

# UBC Media Group PLC

Company number 03958483

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the thirteenth Annual General Meeting ("**AGM**") of UBC Media Group Plc (the "**Company**") will be held at the offices of DAC Beachcroft LLP, 100 Fetter Lane, London, EC4A 1BN on Friday, 2 August 2013 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 2013 (the "**Financial Year**").
2. To re-appoint Hazlewoods LLP who were appointed since the last Annual General Meeting 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.
3. To re-elect as a director Paul Pascoe who, having served on the Board for more than 9 years, offers himself for re-election.
4. To re-elect as a director Tim Blackmore who, having served on the Board for more than 9 years and being required to retire by rotation under the Company's Articles of Association, offers himself for re-election.
5. To re-elect as a director Kelvin Harrison who, having served on the Board for more than 9 years and being required to retire by rotation under the Company's Articles of Association, offers himself for re-election.
6. To approve the Directors' Remuneration Report for the financial period ended 31 March 2013 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, 9 and 10 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 £688,732 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 £688,732 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 £309,929.

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 30,992,932;
  - (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.

10. THAT, the Articles of Association of the Company be changed as follows:-

- (a) By the addition of a new Article 158.2 as follows:-

"158.2 For the purposes of these Articles, copies of those documents shall be treated as being sent to a member where the Company has provided the member with access to those documents on a website and the member has been notified not less than 21 clear days before the date of the general meeting that the documents have been published on a website, the address of the website and the location on the website of those documents and how they may be accessed."

- (b) By the addition of a new Article 159.2 as follows:-

"159.2 For the purposes of these Articles, the summary financial statement shall be treated as being sent to a member where the Company has provided the member with access to it on a website and the member has been notified not less than 21 clear days before the general meeting, the documents have been published on a website, the address of the website and the location on the website of those documents and how they may be accessed."

- (c) By the removal of the words "subject to the Articles" from the beginning of Article 160.1 and Article 160.2.

- (d) By deleting Articles 162.1 and replacing it with the following:-

"162.1 The Company may send, deliver or serve any notice or other document, including a share certificate, to or on a member:-

- (a) personally;
- (b) by sending it through the postal system addressed to the member at his registered address or by leaving it at that address addressed to the member;
- (c) through a relevant system, where the notice or document relates to uncertificated shares;
- (d) where appropriate, by sending or supplying it in electronic form to an address notified by the member to the Company for that purpose;
- (e) where appropriate, by making it available on a website and notifying the member of its availability in accordance with this Article; or
- (f) by any other means authorised in writing by the member concerned.

In the case of a member registered on an overseas branch register any such notice or document may be posted either in the United Kingdom or in the territory in which such branch register is maintained; and

(e) By deleting Article 164 and replacing it with the following:-

**"164. Evidence of Service**

- 164.1 Any notice, document or other information, addressed to a member at his registered address or address for service in the United Kingdom shall, if served, sent or supplied by first class post, be deemed to have been served or delivered on the day after the day when it was put in the post (or, where second class post is employed, on the second day after the day when it was put in the post). Proof that an envelope containing the notice, document or other information was properly addressed and put into the post as a prepaid letter shall be conclusive evidence that the notice was given.
- 164.2 Any notice, document or other information not served, sent or supplied by post but delivered or left at a registered address or address for service in the United Kingdom (other than an address for the purposes of communications by electronic means) shall be deemed to have been served or delivered on the day on which it was so delivered or left.
- 164.3 Any notice, document or other information, if served, sent or supplied by electronic means shall be deemed to have been received on the day on which the electronic communication was sent by or on behalf of the Company notwithstanding that the Company subsequently sends a hard copy of such notice, document or other information by post. Any notice, document or other information made available on a website shall be deemed to have been received on the day on which the notice, document or other information was first made available on the website or, if later, when a notice of availability is received or deemed to have been received pursuant to this Article. Proof that the notice, document or other information was properly addressed shall be conclusive evidence that the notice by electronic means was given.
- 164.4 Any notice, document or other information served, sent or supplied by the Company by means of a relevant system shall be deemed to have been received when the Company or any sponsoring system-participant acting on its behalf sends the issuer-instruction relating to the notice, document or other information.
- 164.5 Any notice, document or other information served, sent or supplied by the Company by any other means authorised in writing by the member concerned shall be deemed to have been received when the Company has carried out the action it has been authorised to take for that purpose."

By Order of the Board

**Christopher Dent**  
Director and Company Secretary

Registered office:  
50 Lisson Street, London NW1 5DF

2 August 2013

## **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 31 July 2013 (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 6.00pm on 31 July 2013 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 206,619,545 Ordinary Shares, of which 2,696,004 are held in Treasury (i.e. they have been bought by the Company itself in anticipation that they will be resold) and is not permitted to exercise voting rights in respect of those shares. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company is 203,923,541.
3. As at 31 March 2013, there were options to subscribe for 250,000 Ordinary Shares outstanding under various schemes representing approximately 0.12% 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 0.14% 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, FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, 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 31 July 2013 (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 5 above. Any revocation notice must be received no later than 10.00am on 31 July 2013. 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](mailto: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**

### ***Resolutions 3, 4 and 5***

#### ***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. Tim Blackmore and Kelvin Harrison are the Directors retiring by rotation this year as they are the Directors who have been on the Board for the longest time since re-election and they now offer themselves for re-election. Non-executive directors who have served on the Board for more than nine years must offer themselves for re-election annually. Paul Pascoe, in addition to Tim Blackmore and Kelvin Harrison, therefore offers himself up for re-election. Brief biographical details about all the Directors appear on page 5 of the Annual Report and financial statements.

#### ***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 £688,732 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 £688,732 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 2014 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.

## **Resolution 10**

### **Change to Articles of Association**

**THAT** the Articles of Association of the Company be changed as follows:-

(a) By the addition of a new Article 158.2 as follows:-

"158.2 For the purposes of these Articles, copies of those documents shall be treated as being sent to a member where the Company has provided the member with access to those documents on a website and the member has been notified not less than 21 clear days before the date of the general meeting that the documents have been published on a website, the address of the website and the location on the website of those documents and how they may be accessed."

(b) By the addition of a new Article 159.2 as follows:-

"159.2 For the purposes of these Articles, the summary financial statement shall be treated as being sent to a member where the Company has provided the member with access to it on a website and the member has been notified not less than 21 clear days before the general meeting, the documents have been published on a website, the address of the website and the location on the website of those documents and how they may be accessed."

(c) By the removal of the words "subject to the Articles" from the beginning of Article 160.1 and Article 160.2.

(d) By deleting Articles 162.1 and replacing it with the following:-

"162.1 The Company may send, deliver or serve any notice or other document, including a share certificate, to or on a member:-

- (a) personally;
- (b) by sending it through the postal system addressed to the member at his registered address or by leaving it at that address addressed to the member;
- (c) through a relevant system, where the notice or document relates to uncertificated shares;
- (d) where appropriate, by sending or supplying it in electronic form to an address notified by the member to the Company for that purpose;



- (e) where appropriate, by making it available on a website and notifying the member of its availability in accordance with this Article; or
- (f) by any other means authorised in writing by the member concerned. In the case of a member registered on an overseas branch register any such notice or document may be posted either in the United Kingdom or in the territory in which such branch register is maintained.

(e) By deleting Article 164 and replacing it with the following:-

**"164. Evidence of Service**

- 164.1 Any notice, document or other information, addressed to a member at his registered address or address for service in the United Kingdom shall, if served, sent or supplied by first class post, be deemed to have been served or delivered on the day after the day when it was put in the post (or, where second class post is employed, on the second day after the day when it was put in the post). Proof that an envelope containing the notice, document or other information was properly addressed and put into the post as a prepaid letter shall be conclusive evidence that the notice was given.
- 164.2 Any notice, document or other information not served, sent or supplied by post but delivered or left at a registered address or address for service in the United Kingdom (other than an address for the purposes of communications by electronic means) shall be deemed to have been served or delivered on the day on which it was so delivered or left.
- 164.3 Any notice, document or other information, if served, sent or supplied by electronic means shall be deemed to have been received on the day on which the electronic communication was sent by or on behalf of the Company notwithstanding that the Company subsequently sends a hard copy of such notice, document or other information by post. Any notice, document or other information made available on a website shall be deemed to have been received on the day on which the notice, document or other information was first made available on the website or, if later, when a notice of availability is received or deemed to have been received pursuant to this Article. Proof that the notice, document or other information was properly addressed shall be conclusive evidence that the notice by electronic means was given.
- 164.4 Any notice, document or other information served, sent or supplied by the Company by means of a relevant system shall be deemed to have been received when the Company or any sponsoring system-participant acting on its behalf sends the issuer-instruction relating to the notice, document or other information.
- 164.5 Any notice, document or other information served, sent or supplied by the Company by any other means authorised in writing by the member concerned shall be deemed to have been received when the Company has carried out the action it has been authorised to take for that purpose."