

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document and/or the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all your holding of shares in Apace Media plc you should immediately forward this document, including the Form of Proxy, as soon as possible to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

APACE MEDIA plc

(Incorporated and registered in England and Wales under the Companies Act 1985
with registered number 03848181)

Notice of General Meeting

Notice of a General Meeting of Apace Media plc to be held at the offices of Seymour Pierce Limited, 20, Old Bailey, London EC4M 7EN on Tuesday 19th May 2009 at 11.00 a.m. is set out on page 6 of this document. The attached Form of Proxy for use at the General Meeting should be completed and returned as soon as possible and, in any event, so as to be received by the Company's registrars, Capita Registrars, Proxies Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, not less than 48 hours before the time fixed for the General Meeting.

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DEFINITIONS

In this document, the following words and expressions shall, except where the context requires otherwise, have the following meanings:

"1985 Act"	The Companies Act 1985;
"2006 Act"	The Companies Act 2006;
"General Meeting" or "GM"	the general meeting of the Company convened for 11.00 a.m. on 19 th May 2009, notice of which is set out on page 6 of this document;
"Board" or "Directors"	the board of directors of the Company;
"Company" or "Apace"	Apace Media plc;
"Form of Proxy"	the form of proxy enclosed with this document for use in connection with the GM;
"Resolutions"	the Resolutions set out in the notice of GM on page 6 of this document; and
"Constatation du Principal Etablissement"	The Constatation du Principal Etablissement referred to in Resolution 3 and set out on page 8 of this document;

APACE MEDIA PLC

(Incorporated in England and Wales with Registered Number 03848181)

Directors:

Didier Stoessel
Martin Johnston
Charles Thompson
William Vanderfelt
Robert Burke
Francesco Abbruzzese

Registered Office:

LG3 Shepherds Central
Charecroft Way
London W14 0EH

1st May 2009

Dear Shareholder

General Meeting

Enclosed with this letter is a formal Notice convening a General Meeting, which will be held at the offices of Seymour Pierce Limited, 20, Old Bailey, London EC4M 7EN on Tuesday 19th May 2009 at 11.00 a.m.

We hope you will be able to join us at the General Meeting. Whether you are able to do so or not, please use the enclosed proxy form to register your vote on the Resolutions summarised below which are being proposed at the General Meeting. Returning the proxy form does not, of course, preclude you from attending and voting at the General Meeting, if you so wish.

Business to be proposed at the General Meeting

Special Resolution 1 – Change of the location of the management and control of the Company to Luxembourg

The Board has, on January 28th, 2009, resolved to change the location of the management and control of the Company and the location of future board meetings of the Company from England to the Grand Duchy of Luxembourg. Luxembourg has been chosen as the new place of central management as it meets all necessary commercial criteria, including providing both greater certainty and stability for the Company's taxation position. Since January 31st, 2009 the management and control of the Company has been located at, and it is now proposed that the Company formally establishes its place of effective management and the principal place of its business ("*principal établissement*") at, 6C, Parc d'Activités Syrdall, L-5365 Munsbach, Grand Duchy of Luxembourg with effect from January 31st, 2009.

If this Resolution is passed, although the Company will remain incorporated solely in England, because of the transfer of the principal place of management and business and the centre of main interests of the Company to the Grand Duchy of Luxembourg, and only because of this, the Company will become a hybrid company, registered in both England and Luxembourg and will exist under the form of a *société anonyme* for the purposes of Luxembourg law. It will be necessary to adapt the Memorandum and Articles of Association in order to comply with the laws of both jurisdictions.

Special Resolution 2 - New Articles of Association

As a result of the change in the location of the management and control of the Company to the Grand Duchy of Luxembourg and as a result of the Company becoming a hybrid company, registered in both England & Wales and in Luxembourg, the Company's Memorandum and Articles of Associations will require adaptation or revision in order to contain certain requisite provisions enabling the Company to comply with both English and Luxembourg company laws in both jurisdictions. Subject to the change in the location of the management and control of the Company being approved under Resolution 1, it is proposed by Resolution 2 that the Company adopts new Articles of Association in English and French (initialled and marked "Articles A" by the Chairman for the purposes of identification) which reflect the pertinent revisions.

The Company's current Memorandum and Articles of Association, together with a copy of "Articles A" proposed by Resolution 2 are available for inspection during normal business hours at the registered office of the Company on any business day and may also be inspected at the venue on the day of the General Meeting from 15 minutes prior to the Meeting until the conclusion of the Meeting.

Ordinary Resolution 3 – *Constatation du Principal Etablissement*

In order to carry out the change in the location of the management and control of the Company to the Grand Duchy of Luxembourg in accordance with Luxembourg law, it is necessary for at least 50% of the shareholders of the Company to resolve to appoint a proxy (or attorney) to execute, before an authorised Notary Public in Luxembourg, the requisite "Constatation du Principal Etablissement" in the form annexed hereto and, subject to the change in the location of the management and control of the Company being approved under Resolution 1, Resolution 3 appoints Mr. Martin James Hardy Johnston, the Company's Finance Director, to represent them for the execution of the said "Constatation du Principal Etablissement" in the form annexed hereto.

Ordinary Resolution 4 – Upon the change of location of the management and control to the Grand Duchy of Luxembourg an addition to, or replacement of, certain of the United Kingdom Board members by one or more new Luxembourg-resident directors is considered appropriate, and it was announced recently that Mr. Francesco Abbruzzese was appointed by the Directors to the Board as Non-Executive Director with effect from 29th April 2009. It is proposed that he be appointed a director of the Company by Shareholders at the General Meeting.

Action to be taken


A Form of Proxy is enclosed for use by Shareholders at the GM. Whether or not Shareholders intend to be present at the GM they are asked to complete, sign and return the Form of Proxy to the Company's Registrars, Capita Registrars, Proxies Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, as soon as possible but in any event so as to arrive no later than 11.00 a.m. on Sunday 17th May 2009. The completion and return of a Form of Proxy will not preclude Shareholders from attending the GM and voting in person should they wish to do so. Accordingly, whether or not Shareholders intend to attend the GM in person they are urged to complete and return the Form of Proxy as soon as possible.

Recommendation

Your Directors consider that the proposed Resolutions are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board unanimously recommends Shareholders to vote in favour of the Resolutions to be proposed at the GM as they intend to do in respect of their own beneficial and non-beneficial holdings.

We look forward to seeing you at the meeting.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Roby Burke', written in a cursive style.

Roby Burke
Executive Chairman

NOTICE OF GENERAL MEETING

NOTICE is hereby given that a General Meeting of the Company will be held at the offices of Seymour Pierce Limited, 20, Old Bailey, London EC4M 7EN on Tuesday 19th May 2009 at 11.00 a.m. to consider and, if thought fit, pass Resolutions 1 to 4 inclusive as Resolutions of the Company.

1. Resolution 1 – to be passed as a Special Resolution:

THAT the Company does and hereby changes the location of the management and control of the Company and the location of future board meetings of the Company from England to the Grand Duchy of Luxembourg and establishes its place of effective management and the principal place of its business ("*principal établissement*") at 6C, Parc d'Activités Syrdall, L-5365 Munsbach, Grand Duchy of Luxembourg with effect from January 31st, 2009.

2. Resolution 2 – to be passed as a Special Resolution:

THAT subject to the passing of Resolution 1 the draft Memorandum and Articles of Association produced to the General Meeting and initialled and marked "Articles A" by the Chairman for the purposes of identification be and are hereby adopted as the Memorandum and Articles of association of the Company in substitution for and to the exclusion of the existing Memorandum and Articles of Association with effect from the conclusion of the General Meeting.

3. Resolution 3 – to be passed as a Special Resolution:

THAT subject to the passing of Resolution 1 Mr. Martin James Hardy Johnston be and is hereby irrevocably authorised by the members to represent them in accordance with the Powers of Attorney Act 1971 and otherwise as requisite and necessary under the laws of England and Wales and of the Grand Duchy of Luxembourg and for all other purposes for the execution of the "Constatation du Principal Etablissement" in the form annexed hereto.

4. Resolution 4 – to be passed as an Ordinary Resolution:

THAT Mr. Francesco Abbruzzese, a Director appointed by the Board since the last AGM, be and is hereby elected as a Director of the Company.

BY ORDER OF THE BOARD



Robert Carter
Secretary

Dated: 1st May 2009

Registered Office:
LG3, Shepherds Central, Charecroft
Way, London W14 0EH

Notes:

- (1) A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote at the meeting in his/her place. A proxy need not also be a member. Appointment of proxies does not preclude members from attending and voting at the meeting should they wish to do so. A form of proxy is attached to this notice for use at the meeting.
- (2) To be valid, this form of proxy (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority in accordance with section 3 of the Powers of Attorney Act 1971), must be lodged with the Registrar of the Company, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time appointed for the General Meeting or any adjourned meeting, or in the case of a poll taken more than 48 hours after it was demanded, not less than 24 hours before the time appointed for taking the poll.
- (3) Completing and returning a form of proxy will not prevent a member from attending in person at the meeting and voting, should he/she so wish.
- (4) In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those shareholders entered on the relevant register of members (the "**Register**") for certificated or uncertificated shares of the Company (as the case may be) at 11.00 a.m. on Sunday 17th May 2009 (the "**Specified Time**") will be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at the time. Changes to entries on the Register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at that meeting. Should the meeting be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. Should the meeting be adjourned for a longer period, then to be so entitled, members must be entered on the Register at the time which is 48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in the notice.
- (5) The register of Directors' interests in the share capital of the Company maintained under section 325 of the Act, and copies of the Directors' contracts of service with the Company will be available for inspection during normal business hours on any week day at the registered office of the Company from the date of this notice until the General Meeting and on the day of the General Meeting at the place of the meeting from 15 minutes prior to its commencement until its conclusion.
- (6) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising 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(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- (7) In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company's agent, Capita Registrars (whose CREST ID is RA10) by the specified latest time(s) for receipt of proxy appointments. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed.
- (8) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Apace Media PLC
Registered Office:
LG3, Shepherds Central, Charecroft Way,
London W14 0EH, United Kingdom
England and Wales registered number 03848181
Effective place of management and business:
6C, Parc d'Activités Syrdall
L-5365 Munsbach
Grand-Duchy of Luxembourg

Share capital: £ 1,458,335.31
R.C.S. Luxembourg: in registration process

<p style="text-align: center;">CONSTATATION DU PRINCIPAL ETABLISSEMENT du 22 Mai, 2009</p>	
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In the year two thousand and nine, on the 22nd of May.

Before us, Maître Henri Beck, notary residing in Echternach, Grand Duchy of Luxembourg.

THERE APPEARED:

Mr. Martin James Hardy Johnston, company's director, residing at Cawdor House, Knowle Park, Mayfield, East Sussex TN20 6DY, United Kingdom, holder of United Kingdom Passport No. 036881456, acting as the representative of at least 50% of the members of Apace Media PLC, an English "Public Company" listed on the London Stock Exchange, incorporated on September 4th, 1999 under the name of Quotemore Limited, and which name was changed into Apace Media PLC in April 2005, having its registered office at LG3, Shepherds Central, Charecroft Way, London W14 0EH, the United Kingdom, and being registered in England and Wales under the number 03848181 (hereinafter referred to as the the "**Company**"), pursuant to a proxy granted by at least 50% of the members of the Company resulting from special resolutions of the members of the Company made on Tuesday, 19th May 2009, a copy of which, after having been initialled ne varietur by the proxyholder of the appearing members and the undersigned notary, shall be registered together with the present deed.

Such appearing members, represented as stated here above, have requested the undersigned notary to state that:

I. Statement.

- 1) The Company's share capital is set at £1,458,335.31 represented by one hundred and forty-five million eight hundred and thirty-three thousand five hundred and thirty-one (145,833,531) ordinary shares with a par value of 1 pence each, all of which are fully paid up.
- 2) The Company's share capital is owned by multiple members, whereof at least 50% granted a proxy by special resolutions of the members of the Company made on Tuesday, 19th May 2009 to Mr. Martin James Hardy Johnston, prenamed, to represent them for the execution of the present deed.
- 3) The Company is in a good legal standing, and it has never been bankrupt or affected by a conciliation procedure or the liquidation of its assets, is not in the process of merger or consolidation or to be wound up and dissolved. The Company is in the process of being duly registered at the date hereof with the Luxembourg Trade and Companies Register, and no proceedings have been instituted to strike the name and/or the registration of the Company off the Registrar of Companies for England and Wales.

II. Board of Managers Meeting.

Pursuant to a decision of the majority of the Company's Board members as of January 28th, 2009, it was resolved, with a view to strengthen the Company's ability to pursue its ongoing activities in an efficient manner, to establish the principal place of management and business and centre of main interests of "Apace Media PLC" in Luxembourg.

The establishment of the Company's principal place of management and business and centre of main interests in a country other than the United Kingdom, without prior liquidation of the Company, is authorised and accepted under English law.

Although the Company remains incorporated solely in England, because of the transfer of the principal place of management and business and the centre of main interests of the Company to the Grand Duchy of Luxembourg, and only because of this, the Company shall be subject to both English and Luxembourg company law (as provided for in Article 159 of the Luxembourg Law of August 10, 1915 on Commercial Companies as amended from time to time).

III. Resolutions of the majority of the Company's members.

The qualified majority of the Company's members adopt the following resolutions:

- 1) The majority of the Company's members support as far as is necessary the decision of the Company's board of directors held on January 28th, 2009, and therefore acknowledge to establish the principal place of management and business and the centre of main interests of the Company in Luxembourg, Grand Duchy of Luxembourg.
- 2) The majority of the Company's members acknowledge to fix the principal place of management and business and the centre of main interests at the following address:
6C, Parc d'Activités Syrdall, L-5365 Munsbach, Grand Duchy of Luxembourg.
- 3) For Luxembourg law purposes and the best functioning of the place of business, the majority of the Company's members adopt the following revised and restated Company's memorandum and articles of association as submitted to the Company's members during a general meeting held in England on 19th May, 2009, in a manner consistent with both English and Luxembourg company law, which will henceforth read as presented and attached hereto.

IV. Documentation.

The following documents are submitted to the notary:

- a) A copy of the current memorandum and articles of association of the Company;
- b) A copy of minutes of the meeting of the Board of directors of the Company held in England on January 28th, 2009;
- c) A certificate of good standing concerning the Company issued by Companies House in the United Kingdom on 14th April 2009;
- d) A report from a Luxembourg independent auditor about the Company's migration; and
- e) A recent certified balance sheet of the Company.

All the above-mentioned documents initialled "*ne varietur*" by the appearing person and the undersigned notary will remain attached to the present deed to be filed with the registration authorities.

V. Ratification.

The appearing party requested the notary to act and to authenticate in accordance with the requirements of Luxembourg Law on Commercial Companies the ratification and confirmation, without qualification, nothing withheld or excepted, of all the resolutions made by the here-above Company's majority members as of the date hereof.

Consequently:

The establishment of the place of effective management and the principal place of business ("*principal établissement*") of the Company at 6C, Parc d'Activités Syrdall, L-5365 Munsbach, Grand Duchy of Luxembourg is realized with effect on January 31st, 2009.

The Company shall henceforth be subject to the status provided in articles 2§2 and 159§2 of the Luxembourg law on Commercial Companies, dated August 10th, 1915 as amended from time to time.

The Company will thus be subject to Luxembourg law, according to articles 159§1 and 159§2 of the Luxembourg law on Commercial Companies, dated August 10th, 1915 as amended from time to time.

The Company exists under the form of a *société anonyme* for the purposes of Luxembourg law. For the Luxembourg and English laws purposes, the articles of association of the Company are worded as decided in England and here-above drawn-up.

(a) EXPENSES

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of its migration are estimated at _____ Euros.

DECLARATION

The undersigned notary, who understands and speaks English, states herewith that on request of the above appearing party, the present deed is worded in English, followed by a French version. On request of the same appearing party and in case of divergences between the English and the French text, the English version will be prevailing.

WHEREOF the present deed was drawn up in Echternach, Grand Duchy of Luxembourg, on the day named at the beginning of this document.

The document having been read to the person appearing, she signed together with the notary the present deed.

SUIT LA TRADUCTION FRANCAISE DU TEXTE QUI PRECEDE:

En l'an deux mille neuf, le 22 Mai.

Par-devant Maître Henri Beck, notaire de résidence à Echternach, Grand-Duché de Luxembourg.

A COMPARU:

M. Martin James Hardy Johnston, administrateur de sociétés, ayant son adresse à Cawdor House, Knowle Park, Mayfield, East Sussex TN20 6DY, le Royaume-Uni, Passeport No. 036881456, agissant en tant que représentant légal d'au moins 50% des actionnaires d'Apac Media PLC, une « *Public Company* » de droit anglais cotée sur la bourse de Londres, qui a été dûment constituée selon le droit anglais le 24 septembre 1999 sous la dénomination sociale suivante : Quotemore Limited, et dont la dénomination sociale est devenue Apac Media PLC en avril 2005, ayant son siège social à LG3, Shepherds Central, Charecroft Way, London W14 0EH, le Royaume-Uni, et immatriculée en Angleterre et au Pays de Galle sous le numéro 03848181 (ci-après définie comme la « **Société** »), en vertu d'une procuration donnée par au moins 50% des actionnaires de la Société lors de résolutions extraordinaires prises par les actionnaires de la Société le 19 Mai 2009, et dont la copie, après avoir été signée *ne varietur* par le mandataire des actionnaires comparants et le notaire instrumentant, restera annexée aux présentes pour être formalisée avec elles.

Lesquels actionnaires comparants, représentés comme indiqué ci-dessus, ont requis le notaire instrumentant de dresser acte comme suit :

I. Exposé.

- 1) Le capital social de la Société est fixé à £1.458.335,31.- représenté par cent quarante-cinq million huit cent trente-trois mille cinq cent trente-et-une (145.833.531) actions ordinaires d'une valeur nominale d' 1 pence chacune, chaque part étant entièrement libérée.
- 2) Le capital social de la Société est détenu par plusieurs actionnaires, parmi lesquels au moins 50% ont donné une procuration par le biais de résolutions extraordinaires prises par les actionnaires de la Société le 19 Mai, 2009 à M. Martin James Hardy Johnston, précité, pour la signature de ce présent acte.
- 3) La Société est dûment immatriculée auprès du bureau compétent, et n'a jamais été déclarée en faillite ou en procédure de conciliation ou de liquidation de ses avoirs, n'est pas en cours de fusion ou d'absorption par restructuration, liquidée ou dissoute. La Société est en voie d'être dûment immatriculée à la présente date auprès du Registre du Commerce et des Sociétés Luxembourgeois, et aucune procédure de radiation n'a été engagée à l'encontre du nom et/ou de

l'immatriculation de la Société auprès du Registre des Sociétés anglais et gallois.

II. Réunion du Conseil de Gérance.

Aux termes d'une décision de la majorité des membres du conseil d'administration de la Société en date du 28 janvier 2009, il a été décidé d'établir le lieu du principal établissement et de direction effective ainsi que le centre des intérêts principaux de la Société « Apace Media PLC » à Luxembourg, en vue de renforcer la capacité de la Société et à mettre en œuvre de manière efficace ses activités.

L'établissement du principal établissement et de direction effective, ainsi que du centre des intérêts principaux de la Société dans un pays autre que l'Angleterre, sans liquidation préalable de la Société, est autorisé et accepté par la loi anglaise.

Bien que la Société maintienne son siège d'incorporation en Angleterre du fait qu'elle a été constituée en Angleterre, la Société sera à la fois régie par la loi anglaise et par la loi luxembourgeoise sur les sociétés (tel que prescrit dans les dispositions de l'article 159 de la loi luxembourgeoise du 10 août 1915 sur les sociétés commerciales telle qu'amendée), en raison du transfert de son principal établissement et de direction effective, ainsi que du centre de ses intérêts principaux au Grand-Duché de Luxembourg.

III. Résolutions de la majorité des actionnaires de la Société.

La majorité qualifiée des actionnaires de la Société adopte les résolutions suivantes:

- 1) La majorité des actionnaires de la Société soutient autant qu'il est nécessaire la décision du conseil d'administration de la Société en date du 28 janvier 2009, et en conséquence reconnaît l'établissement du principal établissement et de direction effective, ainsi que le centre des intérêts principaux de la Société à Luxembourg, Grand-Duché de Luxembourg.
- 2) La majorité des actionnaires de la Société reconnaît l'établissement de l'adresse de son principal établissement et de direction effective, ainsi que du centre de ses intérêts principaux à l'adresse suivante:

6C, Parc d'Activités Syrdall, L-5365 Munsbach, Grand-Duché de Luxembourg.
- 3) Pour les besoins de la loi luxembourgeoise et le fonctionnement optimal de l'établissement principal et des affaires de la Société, la majorité des actionnaires de la Société adopte le mémorandum et les statuts modifiés et refondus suivants pour la Société, tels que soumis aux actionnaires de la Société lors d'une assemblée générale tenue en Angleterre le 19 Mai, 2009 de

manière à être à la fois en conformité avec les lois anglaise et luxembourgeoise sur les sociétés, en leur donnant la teneur présente et ci-jointe:

IV. Documentation.

Les documents suivants sont soumis au notaire:

- a) Une copie du mémorandum et des statuts actuels de la Société;
- b) Une copie du procès-verbal du conseil d'administration de la Société tenu le 28 janvier 2009, en Angleterre;
- c) Un certificat de non radiation concernant la Société émis par Companies House du Royaume-Uni le 14 Avril 2009 ;
- d) Un rapport de Réviseurs d'Entreprises luxembourgeois concernant la migration de la Société ;
et
- e) Un bilan récent certifié de la Société.

Tous les documents mentionnés ci-dessus, paraphés "*ne varietur*" par le mandataire des actionnaires comparants et le notaire soussigné resteront annexés au présent acte pour être enregistrés en même temps que lui.

V. Ratification.

Le mandataire des actionnaires comparants a requis le notaire d'acter et d'authentifier conformément aux prescriptions de la loi luxembourgeoise sur les sociétés commerciales, la ratification et la confirmation, sans réserves, sans exclusion ou exception, de toutes les résolutions prises par décision de la majorité des actionnaires de la Société ci-avant mentionnées en date de ce jour.

Par conséquent:

L'établissement du lieu de direction effective et du principal établissement de la Société (« principal établissement ») est fixé au 6C, Parc d'Activités Syrdall, L-5365 Munsbach, Grand-Duché de Luxembourg et est réalisé avec effet au 31 janvier, 2009.

La Société sera soumise au statut établi par les articles 2§2 et 159§2 de la loi Luxembourgeoise sur les sociétés commerciales en date du 10 août 1915 telle qu'amendée.

La Société sera donc soumise au droit luxembourgeois en application des articles 159§1 et 159§2 de la loi luxembourgeoise sur les sociétés commerciales en date du 10 août 1915 telle qu'amendée.

La Société existe sous la forme d'une société anonyme selon la loi luxembourgeoise.

Pour les besoins des lois luxembourgeoise et anglaise, les statuts sont arrêtés tels qu'il en a été décidé en Angleterre et tels que repris ci-avant.

FRAIS

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui seront à la charge de la Société à raison de sa migration sont estimés à _____ Euros.

DECLARATION

Le notaire soussigné, qui a personnellement la connaissance de la langue anglaise, déclare que le mandataire des actionnaires comparants l'a requis de documenter le présent acte en langue anglaise, suivi d'une version française. A la demande dudit mandataire des actionnaires comparants, et en cas de divergence entre le texte anglais et le texte français, le texte anglais fera foi.

DONT ACTE,

fait et passé à Echternach, Grand-Duché du Luxembourg, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée au mandataire des actionnaires comparants, celui-ci a signé le présent acte avec le notaire.

APACE MEDIA PLC
FORM OF PROXY FOR GENERAL MEETING

I/We

(Name in full in block capitals please)

of (address)

.....

being (a) member(s) of Apace Media plc., 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 General Meeting of the Company to be held at 11.00am on 19th May 2009 at the offices of Seymour Pierce Limited, 20, Old Bailey, London EC4M 7EN and at any adjournment of the meeting. I/We direct my/our proxy to vote as indicated below and, on any other resolutions, as he or she thinks fit:-

RESOLUTION	FOR	AGAINST
1. THAT the Company does and hereby changes the location of the management and control of the Company and the location of future board meetings of the Company from England to the Grand Duchy of Luxembourg and establishes its place of effective management and the principal place of its business (" <i>principal établissement</i> ") at 6C, Parc d'Activités Syrdall, L-5365 Munsbach, Grand Duchy of Luxembourg with effect from January 31 st , 2009.		
2. THAT subject to the passing of Resolution 1 the draft Memorandum and Articles of Association produced to the General Meeting and initialled and marked "Articles A" by the Chairman for the purposes of identification be and are hereby adopted as the Memorandum and Articles of association of the Company.		
3. THAT subject to the passing of Resolution 1 Mr. Martin James Hardy Johnston be and is hereby irrevocably authorised by the members to represent them in accordance with the Powers of Attorney Act 1971 and otherwise as requisite and necessary under the laws of England and Wales and of the Grand Duchy of Luxembourg and for all other purposes for the execution of the "Constatation du Principal Etablissement" in the form annexed hereto.		
4. THAT Mr. Francesco Abbruzzese be and is hereby elected as a Director of the Company.		

Signature:.....

Date.....