in accordance with the Company's Articles of Association. Brief biographical details of these Directors are set out below the relevant resolution in the Notice of Meeting on pages 6 and 7. Mr Hemingway has been a non-executive Director for 26 years and is over 70 years of age. Mr Gray has been a non-executive Director for 19 years and has now reached the age of 70. Neither of them is independent in terms of the revised Combined Code, but their contributions continue to be effective and to demonstrate commitment to the role.

The Board has chosen not to adopt the provision in the new Combined Code that non-executive Directors who have served for more than nine years should be subject to annual re-election since the existing practice, which complies with Company law and with the Articles, works well.

Kevin Beatty was appointed an executive Director of the Company by the Board on 1st December, 2004. He has been managing director of Associated Newspapers since August 2004. He was previously managing director of Northcliffe Newspapers, Associated New Media, the Evening Standard and of The Mail on Sunday. Ordinary shareholders will be asked to confirm the appointment.

## Items of Special Business

The items of special business to be proposed at the Annual General Meeting are explained below.

## Resolution 13

This special resolution provides the Company with a general authority to repurchase up to an aggregate of 1,988,000 Ordinary Shares of 12½ pence of its own shares in the market at or between the maximum and minimum prices specified in the resolution giving the authority. This maximum number of shares represented approximately 10% of the total number of Ordinary Shares in issue on 17th December, 2004.

## Resolution 14

This special resolution provides the Company with a general authority to repurchase up to an aggregate of 38,141,000 'A' Ordinary Non-Voting Shares of 12½ pence of its own shares in the market at or between the maximum and minimum prices specified in the resolution giving the authority. This maximum number of shares represented approximately 10% of the total number of 'A' Ordinary Non-Voting Shares in issue on 17th December, 2004.

## Resolutions 13 and 14

The authority provided by these resolutions will expire at the conclusion of the next Annual General Meeting. It is anticipated that renewal of the authority (in respect of up to 10% of the Company's issued ordinary share capital from time to time) will be requested at subsequent Annual General Meetings. Apart from the purchase of shares to match options, the authority will only be exercised if the Directors believe that to do so would result in an increase in earnings per share and, taking into account the Company's cash resources and capital requirements, it is considered to be in the best interests of shareholders generally.

The total number of options to subscribe for 'A' Ordinary Non-Voting shares outstanding at 17th December, 2004 was 5,774,500 representing approximately 1.46% of the issued share capital of the Company (excluding treasury shares) at that date. If the authority to repurchase shares under this resolution was exercised in full and all of the repurchased shares were cancelled, the total number of options to subscribe for 'A' Ordinary Non-Voting shares outstanding at 17th December, 2004 would, assuming no further 'A' Ordinary Non-Voting shares are issued after that date, represent 1.62% of the issued share capital (excluding treasury shares).

# CHAIRMAN'S LETTER

Continued

The Board considers it desirable that the power to make purchases of its own shares under appropriate circumstances remains available and this authority will also permit purchase of shares to hold as treasury shares as described below.

## Treasury shares

Under the Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003, companies are able to hold repurchased shares as treasury shares rather than cancelling them. Pursuant to the regulations, the treasury shares can be subsequently cancelled, sold for cash or used to satisfy share options and share awards under employee share option schemes.

In August, the Company first took advantage of the existing authority obtained at the 2004 Annual General Meeting to purchase 4,213,000 shares as treasury shares, which matched the maximum number of share options likely to be exercisable under the Company's 1997 Executive Share Option Scheme. At the same time, DMGT's employee share trust sold a similar number of shares. The Directors' objective is to eliminate dilution by keeping constant the aggregate of shares in issue, net of the total number of treasury shares held by the Company, and options over shares.

The Directors would consider exercising the authority provided by this resolution to acquire and hold as treasury shares further shares equal to the number likely to be issued to satisfy recent share options and to acquire shares to satisfy any future share options under that scheme and share awards under the DMGT Executive Bonus Scheme 2002 and any awards likely to vest under the DMGT Long Term Incentive Plan. The Directors believe holding such shares as treasury shares will provide the Company with increased flexibility in managing its share capital.

The Directors would consider holding as treasury shares any shares the Company repurchases pursuant to the authority provided by these resolutions. In relation to any repurchased shares held in treasury, unless such shares are subsequently cancelled, earnings per share will only be increased on a temporary basis until such time as the shares are subsequently sold out of treasury.

These resolutions comply with the current guidelines issued by the investor protection committees and the Directors will have regard to any guidelines issued by investor protection committees which may be published at the time of any such purchase, holding or resale of treasury shares.

## Resolution 15

This ordinary resolution authorises your Board to allot shares of the Company having an aggregate nominal value of the unissued share capital of the Company. This represents approximately 1.67% of the Company's issued share capital at 17th December, 2004. As at 17th December, 2004 5,058,651 shares in the Company were held as treasury shares. This authority will expire at the conclusion of the next Annual General Meeting or 9th May, 2006, whichever is earlier. The Directors have no present intention of exercising the authority conferred by this resolution. This authority complies with the guidelines issued by the investor protection committees.

## Resolution 16

This special resolution empowers the Board to allot shares of the Company (pursuant to the authority obtained in Resolution 15) and to sell treasury shares for cash as if the pre-emption provisions of section 89 of the Companies Act 1985 do not apply. This power would, however, be limited to the allotment of shares, or the sale of treasury shares for cash, having the same aggregate nominal value as those authorised to be allotted pursuant to Resolution 15 (approximately 1.67% of the Company's issued share capital at 17th December, 2004). The power provided by this Resolution will expire at the conclusion of the next Annual General Meeting or 9th May, 2006, whichever is the earlier. This power complies with the guidelines issued by the investor protection committees.

These and other resolutions are set out in the Notice of Meeting on pages 6, 7 and 8.

# CHAIRMAN'S LETTER

Continued

## Action to be taken

Enclosed with this letter, for Ordinary shareholders only, is a form of proxy relating to the resolutions to be proposed at the Annual General Meeting. Ordinary shareholders are requested to complete, sign and return the form of proxy in accordance with the directions on it as soon as possible, but in any event so as to arrive at the offices of the Company's Registrars, Lloyds TSB Registrars, The Causeway, Worthing, West Sussex BN99 6ZL no later than 48 hours before the time appointed for the Annual General Meeting. Completion and return of the form of proxy will not prevent you from attending and voting at the meeting if you so wish.

## Recommendation

Your Directors unanimously believe that the proposals to renew the authority of the Company to purchase its own shares and to renew the power of the Directors to allot unissued shares and to allot such unissued shares for cash other than pro-rata to the existing shareholders are in the best interests of the Company and its shareholders as a whole. They therefore recommend shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting, as they intend to do in respect of their own holdings which amount to a total of 12,551,764 Ordinary Shares representing approximately 63.1% of the issued voting equity share capital of the Company as at 17th December, 2004.

Yours faithfully,

## The Viscount Rothermere

Chairman  
Daily Mail and General Trust plc

Northcliffe House  
2 Derry Street  
Kensington  
London W8 5TT  
Telephone 020 7938 6000  
Facsimile 020 7938 4626

Registered number 184594  
Registered in England  
VAT number 243-5711-74

# NOTICE OF MEETING

## Daily Mail and General Trust plc

Notice is hereby given that the Eighty Third Annual General Meeting of the Company will be held at the Kensington Roof Gardens, 99 Kensington High Street, London W8 on Wednesday, 9th February, 2005 at 9.00 a.m. for the purpose of considering the ordinary business of the meeting as set out below and considering as special business and, if thought fit, passing the Special Resolutions set out at numbers 13, 14 and 16 and the Ordinary Resolution set out at number 15 below:

## As Ordinary Business

### 01. Report and Accounts

To receive the Directors' Report, the Accounts and the Auditors' Report for the year ended 3rd October, 2004.

### 02. Remuneration Report

To approve the Remuneration Report for the year ended 3rd October, 2004.

*Note: the Remuneration Report forms pages 33 to 44 of the full Report and Accounts. It sets out the Company's policy towards, and gives details of, Directors' remuneration and other relevant information.*

### 03. Dividend

To declare a final dividend on the Ordinary and 'A' Ordinary Non-Voting Shares.

*Note: Subject to shareholder approval, the final dividend of 7.55 pence per share will be paid on 11th February, 2005.*

## Directors

*Note: The Company's Articles of Association require Directors to retire and submit themselves for re-election every three years and the Companies Act requires them to retire and submit themselves for re-election on the first occasion of having reached the age of 70 years.*

### 04. To re-elect the Viscount Rothermere as a Director.

*Note: Lord Rothermere joined the Board in 1995 and became Chairman in 1998. He is chairman of the Remuneration Committee and of the Nominations Committee.*

05. To confirm the following resolution of which special notice has been given: that Mr Hemingway, who is 73 years of age, be re-elected as a Director.

*Note: John Hemingway has been a non-executive Director since 1978 and is a member of the Audit Committee and of the Nominations Committee.*

06. To confirm the following resolution of which special notice has been given: that Mr Gray, who is 70 years of age, be re-elected as a Director.

*Note: Marius Gray has been a non-executive Director since 1985 and is chairman of the Audit Committee and a member of the Remuneration Committee.*

07. To re-elect Mr Williams as a Director.

*Note: Peter Williams has been on the Board as Finance Director since 1991.*

08. To re-elect Mr Dacre as a Director.

*Note: Paul Dacre has been an executive Director since 1998. He is the editor of the Daily Mail and editor-in-chief of Associated Newspapers.*

09. To re-elect Mr Dunstone as a Director.

*Note: Charles Dunstone has been an independent non-executive Director since 2001.*

10. To confirm the appointment of Mr Beatty as a Director with effect from the end of the Annual General Meeting.

*Note: Kevin Beatty was appointed by the Board in December 2004. He is managing director of the Group's national newspaper division, Associated Newspapers.*

## Auditors

11. To re-appoint Deloitte & Touche LLP as Auditors.

*Note: The Company is required to appoint Auditors at each general meeting at which Accounts are laid to hold office until the conclusion of the next such meeting. Deloitte & Touche LLP have held office since 2001.*

12. To authorise the Directors to determine the Auditors' remuneration.

*Note: The resolution authorises the Directors to determine the remuneration of the Auditors in accordance with standard practice. The Audit Committee will approve the audit fees.*

# NOTICE OF MEETING

Continued

## As Special Business

*Note: Items of special business are explained on pages 3 and 4.*

13. That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985 (as amended)) on the London Stock Exchange of up to:

(a) an aggregate of 1,988,000 Ordinary Shares of 12½ pence each in its capital at not more than the lower of 5% above the average of the middle market quotation taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date of purchase and £18.75 per share and at not less than 12½ pence per share (in each case exclusive of expenses);

(b) and that the authority conferred by this Resolution shall expire on the date of the next Annual General Meeting after the passing of this Resolution (except in relation to the purchase of shares the contract for which was concluded before such date and which would or might be executed wholly or partly after such date);

(c) and that upon the passing of this Resolution, the Resolution passed as Resolution 10 at the Annual General Meeting on 4th February, 2004 shall be of no further force or effect.

14. That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985 (as amended)) on the London Stock Exchange of up to:

(a) an aggregate of 38,142,000 'A' Ordinary Non-Voting Shares of 12½ pence each in its capital at not more than the lower of 5% above the average of the middle market quotation taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date of purchase and £18.75 per share and at not less than 12½ pence per share (in each case exclusive of expenses);

(b) and that the authority conferred by this Resolution shall expire on the date of the next Annual General Meeting after the passing of this

Resolution (except in relation to the purchase of shares the contract for which was concluded before such date and which would or might be executed wholly or partly after such date);

(c) and that upon the passing of this Resolution, the Resolution passed as Resolution 10 at the Annual General Meeting on 4th February, 2004 shall be of no further force or effect.

15. That, the authority conferred on the Directors by Article 7.1 of the Company's articles of association be renewed for a period expiring at the next Annual General Meeting of the Company after the date on which this Resolution is passed or on 9th May, 2006, whichever is the earlier, and for that period the Section 80 amount shall be £836,485.

16. That, subject to the passing of the Resolution numbered 15, the Directors be authorised to allot securities for cash in accordance with the power conferred on the Directors by Article 7.2 of the Company's articles of association, and to sell treasury shares for cash, for a period expiring at the end of the next Annual General Meeting of the Company after the date on which this Resolution is passed or on 9th May, 2006, whichever is the earlier, and for that period the Section 89 amount is £836,485.

By order of the Board

**N. D. Jennings, F.C.A.**  
17th December, 2004

(i) Any person holding Ordinary shares and entered on the register of members of the Company at 6.00 p.m. on Monday, 7th February, 2005 (a member) is entitled to attend and vote at this meeting pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001. Any changes to the register of members after the above time and date shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.

(ii) A member entitled to attend the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. The Form of Proxy

# NOTICE OF MEETING

Continued

and the authority (if any) under which it is signed or a notarially certified copy of such authority must be deposited at the office of the Company's Registrars, Lloyds TSB Registrars, The Causeway, Worthing, West Sussex BN99 6ZL, not less than 48 hours before the time fixed for the meeting.

(iii) Ordinary shareholders who prefer to register the appointment of their proxy electronically via the internet can do so through the Lloyds TSB Registrars' website at [www.shareview.co.uk](http://www.shareview.co.uk) where full instructions on the procedure are given. The personal reference number, card identification and account number printed on the proxy form will be required to use this electronic proxy appointment system. Alternatively Ordinary shareholders who have already registered with Lloyds TSB Registrars' on-line portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) and clicking on 'Company Meetings'. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 9.00 a.m. on Monday 7th February 2005. Please note that any electronic communication found to contain a computer virus will not be accepted.

(iv) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on Wednesday 9th February, 2005 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed

proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 7RA01) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertified Securities Regulations 2001.

(v) Particulars of contracts of service or letters of reappointment of Directors will be available for inspection at the Registered Office of the Company during usual business hours until the date of the meeting and at the Kensington Roof Gardens, 99 Kensington High Street, London W8 from 8.45 a.m. until the conclusion of the meeting there on Wednesday, 9th February, 2005.