

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you should consult your professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or another appropriately authorised independent adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all your shares in United Business Media Limited, please forward this document and the accompanying documents at once to the person through whom the sale or transfer was made, for transmission to the purchaser or transferee.

A Proxy Form for the Annual General Meeting is enclosed and should be completed and returned so as to reach the Company's Registrar not less than 48 hours prior to the time of the meeting. Completion of the Proxy Form will not preclude you from attending and voting at the meeting in person if you wish. Alternatively, you may register your proxy vote electronically up to 48 hours before the time of the meeting, by visiting www.sharevote.co.uk or, if you have already registered with Equiniti's online portfolio service Shareview, at www.shareview.co.uk/my portfolio.



United Business Media Limited

Notice of Annual General Meeting

**To be held at the
Westbury Hotel, Grafton Street, Dublin 2, Ireland
on Tuesday 10 May 2011 at 4.30 pm**

Letter from the Chairman



To the Holders of UBM Ordinary Shares

1 April 2011

Dear Shareholder,

Annual General Meeting 10 May 2011

Introduction

I have pleasure in enclosing the notice convening the Annual General Meeting ('AGM') of United Business Media Limited to be held at 4.30 pm on Tuesday 10 May 2011 at the Westbury Hotel, Grafton Street, Dublin 2, Ireland.

The notice of meeting and the resolutions to be proposed are set out on pages 7 to 8 of this document. If you cannot attend the AGM but would like to vote on the resolutions, you may appoint a proxy online via www.sharevote.co.uk or by completing a proxy form and returning it to our registrars, Equiniti (Jersey) Limited.

Resolutions 1 to 8 will be proposed as ordinary resolutions which will be passed if more than 50 per cent of the votes cast are in favour. Resolutions 9 to 13 will be proposed as special resolutions, which will be passed if at least two-thirds of votes cast are in favour.

Save for any procedural resolution, which may be taken on a show of hands, voting at the AGM will be taken by poll. This means that shareholders will have one vote for every share they hold. The results of the poll will be published on our website, www.ubm.com, and released to the London Stock Exchange following the AGM.

An explanation of the resolutions to be proposed at the AGM is set out in the notes on pages 4 to 6.

Board appointments

Under the Company's Articles of Association, at each AGM any director who has been appointed by the Board since the previous AGM or who has held office for more than 30 months since he was last appointed or re-appointed by shareholders shall retire from office but is eligible for re-appointment.

Accordingly David Levin, Alan Gillespie and Jonathan Newcomb will be proposed for re-election.

Directors' Remuneration Report

The Directors' Remuneration Report includes a description of the share incentive plans operated by UBM and the performance measures to which those plans are subject. In this year's report we made specific reference to the Bonus Investment Plan (BIP) which was established in 2005 with a performance measure based on growth in earnings per share (EPS) in excess of UK inflation (RPI). In 2010 the Remuneration Committee ('the Committee') replaced this measure with one based on relative Total Shareholder Return. Some shareholders indicated a preference for more than one performance measure and asked the Committee to review the appropriateness of this after one year. The Committee has considered this and following consultation with the company's major shareholders has decided to revert back to an EPS condition on the BIP. For awards to be made in 2011, the performance target will be EPS growth of RPI+5 per cent – 10 per cent p.a. The Committee considers this to be appropriately stretching in the current environment.

In considering changes the Committee was mindful both of the current economic climate and shareholder concerns about executive pay but wanted to ensure that the overall package remains relevant and aligned to shareholder interests over the 2011–2013 cycle. The Committee will review the performance target for each plan cycle to ensure that it remains appropriately stretching.

Electronic communications

In accordance with Jersey law, the Company's Articles of Association contain provisions enabling us to communicate with our shareholders electronically. We are keen to encourage this form of communication as it enables us to benefit from savings in costs of administration, printing and postage and produces environmental benefits in the form of reduced paper usage and energy. Approximately 70 per cent of our shareholders are currently receiving information from us in this way.

We are proposing to amend the Company's Articles of Association to bring the provisions on electronic communication more fully into line with UK law.

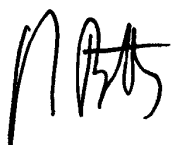
If you received this letter in hard copy form and wish to receive future shareholder information electronically, you may elect to do so by registering at www.shareview.co.uk/myportfolio

Recommendations

The directors of UBM consider that all resolutions proposed are in the best interests of shareholders as a whole and recommend that you vote in favour of each of them, as they intend to do in respect of their own beneficial holdings.

I hope to see you at the AGM.

Yours sincerely



John Botts
Chairman

EXPLANATION OF BUSINESS to be proposed at the 2011 Annual General Meeting

RESOLUTION 1 – Adoption of annual report and accounts

The directors customarily present the directors' report and accounts at the AGM. The directors' report, the accounts of the Company for the year ended 31 December 2010 and the report of the Company's auditors, are included within the UBM Annual Report 2010, copies of which have been sent to those shareholders who have elected to receive them, and are also available online at www.ubm.com.

RESOLUTION 2 – Directors' Remuneration Report

Shareholders are invited to vote on the Directors' Remuneration Report which is set out on pages 54 to 63 of the Annual Report. The report sets out the Company's policy on remuneration and gives details of directors' remuneration for 2010. The vote on the report is advisory only and is not specific to any individual director's remuneration.

RESOLUTION 3 and 4 – Re-appointment of auditors and auditors' remuneration

These resolutions authorise the directors to re-appoint the auditors, Ernst & Young LLP, and to determine their remuneration.

RESOLUTIONS 5, 6 and 7 – Re-election of directors retiring by rotation

The Board has noted the provision on annual re-election of all directors introduced by the UK Corporate Governance Code (the 'Code') which applies to financial years beginning on or after 29 June 2010. The Board does not propose to submit all of the directors for re-election at this year's AGM but will keep the matter under review during the year, having regard to shareholder opinion and evolving best practice.

For its AGM in 2011 the Company will instead comply with the existing Articles of Association (the 'Articles'). These require that any director who, at the date of the notice convening the Annual General Meeting has held office for more than 30 months since last elected or re-elected in general meeting, must retire. David Levin, Alan Gillespie and Jonathan Newcomb are all retiring accordingly and are seeking re-election. Biographical information about them can be found on pages 52 and 53 of the Annual Report. David Levin has a contract which may be terminated by either party on 12 months' notice. Neither Alan Gillespie nor Jonathan Newcomb has a service contract, but instead have letters of appointment.

During 2010 the Board conducted a review of its performance and that of its committees. Based on that review and on a review of non-executive directors' performance the Board considers that all individuals seeking re-election continue to perform effectively and to demonstrate the necessary commitment and ability in respect of their roles in the Company. The Nomination Committee considers that the non-executive directors are independent in character and there are no circumstances likely to affect their independence or judgement.

Jonathan Newcomb has served as a non-executive director of the Company for nine years, and under the terms of the Code will cease to be independent following the next Annual General Meeting. The Board values his contribution and experience highly, and wishes to retain Mr Newcomb's services; it considers this appropriate having regard to the number of independent non-executive directors on the Board and the varying length of tenure of those directors. Mr Newcomb will be proposed for re-election annually.

RESOLUTION 8 – Authority to allot shares

Under Article 6 of the Articles, the Board must be given authority by ordinary resolution to exercise all powers of the Company to allot relevant securities (as defined in the Articles). The authority granted at the last Annual General Meeting is due to expire at the conclusion of this year's Annual General Meeting. Accordingly, this resolution seeks to grant a new authority to authorise the Directors to allot relevant securities in the Company and will expire at the conclusion of the next Annual General Meeting of the Company. Upon the passing of this resolution, the Board will have authority (pursuant to paragraph (a) of the resolution) to allot relevant securities up to a maximum nominal value of £8,153,838 representing one-third of the current issued ordinary share capital of the Company as at 1 March 2011 (being the latest practicable date before the publication of this Notice). In addition, in accordance with the latest institutional guidelines from the Association of British Insurers ('ABI'), upon the passing of this resolution the Board will have authority (pursuant to paragraph (b) of the resolution) to allot an additional number of ordinary shares up to a maximum of £8,153,838, which is approximately a further one-third of the current issued ordinary share capital as at 1 March 2011. However, the directors will only be able to allot those shares for the purposes of a rights issue in which the new shares are offered to existing shareholders in proportion to their existing shareholdings. This authority will also expire immediately following the next Annual General Meeting.

As a result, if this resolution is passed, the Board could allot shares representing up to two-thirds of the current issued share capital pursuant to a rights issue.

There is no present intention of exercising this authority except in connection with the Company's employee share schemes. However, it is considered prudent to maintain the flexibility that this authority provides. If they do exercise the authority, the directors intend to follow emerging best practice as regards its use (including, where appropriate, the directors standing for re-election) as recommended by the ABI.

RESOLUTION 9 – Change of Name

When the Company was established in 2008, Jersey law did not permit the use of 'plc' to denote a publicly-listed company. However the use of 'plc' is now permitted under Jersey law and the Company proposes to take advantage of this change. In addition, over the last two years the Company has gradually redeveloped its corporate identity and has implemented it consistently across its businesses. The vast majority of the Group's businesses now have UBM as part of their divisional name and this has strengthened the external recognition of the connection between the corporate parent, its divisional businesses and their individual product brands. In order to cement this development, and to reflect the change in Jersey law, the Company proposes to change its name to UBM plc.

RESOLUTION 10 – Notice period for general meetings

The Companies (Shareholders' Rights) Regulations 2009 increased the notice period for general meetings of the Company to 21 clear days unless shareholders approve a shorter period, which cannot however be less than 14 clear days. At the Annual General Meeting of the Company held on 13 May 2010, shareholders authorised the calling of general meetings (other than an Annual General Meeting) on not less than 14 clear days' notice. Resolution 10 seeks the approval of shareholders to renew this authority. The flexibility offered by resolution 10 will be used where, taking into account the circumstances, the directors consider this appropriate in relation to the business to be considered at the meeting and in the interests of the Company and shareholders as a whole.

If given, the approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

RESOLUTION 11 – Disapplication of pre-emption rights

Under Article 7 of the Articles, if the directors wish to exercise the authority given under resolution 8 and allot any shares for cash, they must offer them in the first instance to existing shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best interests of the Company to allot new shares (or to grant rights over shares) for cash without a pre-emptive offer to existing shareholders.

At the last Annual General Meeting, the directors were empowered to make limited allotments of new shares for cash other than according to the pre-emption rights. This power is due to expire at the conclusion of this year's Annual General Meeting. Accordingly, this resolution proposes to seek renewal of this power to the directors. This resolution, which is conditional on resolution 8 having been passed, would, in accordance with Article 8 of the Articles, authorise the directors to do this by allowing the directors to allot shares for cash (i) by way of a rights issue in which the new shares are offered to existing shareholders in proportion to their existing shareholdings; and (ii) to persons other than existing shareholders up to an aggregate nominal value of £1,223,076 which is equivalent to 5 per cent of the issued share capital of the Company on 1 March 2011 (being the latest practicable date prior to the printing of this Notice.)

If given, the authority will expire at the conclusion of the next Annual General Meeting in 2012. The directors intend to renew such power at successive AGMs in accordance with current best practice.

The directors have no current plans to allot shares, except in connection with employee share schemes. The directors do not intend to issue more than 7.5 per cent of the issued ordinary share capital of the Company in any rolling three-year period without prior consultation with shareholders.

As at 1 March 2011, the Company held no equity securities in treasury.

EXPLANATION OF BUSINESS to be proposed at the 2011 Annual General Meeting continued**RESOLUTION 12 – Authority to purchase shares**

This resolution gives the Company the authority to buy back up to 24,461,515 ordinary shares in accordance with Article 12 of the Articles. This represents approximately 10 per cent of the Company's issued ordinary share capital as at 1 March 2011 (being the latest practicable date before the publication of this Notice). The authority would expire at the conclusion of the 2012 Annual General Meeting or, if earlier, 10 August 2012. The Board intends to seek renewal of this power at subsequent Annual General Meetings in accordance with current best practice.

The minimum price that may be paid by the Company for an ordinary share is its nominal value and the maximum price which may be paid by the Company for an ordinary share is the higher of:

an amount equal to 5 per cent above the average of the middle market quotations of an ordinary share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which that ordinary share is contracted to be purchased; and

an amount equal to the higher of (i) the price of the last independent trade of an ordinary share; and (ii) the highest current independent bid for an ordinary share on the London Stock Exchange at the time the purchase is carried out.

Any buy back of shares would be made on the London Stock Exchange.

Authority was given to the Company to make market purchases up to an aggregate of 24,417,501 of its ordinary shares at the Annual General Meeting held on 13 May 2010 (being equal to approximately 10 per cent of the Company's issued ordinary share capital). This authority is due to expire at the end of the Annual General Meeting to be held on 10 May 2011 and it is proposed that the Company be authorised to continue to make market purchases up to an aggregate of approximately 10 per cent of the Company's issued ordinary share capital. The directors will continue to exercise this power only when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be likely to promote the success of the Company for the benefit of its members as a whole and is in the best interests of shareholders generally. The directors consider it to be desirable for this general authority to be available to provide flexibility in the management of the Company's capital resources over the next 12 months and particularly in the short term. The Company may hold in treasury any of its own shares that it purchases pursuant to the authority conferred by this resolution.

The total number of options to subscribe for shares outstanding under the Company's share incentive plans as at 1 March 2011 (being the latest practicable date before the publication of this Notice), was 8,885,714. This represents 3.63 per cent of the issued share capital at that date. If the Company was to buy back the maximum number of ordinary shares permitted pursuant to this resolution, then the total number of options to subscribe for ordinary shares outstanding at 1 March 2011 would represent 4.04 per cent of the reduced share capital.

RESOLUTION 13 – Adoption of New Articles

It is proposed to adopt new Articles of Association of the Company ('New Articles') in substitution for the existing Articles of Association. The principal changes introduced in the New Articles deal with electronic communications and certain consequential changes as follows:

Under the existing Article 137 the Company may send a document or any other information to any shareholder by way of an electronic communication rather than a hard copy form if such shareholder consents to this. It is proposed that this article is amended to provide that if the Company asks each shareholder individually to agree that the Company may send or supply such documents or information by way of an electronic communication, and if the Company has not received a response from such shareholder within 28 days beginning with the day of the request, the shareholder will be taken to have agreed to such form of electronic communication.

Even if a shareholder fails to respond, and is taken to agree to website publication, he or she can ask for a hard copy of any document from the Company at any time.

Notice of Annual General Meeting



Notice is hereby given that the Annual General Meeting of United Business Media Limited (the 'Company') will be held at the Westbury Hotel, Grafton Street, Dublin 2, Republic of Ireland on Tuesday 10 May 2011 at 4.30 pm for the purpose of considering and, if thought fit, passing the resolutions listed below of which resolutions numbered 1 to 8 (inclusive) will be proposed as ordinary resolutions and resolutions numbered 9 to 13 (inclusive) will be proposed as special resolutions.

1. To receive and adopt the accounts for the year ended 31 December 2010 together with the reports of the directors and auditors thereon.
2. To approve the directors' remuneration report for the financial year ended 31 December 2010.
3. To re-appoint Ernst & Young LLP as auditors to the Company.
4. To authorise the directors to determine the remuneration of the auditors.
5. To re-elect David Levin as a director of the Company.
6. To re-elect Alan Gillespie as a director of the Company.
7. To re-elect Jonathan Newcomb as a director of the Company.
8. That the directors be generally and unconditionally authorised in accordance with Article 6 of the Articles to exercise all the powers of the Company to allot relevant securities (as defined in the Articles):
 - (a) up to an aggregate nominal amount of £8,153,838 (representing approximately one-third of the Company's issued ordinary share capital); and
 - (b) up to an aggregate nominal amount of £8,153,838 (representing approximately one-third of the Company's issued ordinary share capital) solely in connection with an allotment pursuant to an offer by way of rights issue as defined in the Articles, being an offer or issue to or in favour of holders of ordinary shares in the Company on the register of the Company on a date fixed by the directors where the equity securities (as defined in the Articles) respectively attributable to the interest of all those holders are proportionate (as nearly as practicable) to the respective numbers of shares in the Company held by them on that date, and

the authorities conferred on the directors under paragraphs 8(a) and 8(b) above shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

Special resolutions

9. To change the name of the Company to UBM plc.
10. That a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.
11. That, subject to the passing of resolution 8 above, the directors be and they are hereby authorised pursuant to Article 8 of the Articles, to allot equity securities (as defined in the Articles) wholly for cash as if Article 7 of the Articles did not apply to any such allotment provided that such authority shall be limited:
 - (a) to the allotment of equity securities in connection with a rights issue, open offer or pre-emptive offer to holders of ordinary shares in the Company on the register of members of the Company on a date fixed by the directors where the equity securities (as defined in the Articles) respectively attributable to the interest of all those holders are proportionate (as nearly as practicable) to the respective numbers of shares in the Company held by them on that date but the directors may make such exclusions or other arrangements as they consider expedient in relation to fractional entitlements, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange; and
 - (b) to the allotment (other than under paragraph 11(a)) of equity securities wholly for cash or otherwise up to an aggregate nominal amount not exceeding £1,223,076,

Notice of Annual General Meeting continued

and such authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

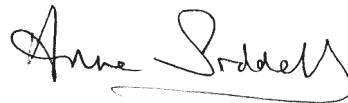
12. To authorise the directors of the Company, generally and unconditionally:

- (1) pursuant to Article 57 of the Companies (Jersey) Law 1991 (the 'Law'), to make market purchases on the London Stock Exchange of ordinary shares of 10 pence each in the capital of the Company provided that:
 - (a) the maximum number of ordinary shares hereby authorised to be purchased is 24,461,515;
 - (b) the minimum price (exclusive of expenses) which may be paid for any such share is 10 pence;
 - (c) the maximum price (exclusive of expenses) which may be paid for any such share will be the higher of: (i) 5 per cent above the average of the middle market quotations for such shares as derived from the Daily Official List of the London Stock Exchange for the five business days in respect of which such Daily Official List is published immediately preceding the day on which that share is purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the current highest independent bid for an ordinary share on the London Stock Exchange at the time the purchase is carried out; and
 - (d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting next following the passing of this resolution or on 10 August 2012, if earlier, unless previously revoked, varied or renewed by the Company in general meeting;
 - (e) the Company may make a contract to purchase its own shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry date of such authority and may make a purchase of its own shares in pursuance of any such contract as if the authority conferred hereby had not expired; and
- (2) pursuant to Article 58A of the Law and Article 13 of the Articles to hold as treasury shares any ordinary shares purchased pursuant to the authority given in paragraph 12 (i).

13. That with effect from the conclusion of the Annual General Meeting, the Articles of Association produced to the meeting and initialled for identification purposes by the Chairman of the meeting, be and are hereby adopted in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

By order of the Board

United Business Media Limited
Registered office:
Ogier House
The Esplanade
St Helier
Jersey JE4 9WG



Anne Siddell
Company Secretary
1 April 2011

Notes to Notice of Annual General Meeting

1. All resolutions at the meeting will be decided by poll.
2. A 'Not voted' option is provided on the proxy card accompanying this Notice of Meeting, the purpose of which is to enable a member to withhold his vote on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for or against a resolution.
3. A member who is entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the Annual General Meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a member of the Company. A proxy may be appointed:
 - by completion and return of the proxy form enclosed with the notice of meeting;
 - via the internet at www.sharevote.co.uk;
 - via the CREST electronic proxy appointment service as described below.
4. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.
5. To be valid, a form of proxy and any power of attorney or any other authority under which it is signed must be lodged with the registrar of the company: Equiniti (Jersey) Limited, c/o Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZN by 4.30 pm on Sunday 8 May 2011.
6. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the company in accordance with Article 140 of the Company's Articles of Association ('nominated persons'). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
7. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs three, four and five above does not apply to nominated persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
8. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination of the votes they may cast) shareholders must be registered in the register of members as at 6 pm on 8 May 2011 (or, in the event of any adjournment, 6 pm on the date which is two days before the time of the adjourned meeting). Changes to entries on the register of members after 6 pm on 8 May 2011 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 10 May 2011 and any adjournment(s) thereof by using the procedures described in the CREST Manual which can be viewed at www.Euroclear.com/CREST. 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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 7RA01) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

Notes to Notice of Annual General Meeting continued

CREST members and, where applicable, their CREST sponsors or voting service providers, should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

10. Shareholders should note that it is possible that, pursuant to requests made by shareholders under Article 47 of the Company's Articles of Association, the Company may be required to circulate a statement relating to: (i) a matter referred to in a proposed resolution to be dealt with at the Annual General Meeting; or (ii) any other business to be dealt with at that meeting. In certain circumstances the Company may require the shareholders requesting any such circulation to pay its expenses in complying with such request.
11. As at 1 March 2011 the Company's issued share capital was 244,615,154 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at that date were 244,615,154.
12. Copies of the following documents will be available for inspection at the registered office of the Company and at the offices of Norton Rose LLP, 3 More London Riverside, London SE1 2AQ during usual business hours on any weekday (Saturdays, Sundays and Bank Holidays excluded) until the date of the AGM and also on the date and at the place of the meeting 15 minutes prior to and until the conclusion of the meeting:
 - (a) the executive directors' service agreements;
 - (b) the non-executive directors' letters of appointment; and
 - (c) a copy of the proposed new Articles of the Company, with a copy of the existing Articles marked to show the changes being proposed in resolution 13.
13. Copies of this Notice of AGM and the Annual Report and Accounts are available on the Company's website at www.ubm.com

