

# 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 midday on Friday, 5 March 2010 at the offices of Seymour Pierce Limited, 20 Old Bailey, London EC4M 7EN and at any adjournment of that meeting, in relation to ..... ordinary shares in the Company ("Ordinary Shares") held by me/us (for the appointment of more than one proxy see note 4).

(Please tick here to indicate that this proxy appointment is one of multiple appointments being made)

I/We direct my/our proxy to vote as indicated below and, on any other resolutions, as he or she thinks fit (please indicate with an "X" in the boxes below. See note 3):

RESOLUTION	FOR	AGAINST	WITHHELD
1 THAT the admission of the Company's ordinary shares of £0.01 each to trading on AIM, a market operated by London Stock Exchange plc, be and is hereby cancelled			

Signature..... Date.....

### Notes

1. If you wish to appoint a person other than the Chairman then insert his/her name and delete the words "the Chairman of the meeting".
2. In the case of joint holders, the signature of the first named in the Register of Members will be accepted to the exclusion of all others.
3. Please insert an 'X' in the appropriate box indicating how you wish your votes to be cast. If all boxes are left blank, the proxy will vote or abstain as he/she thinks fit.
4. In the case of a corporation, the form of proxy should be under its common seal or under the hand of an officer or attorney duly authorised.
5. As a member, you may appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting. Appointment of a proxy does not preclude you from attending the meeting and voting in person. A proxy need not also be a member of the Company but must attend the meeting in person. The return of this form of proxy will not prevent a shareholder from attending the meeting and voting in person if he/she so wishes.
6. You may appoint more than one proxy if each proxy is appointed to exercise the rights attached to different share or shares held by you. To appoint more than one proxy, additional forms may be obtained from the Company Secretary at the Company's registered office or you may copy this form. If necessary, please indicate the number of Ordinary Shares in relation to which your proxy is authorised to act. If you leave the number of Ordinary Shares blank, you will be deemed to have appointed your proxy in relation to all Ordinary Shares held by you. Please also indicate by ticking the box provided, if the proxy appointment is one of multiple appointments being made by you. All forms must be signed and should be returned together.
7. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or an office or notorially certified copy thereof, must be deposited at or posted to the registrars of the Company, Capita Registrars, PXS, 34 Beckenham Road, Beckenham BR3 4TU, not less than 48 hours before the meeting or any adjournment thereof.
8. The summary of the resolution is for guidance only. You are advised to read the accompanying Notice of Meeting carefully.
9. The appointment under this form of proxy may be terminated by the member prior to the commencement of the meeting (or any adjournment of the meeting). To be valid, the notice of termination of the authority of the person appointed to act as proxy must be deposited at the registered office of the Company not less than one hour before the time appointed for the meeting (or any adjournment of the meeting).
10. This form of proxy (and any non-contractual obligations arising out of it, or in connection with it) is governed by and shall be construed in accordance with English law.

Business Reply  
Licence Number  
RSBH-UXKS-LRBC

PXS  
34 Beckenham Road  
BECKENHAM  
BR3 4TU

