

UBC Media Group PLC
Company number 03958483
Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the twelfth Annual General Meeting ("AGM") of UBC Media Group Plc (the "Company") will be held at the offices of DAC Beachcroft LLP, Fetter Lane, London EC4A 1BN on Thursday, 26 July 2012 at 10.00am for the following purposes:

Ordinary business

To consider and, if thought fit, to pass the resolutions set out below, each of which will be proposed as an Ordinary Resolution.

1. To receive the annual accounts of the Company and the auditors' report on those accounts which are included in the Annual Report and Financial Statements, for the financial period ended 31 March 2012 (the "Financial Year").
2. To declare a final dividend of 0.07 pence per share for the Financial Year on all the shares of 1 penny each in the capital of the Company ("Ordinary Shares") in addition to the interim dividend of 0.07 pence per Ordinary Share declared by the Directors on 15 November 2011, making a total dividend for the Financial Year of 0.14 pence per Ordinary Share.
3. To re-appoint Deloitte LLP as Auditors to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which accounts are laid before the Company, and to authorise the Directors to determine their remuneration.
4. To re-elect Paul Pascoe who retires by rotation pursuant to Article 91 of the Company's Articles of Association (the "Articles") and who, being eligible, offers himself for re-election as a Director of the Company pursuant to Article 93 of the Articles.
5. To re-elect John Christopher Stewart Dent, who was appointed since the last Annual General Meeting, as a Director of the Company.
6. To approve the Directors' Remuneration Report for the financial period ended 31 March 2012 as set out in the Annual Report and Financial Statements for that period.

Special business

To consider and, if thought fit, to pass the resolutions set out below which, in the case of Resolution 7 will be proposed as an Ordinary Resolution and, in the case of Resolutions 8 and 9 will be proposed as Special Resolutions.

7. THAT the Directors be and they are hereby generally and unconditionally authorised for the purposes of and pursuant to section 551 of the Companies Act 2006 (the "Act") to allot Equity Securities (as defined in section 560 of the Act) up to a maximum aggregate nominal amount of £660,954 provided that this authority shall, unless renewed, varied or revoked by the Company, expire fifteen months from the passing of this resolution or, if earlier, on the date of the next annual general meeting of the Company, save that the Company may, before such expiry, make offers or agreements which would or might require Equity Securities to be allotted after such expiry and the Directors may allot Equity Securities pursuant to such offer or agreement notwithstanding that the authority conferred by this resolution has expired, and further,

THAT the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, Ordinary Shares in the Company in connection with a rights issue or other offer in favour of the holders of Ordinary Shares where the shares or rights are available to the holders of Ordinary Shares in proportion (as nearly as may be) to their holdings of Ordinary Shares (subject to such

exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, directions from any holders of Ordinary Shares to deal in some other manner with their respective entitlements, legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange) up to a maximum aggregate nominal amount of an additional £660,954 provided that this authority shall expire fifteen months from the date of this resolution or, if earlier, on the date of the next AGM of the Company, save that the Company may before such expiry make offers or agreements which would or might require Equity Securities to be allotted after such expiry and the Board may allot securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot Equity Securities under section 551 of the Act but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

8. THAT, subject to the passing of Resolution 7 above, the Directors of the Company be and are hereby given the general power pursuant to section 570 of the Act to allot Equity Securities for cash, either pursuant to the authority conferred by Resolution 7 or by way of a sale of Treasury shares, as if section 561(1) of the Act did not apply to any such allotment, PROVIDED that this power shall be limited to:
- (a) the sale of any Treasury shares;
 - (b) the allotment of Equity Securities pursuant to a rights issue or other offer in favour of Shareholders where the Equity Securities are available to all holders of Ordinary Shares in proportion (or as nearly in proportion as is practical) to the respective numbers of Ordinary Shares held by them (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, directions from any holders of shares to deal in some other manner with their respective entitlements, legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange); and
 - (c) the allotment (otherwise than pursuant to paragraphs (a) or (b) above) of Equity Securities up to an aggregate nominal amount of £297,429.

The power granted by this resolution shall expire fifteen months from the passing of this resolution or, if earlier, at the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot Equity Securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot Equity Securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of Equity Securities already made or agreed to be made pursuant to such authorities.

9. THAT, the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of any of its Ordinary Shares provided that:
- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 29,742,932;
 - (b) the minimum price, exclusive of any expenses of purchase, which may be paid for an Ordinary Share is 1 pence;
 - (c) the maximum price, exclusive of any expenses, which may be paid for an Ordinary Share is an amount equal to 105% of the average of the middle market quotations for an Ordinary Share derived from the AIM section of the London Stock Exchange Daily Official List for the five

business days immediately preceding the date on which the Ordinary Share is contracted to be purchased;

- (d) unless previously renewed, varied or revoked, the authority conferred shall expire at the close of the next Annual General Meeting of the Company or fifteen months from the date of this resolution, if earlier; and
- (e) the Company may make a contract for the purchase of Ordinary Shares under this authority before the expiry of this authority which would or might require to be executed wholly or partly after the expiry of such authority, and may make purchases of Ordinary Shares in pursuance of such a contract as if such authority had not expired.

By Order of the Board

Chris Dent
Director and Company Secretary

Registered office:
50 Lisson Street,
London
NW1 5DF

29 June 2012

Notes:

A. GENERAL

Entitlement to attend and vote

1. The right to attend and vote at the meeting is determined by reference to the Company's register of members. Only those members registered in the register of members of the Company at 6:00pm on 24 July 2012 (being 48 hours before the time for holding the meeting) or, in the event that the meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend or vote at the meeting, and only in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after 10:00am on 24 July 2012 or, in the event that the meeting is adjourned, after 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. As at the close of business on the date of this notice, the Company's issued share capital comprised 198,286,212 Ordinary Shares, of which nil are held in Treasury, i.e. they have been bought by the Company itself in anticipation that they will be resold. Each Ordinary Share carries the right to one vote at a general meeting of the Company.
3. As at 31 March 2012, there were options to subscribe for 6,000,000 Ordinary Shares outstanding under various schemes representing approximately 3.0% of the current issued share capital of the Company, including the shares held in Treasury. If the authority sought by Resolution 9 was exercised in full, the outstanding options would represent approximately 3.6% of the current issued share capital following the repurchase of shares, but including the shares currently in Treasury.

Appointment of proxies

4. If you are a member of the Company at the time set out at note 1 above, you are entitled to appoint one or more persons as proxies to exercise all or any of your rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the form of proxy are set out in the notes to the form of proxy. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
5. A form of proxy is enclosed and notes for completion can be found on the form and should be read carefully before it is completed. To be valid, the form of proxy must be completed, signed (or in the case of a member which is a company, executed under its common seal or signed on its behalf by an officer of or an attorney for the company) and sent to the offices of the Company's registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, so as to arrive no later than 10:00am on 24 July 2012 (or, in the event that the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).
6. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. You may photocopy the enclosed proxy form, indicating clearly on each proxy form the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed. All forms must be signed and should be returned together in the same envelope. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

Appointment of proxies by joint members

7. In the case of joint holders, where more than one joint holder purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).

Changing or terminating proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using the method set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed (or in the case of a member which is a company, executed under its common seal or signed on its behalf by an officer of or an attorney for the company) hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrars at the address given at note 3 above. Any revocation notice must be received no later than 10:00am on 24 July 2012. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to note 10 below, your proxy appointment will remain valid.
10. The appointment of a proxy will not preclude a member from attending and voting in person at the meeting if he or she so wishes. If a member has appointed a proxy and then attends the meeting in person, the proxy appointment will be automatically terminated.
11. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting. The notes to the proxy form explain how to direct your proxy to vote on each resolution or withhold their vote.

Abstaining

12. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution.

Documents on display

13. The following documents are available for inspection by members at the registered office of the Company (except Bank Holidays) during the normal business hours and at the place of the meeting not less than 15 minutes prior to and during the meeting:
 - (a) the register of Directors' interests required to be kept under section 809 of the Act; and
 - (b) copies of the Directors' service contracts.

Company's registrars

14. Capita Registrars maintain the Company's share register.
15. Except as provided above, members who have general queries about the AGM should contact the Company's registrars' helpline on 0871 664 0300 (calls cost 10p per minute; lines are open 8.30am to 5.30pm, Monday-Friday) or (from overseas) +44 208 639 3399.
16. Members can also email the Registrar using the following email address ssd@capitaregistrars.com

Attendance at AGM

17. Persons who are not Shareholders in the Company will not be admitted to the AGM unless prior arrangements are made with the Company.

B : The Resolutions

Resolution 2

Declaration of Final Dividend

A final dividend of 0.07 pence per Ordinary Share is recommended by the Directors for payment to shareholders on the register of members of the Company at the close of business on 6 July 2012. Subject to approval by the Ordinary Shareholders, the dividend will be paid on 2 August 2012. An interim dividend of 0.07 pence per Ordinary Share was declared by the Company on 15 November 2011. If the proposed final dividend is approved, the total dividend for the year ending on 31 March 2012 will be 0.14 pence per Ordinary Share.

Resolution 3

Re-election of Directors

The Company's Articles of Association require that all members of the Board of Directors submit themselves for re-election at least every three years. Paul Pascoe is the Director retiring by rotation this year as he is the director who has been on the Board for the longest time since re-election, and he now offers himself for re-election. Brief biographical details about all the Directors appear on page 6 of the Annual Report and Financial Statements.

Resolution 5

Re-election of John Christopher Stewart Dent

The Company's Articles of Association require any Director appointed as an addition to the existing Board to retire at the next Annual General Meeting following his appointment. Christopher Dent offers himself for re-election.

Resolution 7

Authority to issue shares

The right of the Directors to allot further shares in the capital of the Company requires in most cases the prior authorisation of the Shareholders in general meeting under section 551 of the Companies Act 2006 ("the Act"). Resolution 7 will be put to members to authorise the Directors to issue Ordinary shares with a nominal value of up to £660,954 to be allotted pro rata the existing holdings of Ordinary shares, representing approximately 33% of the Company's current issued share capital (including shares held in Treasury), and to issue further Ordinary Shares with a nominal value of £660,954 to be allotted generally which would also represent approximately 33% of the Company's current issued share capital (excluding shares held in treasury). The Directors have no immediate intention of exercising the authority contained in Resolution 7 to allot further shares. The authority shall expire immediately following the Annual General Meeting next following the resolution or, if earlier, fifteen months following the resolution being passed.

Resolution 8

Disapplication of statutory rights of pre-emption

This Resolution authorises the Directors pursuant to section 570 of the 2006 Act, to allot, for cash, or to sell from Treasury, shares with an aggregate nominal value of £297,429 equal to approximately 15% of the Company's current issued share capital (including the Ordinary Shares held in Treasury) without being required first to offer such securities to existing shareholders. The Company will thereby be given greater flexibility when considering future opportunities. This authority will expire immediately following the Annual General Meeting next following the resolution or, if earlier, fifteen months following the resolution being passed.

The Resolution also authorises the Directors to issue and allot Ordinary Shares free of the statutory pre-emption rights, provided they are made available to the existing Shareholders pro rata their existing shareholdings

Resolution 9

Authority to purchase Ordinary Shares

Shareholders are invited under Resolution 9 to grant authority to the Company to make market purchases of its Ordinary Shares. It is proposed such authority will expire on the conclusion of the Annual General Meeting to be held in 2013 or fifteen months from the date of this resolution, if earlier. This authority will be limited to the purchase of not more than 15% of the Ordinary Shares currently in issue, including those in Treasury. The maximum price payable under this authority will be 105% of the average of the middle market quotations of an Ordinary Share for the five business days before the relevant purchase and the minimum price will be 1 pence per Ordinary Share. In considering whether or not to purchase Ordinary Shares under the market purchase authority, the Directors will take into account cash resources, the effect on gearing and other investment opportunities before exercising the authority. In addition, the Company will only exercise the authority to make such a purchase in the market when the Directors consider it is in the best interests of the shareholders generally to do so and it should result in an increase in earnings per Ordinary Share.