

# IMPORTANT NOTICE

**The Depository Trust Company**



**#:** 4332-08  
**Date:** December 22, 2008  
**To:** ALL PARTICIPANTS  
**Category:** PROXY  
**From:** PROXY DEPARTMENT  
**Attention:** PROXY/REORGANIZATION MANAGER  
**Subject:** NDS Group plc  
AMERICAN DEPOSITARY SHARES  
CUSIP# 628891103

The Bank of New York Mellon (“BNYM”), depository for the above captioned American Depositary Shares, has advised DTC that NDS Group plc (“NDS Group”), the issuer of the ordinary shares underlying these ADSs, is holding its Court Meeting and Extraordinary General Meeting, on [January 13, 2009]. Due to the fact that the Scheme needs to be approved by a majority in number of the Scheme Shareholders present and voting either in person or by proxy at the Court Meeting (representing at least 75% in value of the Scheme Shareholders present and voting either in person or proxy) in order to become Effective, NDS has implemented certain procedures to enable as many beneficial holders of ADSs as possible to be included among the Scheme Shareholders present or represented at the Court Meeting (by being entered in NDS’s register of members as the registered holders of one A Share each prior to the Court Meeting), thereby ensuring that the views of beneficial holders of ADSs are fairly represented in determining whether the approval of a majority in number of the Scheme Shareholders has been obtained. Beneficial holders of ADSs wishing to be included among the Scheme Shareholders present or represented at the Court Meeting must, among other matters, authorize and direct one (1) ADS to be deposited in a blocked account with DTC, (the “**Blocked ADS Account**”), from the date of such authorization, and the Participant must authorize to have Broadridge or other intermediary provide the Depository fully executed voting instruction cards.

To enable U.S. holders of NDS Group plc to be included among the Scheme Shareholders present or represented at the Court Meeting, BNYM has established a record date of December 3, 2008. Persons who hold NDS Group ADSs on December 3, 2008 and on the day of the Court Meeting to be included among the Scheme Shareholders present or represented at the Court Meeting (subject to any applicable requirements or restrictions under United Kingdom law or under NDS Group’s Articles of Association) may provide instructions to BNYM. Participants must provide such instructions to BNYM by [December 30, 2008], 5:00 P.M. **Participants must provide for the purpose of identifying the Beneficial Owner or Beneficial Owners of the ADSs a spreadsheet including the DTC Participant**

Non-Confidential

DTCC is now offering enhanced access to all important notices via a new, Web-based subscription service. The new notification system leverages RSS Newsfeeds, providing significant benefits including real-time updates and customizable delivery. To learn more and to set up your own DTCC RSS alerts, visit [http://www.dtcc.com/subscription\\_form.php](http://www.dtcc.com/subscription_form.php).

To remove your name from the former system of email notifications, send a message to [unsubscribe@dtcc.com](mailto:unsubscribe@dtcc.com).

**number and Owner's or Owners' name, address, and vote elections. This spreadsheet must be e-mailed to Ellen O'Brien at ellen.o'brien@bnymellon.com, phone (212) 815-3895 and, sent via facsimile with the accompanying authorization form and proxy to 212-571-3053.** In addition, Participants must follow the procedure described below.

To provide BNYM with assurance that ADSs on which it has received instructions from a Participant to be included among the Scheme Shareholders present or represented at the Court Meeting will still be held in that Participant's account on the meeting date, DTC has agreed to segregate **one (1) ADS** from share positions on which such instructions have been filed under a separate contra-CUSIP number. The number to be used for this purpose is 628891996. A Participant filing such instructions with BNYM on a position in its DTC account will be asked to provide BNYM as a part of those instructions a letter authorizing DTC to have its nominee, Cede & Co., deliver to a DTC account maintained on behalf of BNYM the number of ADSs specified by the Participant. The form of the authorization letter is attached; extra copies will be available from The Bank of New York Mellon.

BNYM will advise DTC of all voting instructions received under this procedure and provide DTC with the authorization letters signed by Participants relating to those instructions. For each such instruction, DTC will temporarily deduct one ADS from the beneficial holder's position being voted from the Participant's holdings under the NDS Group ADSs CUSIP (628891103), temporarily credit the position to an account maintained for BNYM, and indicate that movement in the Participant's account under the NDS Group ADSs contra-CUSIP (628891996). DTC will return this position to the Participant's account under the base CUSIP number upon instruction from BNYM once the voting has been completed. This should occur on or about [January 20, 2009].

Inquiries regarding this notice should be directed to Steve McGregor at (212) 855-5198 or Ralph Graves at (212) 855-5187.

**THE DEPOSITORY TRUST COMPANY**

55 Water Street – 25<sup>th</sup> Floor  
NEW YORK, NEW YORK 10041

**VIA FACSIMILE: (212) 571-3050**

THE BANK OF NEW YORK MELLON, AS DEPOSITARY (“BNYM”)  
101 BARCLAY STREET, FLOOR 22 WEST  
NEW YORK, NY 10286  
ATTN.: MICHELE BARATTA/ELLEN O’BRIEN, ADR DEPARTMENT

FOR PURPOSES OF CAUSING THE BENEFICIAL HOLDER TO BE INCLUDED IN THE SCHEME SHAREHOLDERS PRESENT AND VOTING EITHER IN PERSON OR PROXY AT THE COURT MEETING OF NDS GROUP PLC, A CORPORATION ORGANIZED UNDER THE LAWS OF THE UNITED KINGDOM (“THE COMPANY”), TO BE HELD IN THE UNITED KINGDOM ON [JANUARY 13, 2009], (“THE MEETING”),

CEDE & CO. THE NOMINEE OF THE DEPOSITORY TRUST COMPANY (“DTC”) CERTIFIES THAT ON THE INSTRUCTIONS OF THE PARTICIPANT NAMED BELOW DTC HAS DELIVERED TO A DTC ACCOUNT MAINTAINED ON BEHALF OF BNYM THE NUMBER OF AMERICAN DEPOSITARY SHARES (“ADSs”) SPECIFIED BELOW, WHICH ADSs REPRESENT AMERICAN DEPOSITARY SHARES OF THE COMPANY, UNTIL THE BANK OF NEW YORK MELLON ADVISES DTC THAT THE MEETING HAS CONCLUDED.

\_\_\_\_\_  
NAME OF PARTICIPANT

\_\_\_\_\_  
NUMBER OF AMERICAN DEPOSITARY SHARES

DATED: \_\_\_\_\_, 2008

\_\_\_\_\_  
FACSIMILE SIGNATURE OF CEDE & CO.

**THE DEPOSITORY TRUST COMPANY**

55 Water Street – 25<sup>th</sup> Floor  
NEW YORK, NEW YORK 10041

\_\_\_\_\_, 2008

The Depository Trust Company  
55 Water Street – 25<sup>th</sup> Floor  
New York, NY 10041

RE: NDS Group  
CUSIP No. # 628891103 NDS Group plc  
DTC Account No. \_\_\_\_\_  
Number of ADSs: \_\_\_\_\_

Gentlemen:

In order to enable the beneficial owner(s) of the number specified above (the “Deposited ADSs”) of NDS Group plc American Depository Shares to vote at the Court Meeting of NDS Group plc scheduled to be held on [January 13, 2009], please take the following actions:

- Deliver one ADS for each Beneficial Owner or Owners electing to to be included among Scheme Shareholders present or represented at the Court Meeting from the Deposited ADSs from the undersigned’s above-referenced account to an account with you maintained on behalf of BNYM until BNYM instructs you to return the Deposited ADSs to the undersigned’s above-referenced account.

The undersigned certifies to you that the Deposited ADSs were held on December 3, 2008, and are on the date hereof, on deposit in the undersigned’s above-referenced account.

Very truly yours,

\_\_\_\_\_  
(Print Participant’s Name)

BY:

\_\_\_\_\_  
(Signature)

Medallion Stamp

\_\_\_\_\_  
(Print Name)

\_\_\_\_\_  
(Print Title)

