



Last updated: 02/07/2013

This document is available from the company website at:

<http://production.investis.com/lud/>

In conjunction with the website, this document contains all of the information which is necessary to comply with the requirements of Rule 26 of the AIM Rules for Companies – 'Company information disclosure'.

Business Description or Investment Strategy

Ludorum plc is an AIM-listed media investment company. The group is focussed on creating or acquiring and subsequently exploiting the rights for children's entertainment properties through both conventional media and new media channels. We are looking to be as selective as possible in our investments and are looking to engage market leading creative teams, aligned with a small dynamic sales and marketing capability, to operate with minimal overheads. The group is placing the appropriate emphasis on being at the forefront of new media exploitation for its intellectual property assets and our on-line activities are an important part of our long-term strategic planning for our properties. Ludorum will continue to develop its own new properties and to explore corporate acquisition opportunities which we believe will create value for our shareholders.

GOVERNANCE

Directors' names and biographies

Richard Rothkopf Chairman

Between 1969 and 1975 Richard (Dick) Rothkopf held various positions in Europe for Mobil Oil Corp. In 1975 he was appointed International Controller for Nixdorf Computer AG, Germany until 1977 when he became President of Douglas Dunhill, Inc. in Chicago, a subsidiary of Cordura Corp. (NYSE), a position he held until 1979. Since 1980, Dick has been Chairman and owner of Rothkopf Enterprises Inc, a privately held corporation. In addition, he held the position of Executive Chairman of Learning Curve International from 1993 until its acquisition by RC2 Corporation in 2003. He was a Director and Executive Vice President of RC2 Corporation (NASDAQ) from 2003 to 2006 when he resigned to become Executive Chairman of Ludorum. Dick was appointed an Executive Director of Ludorum on 16 March 2006.

Rob Lawes Chief Executive

Rob Lawes was company accountant at Video Arts Television before joining HIT in 1989 as its Financial Controller and Company Secretary. In 1995, he was appointed to the board of HIT as Finance Director and became its Director of Corporate Development in 1997 and Commercial Director in 1999. From June 2001 until October 2004,

In accordance with the company's articles of association, one third (or the number nearest to but not less than one third) of all directors are required to retire and submit themselves for re-election at each Annual General Meeting of the Company. It is the policy of the Board that non-executive Directors are appointed for an initial term of three years, following which their appointment will be reviewed.

Chairman and Chief Executive

The Board's policy is that the roles of Chairman of the Board and Chief Executive of the Company should be split. The division of responsibilities of the Chairman and the Chief Executive is set out in writing and has been approved by the Board. The Board considers that the respective roles and responsibilities are clearly understood by both individuals and by the Board as a whole.

Committees' Responsibilities

Committees of the Board

The Board has two standing committees, Remuneration and Audit, the members of each being Richard Hall and Richard Rothkopf. The duties of the Committees are set out in formal terms of reference. These are available from the Company Secretary. The Company Secretary acts as Secretary of each of the Committees.

Remuneration Committee

The Remuneration Committee is chaired by Richard Hall. The function of the Committee is to establish and review the terms and conditions of employment of the executive Directors, and to make recommendations to the Board on the overall framework and broad policy for the remuneration of the Company's Directors and other senior executives within the Group.

Audit Committee

The Audit Committee is chaired by Richard Hall, The board considers that he brings recent and relevant experience to his role as chairman of the committee. The Committee invites other members of the board and senior representatives of the external auditors to attend meetings as appropriate to the business being considered. In addition, the Committee has the right to invite any other employees to attend meetings where this is considered appropriate.

The Committee is responsible for the development, implementation and monitoring of the Company's policy on external audit and for overseeing the objectivity and effectiveness of the external auditors. The Committee recommends the appointment and re-appointment of the Company's external auditors and considers the scope and the cost effectiveness of their work.

The Committee monitors and reviews the effectiveness of the Group's internal control systems, accounting policies and practices, risk management procedures and compliance controls as well as the integrity of the Company's financial statements.

SHARE INFORMATION

Other exchanges or trading platforms where Ludorum securities are admitted or traded:

Ludorum securities are not traded, or admitted to be traded on any exchanges or trading platforms other than AIM.

The number of securities in issue:

As at 02/07/2013 the issued and fully paid share capital of the Company is as follows:

	<i>Issued and fully paid</i>	
	<i>Number of Shares</i>	<i>Amount (£)</i>
Ordinary Shares of 1p each	9,850,001	98,500.01
Deferred Shares of 99p each	50,001	49,500.99

The ordinary shares have been admitted for trading on the Alternative Investment Market of the London Stock Exchange ("AIM").

The deferred shares are not traded, listed or admitted to be traded on any exchange or trading platform. The deferred shares have very limited rights and the company has the option to repurchase them at any time at a price of 0.1p per deferred share.

Details of the rights attaching to the securities of the company are set out in the Articles of Association.

Percentage of AIM securities not in public hands:

So far as the company is aware, the number of issued ordinary shares not held in public hands (comprising shares held by directors, their associates and substantial shareholders as defined by the AIM Rules) as at 11/07/12 is 7,406,525 or 75.2% of the issued ordinary share capital.

Identity and percentage holdings of significant shareholders:

Securities held by directors

The interests of the directors and their immediate families and the persons connected with them in the issued share capital of the company as at 02/07/2013 are as follows:

	<i>Ordinary shares</i>		<i>Deferred shares</i>	
	<i>Number of Shares</i>	<i>% of issued capital</i>	<i>Number of Shares</i>	<i>% of issued capital</i>
Richard Rothkopf	728,736	7.4	Nil	Nil
Rob Lawes	1,081,066	11.0	16,667	33.33
	1,809,802	18.4	16,667	33.33

Major shareholders

So far as the company is aware, the following persons (other than the directors) are directly or indirectly interested in three per cent. or more of the company's issued ordinary share capital:

	<i>Ordinary shares</i>	
	<i>Number of Shares</i>	<i>% of issued capital</i>
DC Thomson & Co. Ltd	2,031,374	20.6
Taube Hodson Stonex Partners	965,871	9.8
F&C Asset Management plc	1,007,625	10.2
Downing LLP	1,000,417	10.2
Downing Corporate Finance Executive Pension Scheme	591,436	6.0
	<u>5,596,723</u>	<u>56.8</u>

Details of any restrictions on the transfer of AIM Securities:

There are no restrictions on the transfer of the company's issued ordinary shares.

CONTACTS & ADVISORS

Country of Incorporation:

Ludorum plc was incorporated in England & Wales on 18 October 2005.

Main Country of Operation:

Ludorum plc operates primarily in the UK.

Company Registered Address & Number:

Registered number:

05595899

Registered office:

2B River Court
27 Brewhouse Lane
London
SW15 2JX

Nominated advisors:

Investec Investment Banking, a division of
Investec Bank (UK) Limited
2 Gresham Street
London
EC2V 7QP

Other key advisors:

Auditors:

PricewaterhouseCoopers LLP
1 Embankment Place
London WC2N 6RH

Legal advisors:

Clifford Chance LLP
10 Upper Bank Street
London E14 5JJ

Olswang LLP
90 High Holborn
London WC1V 6XX

Registrars:

Computershare Investor Services PLC
PO Box 82
The Pavilions
Bridgwater Road
Bristol BS99 7NH

Bankers

Coutts & Co
440 Strand
London WC2R 0QS

The following information can be viewed at <http://production.investis.com/lud/>

- Constitutional documents (e.g. articles of association)
- Most recent admissions document or prospectus
- Most recent annual report
- Most recent half yearly, quarterly or similar reports
- Circulars / similar publications sent to shareholder within the last 12 months

The following information can be viewed at <http://production.investis.com/lud/>

- All notifications made in the last 12 months