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This document comprises a prospectus relating to United Business Media Limited (**New UBM** or the **Company**) and has been prepared in accordance with the Prospectus Rules made under section 73A of the FSMA. This document has been filed with the Financial Services Authority and has been made available to the public in accordance with section 3.2 of the Prospectus Rules.

If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document, together with the accompanying documents at once to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. However, these documents should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws of such jurisdiction. If you have sold or transferred only part of your holding of Ordinary Shares, you should retain these documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

This document has been prepared in connection with a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 to introduce a new Jersey incorporated holding company, United Business Media Limited, to the UBM Group (the Scheme) and has been prepared on the assumption that the Scheme will become effective in accordance with its current terms. A summary of the Scheme and other proposals are set out in Part 1 of this document. You should read this document in its entirety and in particular the risk factors set out in the section of this document headed “Risk Factors”.

The Directors, whose names appear on page 17 of this document, and the Company, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and contains no omission likely to affect the import of such information.

United Business Media Limited

(incorporated in Jersey under the Companies (Jersey) Law 1991 with registered number 100460)

Prospectus

relating to admission to the Official List and to trading on the London Stock Exchange of up to 251,428,572 New UBM Shares of 33⁷¹/₈₈ pence each

Sponsor

Merrill Lynch International

Application has been made to the UK Listing Authority for all of the ordinary share capital of the Company to be admitted to the Official List maintained by the UK Listing Authority and to the London Stock Exchange to be admitted to trading on the London Stock Exchange’s main market for listed securities. Admission to the Official List, together with admission to trading on the London Stock Exchange’s main market for listed securities, constitute admission to official listing on a stock exchange. If the Scheme proceeds as currently envisaged, it is expected that admission to listing and trading will become effective and that unconditional dealings will commence at 8.00 a.m. on 30 June 2008.

This document does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy, New UBM Shares in any jurisdiction where such offer or solicitation is unlawful. The New UBM Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (the **US Securities Act**) and subject to certain exemptions, may not be offered or sold within the United States. The New UBM Shares will be issued in reliance on the exemption provided by section 3(a)(10) of the US Securities Act. In addition, the New UBM Shares have not been and will not be registered under the securities laws of any state of the United States but will be issued pursuant to available exemptions from state law registration requirements. Neither the US Securities Exchange Commission (the **SEC**) nor any US state securities commission has reviewed or approved this document or the Scheme. Any representation to the contrary is a criminal offence in the United States.

New UBM Shares have neither been marketed to, nor are available for purchase by, the public in the United Kingdom or elsewhere in connection with the introduction of the New UBM Shares to the Official List. This document does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any securities or any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, such securities by any person in any circumstances in which such offer or solicitation is unlawful.

A copy of this document has been delivered to the Jersey registrar of companies in accordance with Article 5 of the Companies (General Provisions) (Jersey) Order 2002, and it has given, and has not withdrawn, its consent to its circulation. The Jersey Financial Services Commission has given, and has not withdrawn, its consent under Article 2 of the Control of Borrowing (Jersey) Order 1958, to the issue of the New UBM Shares by the Company. It must be clearly understood that, in giving these consents, neither the Jersey registrar of companies nor the Jersey Financial Services Commission takes any responsibility for the financial soundness of the Company or for the correctness of any statements made, or opinions expressed, with regard to it. The Jersey Financial Services Commission is protected by the Control of Borrowing (Jersey) Law 1947, as amended, against any liability arising from the discharge of its functions under that law.

Nothing in this document or anything communicated to the holders or potential holders of New UBM Shares by or on behalf of the Company is intended to constitute, or should be construed as, advice on the merits of the subscription for, New UBM Shares or the exercise of any rights attached thereto for the purposes of the Financial Services (Jersey) Law 1998.

The distribution of this document in certain jurisdictions may be restricted by law. No action has been or will be taken by New UBM to permit a public offering of New UBM Shares. Other than in the United Kingdom, no action has been taken or will be taken to permit the possession or distribution of this document (or any other offering or publicity materials or application form(s) relating to New UBM Shares) in any jurisdiction where action for that purpose may be required or doing so is restricted by law. Accordingly, neither this document nor any advertisement may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This document does not constitute or form part of any offer or invitation to sell or issue, or any solicitation or any offer to purchase or subscribe for, any securities or any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, such securities by any person in any circumstances in which such offer or solicitation is unlawful.

Merrill Lynch International, which is authorised and regulated in the UK by the FSA, is acting exclusively for UBM and New UBM and no one else in connection with the Proposals and Admission and will not be responsible to anyone other than UBM and New UBM for providing the protections afforded to its clients for the contents of this document or for providing any advice in relation to this document, the Proposals or Admission.

The contents of this document should not be construed as legal, financial or tax advice. Each prospective investor should consult his, her or its own legal, financial or tax adviser for legal, financial or tax advice.

Certain information relating to the UBM Group has been incorporated by reference into this document. Please read the paragraph entitled "*Incorporation of relevant information by reference*" in the section headed "*Presentation of Information*" for further details.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<u>Event</u>	<u>Time and/or date</u>
Latest time for lodging white Forms of Proxy for the Court Meeting	10.00 a.m. on 31 May 2008 ⁽¹⁾
Latest time for lodging blue Forms of Proxy for the General Meeting	10.15 a.m. on 31 May 2008
Voting Record Time	6.00 p.m. on 31 May 2008 ⁽²⁾
Court Meeting	10.00 a.m. on 2 June 2008
General Meeting	10.15 a.m. on 2 June 2008 ⁽³⁾
<i>The following dates are subject to change:</i>	
Court Hearing to sanction the Scheme and associated Scheme Reduction of Capital	20 June 2008 ⁽⁴⁾
Court Hearing to sanction the B Share Reduction of Capital	20 June 2008 ⁽⁴⁾
Last day of dealings in, and for registration of transfers of, Ordinary Shares	27 June 2008 ⁽⁵⁾
Last day of dealings in, and for registration of transfers of B Shares	27 June 2008 ⁽⁵⁾
Scheme Record Time	6.00 p.m. on 27 June 2008 ⁽⁵⁾
Effective Date of the Scheme	30 June 2008 ⁽⁵⁾
Effective date of the B Share Reduction of Capital	30 June 2008 ⁽⁵⁾
Cancellation of listings of Ordinary Shares and B Shares, New UBM Shares admitted to Official List, crediting of New UBM Shares to CREST accounts and dealings in New UBM Shares commence on the London Stock Exchange	8.00 a.m. on 30 June 2008 ⁽⁵⁾
Jersey Court Hearing to sanction the New UBM Reduction of Capital	2 July 2008 ⁽⁵⁾
New UBM Reduction of Capital becomes effective	2 July 2008 ⁽⁵⁾
Despatch of New UBM Share certificates	by 15 July 2008 ⁽⁵⁾

Notes:

Unless otherwise stated, all references in this document to times are to London times.

- (1) Forms of proxy for the Court Meeting not returned by this time may be handed to UBM's Registrars, Equiniti, or to the Chairman of UBM, at the Court Meeting.
- (2) If either the Court Meeting or the General Meeting is adjourned, the Voting Record Time for the adjourned meeting will be 6.00 p.m. on the date two days before the date set for the adjourned meeting.
- (3) To commence at 10.15 a.m. or, if later, immediately after the conclusion or adjournment of the Court Meeting.
- (4) These dates are indicative only and will depend, among other things, on the date upon which the Court sanctions the Scheme or (as appropriate) the B Share Reduction of Capital.
- (5) These dates are indicative only and will depend, among other things, on the date upon which the Scheme or, as appropriate, the B Share Reduction of Capital, becomes effective.

The dates given in this expected timetable are based on UBM's current expectations and may be subject to change. If the scheduled date of the Court Hearing to sanction the Scheme is changed then UBM will give adequate notice of the change by issuing an announcement through a Regulatory Information Service. All Ordinary Shareholders have the right to attend the Court Hearing to sanction the Scheme.

SUMMARY INFORMATION

The following summary information should be read as an introduction to this document only. Any decision to invest in New UBM Shares should be based on a consideration of this document as a whole and not just this summary. No civil liability will attach to those persons responsible for the summary, including any translation of the summary, unless it is misleading, inaccurate or inconsistent when read together with the other parts of this document. Where a claim relating to the information contained in this document is brought before a court, the plaintiff investor may, under the national legislation of the member state of the European Economic Area where the claim is brought, have to bear the costs of translating this document before the legal proceedings are initiated.

1. Introduction

On 28 April 2008, UBM announced its intention to change its corporate structure by putting in place a new parent company for the UBM Group, to reduce New UBM's ordinary share capital to create sufficient distributable reserves and to reduce its B Share capital in its entirety by repaying the amounts due in respect of such B Shares.

New UBM was incorporated under the Jersey Companies Law on 3 April 2008, and changed its name on 28 April 2008 to United Business Media Limited. If the Scheme becomes effective, New UBM will become the new parent company for the UBM Group, and the existing parent company, United Business Media plc is expected to be renamed UBM plc and will be re-registered as a private company in due course. It is also proposed that, subject to the Scheme becoming effective, Shareholders authorise the adoption of the New Share Plans and the Continuing Share Plans.

2. Background to and reasons for the Scheme

Background

The Scheme will create a new holding company registered in Jersey, with its tax residence in the Republic of Ireland.

This international corporate structure reflects the fundamental development of UBM into an international business-to-business media and news distribution organisation which operates in more than 30 countries worldwide and now generates more than 85 per cent. of its profits outside the United Kingdom. As UBM continues its successful strategy of building businesses internationally, particularly in fast-growing economies such as China, India, Latin America and the Middle East, this proportion is expected to continue to grow. During the last three years UBM has invested approximately £386m in 52 acquisitions, 39 of which, totalling approximately £310m, have been made outside the UK. During this period, UBM has further expanded its international presence, opening a significant number of new offices, including in Chengdu, Mumbai, Sao Paulo and Dubai.

For historical reasons the UBM Group's parent company has been tax resident in the UK. However, as the UBM Group has developed into an international business-to-business media and news distribution organisation, it has progressively disposed of its UK media businesses, including the Anglia, HTV Meridien and Channel 5 television franchises, Express Newspapers, NOP market research and Exchange and Mart. Consequently the board of UBM now believes that the long term interests of UBM and its shareholders are best served by the adoption of an international holding company corporate structure that domiciles the UBM Group's parent company in the Republic of Ireland which has a less complex system of taxation. In contrast, the UK tax system imposes tax in respect of all companies in a worldwide group, and consequently UBM has had to manage the interaction between the UK tax system and the tax systems of the multiple countries in which the UBM Group operates. This has given rise to both significant compliance costs and risks of inadvertent tax charges arising.

The reorganisation by way of the Scheme is expected to have a positive impact on the earnings per share of New UBM in the medium term.

The Scheme

The introduction of New UBM as the new parent company of the UBM Group will be carried out by way of the Scheme. The key features of the Scheme are as follows:

Under the Scheme:

- all Ordinary Shares will be cancelled;
- UBM will issue UBM New Ordinary Shares to New UBM so that New UBM will own all the issued ordinary shares in UBM; and

- UBM Shareholders at the Scheme Record Time will receive one New UBM Share for each Ordinary Share cancelled under the Scheme.

The Scheme requires the approval of UBM Shareholders at the Court Meeting. UBM Shareholders will also be asked to approve a resolution covering various matters in connection with the Scheme at the General Meeting and the Scheme will also be conditional upon the passing of certain resolutions (as set out in the notice convening the General Meeting in the Scheme Circular). If the Scheme is approved by the requisite majority at the Court Meeting, and approval is also obtained at the General Meeting, an application will be made to the Court to sanction the Scheme at the Court Hearing. It is anticipated that the Scheme will become effective on 30 June 2008.

3. Key risk factors

Set out below are the principal risks for investors:

Risks relating to New UBM's business

- *Competition* — the UBM Group operates in a highly competitive environment that is subject to rapid change and New UBM must continue to invest and adapt to remain competitive.
- *Acquisition strategy* — the strategy of the UBM Group calls for acquisitions in a number of business areas, consequently exposing New UBM to the inherent risks and uncertainties associated with acquisitions.
- *New geographic regions* — the expansion of the UBM Group into new geographic regions subjects the business of New UBM to new operating risks.
- *Key management* — the ability of New UBM to implement and execute its strategic plans depends on its ability to attract and retain key management personnel.
- *Consolidation opportunities* — opportunities to consolidate areas of New UBM's business may not be immediately successful.
- *Advertising revenues* — New UBM will depend on publishing advertising for a significant portion of revenue.
- *Changes in legislation* — changes in government legislation may have a material adverse effect on the advertising revenues of New UBM.
- *Outbreaks of disease and terrorism* — the events and exhibitions business of New UBM may be adversely affected by incidents which curtail travel, such as major terrorist attacks or health pandemics.
- *Exchange rates* — fluctuations in exchange rates may affect the reported results of New UBM.
- *Tax rates* — any increase in effective tax rates for New UBM may adversely effect operating results and future tax payments may exceed recorded liabilities.
- *Pension rights and benefits* — the cost of providing pension benefits to existing and former employees is subject to changes in economic conditions and demographic experience.

Risks relating to the New UBM Shares

- *Price volatility* — the trading price of the New UBM Shares may be volatile and subject to wide fluctuations.
- *Future sale* — New UBM is unable to predict whether substantial amounts of New UBM Shares will be sold in the open market once the Scheme becomes effective.
- *Dividend Access Plan* — the Dividend Access Plan is being implemented on the basis of current English law and practice and any changes thereto may have adverse effect on tax consequences of payments under the plan.

Risks relating to Jersey

- *Impact on future offerings for US shareholders* — holders of New UBM Shares in the United States may not be able to participate in future equity offerings and their rights as shareholders will be governed by Jersey law.

- *Impact of Jersey law on US shareholders* — the rights afforded to New UBM Shareholders will be governed by Jersey law and by New UBM's constitutional documents and these rights differ in certain respects from the rights of shareholders in typical US corporations.

4. Summary financial information

The tables below set out summary financial information for the UBM Group for the periods indicated. The data below has been extracted, without material adjustment, from UBM's audited financial statements for the 2005, 2006 and 2007 financial years, prepared in accordance with IFRS.

Consolidated Income Statement (IFRS)

	For the year ended 31 December		
	2007	2006	2005
	Total	Total⁽¹⁾	Total⁽²⁾
	£m	£m	£m
Continuing operations			
Revenue	801.6	739.1	633.7
Other operating income	11.4	12.5	11.9
Operating expenses	(649.5)	(607.0)	(528.8)
Amortisation of intangible assets arising on acquisitions	(20.0)	(15.0)	(11.4)
Exceptional reorganisation and restructuring costs	(19.6)	(14.9)	(37.2)
Share of results from joint ventures and associates (after tax)	2.2	3.7	12.7
Income from investments	—	—	3.0
Group operating profit	126.1	118.4	83.9
Exceptional items			
Profit on disposal of property, plant and equipment	—	4.3	—
Profit on disposal of equity accounted investments	—	—	150.7
	—	4.3	150.7
Earnings before interest and taxes (EBIT)	126.1	122.7	234.6
Finance income/(costs)			
Interest income	6.7	14.9	28.2
Interest cost	(7.3)	(6.6)	(15.5)
Financing income — other than interest	—	1.4	8.4
Financing cost — other than interest	(0.5)	(21.4)	(27.5)
Financing income/(cost) — pension schemes	4.5	2.5	(2.5)
Profit before tax	129.5	113.5	225.7
Taxation	(21.5)	11.9	(23.5)
Profit for the year from continuing operations	108.0	125.4	202.2
Discontinued operations			
Profit for the year from discontinued operations (after tax)	6.0	21.0	275.3
Profit for the year	114.0	146.4	477.5
Attributable to:			
Equity shareholders — ordinary shares	108.5	141.5	475.2
Equity shareholders — B shares	0.3	0.4	0.4
Minority interests	5.2	4.5	1.9
	114.0	146.4	477.5
Earnings per share — from continuing operations			
— basic	40.3p	43.2p	66.1p
— diluted	39.5p	42.4p	63.3p
Earnings per share — continuing and discontinued operations			
— basic	42.7p	50.7p	157.1p
— diluted	41.8p	49.8p	142.8p
Adjusted group operating profit	166.1	149.7	141.9
Amortisation of intangible assets arising on acquisitions	(20.0)	(15.0)	(11.4)

	For the year ended 31 December		
	2007	2006	2005
	Total	Total⁽¹⁾	Total⁽²⁾
	£m	£m	£m
Exceptional reorganisation and restructuring costs	(19.6)	(14.9)	(37.2)
Share of taxation on profit in joint ventures and associates	(0.4)	(0.7)	1.9
Operating profit from discontinued operations (before tax)	—	(0.7)	(11.3)
Group operating profit from continuing operations	126.1	118.4	83.9

Notes:

- (1) For the year ended 31 December 2006, amortisation of intangible assets arising on acquisitions of £15.0m has been reclassified from operating expenses to a separate line item in the consolidated income statement compared to the presentation in the audited financial statements for 2006. This reclassification adjustment was made to align the presentation of this item with that adopted in the financial statements for 2007.
- (2) For the year ended 31 December 2005, amortisation of intangible assets arising on acquisitions of £11.4m has been reclassified from operating expenses to a separate line item in the consolidated income statement compared to the presentation in the audited financial statements for 2005. This reclassification adjustment was made to align the presentation of this item with that adopted in the financial statements for 2007. In addition, the results of certain operations which were disposed in 2006 have been reclassified as discontinued operations for consistency of presentation with the 2006 financial statements. This has resulted in a reduction in Revenue (£42.1m), Operating expenses (£35.6m), and Taxation (£1.3m), an increase in profit for the year from discontinued operations (after tax) of £5.2m, and a restatement of the earnings per share and operating profit from continuing operations compared to the amounts as presented in the 2005 financial statements.

Consolidated Balance Sheet (IFRS)

	For the year ended 31 December		
	2007 Total	2006 Total ⁽¹⁾	2005 Total ⁽²⁾
	£m	£m	£m
Assets			
<i>Non-current assets</i>			
Goodwill	783.2	690.8	590.6
Intangible assets	120.4	109.1	79.9
Property, plant and equipment	29.1	30.2	36.7
Investments in joint ventures and associates	24.6	23.9	22.2
Retirement benefit surplus	40.3	—	—
Other investments	1.6	2.7	5.0
	999.2	856.7	734.4
<i>Current assets</i>			
Inventories	7.1	6.7	9.4
Trade and other receivables	176.6	171.9	172.5
Derivative financial assets	4.6	5.8	2.9
Cash and cash equivalents	95.0	316.2	489.4
	283.3	500.6	674.2
Assets classified as held for sale	—	3.4	—
Total assets	1,282.5	1,360.7	1,408.6
Liabilities			
<i>Current liabilities</i>			
Borrowings	39.3	188.0	145.6
Convertible bond	—	—	93.7
Trade and other payables	298.8	332.2	318.8
Derivative financial liabilities	0.2	0.2	31.5
Provisions	27.3	24.8	38.8
Current tax liabilities	227.6	205.7	219.4
	593.2	750.9	847.8
<i>Non-current liabilities</i>			
Borrowings	213.2	2.9	3.3
Retirement benefit obligation	4.1	3.8	52.3
Trade and other payables	18.8	4.0	5.6
Provisions	42.2	28.1	31.2
Deferred tax liabilities	44.5	30.2	24.0
	322.8	69.0	116.4
Total liabilities	916.0	819.9	964.2
Shareholders' equity			
Share capital	82.7	85.9	84.9
Share premium	361.3	354.6	327.7
Other reserves	217.7	205.8	179.0
Retained earnings	(300.9)	(110.3)	(149.9)
Total shareholders' equity	360.8	536.0	441.7
Minority interest in equity	5.7	4.8	2.7
Total equity	366.5	540.8	444.4
Total equity and liabilities	1,282.5	1,360.7	1,408.6

Notes:

- (1) For the year ended 31 December 2006 the following restatements have been made to the information presented in the 2006 financial statements:
- Acquisition accounting adjustments have been finalised in relation to certain acquisitions which were made in 2006. The balance sheet as presented in the 2006 financial statements has been restated in accordance with IFRS 3 “*Business Combinations*”. The impact of this restatement is to increase intangible assets, provisions, other payables and deferred tax liabilities by £3.3m, £0.7m, £0.4m and £1.3m respectively with a corresponding reduction to trade and other receivables of £0.2m and goodwill of £0.7m.
 - IFRIC 14 was adopted as a change of accounting policy in the 2007 financial statements. As a result the balance sheet as presented in the 2006 financial statements has been restated and a surplus of £3.1m on one of the UBM Group’s pension schemes, which previously has been treated as irrecoverable, has been recognised. The impact of this restatement is to reduce the retirement benefit obligation by £3.1m with a corresponding increase to shareholders’ equity.
- (2) For the year ended 31 December 2005, no restatement has been made to the information presented in the 2005 financial statements, and as such, the information is inconsistent with that presented for the year ended 31 December 2006 and the year ended 31 December 2007.

Capitalisation and Indebtedness

Calculated by reference to its unaudited accounting records:

- the UBM Group’s total capitalisation as at 28 March 2008 was £661.8m and its net financial indebtedness as at 28 March 2008 was £(169.9)m; and
- New UBM’s total capitalisation as at 30 April 2008 was £51 and its net financial indebtedness was at 30 April 2008 £44.

5. Current trading, trends and prospects

The Directors are confident about the current trading and prospects for the UBM Group for the current financial year, ending 31 December 2008.

6. Dividend Access Plan

As well as adopting UBM’s existing dividend policy and share repurchase programme, New UBM will, shortly after the Scheme becomes effective, put in place the Dividend Access Plan, which is designed to preserve the current UK tax treatment of UK resident UBM Shareholders in relation to dividends to be paid by New UBM and to ensure that, as under current UBM dividend payment arrangements, no tax is required to be withheld from the payment of dividends to UK resident New UBM Shareholders and certain collective investment vehicles. In the absence of this, and given New UBM’s tax residency in the Republic of Ireland, New UBM Shareholders would be required to comply with certain administrative requirements and advance certification procedures to ensure that Irish dividend withholding tax was not withheld.

New UBM Shareholders who hold 50,000 or fewer New UBM Shares upon the Scheme becoming effective or if they later become a shareholder of New UBM at the record date for the first dividend announced or paid after they become a New UBM Shareholder and who do not serve a Withdrawal Notice will be deemed to have elected to participate in the Dividend Access Plan and will receive their dividends via the Dividend Access Plan.

7. Share capital

On the Scheme becoming effective, assuming there is no exercise of any options over Ordinary Shares that are capable of being exercised and assuming that UBM does not make any market purchases after 7 May 2008 (being the last practicable date prior to the publication of this document) and the Scheme becoming effective, the issued share capital of the Company will comprise 243,586,518 New UBM Shares. The rights of New UBM Shareholders will be substantially the same as those currently enjoyed by UBM Shareholders.

RISK FACTORS

Any investment in New UBM Shares is subject to a number of risks. Before making any investment decision, prospective and existing shareholders should carefully consider, the factors and risks attaching to an investment in New UBM Shares, together with all other information contained in this document and the Scheme Circular including, in particular, the risk factors described below. Additional risks and uncertainties that are not currently known to New UBM, or that New UBM currently deems immaterial, may also have a material adverse effect on the financial condition or business success of the UBM Group. Investors should consider carefully whether an investment in New UBM Shares is suitable for them in light of the information in this document and the Scheme Circular, and their personal circumstances.

Risks relating to New UBM's business

The UBM Group operates in a highly competitive environment that is subject to rapid change and New UBM must continue to invest and adapt to remain competitive

The UBM Group's business to business media and news distribution businesses operate in highly competitive markets that continue to change in response to technological innovation and other factors, as discussed in more detail in the section headed "Strategy" in Part 2 — "Business Description of the UBM Group." New UBM cannot predict with certainty the changes that may occur and affect the competitiveness of its business. In particular, the means of delivering products and services may be subject to rapid technological changes. Although the UBM Group has undertaken several initiatives to adapt to and benefit from these changes, New UBM cannot predict whether technological innovations will, in the future, make some of the UBM Group's products or services, particularly those printed in traditional formats, wholly or partially obsolete. If this were to occur, New UBM may be required to invest significant resources to adapt further to the changing competitive environment.

There are inherent risks and uncertainties in connection with the acquisitive strategy to be pursued by New UBM

The business strategy of New UBM will call for acquisitions in a number of the UBM Group's businesses, consequently exposing New UBM to inherent risks and uncertainties associated with such acquisitions. The risks associated with such a strategy include the availability of suitable acquisition candidates, obtaining regulatory approval for any acquisition, and assimilating and integrating acquired companies into the UBM Group. In addition, potential difficulties inherent in mergers and acquisitions may adversely affect the results of an acquisition. These include delays in implementation or unexpected costs or liabilities, as well as the risk of failing to realise operating benefits or synergies from completed transactions.

Expansion into new geographic regions subjects New UBM to new operating risks

As a result of acquisitions and organic growth, the UBM Group has operations in many new geographic regions such as India and Latin America. Whilst the UBM Group conducts its business on a global scale, growth in these regions presents logistical and management challenges due to different business cultures, laws and languages. This results in control, operational and reputational risks for New UBM.

The ability of New UBM to implement and execute its strategic plans depends on its ability to attract and retain the key management personnel required

The UBM Group operates in a number of industry segments in which there is intense competition for experienced and highly qualified individuals. As New UBM cannot predict the future availability of good people, it places significant emphasis on succession planning and developing and retaining management talent. Accordingly, New UBM will implement a number of incentive schemes, as discussed in more detail in the sections headed "UBM Employee Share Plans" and "The New Share Plans and Continuing Share Plans" in Part 5 — "Additional Information", to attract and motivate key senior managers. There can be no certainty that such succession planning, retention policies and incentive plans will be successful for New UBM in attracting and retaining the right calibre of key management personnel.

Opportunities to consolidate areas of New UBM's business may not be immediately successful

As New UBM develops and seeks to take advantage of consolidation opportunities in its business lines there may be unforeseen difficulties in executing such transactions. In 2007, the project of the UBM Group business unit PR Newswire to consolidate its 11 editorial bureaux to three facilities in Cleveland, Albuquerque and Washington DC was disrupted and together with the demands of training new staff, caused lapses in PR Newswire's service quality,

resulting in loss of customers and of market share. The Directors cannot guarantee that after such consolidation exercises any loss of customers will cease nor that lost customers and market share will be regained.

Furthermore, several of the businesses of the UBM Group have a strategy which is dependent upon the successful execution of major IT projects. A number of businesses within the UBM Group are currently engaged in material projects to update critical reporting systems, restructure the business, refresh existing products, or develop new products to seek to allow New UBM to be competitive. These projects are required to secure future revenue streams and often involve a significant capital investment. Many of the projects specifically involve a heavy investment in IT and system development. The failure to manage and execute these projects successfully could lead to increased costs, delays in completion and consequent erosion of New UBM's competitive position.

New UBM will depend on publishing advertising for a significant portion of revenue

Advertising and other marketing spend tends to be cyclical and in times of economic slowdown or recession, companies may spend significantly less on advertising. There is also increasing competition for advertising revenues from competitors of the UBM Group, including search companies such as Google and Yahoo. Advertising revenues in 2007 comprised 28 per cent. of the overall revenue generated by the UBM Group, compared to 36 per cent. for 2006 and as such, there can be no guarantee that New UBM's revenues from advertising will be maintained at a significant level during a global economic downturn.

Changes in government legislation may have a material adverse effect on the revenues of New UBM

Changes in government legislation in the advertising industry may have a material adverse effect on the revenues of New UBM. In particular, the UBM Group relies on the pharmaceutical industry for a significant proportion of its advertising revenue. Changes in government health policies, for example on the use of generic drugs or reimbursement prices, could adversely affect pharmaceutical companies and in turn lead to reduced spending by such pharmaceutical companies on advertising. This has previously occurred in a number of countries, notably in the US. Regulatory pressures may also affect pharmaceutical companies' ability or willingness to sponsor continuing medical education events and further impact on New UBM's revenue lines.

The operations of New UBM will also be required to comply with growing levels of data protection and privacy legislation governing increasing areas of its businesses. The need to comply with data protection legislation is a significant control, operational and reputation risk which can affect the business in a number of ways including, for example, making it more difficult to grow and maintain marketing data and also through potential litigation relating to the alleged misuse of personal data. Whilst New UBM will continue to monitor these risks by legal reviews, operational reviews and staff training to raise awareness of the need for compliance in this area, there can be no guarantee of compliance at all times.

New UBM's events and exhibitions business may be adversely affected by incidents which curtail travel, such as major terrorist attacks or health pandemics

New UBM's exhibitions businesses contributed 30 per cent. of the UBM Group's revenue in 2007, and over 90 per cent. of CMP Asia business unit's revenue (on a pro forma basis). Visitors travel to these shows from around the world. Any incident that curtails travel will have an impact on the running of an event that year. Whilst the experience of the UBM Group from the 2003 SARS outbreak in Asia (and earlier, following reaction to the terrorist attacks in the USA in 2001) demonstrated that affected revenues in the year of the outbreak or event rebounded as demand recovered or even increased to compensate for the previous year, there can be no guarantee of such reaction and revenues of New UBM may fluctuate as a result.

Fluctuations in exchange rates may affect the reported results of New UBM

The UBM Group's financial statements are expressed in pounds sterling and are, therefore, subject to movements in exchange rates whenever financial information within the UBM Group is translated from other currencies. The United States is the UBM Group's most important market and accordingly significant fluctuations in dollar/sterling exchange rates could significantly affect New UBM's reported results from year to year.

Any increase in effective tax rates for New UBM may adversely effect operating results

The UBM Group operates in multiple jurisdictions and its profits are taxed pursuant to the tax laws of such jurisdictions. If New UBM's effective tax rate increases in a future period, its operating results in general will be adversely impacted, and specifically its net income and earnings per New UBM Shares will decrease. New UBM's effective tax rate may be affected by changes in or interpretations of tax laws in any given jurisdiction, utilisation of

net operating losses and tax credit carry forwards, changes in geographical allocation of income and expense, and changes in management's assessment of matters such as the ability to realise deferred tax assets. New UBM's effective income tax rates in a given fiscal year reflect a variety of factors that may not be present in the succeeding fiscal year or years. As a result, New UBM's effective income tax rate may increase in future periods.

Future tax payments may exceed recorded liabilities

While the Directors consider the UBM Group's taxation creditor of £227.6m as at the end of the 2007 financial year to represent a prudent assessment of the potential tax liability for previous tax years across different tax jurisdictions worldwide, the UBM Group has necessarily made judgements about the outcome of matters not yet concluded. Future tax payments exceeding the taxation creditor could significantly affect New UBM's reported results.

Cost of providing pension benefits to existing and former employees is subject to changes in pension fund values and changing mortality

The UBM Group operates a number of defined benefit and defined contribution pension schemes in the UK and overseas. It is the UBM Group's policy to offer defined contribution pension provision to its new employees. The cost of providing these benefits to existing and former employees is subject to changes in the pension fund values as a result of changes in economic conditions, demographic experience, movements in interest rates, the investment performance of the pension scheme's assets and the longevity of the pension scheme's members. Sustained falls in equity markets and reductions in bond yields have and may continue to have a material adverse effect on the value of the UBM Group pension schemes. Whilst as at 31 December 2007, there was a net surplus of £36.2m in the pension schemes (on an IAS 19 accounting basis), New UBM may be required to recognise additional charges to its consolidated profit and loss account to the extent that the pension fund values are less than the total anticipated liability under the pension schemes. There is an exposure in the event that asset returns are insufficient to cover changes in the pension schemes' liabilities over time.

Risks relating to the New UBM Shares

Price volatility

The trading price of New UBM Shares may be volatile and subject to wide fluctuations. The share price may fluctuate as a result of a wide variety of factors, including the operating and share price performance of other companies in the industry and markets in which the UBM Group operates; speculation about the business of New UBM in the press, media or the investment community; the publication of research reports by analysts; and general market conditions.

New UBM Shares available for future sale

New UBM is unable to predict whether substantial amounts of New UBM Shares will be sold in the open market once the Scheme becomes effective. Any sales of substantial amounts of the New UBM Shares in the public market, or the perception that such sales might occur, could materially and adversely affect the market price of the New UBM Shares.

Dividend Access Plan

The Dividend Access Plan is being implemented on the basis of current English law and practice. Subsequent changes in English law may have an adverse effect on the tax treatment of payments under the Dividend Access Plan for New UBM Shareholders who elect (or are deemed to have elected) to participate in the Dividend Access Plan.

In the event that New UBM and UBM UK Dividend Co suspend or terminate the arrangements under the Dividend Access Plan, the full New UBM dividend (which may be subject to Irish withholding tax, as described in the paragraph headed "Republic of Ireland taxation" in Part 5 — "Additional Information" of this document) would be paid directly to all shareholders (including those shareholders of New UBM who have currently made, or who are deemed to have made, a Dividend Access Election) by New UBM. In such circumstances, New UBM and UBM UK Dividend Co would not compensate shareholders for any adverse tax consequences.

Risks relating to Jersey

Holders of New UBM Shares in the US may not be able to participate in future equity offerings and their rights as shareholders will be governed by Jersey Law

In the case of an increase in the issued share capital of New UBM, existing shareholders of New UBM are entitled to pre-emptive rights pursuant to New UBM's Articles unless waived by a resolution of the shareholders at a general meeting or otherwise in accordance with the New UBM Articles. To the extent that pre-emptive rights are granted, holders of the New UBM Shares in the United States, Australia, Canada and other jurisdictions outside the United Kingdom may not be able to exercise such pre-emptive rights for their New UBM Shares unless New UBM decides to comply with applicable local laws and regulations and, in the case of US holders, a registration statement under the US Securities Act is effective with respect to such rights, or an exemption from the registration requirements thereunder is available. New UBM intends to evaluate at the time of any rights offering the costs and potential liabilities associated with any such registration statement and compliance with other applicable local laws and regulations, as well as the indirect benefits to it of thereby enabling the exercise by holders of New UBM Shares in the United States and such other jurisdictions of the pre-emptive rights for their New UBM Shares and any other factors New UBM considers appropriate at the time, and then to make a decision as to how to proceed and whether to file such a registration statement or comply with such other applicable local laws and regulations.

Accordingly, no assurance can be given that any such registration statement would be filed under the US Securities Act or any such other local laws and regulations would be complied with to enable the exercise of such holders' pre-emptive rights and a distribution of the proceeds thereof in such jurisdictions.

The rights of New UBM Shareholders will be governed by Jersey law following the Scheme becoming effective

In addition, the rights afforded to New UBM Shareholders will be governed by Jersey law and by New UBM's constitutional documents and these rights differ in certain respects from the rights of shareholders in typical US corporations. In particular, Jersey law significantly limits the circumstances under which shareholders of companies may bring derivative actions, and, in most cases, only the corporation can bring an action in respect of any wrongful act committed against it. Neither an individual shareholder nor any group of shareholders has any right of action in such circumstances. In addition, Jersey law does not afford appraisal rights to dissenting shareholders in the form typically available to shareholders of a US corporation.

DIRECTORS, SECRETARY, REGISTERED AND HEAD OFFICE AND ADVISERS

Directors

John Botts	Chairman
David Levin	Chief Executive Officer
Nigel Wilson	Chief Financial Officer and Deputy Chief Executive Officer
Alan Gillespie	Non-Executive Director
Pradeep Kar	Non-Executive Director
Jonathan Newcomb	Non-Executive Director
Karen Thomson	Non-Executive Director

Company Secretary Anne Claire Siddell

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PRESENTATION OF INFORMATION

Introduction

No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such information or representations must not be relied on as having been so authorised by the Company, the New UBM Directors or Merrill Lynch International. Without prejudice to any obligation of the Company to publish a supplementary prospectus pursuant to section 87G of FSMA and section 3.4 of the Prospectus Rules, neither the delivery of this document nor any subscription or sale made under the Scheme will, under any circumstances, create any implication that there has been no change in the affairs of the UBM Group since the date of this document or that the information in it is correct as of any subsequent time to the date of this document.

Currencies

Unless otherwise indicated, all references in this document to **pounds sterling, sterling, GBP, £ or p** are to the lawful currency of the United Kingdom, references to **Euro, euro and €** are to the lawful single currency of member states of the European Union that adopt or have adopted the euro as their currency in accordance with the legislation of the European Union relating to European Monetary Union and all references to **US\$, US Dollars, USD, dollars or \$** are to the lawful currency of the United States of America. The Company prepares its financial statements in pounds sterling.

Presentation of financial information

The audited financial information relating to UBM and the UBM Group, incorporated by reference in this document, as summarised in the section headed "*Incorporation of Relevant Information by Reference*" below, as at and for the 12 months ended 31 December 2005, 31 December 2006 and 31 December 2007, has been extracted (to the extent that it is reproduced in this document) without material adjustment from the published annual report and accounts of the UBM Group for the 12 months ended 31 December 2005, 31 December 2006 and 31 December 2007. Unless otherwise indicated, financial information in this document for the years ended 31 December 2005, 31 December 2006 and 31 December 2007 has been prepared in accordance with IFRS.

Incorporation of relevant information by reference

The following documents, all of which have been filed with the Document Viewing Facility of the Financial Services Authority (25 North Colonnade, London E14 5HS) and/or announced through a Regulatory Information Service, are available free of charge from UBM's website at: www.unitedbusinessmedia.com, and are incorporated into this document (other than the section headed "*Summary Information*") by reference:

- (a) pages 62 to 131 of UBM's 2007 Annual Report and Accounts, comprising UBM's audited consolidated financial statements for the year ended 31 December 2007 under IFRS together with relevant accounting policies and notes. The independent auditor's report is on page 57, the consolidated balance sheet as at 31 December 2007 is on page 63, the consolidated income statement for the year ended 31 December 2007 is on page 62, a statement showing changes in equity is on page 65, the consolidated cash flow statement is on page 64, the accounting policies are on pages 66 to 74, the explanatory notes are on pages 75 to 123, the parent company balance sheet as at 31 December 2007 is on page 127 and the explanatory notes to the parent company financial statements are on pages 128 to 131;
- (b) pages 60 to 123 of UBM's 2006 Annual Report and Accounts, comprising UBM's audited consolidated financial statements for the year ended 31 December 2006 under IFRS together with relevant accounting policies and notes. The independent auditor's report is on page 57, the consolidated balance sheet as at 31 December 2006 is on page 61, the consolidated income statement for the year ended 31 December 2006 is on page 60, a statement showing changes in equity is on page 63, the consolidated cash flow statement is on page 62, the accounting policies are on pages 64 to 71, the explanatory notes are on pages 72 to 114, the parent company balance sheet as at 31 December 2006 is on page 118 and the explanatory notes to the parent company financial statements are on pages 119 to 123; and
- (c) pages 42 to 115 of UBM's 2005 Annual Report and Accounts, comprising UBM's audited consolidated financial statements for the year ended 31 December 2005 under IFRS together with relevant accounting policies and notes. The independent auditor's report is on page 38, the consolidated balance sheet as at 31 December 2005 is on page 43, the consolidated income statement for the year ended 31 December 2005 is on page 42, a statement showing changes in equity is on page 45, the consolidated cash flow statement is on

page 44, the accounting policies are on pages 46 to 54, the explanatory notes are on pages 55 to 107, the parent company balance sheet as at 31 December 2005 is on page 111 and the explanatory notes to the parent company financial statements are on pages 112 to 115.

UBM and New UBM will provide without charge to each person to whom a copy of this document has been delivered, upon the written or verbal request, a copy of any documents incorporated by reference in this document, except that exhibits to such document will not be provided unless they are specifically incorporated by reference into this document. Requests for copies of any such document should be directed to: UBM at Ludgate House, 245 Blackfriars Road, London SE1 9UY; and New UBM at Whiteley Chambers, Don Street, St. Helier, Jersey JE4 9WG.

SHAREHOLDER HELPLINE TELEPHONE NUMBER: 0845 240 0102 (+44 121 415 0263 if you are calling from outside the UK) Monday to Friday, 8.30 a.m. to 5.30 p.m. (UK time). Calls to 0845 numbers cost 3.36p (plus VAT) per minute from a standard BT landline. Charges from mobiles and other operators may vary. For legal reasons, this helpline will only be able to provide practical information and will not provide advice on the merits of any of the Proposals or give any financial or taxation advice. For financial or taxation advice, you will need to consult an independent financial adviser.

Forward looking statements

This document includes statements that are, or may be deemed to be, **forward looking statements**. These forward looking statements can be identified by the use of forward looking terminology, including the terms “**anticipates**”, “**believes**”, “**estimates**”, “**expects**”, “**intends**”, “**may**”, “**plans**”, “**projects**”, “**should**” or “**will**”, or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward looking statements include all matters that are not historical facts. They appear in a number of places throughout this document and include, but are not limited to, statements regarding the UBM Group’s intentions, beliefs or current expectations concerning, amongst other things, the UBM Group’s results of operations, financial position, liquidity, prospects, growth, strategies and expectations for the global business media industry.

By their nature, forward looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward looking statements are not guarantees of future performance and the actual results of the UBM Group’s operations, financial position and liquidity, and the development of the markets and the industry in which the UBM Group operates may differ materially from those described in, or suggested by, the forward looking statements contained in this document. In addition, even if the results of operations, financial position and liquidity, and the development of the markets and the industry in which the UBM Group operates, are consistent with the forward looking statements contained in this document, those results or developments may not be indicative of results or developments in subsequent periods. A number of factors could cause results and developments of the UBM Group to differ materially from those expressed or implied by the forward looking statements including, without limitation, general economic and business conditions, industry trends, competition, changes in regulation, currency fluctuations, changes in its business strategy, political and economic uncertainty and other factors discussed in the sections headed “*Risk Factors*”, Part 2 — “*Business Description of the UBM Group*” and Part 3 — “*Operating and Financial Review*”.

Forward looking statements may, and often do, differ materially from actual results. Any forward looking statements in this document reflect the UBM Group’s current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the UBM Group’s operations, results of operations, growth strategy and liquidity. Investors should specifically consider the factors identified in this document which could cause actual results to differ before making an investment decision. Subject to the requirements of the Prospectus Rules, the Disclosure and Transparency Rules and the Listing Rules, the UBM Group undertakes no obligation publicly to release the result of any revisions to any forward looking statements in this document that may occur due to any change in the Company’s expectations or to reflect events or circumstances after the date of this document. Investors should note that the contents of these paragraphs relating to forward looking statements are not intended to qualify the statements made as to sufficiency of working capital in this document.

PART 1 — THE SCHEME OF ARRANGEMENT AND RELATED PROPOSALS

1. Introduction

On 28 April 2008, UBM announced its intention to change its corporate structure by putting in place a new parent company for the UBM Group, to reduce New UBM's ordinary share capital to create sufficient distributable reserves and to reduce its B Share capital in its entirety by repaying the amounts due in respect of such B Shares.

New UBM was incorporated under the Jersey Companies Law on 3 April 2008, as a public company limited by Shares with the name Project Peach Limited and changed its name on 28 April 2008 to United Business Media Limited. If the Scheme becomes effective New UBM will become the new parent company of the UBM Group and the existing parent company, United Business Media plc is expected to be renamed UBM plc. It will then be re-registered as a private company in due course. It is also proposed that, subject to the Scheme becoming effective, Shareholders authorise the adoption of the New Share Plans and the Continuing Share Plans.

2. Background to and reasons for the Scheme and Related Proposals

2.1 Background

The Scheme will create a new holding company registered in Jersey, with its tax residence in the Republic of Ireland.

This international corporate structure reflects the fundamental development of UBM into an international business-to-business media and news distribution organisation which operates in more than 30 countries worldwide and now generates more than 85 per cent. of its profits outside the United Kingdom. As UBM continues its successful strategy of building businesses internationally, particularly in fast-growing economies such as China, India, Latin America and the Middle East, this proportion is expected to continue to grow. During the last three years UBM has invested approximately £386m in 52 acquisitions, 39 of which, totalling approximately £310m, have been made outside the UK. During this period, UBM has further expanded its international presence, opening a significant number of new offices, including in Chengdu, Mumbai, Sao Paulo and Dubai.

For historical reasons the UBM Group's parent company has been tax resident in the UK. However, as UBM has developed into an international business-to-business media and news distribution organisation, it has progressively disposed of its UK media businesses, including the Anglia, HTV, Meridien and Channel 5 television franchises, Express Newspapers, NOP market research and Exchange and Mart. Consequently, the Board of UBM now believes that the long term interests of UBM and its shareholders are best served by the adoption of an international holding company corporate structure that domiciles the UBM Group's parent company in the Republic of Ireland which has a less complex system of taxation. In contrast, the UK tax system imposes tax in respect of all companies in a worldwide group, and consequently UBM has had to manage the interaction between the UK tax system and the tax systems of the multiple countries in which UBM operates. This has given rise to both significant compliance costs and risks of inadvertent tax charges arising.

The reorganisation by way of the Scheme is expected to have a positive impact on the earnings per share of New UBM in the medium term.

2.2 The Scheme

Under the Scheme, all the Scheme Shares will be cancelled on the Effective Date. In consideration for the cancellation, Scheme Shareholders will receive in respect of any Scheme Shares held as at the Scheme Record Time:

for each Ordinary Share cancelled: one New UBM Share

Following the cancellation of the Scheme Shares, the share capital of UBM will be increased to its former amount by the creation of the UBM New Ordinary Shares and the credit arising in the books of UBM as a result of the reduction in capital will be applied in paying up in full, at par, the UBM New Ordinary Shares. The UBM New Ordinary Shares will be issued to New UBM which will, as a result, become the parent company of UBM and the UBM Group.

The Scheme requires the approval of UBM Shareholders at the Court Meeting and at the General Meeting. If the Scheme is approved by the requisite majority at the Court Meeting and at the General Meeting, an application will be made to the Court to sanction the Scheme at the Court Hearing. If the Scheme is sanctioned at the Court Hearing and the other conditions to the Scheme have been satisfied, the Scheme is expected to become effective, and dealings in New UBM Shares are expected to commence, at 8.00 am on 30 June 2008, the anticipated Effective

Date. If the Scheme has not become effective by 31 December 2008 (or such later date as UBM and New UBM may agree and the Court may allow), it will lapse, in which event there will not be a new parent company of UBM and Scheme Shareholders will remain shareholders of UBM and the existing Ordinary Shares will continue to be listed on the Official List.

2.3 New UBM Reduction of Capital

Under the Jersey Companies Law, a company currently requires amongst other things “distributable reserves” in order to declare and pay dividends and to effect share repurchases. Although the Jersey Companies Law is likely to change during the course of 2008 to allow a Jersey company to make distributions from share premium and share capital (other than capital redemption account and nominal capital) such change will not be effective prior to the Scheme becoming effective. Accordingly, given UBM’s existing dividend and share buyback policies, the Directors consider that sufficient distributable reserves should be created in order to cater for likely requirements for dividends and share repurchases in the medium to long term. Therefore the New UBM Reduction of Capital is being implemented to create such distributable reserves. These distributable reserves are to be created via the proposed reduction in the nominal value of the issued New UBM Shares from 33 ⁷¹/₈₈ pence to 10 pence and a reduction of the entire amount (or such amount as is approved by the Jersey Court) standing to the credit of New UBM’s share premium account immediately after the Scheme becomes effective. The size of the actual reduction of the share premium account of New UBM will depend on the actual opening price of New UBM Shares on the first day of dealings in New UBM Shares (currently anticipated to be 30 June 2008). Based on the closing price of an Ordinary Share of £6.10 on 7 May 2008 (being the last practicable date prior to the publication of this document) and assuming that no further Ordinary Shares are issued after 7 May 2008, the reduction of the share premium account and the reduction in the nominal value of the New UBM Shares would create distributable reserves of approximately £1.4bn.

The necessary shareholder resolutions for New UBM to implement the New UBM Reduction of Capital has already been passed by the current holders of the New UBM Shares, conditional upon the Scheme becoming effective. Confirmatory approval relating to the New UBM Reduction of Capital is being sought as one of the special resolutions to be proposed at the General Meeting. The New UBM Reduction of Capital will also require the confirmation of the Jersey Court.

The New UBM Reduction of Capital is expected to be effective on 2 July 2008.

2.4 Adoption of the New Share Plans and the Continuing Share Plans

In order to incentivise employees within the UBM Group, New UBM intends to operate employee share plans which are essentially the same as those currently operated by UBM. Therefore, New UBM has adopted, conditional upon approval by Shareholders at the General Meeting and the Scheme becoming effective, the New Share Plans and the Continuing Share Plans. The New Share Plans are a replacement for, and essentially similar to, the ESOS and the Sharesave, whereas the Continuing Share Plans are those other UBM Employee Share Plans which are currently operated by UBM but amended to permit the grant of options by New UBM over New UBM Shares. New UBM has adopted the New ESOS and the New Sharesave rather than adopt the ESOS and the Sharesave as continuing share plans because the legislation governing HMRC approved plans does not permit the current ESOS and Sharesave to be operated by New UBM. UBM Shareholders are being asked to authorise the adoption of the New Share Plans and the Continuing Share Plans so that New UBM does not need to hold a general meeting to seek separate New UBM Shareholder approval for them shortly after the Scheme becomes effective and New UBM becomes the parent company of the UBM Group.

The Share Plan Proposals are the subject of separate resolutions at the proposed General Meeting of UBM, notice of which is set out in Part 7 of the Scheme Circular. This is to enable UBM Shareholders to vote on the Share Plan Proposals separately to the resolutions which relate to the other Proposals and also to vote on each relevant share plan separately.

Other than under the Continuing Share Plans and the MTIP, it is intended that no further rights will be granted under any of the UBM Employee Share Plans after the Effective Date. However, rights will continue to subsist under the UBM Employee Share Plans after the Effective Date to the extent that any existing rights under them have been exchanged for new rights over New UBM Shares.

Please see the section headed “*The New Share Plans and Continuing Share Plans*” in Part 5 — “*Additional Information*” for a summary of the New Share Plans and the Continuing Share Plans.

2.5 B Share Reduction of Capital by UBM

In April 2001, UBM returned capital to shareholders. This return involved a sub-division and consolidation of UBM's existing ordinary shares at that time, which created a class of B Shares designed to return value of approximately £1.25bn. Shareholders had the option to sell these shares for 245 pence per share in 2001, to receive a single dividend of 245 pence per share in 2001, or to retain the B Shares and receive a continuing dividend linked to LIBOR until 23 April 2011. As at close of business on 7 May 2008 (being the last practicable date prior to the publication of this document) there were 3,809,932 B Shares in issue. The B Shares are irredeemable. However, under the articles of association of UBM, on a return of capital, the B Shareholders are entitled to 245 pence per share and the relevant proportion of the dividend outstanding at that time. Accordingly, as part of the proposed restructuring of the UBM Group, the UBM Directors have determined that to reduce the administrative burden of dealing with the B Shares, UBM will reduce the B Share capital in its entirety and repay such B Share capital. Returning the B Share capital, as described above, would involve UBM returning approximately £9.5m in aggregate to the B Shareholders. The B Share Reduction of Capital will involve a Court process. To avoid the need to obtain creditors' consent to the B Share Reduction of Capital, UBM will undertake to the Court to transfer the sum of approximately £9.5m from its profit and loss account to a non-distributable reserve. Such amount standing to the credit of the non-distributable reserve will (i) not be capable of being treated as realised profit of UBM; and (ii) for so long as it is a public limited company will not be distributable in either case until all the creditors of UBM existing at the date the B Share Reduction of Capital becomes effective have been repaid.

The B Share Reduction of Capital is subject to approval by UBM Shareholders at the General Meeting. The B Share Reduction of Capital is conditional upon the Scheme becoming effective and the Scheme is conditional, inter alia, upon the B Share Reduction of Capital Resolution being passed. Assuming that the B Share Reduction of Capital Resolution is passed the listing of the B Shares is expected to be cancelled on 30 June 2008. The last day of dealing in B Shares is expected to be 27 June 2008 and the B Share Reduction of Capital is expected to become effective on 30 June 2008. These dates may be deferred if it is necessary to adjourn any Meeting required to approve the B Share Reduction of Capital or if there is any delay in obtaining the Court's sanction to the B Share Reduction of Capital. In the event of such a delay, the application for the B Shares to be delisted will be deferred so that the listing will not be cancelled until immediately before the B Share Reduction of Capital becomes effective.

3. Principal features of the Scheme

3.1 Structure

Under the Scheme, all the Scheme Shares will be cancelled on the Effective Date. Following the cancellation of the Scheme Shares, the share capital of UBM will be increased to its former amount by the creation of UBM New Ordinary Shares and the credit arising in the books of UBM as a result of the reduction in capital will be applied in paying up in full, at par, the UBM New Ordinary Shares. The UBM New Ordinary Shares will be issued to New UBM which will, as a result, become the parent company of UBM and the UBM Group. In consideration of the cancellation of the Scheme Shares, Scheme Shareholders will receive one New UBM Share for each Ordinary Share cancelled.

The New UBM Shares to be issued pursuant to the Scheme will rank *pari passu* in all respects with any New UBM Shares in issue at the Scheme Record Time and shall rank in full for all dividends or distributions made, paid or declared after the Scheme Record Date on the ordinary share capital of New UBM. The rights attaching to the New UBM Shares are summarised in paragraph 6 of Part 5 — “Additional Information” of this document.

3.2 Conditions to implementation of the Scheme

The implementation of the Scheme is conditional on the following having occurred:

- (a) the Scheme being approved by a majority in number, representing three-fourths in value, of the holders of Ordinary Shares present and voting, either in person or by proxy, at the Court Meeting;
- (b) Resolution 1, as set out in the notice convening the General Meeting in Part 7 of the Scheme Circular, to approve the matters in connection with the Scheme having been duly passed at the General Meeting by a majority of not less than three-fourths of the votes cast;
- (c) each of the New UBM Reduction of Capital Resolution, the B Share Reduction of Capital Resolution and Resolution 4 (as set out in the notice convening the General Meeting as set out in the Scheme Circular) having been duly passed at the General Meeting;
- (d) the Scheme having been sanctioned by the Court at the Court Hearing;

- (e) an office copy of the Court Order sanctioning the Scheme under Part 26 of the Companies Act 2006 having been delivered to the Registrar of Companies for registration and the minute confirming the reduction of capital in relation to the Scheme, having been registered by the Registrar of Companies; and
- (f) permission having been granted by the UK Listing Authority to admit the New UBM Shares to the Official List and to trading on the London Stock Exchange's main market for listed securities.

The Directors will not take the necessary steps to implement the Scheme unless the above conditions have been satisfied or waived and, at the relevant time, they consider that it continues to be in UBM's and the UBM Shareholders' best interests that the Scheme should be implemented.

The Court Hearing to sanction the Scheme is expected to be held on 20 June 2008. Scheme Shareholders will have the right to attend the Court Hearing and, if lodging a response to the petition to the Court to sanction the Scheme, to appear in person or be represented by counsel to support or oppose the sanction of the Scheme. The Court Hearing will be held at the Royal Courts of Justice, The Strand, London WC2A 2LL.

The Scheme contains a provision for UBM and New UBM jointly to consent, on behalf of all persons concerned, to any modification of or addition to the Scheme, or to any condition that the Court may think fit to approve or impose. The Court would be unlikely to approve or impose any modification of, or addition or condition to, the Scheme which might be material to the interests of Scheme Shareholders unless Scheme Shareholders were informed of any such modification, addition or condition. It will be a matter for the Court to decide, in its discretion, whether or not the consent of Scheme Shareholders should be sought at a further meeting. Similarly, if a modification, addition or condition is put forward which, in the opinion of the Directors, is of such a nature or importance as to require the consent of the Scheme Shareholders at a further meeting, the Directors will not take the necessary steps to enable the Scheme to become effective unless and until such consent is obtained.

If the Scheme is sanctioned at the Court Hearing and the other conditions to the Scheme have been satisfied, the Scheme is expected to become effective, and dealings in New UBM Shares are expected to commence, on 30 June 2008, the Effective Date. If the Scheme has not become effective by 30 June 2008 (or such later date as UBM and New UBM may agree and the Court may allow), it will lapse, in which event there will not be a new parent company of UBM and Scheme Shareholders will remain shareholders of UBM and the existing Ordinary Shares will continue to be listed on the Official List.

3.3 Effects of the Scheme

The Scheme is expected to become effective and dealings in New UBM Shares are expected to commence on 30 June 2008. If the Scheme does not become effective, Admission will not occur.

Under the Scheme, Scheme Shareholders will have their Ordinary Shares replaced by the same number of New UBM Shares, which will be denominated in sterling. Scheme Shareholders' proportionate entitlement to participate in UBM's capital and income will not be affected by reason of the implementation of the Scheme or the New UBM Reduction of Capital.

Immediately following the Scheme becoming effective, New UBM will own no assets other than: (i) the ordinary share capital of UBM; (ii) 20 deferred redeemable shares in UBM; (iii) the entire issued share capital of Maypond Limited; and (iv) nominal cash balances. UBM Shareholders will not receive any amount in cash, pursuant to the terms of the Scheme.

UBM will make announcements to UBM Shareholders from time to time in relation to the progress of the Scheme, including, upon the Scheme becoming effective.

4. New UBM Articles

A summary of New UBM Articles is included in paragraph 6 of Part 5 — "*Additional Information*" of this document. The New UBM Articles are also available for inspection as set out in paragraph 30 of Part 5 — "*Additional Information*".

5. Listing, dealings, share certificates and settlement

Application will be made to the UKLA for the admission of up to 251,428,572 New UBM Shares to the Official List and for the New UBM Shares to be admitted to trading on the London Stock Exchange's main market for listed securities. The last day of dealings in the Ordinary Shares is expected to be 27 June 2008. The last time for registration of transfers of Scheme Shares is expected to be 6.00 p.m. on 27 June 2008. It is expected that Admission

will become effective and that dealings in the New UBM Shares will commence at 8.00 a.m. on 30 June 2008, the Effective Date. The listing of the Ordinary Shares will be cancelled on that date.

These dates may be deferred if it is necessary to adjourn any Meetings required to approve the arrangements described in this document or if there is any delay in obtaining the Court's sanction of the Scheme. In the event of a delay, the application for the Ordinary Shares to be delisted will be deferred, so that the listing will not be cancelled until immediately before the Scheme becomes effective.

The last day of dealing in B Shares is expected to be 27 June 2008. The B Share Reduction of Capital is expected to become effective on 30 June 2008. The listing of B Shares is expected to be cancelled on 30 June 2008. These dates may be deferred if it is necessary to adjourn any Meeting required to approve the B Share Reduction of Capital or if there is any delay in obtaining the Court's sanction to the B Share Reduction of Capital. In the event of such a delay, the application for the B Shares to be delisted will be deferred so that the listing will not be cancelled until immediately before the B Share Reduction of Capital becomes effective.

With effect from (and including) the Effective Date, all share certificates representing the Scheme Shares will cease to be valid and binding in respect of such holdings and should be destroyed.

All documents, certificates or other communications sent by or to Scheme Shareholders, or as such persons shall direct, will be sent at their own risk and may be sent by post.

Application will be made for the New UBM Shares to be admitted to CREST for settlement and transfer purposes. Euroclear requires the Company to confirm to it that certain conditions imposed by the CREST Regulations are satisfied before Euroclear will admit any security to CREST. It is expected that these conditions will be satisfied in respect of the New UBM Shares on admission of the New UBM Shares to the Official List. As soon as practicable after satisfaction of the conditions, the Company will confirm this to Euroclear.

Subject to the satisfaction of the conditions referred to in paragraph 3.2 above, on which this Scheme is subject, the New UBM Shares to which UBM Shareholders are entitled under this Scheme (as the case may be) will:

- (a) to the extent the entitlement arises as a result of a holding of Ordinary Shares in certificated form at the Scheme Record Time, be delivered in certificated form in the name of the relevant UBM Shareholder with the relevant share certificate expected to be despatched by post, at the applicant's risk, by 15 July 2008; and
- (b) to the extent the entitlement arises as a result of a holding of Ordinary Shares in uncertificated form at the Scheme Record Time, be credited to the appropriate CREST accounts (under the same participant and account ID that applied to the Ordinary Shares), with corresponding entitlements to New UBM Shares with effect from 30 June 2008.

Notwithstanding anything above or any other provision of this document or any other document relating to the New UBM Shares, UBM and New UBM reserve the right to deliver any New UBM Shares applied for through CREST in certificated form. In normal circumstances, this right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST), or on the part of the facilities and/or systems operated by the Registrars in connection with CREST. This right may also be exercised if the correct details in respect of bona fide market claims (such as the CREST member account ID and CREST participation ID details) are not provided as requested on any application form relating to the New UBM Shares.

Scheme Shareholders who are CREST-sponsored members should refer to their CREST sponsor regarding the action to be taken in connection with this document.

6. Directors' and other interests

On the Effective Date, the boards of UBM and New UBM will be the same. It is then proposed that each of the directors of UBM will resign as directors of UBM and substitute directors will be appointed. Conditional on the Scheme becoming effective, each of the executive directors of UBM have entered into variation letters amending their service agreements with United Business Media Group Limited and each of the non-executive directors of UBM who are to become directors of New UBM have entered into new letters of appointment with New UBM on terms that are materially the same as the terms of their existing appointments with UBM. Details of the variation letters to the executive directors' service agreements and the terms of the non-executive directors letters of appointment are set out in paragraph 9 of Part 5 of this document. The interests of the Directors in the existing share capital of UBM as at the date of this document and in New UBM immediately after the Scheme becomes effective are set out in paragraph 8 of Part 5 — "*Additional Information*".

Any rights held by the Directors under the UBM Employee Share Plans will, where permitted under the rules of the relevant UBM Employee Share Plan, be preserved so that New UBM Shares will ultimately be delivered in

satisfaction of any of those rights under their terms, in the manner described in paragraph 11 of Part 5 — “*Additional Information*”. The effect of the Scheme on the interests of Directors is set out in paragraph 8 of Part 5 of this document. Save as described above, the effect of the Scheme on the interests of Directors does not differ from its effect on the same interests of other persons.

7. Taxation

New UBM Shareholders are referred generally to the sections headed “*UK taxation*”, “*Republic of Ireland taxation*”, “*Jersey taxation*” and “*US taxation*” in Part 5 — “*Additional Information*” for more detail on the tax treatment for shareholders of holding and disposing of New UBM Shares.

8. Dividends

New UBM will adopt UBM’s existing dividend policy and share repurchase programme.

New UBM will, shortly after the Scheme becomes effective, put in place the Dividend Access Plan which is designed to preserve the current UK tax treatment of UK resident UBM Shareholders in relation to dividends paid by New UBM and to ensure that, as under current UBM dividend payment arrangements, no tax is required to be withheld from the payment of dividends to UK resident New UBM Shareholders and certain collective investment vehicles. In the absence of this, and given New UBM’s tax residency in the Republic of Ireland, New UBM Shareholders would be required to comply with certain administrative requirements and advance certification procedures in order to ensure that Irish dividend withholding tax was not withheld. Under the Dividend Access Plan, holders of New UBM Shares may elect to be paid dividends from UBM UK Dividend Co rather than from New UBM.

In order to participate in the Dividend Access Plan:

(a) *New UBM Shareholders who hold 50,000 or fewer New UBM Shares*

If a New UBM Shareholder holds 50,000 or fewer New UBM Shares upon the Scheme becoming effective, or if a person subsequently becomes a shareholder of New UBM with 50,000 or fewer New UBM Shares, such persons will be deemed to have elected to participate in the Dividend Access Plan and will receive their dividends via the Dividend Access Plan. Such New UBM Shareholder must serve a Withdrawal Notice to opt out of the Dividend Access Plan.

(b) *New UBM Shareholders holding more than 50,000 New UBM Shares*

If a New UBM Shareholder holds more than 50,000 New UBM Shares upon the Scheme becoming effective or if a person subsequently becomes a shareholder of New UBM with more than 50,000 New UBM Shares, such persons must complete, sign and return to the Registrars (c/o Equiniti, UBM Dividend Access Plan, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom), an Election Notice enclosed with the Scheme Circular or otherwise available at any time on request from the Registrars.

In order to rank for the interim dividend of New UBM for the year ending 31 December 2008, a New UBM Shareholder (unless he is deemed to have made an election to participate in the Dividend Access Plan), will need to return the Election Notice enclosed with the Scheme Circular to the Registrars (c/o Equiniti, UBM Dividend Access Plan, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom) by close of business on 29 August 2008 (which is the proposed record date for the interim dividend of New UBM).

New UBM Shareholders who elect to participate (or are deemed to have elected to participate,) in the Dividend Access Plan will do so in respect of all the New UBM Shares registered in their name from time to time. Elections to participate in the Dividend Access Plan are personal only and shall not bind successors in title. A New UBM Shareholder may only withdraw from the Dividend Access Plan by completing, signing and returning to the Registrars, a Withdrawal Notice which will be available at any time on request from the Registrars. Such participation will cease upon receipt by the Registrars of the Withdrawal Notice unless it is received after the record date for payment of the dividends in which event participation will cease immediately after payment of that dividend. For further details of the Dividend Access Plan please see Part 4 — “*Dividend Access Plan*”.

The Dividend Access Plan will be effected by UBM UK Dividend Co issuing one Dividend Access Share to Lloyds TSB Offshore Trust Company Limited (the **Trustee**) who will then hold any dividend received on the Dividend Access Share on trust for relevant shareholders in New UBM who have elected (or are deemed to have elected) to receive dividends from UBM UK Dividend Co. Any dividend declaration by New UBM will trigger a proportionate dividend on the Dividend Access Share, payable by UBM UK Dividend Co from its distributable reserves.

New UBM and UBM UK Dividend Co will be able to suspend or terminate the arrangements under the Dividend Access Plan at any time, in which case the full dividend will be paid directly to all New UBM Shareholders (including New UBM Shareholders who have currently made an election (or are deemed to have made an election) to participate in the Dividend Access Plan) by New UBM. In such circumstances, New UBM and UBM UK Dividend Co will not compensate New UBM Shareholders for any adverse tax consequences.

9. Overseas Shareholders

9.1 General

The implications of the Scheme and the distribution of this document for Overseas Persons may be affected by the laws of relevant jurisdictions. Such Overseas Persons should inform themselves about and observe all applicable legal requirements.

It is the responsibility of any person into whose possession this document comes to satisfy themselves as to their full observance of the laws of the relevant jurisdiction in connection with the Scheme and the distribution of this document, including the obtaining of any governmental, exchange control or other consents which may be required and/or compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

If, in respect of any Overseas Person, New UBM is advised that the allotment and issue of New UBM Shares would or might infringe the laws of any jurisdiction outside the United Kingdom, or would or might require New UBM to obtain any governmental or other consent or effect any registration, filing or other formality with which, in the opinion of New UBM, it would be unable to comply or which it regards as unduly onerous, the Scheme provides that New UBM may determine either: (i) that the shareholder's entitlement to New UBM Shares pursuant to the Scheme shall be issued to such Shareholder and then sold on his behalf as soon as reasonably practical at the best price which can be reasonably obtained at the time of sale, with the net proceeds of sale being remitted to the Shareholder; or (ii) that the Shareholder's entitlement to New UBM Shares shall be issued to a nominee for such Shareholder appointed by New UBM and then sold, with the net proceeds being remitted to the Shareholder concerned. Any remittance of the net proceeds of sale referred to in this paragraph shall be at the risk of the relevant holder.

Overseas Persons should consult their own legal and tax advisers with respect to the legal and tax consequences of the Scheme in their particular circumstances.

9.2 United States

This document is not an offer of securities for sale in the United States. The New UBM Shares to be issued to Scheme Shareholders in connection with the Scheme have not been, and will not be, registered under the US Securities Act but will be issued in reliance on the exemption provided by section 3(a)(10) thereof. In addition, the New UBM Shares have not been, and will not be registered under the securities laws of any state of the United States but will be issued in reliance on available exemptions from state law registration requirements.

For the purpose of qualifying for the exemption from the registration requirements of the US Securities Act provided by section 3(a)(10) thereof, UBM and New UBM will advise the Court that its sanctioning of the Scheme will be relied on by New UBM as an approval of the Scheme following a hearing on its fairness to Scheme Shareholders, at which Court hearing all Scheme Shareholders are entitled to attend in person or through counsel to support or oppose the sanctioning of the Scheme and with respect to which notification has been given to all such shareholders.

Under US Securities laws, a New UBM Shareholder who is deemed to be an affiliate of UBM or New UBM prior to implementation of the Scheme, or of New UBM after the implementation of the Scheme, may not resell New UBM Shares received pursuant to the Scheme without registration under the US Securities Act except pursuant to the applicable resale provisions of Rule 145(d) under the US Securities Act, another applicable exemption from the registration or in a transaction not subject to registration. "Affiliates" of a company are generally defined as persons who directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, that company. Whether a person is an affiliate of a company for the purpose of the US Securities Act depends on the circumstances, but affiliates of a company can include certain officers, directors and significant shareholders. UBM Shareholders who believe they are or may be affiliates of UBM or New UBM should consult their own legal advisers before any sale of New UBM Shares received in the Scheme. Any persons who hold Scheme Shares that are "restricted securities" within the meaning of Rule 144(a)(3) under the US Securities Act will receive New UBM Shares that are subject to the same restrictions as their Scheme Shares.

Notice to US Investors in UBM: This transaction relates to the shares of a UK company and is to be made by means of a scheme of arrangement provided for under the laws of England and Wales. The Scheme is subject to the disclosure requirements and practices applicable in the United Kingdom to schemes of arrangement, which differ from the disclosure and other requirements of US securities laws. The financial information included in this document has been prepared in accordance with accounting standards applicable in the United Kingdom that may not be comparable to the financial statements of US companies. US generally accepted accounting principles (**US GAAP**) differ in certain significant respects from each of UK generally accepted accounting principles (**UK GAAP**) and International Financial Reporting Standards (**IFRS**). None of the financial information in this document has been audited in accordance with auditing standards generally accepted in the United States or the auditing standards of the Public Company Accounting Oversight Board (United States).

UBM is a company registered in England and Wales. New UBM is a company registered in Jersey. Directors and officers of UBM and New UBM may be located outside of the United States and, as a result, it may not be possible for UBM Shareholders in the United States to effect service of process within the United States upon UBM or New UBM or such other persons. A substantial portion of the assets of UBM and New UBM and such other persons may be located outside of the United States and, as a result, it may not be possible to satisfy a judgment against UBM or New UBM or such other persons in the United States or to enforce a judgment obtained by United States courts against UBM or New UBM or such other persons outside of the United States.

US investors should refer to paragraph 20 of Part 5 — “*Additional Information*” for a description of certain material US federal income tax consequences of the acquisition, ownership and disposition of New UBM Shares.

Neither the SEC nor any US state securities commission has reviewed or approved this document, the Scheme or the New UBM Shares. Any representation to the contrary is a criminal offence in the United States.

10. Announcements

New UBM and UBM will announce the Scheme becoming effective, the delisting of the Ordinary Shares and the B Shares and the listing of the New UBM Shares via a Regulatory Information Service at the relevant times.

PART 2 — BUSINESS DESCRIPTION OF THE UBM GROUP

1. Introduction

UBM is a leading global business media company, offering a comprehensive range of market information services through news distribution, at events, online, in print and through business information products and services. Located in more than 30 countries across Europe, Asia and the Americas, UBM's principal office is at Ludgate House, 245 Blackfriars Road, London SE1 9UY, United Kingdom.

2. History and development

UBM was incorporated and registered in England on 18 December 1918 under the Companies Acts 1908 to 1917 as a company limited by shares, with the registered number 152298 and the name United Newspapers (1918) Limited. On 10 April 1929, the name of the company was changed to United Newspapers Limited. It re-registered on 25 November 1981 as a public limited company under the Companies Act 1948 to 1980. On 1 June 1995 the name of the company was changed to United News & Media plc, and later changed to United Business Media plc on 15 December 2000.

3. Strategy

The principal strategy of the UBM Group is to build businesses which connect buyers and sellers, helping them to do business and their respective markets to operate efficiently and effectively. The UBM Group aims for each of its businesses to be at the heart of commercial and professional communities, providing each community with a rich, tailored and complete range of media products, through events, content, analysis or business information resources. The Group's expertise lies in supporting these commercial and professional communities with products that are integrated across different media channels.

The current strategy of the UBM Group is to develop a set of focused, profitable and growing professional business-to-business media and service businesses that connect communities of buyers and sellers across the best possible mix of complementary media — integrating online, events, print and news distribution — by enabling them to do business and their respective markets to operate effectively and efficiently. This is how the UBM Group aims to create long term value for its shareholders.

The Directors consider that this strategy recognises the macro changes taking place in the marketplace, especially those driven by the digital revolution. In particular, the UBM Group seeks to take advantage of the fragmentation of broad media markets into many smaller markets that address narrower, more specialist communities of interest. Each of the businesses that the Group is building aims to stand at the heart of a specific, business to business, professional community of interest, offering a portfolio of media products that serves the needs of that community's buyers and sellers.

The UBM Group drives its profitable growth by strengthening and extending its existing brands and businesses into new product and geographical markets. The Group invests in new product development and in acquisitions which complement its existing products and helps its businesses develop their integrated media portfolios, whilst looking for opportunities to integrate products and services across different media as premium media products connect more buyers and sellers than other products, giving buyers the greatest choice and sellers the best prices. These media products command a premium for advertising space, information and analysis, and for making face-to-face introductions at events.

The UBM Group is also an increasingly international business, with less than 15 per cent. of profits now being earned in the UK. The Directors anticipate that the focus on international expansion will continue as the Group seeks out opportunities to export its successful products to parts of the world which are experiencing rapid economic growth, particularly China, India and Latin America. Already in 2008, the UBM Group's business unit, PR Newswire, opened its first bureau in Mumbai and the business unit CMP Asia ran its first event in Macau, demonstrating the Group's expansion strategy.

4. UBM and its principal businesses

The UBM Group operates six principal businesses: PR Newswire, CMP Information, CMPMedica, CMP Asia, CMP Technology and Commonwealth Business Media, each of which are described below in more detail. The common characteristic shared by all of the UBM Group's businesses is their focus on facilitating and mediating professional commercial activity. However, each business serves different markets, in different geographies and provides a distinct set of products and services that connects buyers and sellers in different ways.

Whilst PR Newswire operates in the news and information distribution marketplace, where long term growth is supported by the continued development of a globalised competitive environment, the UBM Group's other businesses, highlighted above, operate in the business-to-business media marketplace. This marketplace is highly fragmented, reflecting the varied types of products and services, and the range of business models operating in the market. Business-to-business media businesses range from direct marketing to media platforms supported by lead generation, display and classified advertising, to information suppliers (e.g. directories and databases) through to providers of enterprise workflow solutions.

4.1 PR Newswire

Market overview

PR Newswire operates in the news and information distribution marketplace, a marketplace adjacent to those of the UBM Group's other businesses, and is one of the world's leading service providers in this industry. Long term growth in this market is supported by the continued development of a globalised competitive environment in which businesses look to communicate their market propositions nationally, regionally and worldwide. In 2007 PR Newswire held a market share of approximately 40 per cent. (in terms of volume of messages distributed, as recorded by Factiva). With its headquarters in New York, PR Newswire provides news distribution, targeting, measurement and broadcast services on behalf of tens of thousands of customers, including many of the world's top companies, organisations and agencies. PR Newswire routinely sends its customers' news to outlets in 135 countries and in more than 40 languages.

Trading strategy

PR Newswire made three acquisitions during 2007. In April, PR Newswire expanded its offering in the filings services market with the acquisition of Vintage Filings, a leading New York-based online EDGAR filing service (a service which lodges public company financial accounts with the US regulatory authorities).

PR Newswire's expansion into Latin America has been further advanced by the acquisition of Notilog, a Spanish and Portuguese language news monitoring service. Notilog is a leading media monitoring service in Mexico with strong market positions in the Argentinian and Brazilian markets. At the end of 2007, PR Newswire acquired the business of Hispanic PR Wire, including LatinClips and Hispanic Digital Network. These Miami-based businesses provide media services to the important and growing US Hispanic market.

PR Newswire will continue to seek to maintain its strong position in regulatory disclosure markets while taking advantage of the growing integration of marketing and PR. PR Newswire aims to address the needs of a wider set of customers such as private companies, marketing professionals, public policy sector and small businesses. By means of both in-house product development and by acquisition, PR Newswire aims to provide products and services, particularly online, that enable marketers and advertisers to identify, target and reach their chosen audiences, and to monitor audiences' responses.

Within the US market, PR Newswire's focus will be to ensure its new service centres operate at maximum efficiency, delivering the highest quality service to customers and enabling the business to regain market share and continue to drive higher value distribution sales.

PR Newswire aims to continue its geographical expansion, both organically and by acquisition, particularly in countries and regions that are experiencing rapid economic growth. With its business in Europe and Latin America well established, PR Newswire will look to build on its new operations in both the Middle East and the Indian sub-continent.

4.2 CMP Asia

Market overview

CMP Asia is the leading private organiser of exhibitions, with associated print and online media, in Asia and holds the leading events of their kind in Asia for the jewellery, leather, fashion, beauty, maritime, pharmaceutical ingredients and furniture industries. The business unit also operates joint ventures with other UBM Group businesses (e.g. CMP Information and CMP Technology) as well as with other businesses from the region. CMP Asia operates CMP Sinoexpo as a joint venture with Shanghai Sinoexpo International Exhibition Ltd and combines its global strength and experience with Sinoexpo's local network and expertise to stage 30 international events in China.

Trading strategy

CMP Asia is investing to take advantage of the rapid economic growth of many of the countries in the region, with a particular focus on China and India and will launch several new shows in Macau and will host two new jewellery shows in India in 2008. The business is also taking advantage of newly-constructed venue capacity in the region, notably in Macau, and continues to look to expand its operations in Thailand, Taiwan, Japan, Singapore and Korea, whilst pursuing acquisition and partnership opportunities across Asia. CMP Asia also continues to provide its customers with an online capability that complements its shows, allowing the business to engage with its customers beyond the events and is seeking to be able to provide value added online services to its customers throughout the year, as well as to engage with the wider business communities CMP Asia serves. With its in-depth knowledge of the region's high growth markets and existing infrastructure, the Directors believe that CMP Asia is well positioned to provide logistics and operational support to the UBM Group's other specialist businesses as they seek to expand their businesses into Asia.

4.3 CMP Information

Market overview

CMP Information operates on an international basis, providing exhibitions, conferences, awards events, magazines, data and information products and websites targeted at business professionals across more than 20 professional markets, such as the built environment, travel, licensed trade, agriculture, security and food and pharmaceutical ingredient industries.

Trading strategy

CMP Information is developing a broader product portfolio, growing particularly its events, conference and online elements, to meet the needs of each community, striving for innovative solutions which will help the community to do business. The business unit is seeking to achieve this both through in-house new product development and strategic acquisitions. CMP Information will continue to focus on globalising its events business in higher growth economies, in particular seeking to take its key franchises such as "CPhI", "Food Ingredients" and "IFSEC" to countries and regions that offer profitable growth opportunities.

4.4 CMP Technology

Market overview

During 2007 CMP Technology provided a comprehensive portfolio of market-leading events, print and online media brands, bringing together the builders, sellers and buyers of information technology worldwide. In February 2008 the UBM Group announced an important reorganisation of the CMP Technology business unit, to create four new independent, market-focused businesses:

- (i) "*TechWeb*" — the global leader in business technology media, which is focused on serving the needs of technology decision makers and marketers worldwide;
- (ii) "*Everything Channel*" — the one-stop-shop for the indirect channel that drives approximately 75 per cent. of global technology sales, which is focused on serving the needs of high-tech suppliers and solution providers to manage and accelerate their business;
- (iii) "*Tech Insights*" — the source of essential business and technical information for the key decision makers in the electronics industry; and
- (iv) "*Think Services*" — connects specialised communities via interactive media, educational events, consulting, training and certification.

Trading strategy

As agile, independent businesses, each new business will be well positioned to accelerate its profitable growth as it meets the changing needs of the professional communities and technology markets it serves. This is a further step in the redevelopment of CMP Technology from a single traditional print media business to a set of next generation, integrated media businesses that offer their varied customers a portfolio of event, online, print and database workflow products and services.

The key strategic priority for each of the four new businesses created from CMP Technology will be to focus on building businesses that best meet the changing needs of the specific communities they serve. Each business will

look to expand both in its existing markets and, with support from the UBM Group, in new markets in fast-growing economies.

4.5 CMPMedica

Market overview

CMPMedica provides information and education to healthcare professionals and patients around the world. Its portfolio of professional media products comprises: “*Drug Information Systems*” (directories and digital services) “*Professional Media*” (journals and custom) and “*Continuing Medical Education*” (events, print and online).

Trading strategy

In February 2007, the UBM Group announced that it would take 18-24 months to restructure CMPMedica. CMPMedica’s primary strategic priority is to complete its restructuring plan in order to position the business for future profitable growth. The plan requires the business to rebalance its media portfolio, reducing its dependency on print and expanding its digital and events capabilities. The rebalanced business will be able to offer bespoke integrated marketing solutions that meet the requirements of its global customers. The Directors consider that in the medium term, CMPMedica is well positioned to provide media services to its global customers in a large and growing healthcare services market and that the business has significant opportunities to leverage its skills and expertise across territories, in particular as the product mix shifts to digital.

CMPMedica aims to continue to develop its product offering and to build even stronger positions in its chosen markets, with a particular focus on developing complementary digital and events business and has recently launched a new annual healthcare information event - “*HIT*” — in France.

4.6 Commonwealth Business Media

Market overview

Commonwealth Business Media is the leading information provider to the global trade and transportation industry, delivering comprehensive market information, news and analysis online, at events and in print, through its principal products.

Trading strategy

Following its acquisition by the UBM Group in July 2006, Commonwealth Business Media is now fully integrated into the Group. Generating around 80 per cent. of its revenue from online and print data and workflow products, Commonwealth Business Media helps the UBM Group diversify its revenue streams and provides a higher quality of earnings through recurring and more predictable, principally subscription, revenue streams.

The global trade and transportation market is also a substantial and growing market that offers the business unit continuing opportunities for profitable growth through making acquisitions, internationalising its existing products and through expanding its events portfolio. Commonwealth Business Media continues to seek to take advantage of the UBM Group’s global business to business media infrastructure and expertise, as well as to build on the worldwide presence of some of its key brands to help expand its business. It is also partnering with CMP Information on the Intermodal South America trade show in Brazil in 2008.

5. Competition

The UBM Group’s business-to-business media and news distribution businesses operate in highly competitive markets that continue to change in response to technological innovation and other factors. Changes that may affect the competitiveness of the business cannot be predicted with any certainty, the possibility also exists that technological innovation will render some of the existing products and services partially or wholly obsolete, therefore the Directors are of the view that the businesses must continue to invest to remain competitive.

Such investment is not only in innovative new product lines and infrastructure, but also key personnel. The UBM Group places a significant emphasis on succession planning and developing and retaining management talent with a view to retaining talented individuals.

6. Regulatory environment

The media and news distribution industry in which the UBM Group operates is subject to varying degrees of regulation. In particular, data protection regulation in many jurisdictions in which the UBM Group operates may

affect the way in which personal data regarding individuals may be processed and used. The need to comply with data protection legislation is a significant control, operational and reputation risk which can affect the business in a number of ways including, for example, making it more difficult to grow and maintain marketing data and also through potential litigation relating to the alleged misuse of personal data. Whilst the UBM Group continues to monitor these risks by legal reviews, operational reviews and staff training to raise awareness of the need for compliance in this area, there can be no guarantee of compliance at all times.

A large part of the UBM Group's revenues are also driven by the advertising industry and regulation in this arena is an important consideration for the Group. In particular, the UBM Group relies on the pharmaceutical industry for a significant proportion of such advertising revenue. Changes in government health policies, for example on the use of generic drugs or reimbursement prices, could adversely affect pharmaceutical companies and in turn lead to reduced spending by such pharmaceutical companies on advertising. This has previously occurred in a number of countries, notably in the US. Regulatory pressures may also affect pharmaceutical companies' ability or willingness to sponsor ongoing medical education events and further impact on UBM's revenue lines.

PART 3 — OPERATING AND FINANCIAL REVIEW

The following review of the UBM Group's financial condition and operating results should be read in conjunction with the financial information incorporated by reference in this document, in accordance with the section headed "Incorporation of Relevant Information by Reference" and the other financial information included elsewhere in this document. This review contains forward looking statements based on current expectations and assumptions about the UBM Group's future business. The UBM Group's actual results could differ materially from those contained in the forward looking statements as a result of a number of factors including, but not limited to, the risk factors set out in the section headed "Risk Factors" and the factors stated in the paragraph entitled "Forward looking statements" in the section of this document headed "Presentation of Information".

1. Operating and Financial Review of the UBM Group

The following is a discussion of the results of UBM's operations and financial condition in the periods set forth below. You should read this discussion in conjunction with UBM's audited financial statements and the related notes and the audit report thereon set out in pages 57 to 123 of the 2007 Annual Report, pages 57 to 114 of the 2006 Annual Report and pages 38 to 107 of the 2005 Annual Report. UBM's audited financial information for the year ended 31 December 2005, 31 December 2006 and 31 December 2007 have all been prepared on the basis of IFRS.

The financial information set out below has been extracted without material adjustment from the audited financial information for the year ended 31 December 2005, 31 December 2006 and 31 December 2007. Pages 62 to 123 of the 2007 Annual Report, pages 60 to 114 of the 2006 Annual Report and pages 42 to 107 of the 2005 Annual Report are incorporated into this document by reference.

2. Overview

2.1 UBM's markets

UBM is a leading global media company. UBM's businesses inform markets and bring the world's buyers and sellers together through news distribution, at events, online, in print and through their business information products and services. Each business serves different markets, in different geographies and provides a distinctly different set of products and services that connects buyers and sellers in different ways.

UBM is organised into six main business segments — News Distribution, CMP Asia, CMP Information, CMP Technology, CMPMedica and Commonwealth Business Media. These segments are the basis on which the group manages its business and each is discussed in more detail below.

(A) News Distribution

PR Newswire is one of the world's leading commercial news and information distribution service. With its headquarters in New York, PR Newswire provides news distribution, targeting, measurement and broadcast services on behalf of tens of thousands of customers, including many of the world's top companies, organisations and agencies. PR Newswire routinely sends its customers' news to outlets in 135 countries and in more than 40 languages. In the year ended 31 December 2007, PR Newswire generated revenue and operating profit of £141.1m and £49.1m respectively, representing 17.6 per cent. of UBM's total revenue and 28.9 per cent. of operating profit.

(B) CMP Asia

CMP Asia is the leading private organiser of exhibitions, with associated print and online media, in Asia. CMP Asia holds the leading events of their kind in Asia for the jewellery, leather, fashion, beauty, maritime, pharmaceutical ingredients and furniture industries. CMP Asia also operates joint ventures with other UBM businesses (e.g. CMP Information and CMP Technology) as well as with other businesses from the region. CMP Asia operates CMP Sinoexpo as a joint venture with Shanghai Sinoexpo International Exhibition Ltd. CMP Asia combines its global strength and experience with Sinoexpo's local network and expertise to stage 30 international events in China. In the year ended 31 December 2007, CMP Asia generated revenue and operating profit of £76.6m and £21m respectively, representing 9.6 per cent. of UBM's total revenue and 12.4 per cent. of operating profit.

(C) CMP Information

CMP Information operates internationally providing exhibitions, conferences, awards, events, magazines, data and information products and websites targeted at business professionals across more than 20 professional markets such as the built environment, travel, licensed trade, agriculture, security and food and pharmaceutical ingredient industries. In the year ended 31 December 2007, CMP Information generated revenue and operating profit of

£192.2m and £47.6m respectively, representing 24 per cent. of UBM's total revenue and 28 per cent. of operating profit.

(D) CMP Technology

During 2007 CMP Technology provided a comprehensive portfolio of market-leading events, print and online media brands, bringing together the builders, sellers and buyers of information technology worldwide. In the year ended 31 December 2007, CMP Technology generated revenue and operating profit of £160.5m and £25.2m respectively, representing 20 per cent. of UBM's total revenue and 14.8 per cent. of operating profit.

(E) CMPMedica

CMPMedica provides information and education to healthcare professionals and patients around the world. Its unique portfolio of professional media products includes journals, drug directories, electronic databases, websites and events. In the year ended 31 December 2007, CMPMedica generated revenue and operating profit of £161.8m and £18.5m respectively, representing 20.2 per cent. of UBM's total revenue and 10.9 per cent. of operating profit.

(F) Commonwealth Business Media

Commonwealth Business Media (**Commonwealth**) is a leader in the international trade and transportation business intelligence market, a substantial market offering significant growth potential as world trade continues to expand. As a predominantly data-based business, Commonwealth complements UBM's other event and print media businesses. In the year ended 31 December 2007, Commonwealth generated revenue and operating profit of £57.1m and £7.2m respectively, representing 7.1 per cent. of UBM's total revenue and 4.2 per cent. of operating profit.

2.2 Principal factors that affect UBM's results of operations

The principal factors that affect UBM's results are aligned to key elements of its strategy. Further information on UBM's strategy is set out in paragraph 3 of Part 2 — "*Business Description of the UBM Group*" of this document.

(A) Acquisitions

Acquisitions and disposals are a key means by which the Directors believe that UBM has accelerated rebalancing its business portfolio. In the three year period ended 31 December 2007, UBM completed 47 acquisitions at a total cost (including estimated potential earnouts) of more than £360m. In the same period, UBM developed industry-leading experience and expertise in selecting and completing acquisitions efficiently and effectively. UBM also demonstrated that the Group is highly practised in managing the process of financial and operational integration post-acquisition. To ensure that acquisitions contribute to UBM's continued profitable growth, UBM maintains a policy of strict financial discipline in assessing potential acquisitions. UBM targets an 8 per cent. post-tax return on capital for acquired businesses or assets in their first full year of ownership. UBM carefully monitors the progress of acquisitions in terms of their contribution to UBM's profitability, using pre-tax return on acquisitions as a key performance indicator.

2007

In the year ended 31 December 2007, UBM invested £93.7m (including estimated potential earnouts) in 17 acquisitions, all of which were 'bolt-on' acquisitions intended to complement existing market positions and to provide enhanced growth opportunities for existing UBM businesses. The acquisitions were principally of event, online and data businesses.

2006

In the year ended 31 December 2006, UBM completed 18 acquisitions for a total cost of £163m (including estimated potential earnouts). In July 2006, UBM made its largest acquisition and entered a new market with the acquisition of Commonwealth Business Media for £83m. Following its acquisition by UBM, Commonwealth expanded its aviation-related business with the acquisition of two complementary businesses, Official Airline Guides (**OAG**) and Airline Industry Group for a total cost of £9.5m. The other acquisitions in the year were all 'bolt-on' acquisitions intended to complement existing market positions and to provide enhanced growth opportunities for existing UBM businesses. The acquisitions were principally of event, online and data businesses.

2005

In the year ended 31 December 2005, UBM completed 12 'bolt-on' acquisitions for a total consideration of £104.9m (including estimated potential earnouts). The acquisitions were principally of event, online and data businesses.

(B) Divestments

UBM continually reviews the performance of all the businesses within its portfolio, sometimes withdrawing from low growth or low return markets. In the three year period ended 31 December 2007, UBM disposed of several consumer and enthusiast titles, the market research business, NOP, and AutoExchange/Exchange & Mart. The revenue and related profits of these are presented as discontinued operations. In addition, in the three year period ended 31 December 2007, UBM has also disposed of three of the group's associates, the share of results of which are presented in Group operating profit.

2007

In the year ended 31 December 2007, £6m of additional profit from discontinued operations (after tax) was recognised. This represents additional consideration receivable from GfK following settlement of certain outstanding items relating to the sale of NOP World in 2005, together with the release of amounts previously held for potential warranty and other claims which are now no longer required.

2006

In the year ended 31 December 2006, UBM disposed of several consumer and enthusiast titles by CMP Technology for \$51.3m and a number of UK classified titles by CMP Information for £16.7m.

2005

In the year ended 31 December 2005, UBM sold its market research business, NOP World, for £383m. UBM also sold the Exchange & Mart and Auto Exchange titles and the equity investments in Channel Five Television Group Limited, SDN Limited and Satellite Information Services (Holdings) Limited. Total profits on disposal amounted to £417m after costs.

(C) Exceptional Items

UBM's results for the years ended 31 December 2007, 2006 and 2005 include the impact of certain one-off and unusual items termed exceptional items. The paragraphs below explain the exceptional items which have been included in UBM's results for each of the years.

2007

Total exceptional reorganisation and restructuring costs charged to operating profit in the year ended 31 December 2007 were £19.6m, which comprised the following three items:

In the year ended 31 December 2007, CMP Technology announced a restructuring to align its product portfolio and organisational structure to the changing needs of its customers, and to better position the business to take advantage of growth opportunities in events, online and data. This involved the closure and merging of some print titles and a headcount reduction of over 200 people. The exceptional charge of £6.2m includes £3.3m relating to redundancy, £2.2m relating to vacant property and £0.7m to restructuring and business reorganisation costs. The redundancy and restructuring and business reorganisation costs have been substantially incurred at the year end and the amount relating to vacant property will be incurred over the remainder of the lease term.

Following the acquisition of OAG in December 2006, the Group announced a restructuring plan to integrate OAG into the Commonwealth business and to enable it to serve its global customers more effectively. The exceptional charge of £7.7m includes £6m relating to the redundancy of 120 people, £0.5m relating to vacant property and £1.2m of restructuring costs. The redundancy and restructuring costs have been substantially incurred at the year end and the amount relating to vacant property will be incurred over the remainder of the lease term.

During the year, CMPMedica commenced a restructuring programme to rebalance the business to enable them to better meet the changing customer requirements, to position them in growth markets and to improve profitability. The exceptional charge of £5.7m includes £2.8m relating to the redundancy of 60 people, £1.2m of vacant property costs and £1.7m of other reorganisation costs. Of the amount charged, £1.3m has been spent in 2007 and the balance is expected to be incurred in 2008.

In the year ended 31 December 2007, £6m of additional profit from discontinued operations (after tax) was recognised. This represents additional consideration receivable from GfK following settlement of certain outstanding items relating to the sale of NOP World in 2005, together with the release of amounts previously held for potential warranty and other claims which are now no longer required.

2006

In the year ended 31 December 2006, UBM commenced a programme to restructure its CMP Technology business. This involved the downsizing of the existing operations based in Long Island, New York, together with the offshoring of certain functions. The costs of £14.9m recognised as an exceptional item in 2006 represent the expected vacant property costs arising, together with certain related redundancies already incurred.

During 2006, UBM sold its freehold interest in a property which was no longer in use within the business giving rise to an exceptional profit on disposal of £4.3m.

During the year, UBM disposed of a number of titles, including the majority of its remaining UK classified titles, together with the US-based Music and Entertainment portfolio. The aggregate profits on disposal, which are shown as an exceptional item in the UBM Group's profit and loss account, amount to £20.5m.

During 2006, UBM resolved a number of outstanding items as a consequence of which there is a net exceptional tax credit of £35.9m.

In 2006, UBM repurchased and cancelled a total of \$80.1m of the remaining \$165.4m of the \$400m US dollar convertible bond for consideration of \$119.2m and a further \$85.3m of bonds were converted and exchanged into 10,196,753 ordinary shares in United Business Media Plc. Under IAS 32 and 39, UBM's US dollar convertible bond contains an embedded derivative, which is measured at fair value with changes in fair value included in the income statement until conversion or repurchase. The fair value loss of £20.3m (net of a £0.4m debt settlement gain, premium paid, associated fees and write-off of unamortised costs) reported as an exceptional relates to the portion of the bond that was repurchased/converted during the year.

2005

In the year ended 31 December 2005, UBM implemented a number of restructuring and reorganisation projects. The objectives of these projects were to simplify the group structure following the disposal of businesses in 2005, to achieve greater geographical alignment of UBM's publishing divisions and to achieve greater customer and product focus within UBM's operating businesses whilst delivering lower operating costs. The total cost of the projects was £37.2m and the nature of the costs incurred are principally redundancy, vacant space provisions arising from relocation and consolidation, the re-engineering of business processes and the costs of restructuring and business reorganisation. In addition integration costs of £1.7m were incurred during 2005.

During 2005, UBM sold its equity investments in Channel 5 Television Group Limited, SDN Limited and Satellite Information Services (Holdings) Limited. Total profits on disposal amounted to £149.5m (after tax).

During 2005, UBM repurchased \$234.6m of the principal of the US Dollar convertible bond, and \$179.3m of the principal of the US dollar fixed rate unsecured notes. An exceptional charge of £11.5m reflects the premium paid and fees relating to these repurchases, and unamortised costs being written off. A non-recurring fair value loss of £2.2m on the embedded derivative relates to the portion of the bond that was repurchased during the year.

(D) Impact of exchange rates

UBM's financial statements are expressed in pounds sterling and are therefore subject to fluctuating exchange rates whenever financial information is translated from other currencies. The United States is UBM's most important market and significant fluctuations in US dollar/sterling exchange rates could affect the reported results from year to year. A one cent movement in exchange rates equates to a £400,000 to £500,000 movement in operating profit.

The impact of exchange has been significant during 2007. The average dollar rate for the year was £1=\$2.00, a deterioration of 15 cents compared to the 2006 rate of £1=\$1.85. With revenues of \$819.6m and profits of \$190.1m being dollar denominated, the impact of this deterioration has impacted revenue by £34.4m and operating profit by £8m. In contrast, the euro has strengthened to an average rate of £1=€1.46 compared to the 2006 rate of £1=€1.48, increasing revenue and profit by £1.2m and £0.2m respectively.

In 2006, the average rate of £:\$ exchange for the year was \$1.85 (2005: \$1.81), together with the effects of other currency movements including the euro, €1.46 (2005: €1.47) decreased revenue and operating profit by £3.7m and £1.5m respectively.

2.3 Principal income statement items

(A) Revenue

Revenue represents the amounts which the Group earns for its print, events, online and data products and news distribution and data services that it provides for its customers.

(B) Operating expenses

Operating expenses includes costs associated with the production and distribution of its products and services, employee related costs, property lease expenses, depreciation of property, plant and equipment, professional fees and other administrative expenses.

(C) Exceptional reorganisation and restructuring costs

Exceptional reorganisation and restructuring costs are presented separately as, due to their nature and for the infrequency of the events giving rise to them, this allows shareholders to understand better the elements of financial performance for the year, so as to facilitate comparison with prior periods and to assess better the trends of financial performance.

(D) Financing income/(costs)

Interest receivable in UBM's income statement relates to interest which is earned on UBM's cash at bank and short term deposits. Interest payable mainly comprises interest accruing on UBM's overdrafts, borrowings and loan notes.

(E) Profit for the year from discontinued operations

Profit for the year from discontinued operations includes profits on the disposal of titles or operations in the year along with operating profits after taxation of these titles or operations for the period up until sale.

2.4 Operating results

The discussion of UBM's results of operations for the years ended 31 December 2007 and 31 December 2006 is based on a comparison of UBM's audited consolidated financial statements of United Business Media plc which were prepared in accordance with IFRS and have been extracted without material adjustment from the 2007 Annual Report and the 2006 Annual Report. The discussion of UBM's results of operations for the years ended 31 December 2006 and 31 December 2005 is based on the audited consolidated financial statements of United Business Media plc which were prepared in accordance with IFRS and have been extracted with adjustments as noted below from the 2006 Annual Report and the 2005 Annual Report.

The amounts shown for the year ended 31 December 2006 have been restated from those as shown in the 2006 Annual Report to reflect the intragroup transfer of MediaLive Japan from CMP Technology to CMP Asia. As a result, for the year ended 31 December 2006, £7m of revenue and £1.2m of operating profit have been transferred from CMP Technology to CMP Asia compared to the results as shown in the 2006 Annual Report.

The amounts shown for the year ended 31 December 2005 have been restated from those as shown in the 2005 Annual Report to reclassify the operating profit attributable to the UK classified titles within CMP Information and the US entertainment titles within CMP Technology as discontinued operations since these titles were disposed in 2006. As a result, for the year ended 31 December 2005, £13.7m and £27m of revenue, £2.6m and £3.9m of operating profit and attributable taxation of £0.5m and £0.8m relating to CMP Information and CMP Technology respectively have been moved from continuing operations to discontinued operations compared to the results as shown in the 2005 Annual Report.

Pages 62 to 123 of the 2007 Annual Report, pages 60 to 114 of the 2006 Annual Report and pages 42 to 107 of the 2005 Annual Report are incorporated by reference into this Prospectus. You should read these discussions in conjunction with audited financial information set out on pages 62 to 123 of the 2007 Annual Report, pages 60 to 114 of the 2006 Annual Report and pages 42 to 107 of the 2005 Annual Report.

(A) *Comparison of the year ended 31 December 2007 and the year ended 31 December 2006*

The following table sets forth UBM's results of operations for the years ended 31 December 2007 and 2006 (prepared in accordance with IFRS):

	<u>Before exceptional items 2007</u>	<u>Exceptional items 2007</u>	<u>Total 2007</u>	<u>Before exceptional items 2006</u>	<u>Exceptional items 2006</u>	<u>Total 2006</u>
	£m	£m	£m	£m	£m	£m
Continuing operations						
Revenue	801.6	—	801.6	739.1	—	739.1
Other operating income	11.4	—	11.4	12.5	—	12.5
Operating expenses	(649.5)	—	(649.5)	(607.0)	—	(607.0)
Amortisation of intangible assets arising on acquisitions	(20.0)	—	(20.0)	(15.0)	—	(15.0)
Exceptional reorganisation and restructuring costs	—	(19.6)	(19.6)	—	(14.9)	(14.9)
Share of results from joint ventures and associates (after tax)	<u>2.2</u>	<u>—</u>	<u>2.2</u>	<u>3.7</u>	<u>—</u>	<u>3.7</u>
Group operating profit	<u>145.7</u>	<u>(19.6)</u>	<u>126.1</u>	<u>133.3</u>	<u>(14.9)</u>	<u>118.4</u>
Exceptional items						
Profit on disposal of property, plant and equipment	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>4.3</u>	<u>4.3</u>
Earnings before interest and taxes (EBIT)	<u>145.7</u>	<u>(19.6)</u>	<u>126.1</u>	<u>133.3</u>	<u>(10.6)</u>	<u>122.7</u>
Financing income/(costs)						
Interest income	6.7	—	6.7	14.9	—	14.9
Interest cost	(7.3)	—	(7.3)	(6.6)	—	(6.6)
Financing income — other than interest	—	—	—	1.0	0.4	1.4
Financing cost — other than interest	(0.5)	—	(0.5)	(0.7)	(20.7)	(21.4)
Financing income — pension schemes	<u>4.5</u>	<u>—</u>	<u>4.5</u>	<u>2.5</u>	<u>—</u>	<u>2.5</u>
Profit before tax	149.1	(19.6)	129.5	144.4	(30.9)	113.5
Taxation	<u>(23.3)</u>	<u>1.8</u>	<u>(21.5)</u>	<u>(24.0)</u>	<u>35.9</u>	<u>11.9</u>
Profit for the year from continuing operations	<u>125.8</u>	<u>(17.8)</u>	<u>108.0</u>	<u>120.4</u>	<u>5.0</u>	<u>125.4</u>
Discontinued operations						
Profit for the year from discontinued operations (after tax)	<u>—</u>	<u>6.0</u>	<u>6.0</u>	<u>—</u>	<u>21.0</u>	<u>21.0</u>
Profit for the year	<u>125.8</u>	<u>(11.8)</u>	<u>114.0</u>	<u>120.4</u>	<u>26.0</u>	<u>146.4</u>
Non-GAAP measures						
Reconciliation of Group operating profit from continuing operations to adjusted Group operating profit						
Group operating profit from continuing operations			126.1			118.4
Amortisation of intangible assets arising on acquisitions			20.0			15.0
Exceptional reorganisation and restructuring costs			19.6			14.9
Share of taxation on profit in joint ventures and associates			0.4			0.7
Operating profit from discontinued operations (before tax)			<u>—</u>			<u>0.7</u>
Adjusted Group operating profit			<u>166.1</u>			<u>149.7</u>

	Adjusted operating profit					
	Revenue					
	2007	2006	Change	2007	2006	Change
	£m	£m	%	£m	£m	%
Revenue						
PR Newswire	141.1	129.9	8.6	49.1	41.9	17.2
CMP Asia	76.6	73.8	3.8	21.0	19.7	6.6
CMP Information	192.2	169.8	13.2	47.6	40.8	16.7
CMP Technology	160.5	179.2	(10.4)	25.2	21.3	18.9
CMPMedica	161.8	169.5	(4.5)	18.5	22.8	(18.9)
Commonwealth	57.1	16.9	237.9	7.2	3.4	111.8
	<u>789.3</u>	<u>739.1</u>	<u>6.8</u>	<u>168.6</u>	<u>149.9</u>	<u>12.5</u>
Corporate ⁽¹⁾	12.3	—	—	(2.5)	(0.9)	—
Continuing businesses	<u>801.6</u>	<u>739.1</u>	<u>8.5</u>	<u>166.1</u>	<u>149.0</u>	<u>11.5</u>
Discontinued operations						
CMP Technology	—	14.7	—	—	—	—
CMP Information	—	5.1	—	—	0.7	—
	<u>801.6</u>	<u>758.9</u>	<u>5.6</u>	<u>166.1</u>	<u>149.7</u>	<u>10.9</u>

Note:

(1) Corporate operations comprises net operating costs, together with RISI Inc and those equity accounted investments which do not form part of one of the group's operating divisions.

Revenue & Operating Profit

Revenue from continuing operations increased by £62.5m (8.5 per cent.) to £801.6m for the year ended 31 December 2007 from £739.1m for the year ended 31 December 2006. Adjusted Group operating profit increased £16.4m (11 per cent.) to £166.1m for the year ended 31 December 2007 from £149.7m for the year ended 31 December 2006. The drivers of this increase are explained in detail below.

News Distribution

PR Newswire's revenue increased by £11.2m to £141.1m in the year ended 31 December 2007, from £129.9m in the year ended 31 December 2006. Operating profit increased by £7.2m to £49.1m in the year ended 31 December 2007, from £41.9m in the year ended 31 December 2006. Underlying revenue and operating profit rose 6.9 per cent. and 15.4 per cent. respectively, with the business's overall operating margin continuing to improve, rising from 32.3 per cent. to 34.8 per cent. PR Newswire's strong performance continues to be driven primarily by growth in demand from US customers for PR Newswire's premium news distribution service, US1. This growth was augmented by a growing contribution from non-regulatory, non-wire, added value services such as MultiVu, MEDIAtlas and ProfNet and by an expanding international business in Europe, China and Latin America. PR Newswire made three acquisitions during 2007 — Vintage Filings, a leading New York-based online EDGAR filing service, Notilog, a leading media monitoring service in Mexico with strong market positions in the Argentinian and Brazilian markets and HispaniMark, a Miami-based business providing media services to the important and growing US Hispanic market.

CMP Asia

CMP Asia revenue increased by £2.8m to £76.6m in the year ended 31 December 2007, from £73.8m in the year ended 31 December 2006. Operating profit increased by £1.3m to £21m in the year ended 31 December 2007, from £19.7m in the year ended 31 December 2006. Underlying revenue and operating profit rose 10.7 per cent. and 11.4 per cent. respectively, with the business's overall operating margin continuing to improve, rising from 26.7 per cent. to 27.4 per cent. CMP Asia's established events had another successful year. The key Hong Kong shows — the Hong Kong Jewellery Show and the Asia-Pacific Leather Fair — both performed to plan or better. CMP Asia's events in mainland China were particularly strong with revenue up more than 30 per cent. CMP Asia continued to invest in new events, for example in January 2008 it launched its first event in Macau. The Macau Jewellery Show was CMP Asia's most successful launch event ever, generating revenues of \$3.7m. CMP Asia is also responsible for UBM's presence in India and now runs six events, four of which are joint ventures with other UBM businesses.

CMP Information

CMP Information (CMPi) revenue increased by £22.4m to £192.2m in the year ended 31 December 2007, from £169.8m in the year ended 31 December 2006. Operating profit increased by £6.8m to £47.6m in the year ended 31 December 2007, from £40.8m in the year ended 31 December 2006. Underlying revenue and operating profit rose 9.4 per cent. and 2.5 per cent. respectively, with the business's overall operating margin continuing to improve, rising from 24.0 per cent. to 24.8 per cent. The strength of the performance of CMPi's live media (trade shows, conferences) was notable, particularly its international shows which grew 12 per cent. CMPi's key print titles such as Property Week also performed strongly during the year, although a number of other smaller titles declined. CMPi expanded its levels of investment in new product development in events (notably Think 07), online and data products through 2007; operating profit performance reflected this increased investment. During the year CMPi made five acquisitions for a total investment of £24.7m. As part of the continuing strategy to rebalance and refocus CMPi's product portfolio, each acquisition was made as a complementary addition to an existing portfolio of products.

CMP Technology

CMP Technology revenue decreased by £18.7m to £160.5m in the year ended 31 December 2007, from £179.2m in the year ended 31 December 2006. Operating profit increased by £3.9m to £25.2m in the year ended 31 December 2007, from £21.3m in the year ended 31 December 2006. Underlying revenue and operating profit rose 2.4 per cent. and 54.9 per cent. respectively, with the business's overall operating margin continuing to improve, rising from 11.9 per cent. to 15.7 per cent. During the year, CMP Technology made four acquisitions for a total investment of \$47.4m; these acquisitions are performing ahead of plan. Businesses acquired by CMP in the last three years also contributed significantly to the year's results, with each acquisition expected to exceed the UBM cost of capital threshold in the first full year of ownership. During 2007, CMP Technology undertook a significant restructuring of its print portfolio, incurring an exceptional charge of \$12.5m which was taken in the first half. In early 2008 UBM announced an important reorganisation of CMP Technology to create four new independent businesses.

CMPMedica

CMPMedica revenue decreased by £7.7m to £161.8m in the year ended 31 December 2007, from £169.5m in the year ended 31 December 2006. Operating profit decreased by £4.3m to £18.5m in the year ended 31 December 2007, from £22.8m in the year ended 31 December 2006. Underlying revenue and operating profit fell 1.7 per cent. and 16.6 per cent. respectively, with the business's overall operating margin falling from 13.5 per cent. to 11.4 per cent. Revenue growth in the French business (which accounts for more than 50 per cent. of the business's profits) and in the Iberian and Pacific businesses were offset by declines in other national businesses in Benelux, Germany, the UK and most notably in the US. UBM announced in February 2007 that an 18 to 24 month restructuring programme would enable CMPMedica to achieve sustainable profitable growth. CMPMedica's US operations are being substantially reorganised, including the relocation of the Continuing Medical Education business closer to its customers on the East Coast. During the year CMPMedica made two bolt-on acquisitions for a total investment of £9.4m.

Commonwealth Business Media (acquired July 2006)

Commonwealth revenue increased by £40.2m to £57.1m in the year ended 31 December 2007, from £16.9m in the year ended 31 December 2006. Operating profit increased by £3.8m to £7.2m in the year ended 31 December 2007, from £3.4m in the year ended 31 December 2006. The significant increase on the prior year can mainly be attributed to a full year of trading in 2007, with underlying revenue and operating profit rising by 6.7 per cent. and 6.9 per cent. respectively. PIERS and BACK, the online workflow information businesses that contribute more than 25 per cent. of Commonwealth's total revenue showed good organic growth, growing by 7.7 per cent. on 2006. Commonwealth made no acquisitions in 2007 but made two acquisitions at the very end of 2006. OAG and Aviation Industry Group are both complementary 'bolt-on' acquisitions for the BACK Aviation Solutions business. Both businesses performed to their respective business case and their integration is progressing in line with plan. As anticipated before its acquisition, OAG required a significant restructuring process which is now largely complete. An exceptional charge of £7.7m was taken during 2007 against the restructuring costs. OAG, which was loss-making before its acquisition, is now trading profitably in 2007 and further improvements are expected in 2008.

Corporate

Corporate operations includes the results of operations and equity investments which do not fall under the other divisions, together with central expenses net of central profits. Following the acquisition of an additional 2 per cent.

of the voting rights of RISI, Inc. (**RISI**), UBM has consolidated its 52 per cent. controlling interest in RISI (previously UBM equity accounted its 50 per cent. share of the results and net assets of RISI). RISI continues to be reported in the Corporate operations segment and generated revenue and profit of £12.3m and £1.1m respectively in 2007.

Exceptional reorganisation and restructuring costs

Total exceptional reorganisation and restructuring costs charged to operating profit in the year ended 31 December 2007 were £19.6m, which comprised the following three items:-

- (a) During the year ended 31 December 2007, CMP Technology announced a restructuring to align its product portfolio and organisational structure to the changing needs of its customers, and to better position the business to take advantage of growth opportunities in events, online and data. This involved the closure and merging of some print titles and a headcount reduction of over 200 people. The exceptional charge of £6.2m includes £3.3m relating to redundancy, £2.2m relating to vacant property and £0.7m to restructuring and business reorganisation costs. The redundancy and restructuring and business reorganisation costs have been substantially incurred at the year end and the amount relating to vacant property will be incurred over the remainder of the lease term.
- (b) Following the acquisition of the OAG in December 2006, the Group announced a restructuring plan to integrate OAG into the Commonwealth business and to enable it to serve its global customers more effectively. The exceptional charge of £7.7m includes £6m relating to the redundancy of 120 people, £0.5m relating to vacant property and £1.2m of restructuring costs. The redundancy and restructuring costs have been substantially incurred at the year end and the amount relating to vacant property will be incurred over the remainder of the lease term.
- (c) During the year, CMPMedica commenced a restructuring programme to rebalance the business to enable them to better meet the changing customer requirements, to position them in growth markets and to improve profitability. The exceptional charge of £5.7m includes £2.8m relating to the redundancy of 60 people, £1.2m of vacant property costs and £1.7m of other reorganisation costs. Of the amount charged, £1.3m has been spent in 2007 and the balance is expected to be incurred in 2008.

During the year ended 31 December 2006, the Group commenced a further programme to restructure its CMP Technology business. This involved the downsizing of the existing operations based in Long Island, New York, together with the offshoring of certain functions. The costs of £14.9m recognised as an exceptional item in 2006 represent the expected vacant property costs arising, together with certain related redundancies already incurred.

Profit on disposal of property, plant and equipment

During the year ended 31 December 2006, the Group sold its interest in a property which was no longer in use within the business giving rise to an exceptional profit on disposal of £4.3m.

Financing income/(costs)

Interest income decreased by £8.2m to £6.7m for the year ended 31 December 2007 from £14.9m for the year ended 31 December 2006. The decrease was as a result of reduced average balances of cash and short term deposits following the payment of a special dividend in March 2007, payments made to purchase UBM ordinary shares and cash paid to acquire businesses.

Interest cost increased by £0.7m to £7.3m, for the year ended 31 December 2007 from £6.6m for the year ended 31 December 2006. The increase was as a result of an increase in borrowings from UBM's borrowing facilities.

Financing income other than interest for the year ended 31 December 2006 includes a debt settlement gain arising on the buyback of bonds of £0.4m and foreign exchange gains on US dollar denominated balances held in UK accounts of £1m.

Financing cost other than interest for the year ended 31 December 2007 of £0.5m includes net foreign exchange losses of £0.2m and other fair value adjustments of £0.3m. Financing cost other than interest for the year ended 31 December 2006 includes a fair value loss of £20.7m on the portion of the convertible bonds that was repurchased or converted during the year and an accretion charge of £0.7m being the accretion of the debt element of the convertible bonds to their value at maturity.

Financing income — pension schemes for the year ended 31 December 2007 represents an IAS 19 interest credit of £4.5m, being the excess of expected assets growth during 2007 over scheme liabilities. Financing costs — pension

schemes for the year ended 31 December 2006 represents an IAS 19 interest credit of £2.5m, being the excess of expected assets growth during 2006 over scheme liabilities.

Taxation

The taxation charge before exceptional items decreased by £0.7m to £23.3m for the year ended 31 December 2007 from £24m for the year ended 31 December 2006.

In 2007, the Group recognised a £1.8m exceptional tax credit in relation to the £6m redundancy provision associated with the restructuring of OAG.

In 2006, the Group resolved a number of outstanding items as a consequence of which there was a net exceptional tax credit of £35.9m.

Profit for the year from discontinued operations

The profit from discontinued operations for the year ended 31 December 2007 related to £6m of additional profit from a prior years disposal. This represents additional consideration receivable from GfK following the settlement of certain outstanding items relating to the sale of NOP World in 2005, together with the release of amounts previously held for potential warranty and other claims which are no longer required.

The profit for the year from discontinued operations for the year ended 31 December 2006 related to profits on disposal of £12.5m on the sale of a portfolio of US entertainment titles which were reported within CMP Technology and £8m on the sale of a portfolio of UK classified titles which were reported within CMP Information. These discontinued operations contributed a profit after tax of £0.5m in the period from 1 January 2006 to the dates of disposal.

Profit for the year after taxation

Profit for the year after taxation decreased by £32.4m to £114m for the year ended 31 December 2007 from £146.4m for the year ended 31 December 2006.

Profit for the year after taxation before exceptional items increased by £5.4m to £125.8m for the year ended 31 December 2007 from £120.4m for the year ended 31 December 2006.

(B) Comparison of the year ended 31 December 2006 and the year ended 31 December 2005

The following table sets forth UBM's results of operations for the years ended 31 December 2006 and 2005 (prepared in accordance with IFRS):

	Before exceptional items 2006	Exceptional items 2006	Total 2006	Before exceptional items 2005	Exceptional items 2005	Total 2005
	£m	£m	£m	£m	£m	£m
Continuing operations						
Revenue	739.1	—	739.1	633.7	—	633.7
Other operating income	12.5	—	12.5	11.9	—	11.9
Operating expenses	(607.0)	—	(607.0)	(528.8)	—	(528.8)
Amortisation of intangible assets arising on acquisitions	(15.0)	—	(15.0)	(11.4)	—	(11.4)
Exceptional reorganisation and restructuring costs	—	(14.9)	(14.9)	—	(37.2)	(37.2)
Share of results from joint ventures and associates (after tax)	3.7	—	3.7	4.2	8.5	12.7
Income from investments	—	—	—	3.0	—	3.0
Group operating profit	<u>133.3</u>	<u>(14.9)</u>	<u>118.4</u>	<u>112.6</u>	<u>(28.7)</u>	<u>83.9</u>
Exceptional items						
Profit on disposal of property, plant and equipment	—	4.3	4.3	—	—	—
Profit on disposal of equity accounted investments	—	—	—	—	150.7	150.7
Earnings before interest and taxes (EBIT)	<u>133.3</u>	<u>(10.6)</u>	<u>122.7</u>	<u>112.6</u>	<u>122.0</u>	<u>234.6</u>
Financing income/(costs)						
Interest income	14.9	—	14.9	28.2	—	28.2
Interest cost	(6.6)	—	(6.6)	(15.5)	—	(15.5)
Financing income — other than interest	1.0	0.4	1.4	8.4	—	8.4
Financing cost — other than interest	(0.7)	(20.7)	(21.4)	(13.8)	(13.7)	(27.5)
Financing income/(costs) — pension schemes	<u>2.5</u>	<u>—</u>	<u>2.5</u>	<u>(2.5)</u>	<u>—</u>	<u>(2.5)</u>
Profit before tax	144.4	(30.9)	113.5	117.4	108.3	225.7
Taxation	(24.0)	35.9	11.9	(22.3)	(1.2)	(23.5)
Profit for the year from continuing operations	120.4	5.0	125.4	95.1	107.1	202.2
Discontinued operations						
Profit for the year from discontinued operations (after tax)	—	21.0	21.0	—	275.3	275.3
Profit for the year	<u>120.4</u>	<u>26.0</u>	<u>146.4</u>	<u>95.1</u>	<u>382.4</u>	<u>477.5</u>
Non-GAAP measures						
Reconciliation of Group operating profit from continuing operations to adjusted Group operating profit						
Group operating profit from continuing operations			118.4			83.9
Amortisation of intangible assets arising on acquisitions			15.0			11.4
Exceptional reorganisation and restructuring costs			14.9			37.2
Share of taxation on profit in joint ventures and associates			0.7			(1.9)
Operating profit from discontinued operations (before tax)			<u>0.7</u>			<u>11.3</u>
Adjusted Group operating profit			<u>149.7</u>			<u>141.9</u>

	Adjusted operating profit					
	Revenue					
	2006	2005	Change	2006	2005	Change
	£m	£m	%	£m	£m	%
Revenue						
PR Newswire	129.9	104.1	24.8	41.9	29.2	43.5
CMP Asia	73.8	61.0	21.0	19.7	17.5	12.6
CMP Information	169.8	157.7	7.7	40.8	40.7	0.2
CMP Technology	179.2	156.6	14.4	21.3	16.0	33.1
CMPMedica	169.5	154.3	9.9	22.8	24.1	(5.4)
Commonwealth	16.9	—	—	3.4	—	—
	<u>739.1</u>	<u>633.7</u>	<u>16.6</u>	<u>149.9</u>	<u>127.5</u>	<u>17.6</u>
Corporate ⁽¹⁾	—	—	—	(0.9)	3.1	—
Continuing businesses	<u>739.1</u>	<u>633.7</u>	<u>16.6</u>	<u>149.0</u>	<u>130.6</u>	<u>14.1</u>
Discontinued operations						
CMP Technology	14.7	27.0	—	—	3.9	—
Market research	—	76.8	—	—	4.4	—
CMP Information	5.1	36.7	—	0.7	3.0	—
	<u>758.9</u>	<u>774.2</u>	<u>(2.0)</u>	<u>149.7</u>	<u>141.9</u>	<u>5.5</u>

Note:

(1) Corporate operations comprises net operating costs, together with RISI Inc and those equity accounted investments which do not form part of one of the group's operating divisions.

Revenue and Operating Profit

Revenue from continuing operations increased by £105.4m (16.6 per cent.) to £739.1m for the year ended 31 December 2006 from £633.7m for the year ended 31 December 2005. Operating profit from continuing operations increased by £22.4m (17.6 per cent.) to £149.9m for the year ended 31 December 2006 from £127.5m for the year ended 31 December 2005. The drivers of this increase are explained in detail below.

News Distribution

PR Newswire revenue increased by £25.8m to £129.9m in the year ended 31 December 2006, from £104.1m in the year ended 31 December 2005. Operating profit increased by £12.7m to £41.9m for the year ended 31 December 2006 from £29.2m for the year ended 31 December 2005. Underlying revenue and operating profit rose 6.8 per cent. and 33.8 per cent. respectively, with the business's overall operating margin continuing to improve, rising from 28 per cent. to 32.3 per cent. PR Newswire's strong performance is driven by increased international traffic, increased demand from US customers for PR Newswire's premium US1 news distribution service and growth in added value services — MultiVu, eWatch and MediaRoom and cost reductions. The operating margin in Europe was 33.3 per cent., whilst in the rest of the world operating profit grew to £3m (£1.9m profit in 2005). In October, PR Newswire strengthened its position in the US non-regulatory news distribution market with the acquisition of US Newswire for consideration of \$22m (£12m) including earnout. This was PR Newswire's first acquisition in four years and is performing ahead of expectations.

CMP Asia

CMP Asia revenue increased by £12.8m to £73.8m in the year ended 31 December 2006, from £61m in the year ended 31 December 2005. Operating profit increased by £2.2m to £19.7m for the year ended 31 December 2006 from £17.5m for the year ended 31 December 2005. Underlying revenue and operating profit rose 19.2 per cent. and 15.3 per cent. respectively, with the business's overall operating margin falling from 28.7 per cent. to 26.7 per cent. CMP Asia had another successful year with growth from its established business, new launches and acquisitions. Continuing events such as the jewellery, beauty and fashion fairs in Hong Kong, the natural health fairs in Japan and the Sinoexpo fairs in China have continued to grow strongly. The Japan jewellery fair, acquired in 2005, performed well. The fall in operating margins reflects additional investment in new product development — including India, China and online. During 2006 it continued to make acquisitions and expand its operations in the fast-growing economies of China and India.

CMP Information

CMP Information revenue increased by £12.1m to £169.8m in the year ended 31 December 2006, from £157.7m in the year ended 31 December 2005. Operating profit increased by £0.1m to £40.8m for the year ended 31 December 2006 from £40.7m for the year ended 31 December 2005. Underlying revenue and operating profit rose 4.9 per cent. and 0.1 per cent. respectively, with the business's overall operating margin falling from 25.8 per cent. to 24 per cent. Exhibitions, particularly its international exhibitions, performed strongly achieving 9.4 per cent. underlying growth. The impact of this growth was offset by increased investment in new online, exhibition and data products which reduced margins by 2 per cent. In 2006 CMP Information acquired three events — The National Venue Show, The Thames Gateway Forum and the ATC (Air Traffic Control) Maastricht Conference — for a total of £4.8m. The acquisitions are performing in line with expectations. During 2006, CMPi disposed of a number of UK titles, whose revenues were predominantly classified advertising, for £16.7m.

CMP Technology

CMP Technology revenue increased by £22.6m to £179.2m in the year ended 31 December 2006, from £156.6m in the year ended 31 December 2005. Operating profit increased by £5.3m to £21.3m for the year ended 31 December 2006 from £16m for the year ended 31 December 2005, with the business's overall operating margin continuing to improve, rising from 10.2 per cent. to 11.9 per cent. Underlying revenue and operating profit fell 2 per cent. and 20.5 per cent. respectively. The increase in headline results was principally driven by the strong performance of its 2005 and 2006 acquisitions. Acquisitions included MediaLive and Shorecliff in 2006 for a total of £50.4m, and Light Reading, TechOnline, Black Hat and ICMI were acquired in 2005 for £37m.

During 2006, the business was restructured and decentralised so as to orientate it more directly towards its three key markets — the builders (Technology Innovators Group), the buyers (Business Technology Group) and the sellers of technology (Channel Group). There is an exceptional charge of £14.9m related to this restructuring. In 2006 CMP Technology also disposed of its largely print-based US Entertainment business for \$51m (£28m).

CMPMedica

CMPMedica revenue increased by £15.2m to £169.5m in the year ended 31 December 2006, from £154.3m in the year ended 31 December 2005. Operating profit decreased by £1.3m to £22.8m for the year ended 31 December 2006 from £24.1m for the year ended 31 December 2005. Underlying revenue increased by 2.6 per cent. and underlying operating profit fell by 11.4 per cent., with the business's overall operating margin falling from 15.6 per cent. to 13.5 per cent. This reflected investment in new product development particularly in online, event and data products. CMPMedica's France-based operations — from which the business derives more than 50 per cent. of its profits — performed well in 2006. The performance in other geographies was mixed. Online investment included the Virtual Industry Sponsored Symposia (webcasts of Continuing Medical Education sessions), Hoptimal, a subscription-based online drug reference tool for French hospitals and in the specialist search product, Search-Medica. Events investment included a number of new meetings such as Advances in Oncology, Pulse Seminars and Primary Care Clinics. During 2006 CMPMedica made four acquisitions for a total of £4.1m — MediWorld (India), MeXi Solutions (Belgium), MediReach Healthcare Communication (China) and The Care Show (UK).

Commonwealth Business Media

Commonwealth Business Media was acquired in July 2006, and performed well, generating revenue and operating profit of £16.9m and £3.4m respectively since acquisition. Since its acquisition by UBM, Commonwealth strengthened and expanded its business through the acquisition of OAG for £2.5m and of Aviation Industry Group for £7m.

Corporate

Corporate operations comprise net central operating costs, together with those equity accounted investments which do not form part of one of UBM's operating divisions. The 2005 profit includes £3.9m operating profit from equity investments disposed of in 2005 including Channel 5 Television Group Limited, SDN Limited and Satellite Information Services (Holdings) Limited.

Exceptional reorganisation and restructuring costs

During the year ended 31 December 2006, UBM commenced a further programme to restructure its CMP Technology business. This involved the downsizing of the existing operations based in Long Island, New York,

together with the offshoring of certain functions. The costs of £14.9m recognised as an exceptional item in 2006 represent the expected vacant property costs arising, together with certain related redundancies already incurred.

During the year ended 31 December 2005, UBM implemented a number of restructuring and reorganisation projects. The objectives of these projects were to simplify the group structure following the disposal of businesses in 2005, to achieve greater geographical alignment of UBM's publishing divisions and to achieve greater customer and product focus within UBM's operating businesses whilst delivering lower operating costs. The total cost of the projects was £37.2m and the nature of the costs incurred were principally redundancy, vacant space provisions arising from relocation and consolidation, the re-engineering of business processes and the costs of restructuring and business reorganisation. In addition, integration costs of £1.7m were incurred during 2005.

Profit on disposal of property, plant and equipment

During the year ended 31 December 2006, UBM sold its interest in a property which was no longer in use within the business giving rise to an exceptional profit on disposal of £4.3m.

Profit on disposal of equity accounted investments

During the year ended 31 December 2005, UBM disposed of its 20 per cent. shareholding in Satellite Information Services (Holdings) Limited, its 35.4 per cent. shareholding in Channel 5 Television Group Limited and its 33.05 per cent. shareholding in SDN Limited, realising profits of £11.9m, £112.3m and £26.5m respectively. The post-tax share of results from these equity accounted investments for the year to the dates of disposal of £8.5m are shown as an exceptional item within operating profit.

Financing income/(costs)

Interest income decreased by £13.3m to £14.9m for the year ended 31 December 2006 from £28.2m for the year ended 31 December 2005. The decrease was as a result of reduced average balances of cash and short term deposits following the repurchase of convertible bonds, return of capital to shareholders and cash paid to acquire businesses.

Interest cost decreased by £8.9m to £6.6m, for the year ended 31 December 2006 from £15.5m for the year ended 31 December 2005. The decrease was as a result of a reduction in borrowings following the repurchase of convertible bonds and 7.75 per cent. US bonds.

Financing income other than interest for the year ended 31 December 2006 includes a debt settlement gain arising on the buy-back of bonds of £0.4m and foreign exchange gains on US dollar denominated balances held in UK accounts of £1m. Financing income other than interest for the year ended 31 December 2005 of £8.4m is mainly attributable to foreign exchange gains on US dollar denominated balances held in UK accounts.

Financing cost other than interest for the year ended 31 December 2006 includes a fair value loss of £20.7m on the portion of the convertible bonds that was repurchased or converted during the year and an accretion charge of £0.7m being the accretion of the debt element of the convertible bonds to their value at maturity. Financing cost other than interest for the year ended 31 December 2005 includes a fair value loss of £9m on the embedded derivative (the option to convert US dollar denominated debt into sterling equity) contained in the convertible bonds resulting from the increase in UBM's share price, a fair value loss of £2.2m on the portion of the convertible bonds that was repurchased or converted during the year and an accretion charge of £4.8m being the accretion of the debt element of the convertible bonds to their value at maturity.

Financing income — pension schemes for the year ended 31 December 2006 represents an IAS 19 interest credit of £2.5m, being the excess of expected assets growth during 2006 over scheme liabilities. Financing costs — pension schemes for the year ended 31 December 2005 represents an IAS 19 interest costs of £2.5m, being the shortfall of expected assets growth during 2005 over scheme liabilities.

Taxation

The taxation charge before exceptional items increased by £1.7m to £24m for the year ended 31 December 2006 from £22.3m for the year ended 31 December 2005.

In 2006, UBM resolved a number of outstanding items as a consequence of which there was a net exceptional tax credit of £35.9m.

Profit for the year from discontinued operations

The profit from discontinued operations for the year ended 31 December 2006 related to profits on disposal of £12.5m on the sale of a portfolio of US entertainment titles which were reported within CMP Technology and £8m on the sale of a portfolio of UK classified titles which were reported within CMP Information. These discontinued operations contributed a profit after tax of £0.5m in the period from 1 January 2006 to the dates of disposal.

The profit from discontinued operations for the year ended 31 December 2005 related to profits on disposal of £235.8m on the sale of NOP World which was reported within market research and £30.5m on the sale of Exchange & Mart and Auto Exchange which were reported within CMP Information. These discontinued operations plus the operations disposed during 2006 contributed a profit after tax of £9m in the year ended 31 December 2005.

Profit for the year after taxation

Profit after taxation decreased by £331.1m to £146.4m for the year ended 31 December 2006 from £477.5m for the year ended 31 December 2005.

Profit after taxation before exceptional items increased by £25.3m to £120.4m for the year ended 31 December 2006 from £95.1m for the year ended 31 December 2005.

2.5 Liquidity and cash flow

(A) Comparison of the year ended 31 December 2007 and the year ended 31 December 2006

Presented below is UBM's consolidated cash flows for the years ended 31 December 2007 and 2006 (prepared in accordance with IFRS):

	<u>2007</u>	<u>2006</u>
	£m	£m
Cash flows from operating activities		
<i>Reconciliation of profit to operating cash flows</i>		
Profit for the period	114.0	146.4
<i>Add back:</i>		
Taxation	21.9	(11.0)
Depreciation	9.8	8.6
Amortisation of website development costs	0.4	—
Amortisation of intangibles arising on acquisitions	20.0	15.0
Interest income	(6.7)	(14.9)
Interest expense	7.3	6.6
Net financing income — pension schemes	(4.5)	(2.5)
Net financing costs — other than interest	0.5	20.0
Other non-cash items	7.5	5.7
Share in profits from associates and joint venture	(2.6)	(4.4)
Additional profit on prior year disposal	(6.0)	—
Profit on disposal	—	(24.8)
Exceptional reorganisation and restructuring costs	19.6	14.9
	<u>181.2</u>	<u>159.6</u>
Payments against provisions	(32.2)	(27.9)
Additional pension contributions	(1.7)	(7.3)
Decrease/(increase) in inventories	0.1	(0.7)
Decrease in trade and other receivables	15.0	0.9
Decrease in trade and other payables	(23.7)	(32.0)
Cash generated from operations	<u>138.7</u>	<u>92.6</u>
Interest received	7.5	15.1
Interest paid	(6.3)	(4.9)
Taxation paid	(5.3)	(6.2)
Dividends received from joint ventures and associates	0.8	5.1
Net cash flows from operating activities	<u>135.4</u>	<u>101.7</u>

	<u>2007</u>	<u>2006</u>
	£m	£m
Cash flows from investing activities		
Acquisition of interests in subsidiaries, net of cash acquired	(82.4)	(155.8)
Sale of discontinued operations	—	44.4
Purchase of property, plant and equipment and	(12.6)	(13.1)
intangibles		
Proceeds of sale of property and equipment	7.7	16.9
Purchase of interest in joint ventures and associates	(2.7)	(4.1)
Purchase of other investments	—	(0.6)
Proceeds from sale of investments	1.1	0.3
Net cash flows from investing activities	<u>(88.9)</u>	<u>(112.0)</u>
Cash flows from financing activities		
Proceeds from issuance of ordinary share capital	7.2	29.1
Return of capital to shareholders (including costs)	(76.7)	(95.4)
Dividend paid to shareholders	(246.7)	(44.6)
Dividend paid to minority interests	(3.9)	(4.5)
Investment in own shares — ESOP	(0.2)	(13.9)
Increase in borrowings	55.2	45.8
Repurchase of bonds	—	(68.1)
Net cash flows from financing activities	<u>(265.1)</u>	<u>(151.6)</u>
Net decrease in cash and cash equivalents	(218.6)	(161.9)
Net foreign exchange difference	0.5	(7.9)
Cash and cash equivalents at 1 January	312.8	482.6
Cash and cash equivalents at 31 December	<u>94.7</u>	<u>312.8</u>

Net cash inflow from operating activities

Net cash inflow from operating activities increased by £33.7m to £135.4m for the year ended 31 December 2007, from £101.7m for the year ended 31 December 2006. Cash generated from operations increased by £46.1m to £138.7m for the year ended 31 December 2007 from £92.6m for the year ended 31 December 2006. Adjusted operating profit increased by £21.5m, which is described in the analysis of the income statement above. Depreciation and amortisation in the year ended 31 December 2007 were higher than in the prior year due to a higher amortisation charge in relation to acquisition intangibles.

In the year ended 31 December 2007, the negative working capital movement decreased by £23.2m to an outflow of £8.6m due to timing differences.

Net interest received was £1.2m in the year ended 31 December 2007 compared to £10.2m in the year ended 31 December 2006. The decrease reflects the higher level of bank loans and overdrafts in 2007 used to fund acquisitions and the return of capital to shareholders.

Net cash outflow from investing activities

Net cash outflow from investing activities decreased by £23.1m to £88.9m for the year ended 31 December 2007, from £112m for the year ended 31 December 2006. This was principally due to a £73.4m decrease in cash outflow for acquisition of subsidiaries, which was £82.4m in the year ended 31 December 2007, mainly relating to the acquisition of Vintage Filings LLC, Semiconductor Insights and Ithaca. In 2006, there was a cash outflow of £155.8m, which primarily related to the acquisition of Commonwealth Business Media and MediaLive International, Inc. In 2006, the cash outflow from acquisitions was partially offset by a cash inflow of £44.4m from the sale of the US Entertainment titles and the portfolio of UK classified titles and a further £16.9m from the sale of property and equipment, compared to £7.7m in the year ended 31 December 2007.

Net cash outflow from financing activities

Net cash outflow from financing activities increased by £113.5m to £265.1m for the year ended 31 December 2007, from £151.6m for the year ended 31 December 2006. This increase is mainly due to the special dividend of £200.3m paid in 2007, offset by a reduction in cash outflow of £86.8m to £76.7m for the year ended 31 December 2007 relating to the return of capital to shareholders through share buy-backs and repurchase of bonds. In addition, in 2007 proceeds from the issuance of ordinary share capital decreased by £21.9m to £7.2m, compared to £29.1m in 2006 and the increase in borrowings increased by £9.4m to £55.2m compared to £45.8m in 2006.

(B) Comparison of the year ended 31 December 2006 and the year ended 31 December 2005

Presented below is UBM's consolidated cash flows for the years ended 31 December 2006 and 2005 (prepared in accordance with IFRS):

	<u>2006</u>	<u>2005</u>
	£m	£m
Cash flows from operating activities		
<i>Reconciliation of profit to operating cash flows</i>		
Profit for the period	146.4	477.5
<i>Add back:</i>		
Taxation	(11.0)	25.8
Depreciation	8.6	10.4
Amortisation of intangibles arising on acquisitions	15.0	11.4
Interest income	(14.9)	(28.2)
Interest expense	6.6	15.5
Net financing (income)/costs — pension schemes	(2.5)	2.5
Net financing costs — other than interest	20.0	19.1
Other non-cash items	5.7	4.1
Share in profits from associates and joint venture	(4.4)	(13.2)
Income from fixed asset investments	—	(3.0)
Profit on disposal	(24.8)	(417.0)
Exceptional reorganisation and restructuring costs	14.9	37.2
	<u>159.6</u>	<u>142.1</u>
Payments against provisions	(27.9)	(19.9)
Additional pension contributions	(7.3)	(17.2)
Increase in inventories	(0.7)	(6.2)
Decrease/(increase) in trade and other receivables	0.9	(17.1)
(Decrease)/increase in trade and other payables	(32.0)	18.4
Cash generated from operations	<u>92.6</u>	<u>100.1</u>
Interest received	15.1	19.9
Interest paid	(4.9)	(16.4)
Taxation paid	(6.2)	(17.4)
Dividends received from joint ventures and associates	5.1	2.8
Income from investments	—	3.0
Net cash flows from operating activities	<u>101.7</u>	<u>92.0</u>
Cash flows from investing activities		
Acquisition of interests in subsidiaries, net of cash acquired	(155.8)	(115.6)
Sale of discontinued operations	44.4	437.4
Purchase of property, plant and equipment and intangibles	(13.1)	(9.7)
Proceeds of sale of property and equipment	16.9	6.3
Sale of interests in joint ventures and associates	—	300.3
Purchase of interest in joint ventures and associates	(4.1)	—
Purchase of other investments	(0.6)	—
Proceeds from sale of investments	0.3	42.8
Net cash flows from investing activities	<u>(112.0)</u>	<u>661.5</u>

	<u>2006</u>	<u>2005</u>
	£m	£m
Cash flows from financing activities		
Proceeds from issuance of ordinary share capital	29.1	18.2
Return of capital to shareholders (including costs)	(95.4)	(16.8)
Dividend paid to shareholders	(44.6)	(337.8)
Dividend paid to minority interests	(4.5)	(1.9)
Investment in own shares — ESOP	(13.9)	(7.4)
Increase in borrowings	45.8	—
Repurchase of bonds	(68.1)	(273.2)
Net cash flows from financing activities	<u>(151.6)</u>	<u>(618.9)</u>
Net decrease in cash and cash equivalents	(161.9)	134.6
Net foreign exchange difference	(7.9)	11.4
Cash and cash equivalents at 1 January	<u>482.6</u>	<u>336.6</u>
Cash and cash equivalents at 31 December	<u>312.8</u>	<u>482.6</u>

Net cash inflow from operating activities

Net cash inflow from operating activities increased by £9.7m to £101.7m for the year ended 31 December 2006, from £92m for the year ended 31 December 2005. Cash generated from operations decreased by £7.5m to £92.6m compared to £100.1m in the prior year. Operating profit increased by £17.5m, which is described in the analysis of the income statement described above.

In the year ended 31 December 2006, there was a negative working capital movement of £31.8m compared to £4.9m in the prior year. This was driven by a decrease in trade and other payables due to timing differences. Additional pension contributions decreased by £9.9m to £7.3m compared to £17.2m in the prior year.

Net interest received increased by £6.7m to £10.2m compared to £3.5m in the prior year reflecting the lower level of debt in 2006.

Net cash outflow from investing activities

Net cash outflow from investing activities decreased by £773.5m to £112.0m for the year ended 31 December 2006, from an inflow of £661.5m for the year ended 31 December 2005. This was principally due to a decrease of £736.1m to £44.7m in cash inflow from the sale of discontinued operations and interests in joint ventures and associates. In 2006, UBM sold a portfolio of UK classified titles and a portfolio of US entertainment titles for a total cash consideration of £44.7m. In 2005, UBM sold its market research business, NOP World and its shareholdings in Satellite Information Services (Holdings) Ltd, Channel 5 Television Group Ltd, and SDN Limited, which resulted in a total cash inflow of £780.5m.

Net cash outflow from financing activities

Net cash outflow from financing activities decreased by £467.3m to £151.6m for the year ended 31 December 2006, from £618.9m for the year ended 31 December 2005. This decrease was principally due to the special dividend for £298.3m paid in 2005 and cash outflows of £273.2m and £16.8m relating to the repurchase of bonds and return of capital to shareholders respectively. In the year ended 31 December 2006, there were cash outflows of £68.1m and £95.4m relating to the repurchase of bonds and return of capital to shareholders respectively. This was partially offset by an increase in borrowings of £45.8m in the year ended 31 December 2006.

2.6 Taxation

UBM's effective rate of taxation in the year ended 31 December 2007 was 17 per cent. (2006: 18 per cent.)

The tax creditor as at 31 December 2007 was £227.6m (2006: £205.7m) This represents the Directors' prudent assessment of the potential liability for prior years across different geographies. The Directors have necessarily made judgements as to the outcome of matters not yet concluded. This creditor has been classified consistently as short term in line with UBM's accounting convention.

UBM is in dispute with HM Revenue & Customs with regards to a technical matter arising in relation to the sale of the Group's Regional Newspapers business in 1998. The tax in dispute is estimated at £80m. UBM's appeal was heard at the High Court on 22 February 2007. The decision of the High Court went against UBM and UBM lodged

an appeal with the Court of Appeal. The appeal was heard on 26 February 2008 and UBM is awaiting the outcome. Whilst it is likely that the matter will not be resolved until 2009 it is possible that it could be resolved during the current year.

Excluding potential payments in respect of the Regional Newspapers dispute discussed above, the Directors do not expect the tax cash outflow in respect of the taxation creditor in 2008 to exceed £10m.

2.7 Treasury policy

UBM's central treasury is principally concerned with managing internal and external funding requirements, the monitoring of working capital and the management of key financial market risks and their impact on UBM's financial assets and liabilities, profits and cash flow. The Head of Treasury is accountable to the Finance Committee and the Board.

UBM finances its activities with a combination of funding from capital markets, bank loans, cash and short term deposits. UBM mainly borrows and invests centrally on behalf of its subsidiaries with the aim of maximising liquidity, security, flexibility and price competitiveness. UBM has established strong relationships with a number of banks and financial institutions to facilitate future funding requirements.

UBM enters into derivative transactions, principally interest rate swaps, in order to manage the interest rate risk arising from UBM's operations and its sources of finance. UBM also enters into a small number of forward currency contracts to manage the currency risk of its operations. It is UBM's policy that no trading in derivatives shall be undertaken.

2.8 Historical net (debt)/cash

	<u>2007</u>	<u>2006</u>	<u>2005</u>
	£m	£m	£m
Cash at bank and in hand	35.5	56.3	99.0
Short term deposits	59.5	259.9	390.4
Bank overdrafts	(0.3)	(3.4)	(6.8)
Instalments due on bank loans within one year	(39.0)	(179.0)	(138.8)
Instalments due on bank loans after more than one year	(210.3)	—	—
7.75 per cent. US bonds.	(2.9)	(2.9)	(3.3)
Convertible bond	—	—	(93.7)
Net (debt)/cash	<u>(157.5)</u>	<u>130.9</u>	<u>246.8</u>

2.9 Aggregate contractual obligations

The following table summarises UBM's known contractual obligations as of 31 December 2007:

	<u>Total</u>	<u>Less than</u>	<u>Between</u>	<u>More than</u>
	£m	1 year	1 and 5 years	5 years
	£m	£m	£m	£m
Bank loans and overdrafts	(252.5)	(39.3)	(213.2)	—
Operating lease obligations	(124.9)	(28.3)	(67.4)	(29.2)
Interest rate swaps	(0.2)	(0.2)	—	—
Total contractual obligations	<u>(377.6)</u>	<u>(67.8)</u>	<u>(280.6)</u>	<u>(29.2)</u>

2.10 Off-balance sheet arrangements

UBM has no off-balance sheet arrangements other than the financial operating commitments noted above.

2.11 Quantitative and qualitative disclosure about market risk

(A) Liquidity risk

UBM aims to mitigate liquidity risk by borrowing and investing centrally on behalf of its subsidiaries with the aim of maximising security, flexibility and price competitiveness. Investment, both in organic growth and in acquisitions, is carefully controlled with authorisation limits operating up to Group board level and cash payback periods applied as part of the investment appraisal process. Four year cash forecasts with analysis of varying scenarios are prepared by central treasury and regularly reviewed by the Finance Committee.

In its funding strategy, UBM's objective is to maintain a balance between continuity of funding and flexibility through the use of capital markets, bank loans and overdrafts. To facilitate access to these sources of funds UBM seeks to maintain a long term investment grade credit rating with both Moodys (Baa2) and Standard and Poors (BBB-). The group has no significant seasonality in its borrowing requirements.

Excess cash used in managing liquidity is only invested in financial instruments that are not exposed to significant risk of changes in market value, and are therefore placed on interest-bearing deposit with maturities fixed at no more than six months or in AAA rated money market funds.

UBM maintains a £325m multi-currency revolving credit facility from key relationship banks which matures on 27 July 2012. The facility allows UBM to draw and repay up to £325m provided all conditions precedent are met. At 31 December 2007, all conditions precedent were met and UBM had drawn £195.8m from the facility leaving £129.2m available.

UBM has other committed bank facilities totalling £55.8m of which £53.5m was drawn at 31 December 2007 — £40.6 million sterling equivalent of which matures within twelve months and the balance matures on 27 May 2010.

At 28 March 2008 (the last practicable date to collate this information) UBM has drawn £245.5m of its total available debt facilities.

(B) Foreign currency risk

UBM has significant operations outside the United Kingdom and uses borrowings to mitigate the effect of its currency exposures by borrowing in the same functional currency as the foreign operation into which it invests. At the end of 2007 UBM had hedged approximately 30 per cent. of UBM's US dollar assets and 70 per cent. of UBM's euro assets.

UBM does not hedge the profits of its overseas operations as they are accounting rather than cash exposures. Due to the nature of UBM's business, the overseas operating units have only limited transactional currency exposures. Where these exposures exist, UBM's treasury policy requires that all its operating units request currency contracts to eliminate the currency exposures on any individual transactions in excess of £50,000 for which payment is anticipated more than one month after entering into a firm commitment for a sale or purchase. Forward currency contracts must be in the same currency as the hedged item and it is UBM's policy to negotiate the terms of the hedge derivatives to match the terms of the hedged item to maximise hedge effectiveness.

(C) Interest rate risk

UBM's policy is to manage its cost of borrowing using a mix of fixed and variable rate debt. UBM enters into interest rate swaps agreed with other parties to generate the desired interest profile, in which UBM agrees to exchange, at specified intervals, the difference between fixed rate and variable interest amounts calculated by reference to an agreed-upon notional principal.

At the year end, 47 per cent. (2006: 79 per cent., 2005: 60 per cent.) of UBM's borrowings were at fixed rates after taking into account the impact of interest rate swaps.

(D) Credit risk

The risk of financial loss due to the failure of a counter party to honour its obligations arises principally in relation to investment of surplus cash and derivative contracts it enters into. UBM policy restricts the counterparties with whom funds can be invested and derivative contracts can be entered into, with the objective of preserving UBM's capital. At the end of 2007, investment of surplus funds and derivative contracts were held with major banks of high quality credit standing with which UBM has a lending relationship.

Concentrations of credit risk with respect to trade receivables are limited due to UBM's customer base being large and unrelated.

2.12 Critical accounting policies and estimates

UBM's audited consolidated financial information for the years ended 31 December 2007, 2006 and 2005 have been prepared under IFRS. The preparation of financial statements in conformity with IFRS requires the use of accounting estimates and assumptions. It also requires management to exercise its judgement in the process of applying UBM's accounting policies. UBM believes that of its significant IFRS accounting policies, the following are important to its financial condition and results and involve a higher degree of judgement and complexity, and are therefore considered critical.

(A) Impairment of goodwill

UBM determines whether goodwill is impaired on at least an annual basis. This requires an estimation of the higher of fair value less costs to sell and value in use of the cash generating units to which goodwill is allocated. Estimating the fair value less costs to sell is based on the best information available, and refers to the amount at which the cash generating unit could be bought or sold in a current transaction between willing parties. The valuation methods are based on an earnings multiple approach. The earnings multiple approach uses precedent transaction multiples, obtained from comparable businesses in the media sector. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects management's estimate of return on capital employed required in each cash generating unit (CGU) which is subject to a value in use calculation. UBM uses external advisors to calculate the fair value less costs to sell and value in use of its cash generating units. The carrying amount of goodwill at 31 December 2007 was £783.2m (2006: £690.8m, 2005: £590.6m) which the directors do not consider is impaired.

(B) Intangible assets

UBM recognises intangible assets acquired as part of business combinations at fair value at the date of acquisition. The determination of these fair values is based upon management's judgement and includes assumptions on the timing and amount of future incremental cash flows generated by the assets and the selection of an appropriate cost of capital. Furthermore, management must estimate the expected useful lives of intangible assets and charge amortisation on these assets accordingly. UBM uses external advisors to calculate the fair value of intangibles acquired as part of business combinations.

(C) Deferred tax assets

Significant management judgement is required to determine the amount of deferred tax assets arising from unused tax losses that can be recognised. Management reassesses unrecognised deferred tax assets at each balance sheet date. Based upon the likely timing and level of future taxable profits together with future tax planning strategies, management has concluded that no deferred tax assets should be recognised at either 31 December 2007 or 31 December 2006. The amount of unrecognised tax losses at 31 December 2007 was £49.2m (2006: £30.3m, 2005: £49.6m). Management will closely monitor the opportunities for the recoverability of these tax losses and will reassess the need to recognise unrecognised deferred tax assets at subsequent balance sheet dates.

(D) Current tax liabilities

UBM has an accrual for tax liabilities which is measured at the Directors' prudent estimate of corporate tax that may become payable. These tax provisions are estimates and the actual amounts and timing of future cash flows are dependent on future events. Any difference between expectations and the actual future liability will be accounted for in the period such determination is made.

(E) Retirement benefit obligations

The cost of defined benefit pension plans is determined using actuarial valuations prepared by independent firms of actuaries. The actuarial valuation involves making assumptions about discount rates, expected rates of return on assets, future salary increases, mortality rates and future pension increases. Due to the long term nature of these plans, such estimates are subject to significant uncertainty. The assumptions and the resulting estimates are reviewed annually and, when appropriate, changes are made which affect the actuarial valuations and, hence, the amounts of retirement benefit expense recognised in profit and loss and the amounts of actuarial gains and losses recognised in the statement of recognised income and expenses. The carrying amount of retirement benefit obligations at 31 December 2007 (on an IAS19 basis) was a surplus of £36.2m (2006: deficit of £3.8m, 2005: deficit of £46.8m).

(F) Provision for bad and doubtful debts

UBM provides services and sells goods to a large number of businesses, mainly on credit terms. Management knows that certain debts due to us will not be paid through the default of a small number of our customers. Estimates are used in determining the level of debts that management believes will not be collected. These estimates reflect such factors as the current state of the local economies, particular industry issues and past experience of payment history.

(G) Provisions

UBM recognises provisions for onerous property leases, reorganisation and restructuring costs and other obligations which exist at the balance sheet date and obligations arising from businesses or assets disposed of on or before the balance sheet date. These provisions are estimates and the actual cost and timing of future cash flows are dependent on future events. Management reassesses the amounts of these provisions at each balance sheet date in order to ensure that they are measured at the current best estimate of the expenditure required to settle the obligation at the balance sheet date. Any difference between the amounts previously recognised and the current estimates is recognised immediately in the consolidated income statement.

2.13 Capitalisation and indebtedness of UBM

The following table sets out the unaudited consolidated capitalisation and indebtedness of UBM prepared in accordance with IFRS. The financial information in this table as at 28 March 2008 has been extracted without material adjustment from the unaudited accounting records of the UBM Group.

	<u>As at</u> <u>28 March 2008</u>
	£m
Indebtedness	
Total current debt	
— Secured and guaranteed	0
— Unsecured and unguaranteed	43.4
Total non-current debt	
— Secured and guaranteed	0
— Unsecured and unguaranteed	202.1
Total debt.	245.5
Capitalisation	
Share capital	82.7
Share premium	361.4
Other reserves ⁽¹⁾	217.7
Total.	661.8
Net indebtedness	
Cash and cash equivalents	75.6
Liquidity	75.6
Current debt	-43.4
Non current debt	-202.1
Net financial indebtedness	-169.9

Note:

(1) Other reserves do not include the profit and loss reserve per para 127 of CESR recommendations for the consistent implementation of the European Commission's Regulation on Prospectuses No. 809/2004

2.14 Current trading, trends and prospects

The Directors consider that the UBM Group has started the year positively with overall trading modestly ahead of expectations. Despite macro-economic uncertainty and volatile conditions in some of the UBM Group's markets, the UBM's Group's strong brands, coupled with timely and effective management actions are generating a solid trading performance. The UBM Group remains confident of its prospects for the full year.

B2B Communities

The UBM Group is successfully addressing three key areas to drive an improved performance in 2008: the continuing growth of its leading global events and data businesses, the reorganisation of the UBM technology businesses and the turnaround of CMPMedica.

The continuing growth of the UBM Group's leading global events and data businesses

The UBM Group's events portfolio, which is its largest profit contributor, is showing good momentum. The UBM Group's data businesses are also performing well, particularly those embedded into its customers' workflow.

Good event growth and further expansion at CMP Information

CMPi's global face-to-face events, which in aggregate represent around 60 per cent. of the division's revenues, continue to perform well. CPhI's portfolio of events for the pharmaceutical chemical industry is again delivering a strong performance, with forward bookings more than 10 per cent. ahead of last year.

The UK furniture show, "Interiors Birmingham", traded at 100 per cent. of 2007 revenues despite a difficult economic background and has good forward bookings for the 2009 show. Overall forward bookings for IFSEC events, (trade shows for the international fire, safety and security industries) which will be held in the UK in May 2008 and in India in October 2008, are up by 7 per cent. The performance of CMPi's print portfolio has been mixed. The new product development program continues, with further event launches planned in Brazil, Abu Dhabi and India for 2008. The data businesses, including ABI (business intelligence products for the UK construction industry), continue to trade in line with expectations.

Robust performance at CMP Asia

CMP Asia's events, which in aggregate represent around 90 per cent. of the division's revenues, continue to perform well. The Jewellery fairs, Health and Beauty, Furniture and Leather events are in line with expectations, with forward bookings remaining strong. The Macau Jewellery and Watch fair, staged in January 2008 was the UBM Group's largest ever launch in East Asia. CMP Asia's events in China are performing strongly. However, the UBM Group is seeing a slowdown in parts of its Japanese business. The UBM Group continues to invest in developing its digital platforms, and in extending its customer reach through geographic and product expansion, particularly in India.

Good growth in Commonwealth's workflow and events, OAG turnaround

Commonwealth, the global trade and transportation information business, is achieving good growth in its data products, particularly in "PIERS" (business intelligence on US, Mexico, Latin America and Asia imports and exports), and is continuing to develop its events business in the US, Asia and Europe. The performance of Commonwealth's print portfolio has been mixed. Following its acquisition in December 2006, the restructuring of OAG has now been completed; with the full launch of its upgraded digital products taking place in the first half of the year. After several loss-making years and a number of different owners prior to its acquisition by the UBM Group, OAG is trading profitably in 2008.

Continuing growth for RISI

RISI provides essential business information and workflow products on the global paper and pulp industry to a worldwide customer base. The growth in the paper and pulp industry, particularly in East Asia, continues to drive the business's performance.

Good progress in the UBM Group's technology businesses

The reorganisation of the UBM Group's technology business into four distinct operations has successfully enabled the new management teams to achieve greater focus on their respective businesses, driving revenue and profit growth. The acquisitions made in 2007 and early 2008 to help reposition the new businesses, are performing well.

TechWeb, the largest of the four operations, ran its flagship Interop show on 29 April to 2 May 2008. The show's revenues were 10 per cent. ahead of 2007, and forward bookings for the New York edition in September 2008 and for Las Vegas in 2009 are ahead of the prior year's show. However, Interop's Moscow edition held in April 2008 underperformed against plan. The Black Hat computer security events portfolio is showing growth of over 20 per cent., the Web 2.0 Expo achieved revenue growth of 36 per cent., whilst the Voicecon event traded 8 per cent. ahead of 2007.

Think Services's Game Developer Conference was held in February 2008. The show had a record 18,000 attendees and revenues were over 15 per cent. ahead of 2007. The integration of the recently-acquired Help Desk International business is on track and the business is performing well against plan.

In TechInsights, Semiconductor Insights and Portelligent, the intellectual property businesses acquired in 2007, have both performed well to date and there was a strong performance from the Embedded Systems Conference, with revenues up 6 per cent.

At Everything Channel, the integration of the recently-acquired Vision Events business is progressing satisfactorily and the online business is producing good growth. However print continues to decline. Further rebalancing of the business's product portfolio through investment and acquisition is planned.

The turnaround of CMPMedica

The restructuring of CMPMedica is progressing in line with the UBM Group's plans. The major changes in the management teams implemented across a number of countries are having the desired positive impact, and the reorganisation of the US business to align it more closely with its key pharmaceutical customers is achieving its planned objectives. In France, the annual publication of the Vidal drug information directory in January achieved its targets and the Medec event for General Practitioners achieved good revenue growth. Other drug information products are generally performing in line with expectations. There is weakness in certain areas of print display advertising, but the business is experiencing growth in branded custom and online service. UBM indicated in February 2008 that it expected CMPMedica's results for 2008 to be well ahead of 2007: the business's performance in the year to date continues to support this expectation.

B2B News Distribution, Monitoring and Targeting

As indicated in UBM's February 2008 announcement, PR Newswire has now completed the second phase of its bureau consolidation, with the US West Coast bureaux being brought together into a centralised bureau in Albuquerque.

This change, along with the equivalent East Coast change completed in 2007, has caused some disruption to customer relationships. As a result, PR Newswire's revenue growth in the first half of 2008 is expected to be lower than its growth over the full year — as it was in 2007 — due to loss of market share. In response, the UBM Group has increased the resourcing and focus on its sales and customer management teams, and it is confident that the business will re-establish a greater level of forward momentum in the second half of the year. The UBM Group is continuing to invest in upgraded editorial systems and delivery processes to meet customer demand for PR Newswire's broadening portfolio of services — collectively these actions will result in lower margin in 2008.

PR Newswire's international businesses in Europe and China are performing well. In the US, the Vintage Filings business, acquired in 2007, and the multimedia production business, MultiVu, are both performing strongly.

Acquisitions

In the four months to the end of April 2008, the UBM Group has completed acquisitions totalling £25m; the UBM Group expects these acquisitions to exceed its cost of capital threshold in their first full year of ownership. The UBM Group remains committed to maintaining the financial discipline of its approach to acquisitions and the UBM Group continues to consider a number of potential acquisitions worldwide. In the current markets, however, the UBM Group has seen a slowdown in the number of private businesses being offered for sale, and in some cases vendor price expectations which do not reflect the general reduction in multiples seen in publicly listed companies.

All information contained in this section is sourced from UBM's unaudited management information.

2.15 Capitalisation and indebtedness of New UBM

The following table sets out the unaudited consolidated capitalisation and indebtedness of New UBM prepared in accordance with UK GAAP. The financial information in this table as at 30 April 2008 has been extracted without material adjustment from the unaudited accounting records of New UBM.

	<u>As at</u> <u>30 April 2008</u>
	£m
Indebtedness	
Total current debt	
— Secured and guaranteed	0
— Unsecured and unguaranteed	0
Total non-current debt	
— Secured and guaranteed	0
— Unsecured and unguaranteed	0
Total debt	0
Capitalisation	
Share capital	1
Share premium	50
Other reserves	0
Total	51
Net indebtedness	
Cash and cash equivalents	44
Liquidity	<u>44</u>
Current debt	0
Non current debt	<u>0</u>
Net financial indebtedness	<u>44</u>

As at the date of this document, New UBM does not have any outstanding mortgages or charges, any loan capital (including term loans) issued, or created but unissued, or any borrowings or indebtedness in the nature of borrowings including bank overdrafts, liabilities under acceptances (other than normal trade bills) acceptance credit, hire purchase commitments, guarantees or obligations under finance leases or contingent liabilities.

There have been no material changes in the capitalisation and indebtedness of New UBM since 3 April 2008, when it was incorporated, and the Company has not conducted any trading activities since such date, other than in relation to:

- (a) on 24 April 2008, the acquisition of 20 deferred redeemable shares of 33⁷/₈₈ pence each in the capital of UBM for a total aggregate consideration of £7; and
- (b) on 25 April 2008, the acquisition of the entire issued share capital of Maypond Limited, comprising 100 ordinary shares of €1 each, for a total aggregate consideration of €100.

PART 4 — DIVIDEND ACCESS PLAN

Introduction

New UBM will, shortly after the Scheme becomes effective, put in place the Dividend Access Plan which is designed to preserve the current UK tax treatment of UK resident UBM Shareholders in relation to dividends to be paid by New UBM and to ensure that, as under current UBM dividend payment arrangements, no tax is required to be withheld from the payment of dividends to UK resident New UBM Shareholders and certain collective investment vehicles. In the absence of this, and given New UBM's tax residency in the Republic of Ireland, New UBM Shareholders would need to comply with certain administrative requirements and advance certification procedures in order to ensure that Irish dividend withholding tax was not withheld. The Dividend Access Plan Rules are available for inspection at the places and times indicated in paragraph 30 of Part 5 of this document.

Election

Under the Dividend Access Plan, holders of New UBM Shares may elect to be paid dividends from UBM UK Dividend Co, a UK tax resident subsidiary of New UBM, rather than from New UBM, which is tax resident in the Republic of Ireland (a **Dividend Access Election**). Shareholders of New UBM, including any transferee of New UBM Shares from a selling shareholder, will be entitled to elect for the Dividend Access Plan from time to time by way of completing an Election Notice, which has been sent to shareholders with the Scheme Circular and which will also be available from the Registrars. New UBM Shareholders who hold 50,000 or fewer New UBM Shares upon the Scheme becoming effective or if they later become a shareholder of New UBM at the record date for the first dividend announced or paid after they become a New UBM Shareholder and who do not serve a Withdrawal Notice will be deemed to have elected to participate in the Dividend Access Plan and will receive their dividend via the Dividend Access Plan. All other shareholders who do not positively make an election to opt for the Dividend Access Plan will receive dividends from New UBM.

Structure

Following the Scheme becoming effective, New UBM will arrange for UBM UK Dividend Co to issue the Dividend Access Share to the Trustee. A Dividend Access Trust will be constituted pursuant to a trust deed (the **Dividend Access Trust Deed**) which will provide that:

- (a) the Dividend Access Trust will hold any dividends paid (not just declared) on the Dividend Access Share on trust for New UBM Shareholders who have elected (or are deemed to have elected) to receive dividends pursuant to this arrangement; and
- (b) each registered holder of New UBM Shares on a dividend record date who has made a valid election (or is deemed to have made a valid election) under the Dividend Access Plan will be entitled to receive from the Trustee an amount equal to the dividend it would have received from New UBM, to the extent that the Trustee has actually received an amount by way of dividend from UBM UK Dividend Co.

To ensure compliance with technical trust law rules, the period during which the Dividend Access Trust may continue will be restricted. However, the Dividend Access Trust should be able to continue for 80 years.

Shortfall in dividend payment

To the extent that dividends paid to the Dividend Access Trust are insufficient to fund an amount equal to the dividend paid on the relevant New UBM Shares, any dividend on the Dividend Access Share received by the Dividend Access Trust will be allocated pro rata to such shareholders and New UBM will pay the balance of the dividend due to those shareholders by way of a dividend on the New UBM Shares. Any such dividend paid on New UBM's Shares will have an Irish source and will generally be subject to Irish dividend withholding tax at such rate as may be applicable under Irish law or the exemptions from Irish dividend withholding tax contained in Irish law or any applicable double tax treaty. In such circumstances, there will be no grossing up by New UBM nor will UBM UK Dividend Co or New UBM compensate New UBM Shareholders for any adverse consequences including any Irish dividend withholding tax. A summary of the tax consequences of the Dividend Access Plan arrangements is contained in the paragraphs entitled "*UK taxation*" and "*Republic of Ireland taxation*" in Part 5 — "*Additional Information*" below.

Termination

New UBM and UBM UK Dividend Co will be able to suspend or terminate these arrangements at any time, in which case the full New UBM dividend will be paid directly to all shareholders (including shareholders who have currently made (or are deemed to have made) a Dividend Access Election) by New UBM. In such circumstances, New UBM and UBM UK Dividend Co will not compensate shareholders for any adverse tax consequences.

PART 5 — ADDITIONAL INFORMATION

1. Responsibility

The Directors, whose names are set out in paragraph 7.1 below, and New UBM accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors and New UBM (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and contains no omission likely to affect its import.

2. Incorporation and registered office of New UBM

- 2.1 New UBM was incorporated in Jersey on 3 April 2008 under the Jersey Companies Law as a public company limited by shares with the name Project Peach Limited and with registered number 100460. Project Peach Limited changed its name to United Business Media Limited pursuant to a special written resolution passed on 25 April 2008.
- 2.2 The registered office of New UBM is at Whiteley Chambers, Don Street, St Helier, Jersey JE4 9WG and the telephone number is +44 1534 504 000.
- 2.3 The principal legislation under which New UBM operates, and under which the New UBM Shares were created, is the Jersey Companies Law and subordinated legislation made under the Jersey Companies Law.
- 2.4 Ernst & Young LLP whose address is 1 More Place London, London SE1 2AF, are the auditors of New UBM and have been the only auditors of New UBM since its incorporation. Ernst & Young LLP is a member of the Institute of Chartered Accountants in England and Wales.

3. Share capital of New UBM

- 3.1 The authorised and issued and fully paid share capital of New UBM as at the date of publication of this document is as follows:

Authorised share capital			Issued share capital	
Number	Amount(£)		Number	Amount(£)
360,024,714	121,712,474.99	<i>New UBM Shares of</i>	3	1.01³⁷/₈₈
		<i>33⁷¹/₈₈ p each</i>		

- 3.2 The proposed authorised and issued and fully paid share capital of New UBM as it is expected to be immediately following the Scheme becoming effective and before the New UBM Reduction of Capital is implemented (assuming no exercise of rights under the UBM Employee Share Plans) is as follows:

Authorised share capital			Issued share capital	
Number	Amount(£)		Number	Amount(£)
360,024,714	121,712,474.99	<i>New UBM Shares of</i>	243,586,518	82,348,850.81
		<i>33⁷¹/₈₈ p each</i>		

- 3.3 New UBM was incorporated with a share capital of £1.01³⁷/₈₈ divided into 3 ordinary shares of par value 33⁷¹/₈₈ pence each, two of which were issued to Ogier Nominees (Jersey) Limited and one of which was issued to Reigo Nominees (Jersey) Limited, and were paid in full in cash (the **Subscriber Shares**). Those Subscriber Shares issued to Ogier Nominees (Jersey) Limited were transferred to Angus Sinclair and the Subscriber Share issued to Reigo Nominees (Jersey) Limited was transferred to Neil Mepham, immediately after incorporation. Once the Scheme has become effective, the Subscriber Shares will be purchased by New UBM at the value for which they were initially transferred to Angus Sinclair and Neil Mepham and then cancelled.
- 3.4 By various written resolutions passed on 7 May 2008, it was resolved by the holders of the Subscriber Shares that:—
- (A) The Company adopt the New UBM Articles as the new articles of association of the Company.
- (B) The authorised share capital of New UBM be increased from £1.01³⁷/₈₈ to £121,712,474.99 by the creation of an additional 360,024,711 ordinary shares of par value 33⁷¹/₈₈p each.
- (C) The Directors be generally and unconditionally authorised to exercise all or any of the powers of New UBM pursuant to the New UBM Articles to allot equity securities (as defined in the New UBM Articles) up to an aggregate nominal amount of £85m as required for the purposes of the Scheme for a period expiring (unless previously renewed, varied or revoked by New UBM in general meeting) on the earlier

of the conclusion of the Annual General Meeting of New UBM to be held in 2009 and 6 August 2009 save that New UBM 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 such offer or agreement as if the authority conferred hereby had not expired;

(D) Subject to and conditional upon:

- (i) the passing of the special resolutions approving the Scheme and the proposed New UBM Reduction of Capital as set out in the notice of the General Meeting;
- (ii) the New UBM Shares required to be allotted and issued by New UBM pursuant to the Scheme, by which New UBM will be bound, having been allotted and issued and registered in the names of the persons entitled to such New UBM Shares in New UBM's register of members; and
- (iii) the Scheme becoming effective and being fully implemented:-
 - (a) the issued share capital of New UBM be reduced by reducing the nominal value of each issued New UBM Share from 33⁷¹/₈₈ to 10 pence and the amount standing to the credit of New UBM's share premium account (including the amount arising upon the allotment and issue of the New UBM Shares pursuant to the Scheme) immediately after the Scheme becomes effective be reduced in its entirety (or by such amount as is approved by the Jersey Courts) and such amounts be credited to a reserve of profit to be available to New UBM to be:
 - (1) distributed by New UBM from time to time as dividends in accordance with the Jersey Companies Law and the New UBM Articles; or
 - (2) applied by New UBM from time to time toward any other lawful purpose to which such a reserve may be applied;
 - (b) all of the unissued shares of New UBM be and are hereby cancelled;
 - (c) pursuant to Article 38(1)(a) of the Jersey Companies Law the authorised share capital of New UBM, be increased to £121,712,474 made up of 1,217,124,740 ordinary shares of 10 pence each by the creation of 973,544,222 ordinary shares of 10 pence each; and
 - (d) New UBM adopt a new memorandum of association in the form attached to this written resolution in substitution for the existing memorandum of association.

(E) That, subject to the resolution in paragraph (D) above being passed and being unconditional in all respects and being fully implemented and the New UBM Reduction of Capital becoming effective, the Directors be generally and unconditionally authorised to exercise all or any of the powers of New UBM pursuant to the New UBM Articles to allot equity securities (as defined in the New UBM Articles):

- (i) up to an aggregate nominal amount of £520,000 as required for the purposes of arrangements requiring New UBM to satisfy the entitlements of participants in the UBM Employee Share Plans who are expected to have entitlements to New UBM Shares after the implementation of the Scheme; and
- (ii) up to an aggregate nominal amount of £8,119,350 (representing approximately one third of New UBM's issued ordinary share capital immediately following the New UBM Reduction of Capital becoming effective),

for a period expiring (unless previously renewed, varied or revoked by New UBM in general meeting) on the earlier of the conclusion of the Annual General Meeting of New UBM to be held in 2009 and 6 August 2009, save that New UBM 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 such offer or agreement as if the authority conferred on them hereby had not expired.

(F) Subject to and conditional upon the Scheme becoming effective, the resolution in paragraph (D) above being approved and becoming unconditional in all respects and being fully implemented and the New UBM Reduction of Capital becoming effective, the Directors be empowered pursuant to the New UBM Articles, to allot equity securities wholly for cash pursuant to the authority conferred by the resolution

described in paragraph (E)(ii) above as if Article 7 of the New UBM Articles did not apply to such allotments, provided that this power:

- (i) shall expire on the earlier of the conclusion of the Annual General Meeting of New UBM to be held in 2009 and 6 August 2009, save that New UBM 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 such offer or agreement as if the power conferred hereby had not expired;
 - (ii) shall be limited to:
 - (a) the allotment of equity securities in connection with a rights issue, open offer or pre-emptive offer to holders of New UBM Shares on a date fixed by the Directors where the equity securities respectively attributable to the interests of all those shareholders are proportionate (as nearly as practicable) to the respective number of New UBM Shares 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 of any territory or the requirements of any relevant regulatory body or stock exchange; and:
 - (b) the allotment (other than pursuant to paragraph (ii)(a)) of equity securities wholly for cash or otherwise up to an aggregate nominal amount not exceeding £1,217,902.
- (G) Subject to and conditional upon the Scheme becoming effective, and subject to the resolution in paragraph (D) above being approved and becoming unconditional in all respects and fully implemented and the New UBM Reduction of Capital becoming effective, the Directors be generally and unconditionally authorised:
- (i) pursuant to Article 57 of the Jersey Companies Law to make market purchases of New UBM Shares, provided that:
 - (a) the maximum number of New UBM Shares authorised to be purchased is 24,358,051 (representing approximately 10 per cent. of New UBM's issued share capital immediately following the New UBM Reduction of Capital becoming effective);
 - (b) the minimum price, exclusive of any expenses, which may be paid for a New UBM Share is 10 pence;
 - (c) the maximum price, exclusive of any expenses, which may be paid for a New UBM Share shall be the higher of
 - (1) an amount equal to 5 per cent. above the average of the middle market quotations for New UBM Shares taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such shares are contracted to be purchased; and
 - (2) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Daily Official List at the time that the purchase is carried out; and
 - (d) the authority hereby conferred shall expire on the earlier of the conclusion of the Annual General Meeting of New UBM to be held in 2009 and 6 August 2009 (except that New UBM may make a contract to purchase New UBM Shares under this authority before such authority expires, which will or may be executed wholly or partly after the expiry of such authority, and may make purchases of New UBM Shares in pursuance of any such contract as if such authority had not expired);
 - (ii) pursuant to Article 58A of the Jersey Companies Law, to hold as treasury shares any New UBM Shares purchased pursuant to the authority conferred by sub-paragraph (i) above.
- (H) That conditional upon the Scheme becoming effective, the rules of the United Business Media 2008 Executive Share Option Scheme (the **New ESOS**) be approved and the Directors, or a duly authorised committee of them, be authorised to do all such acts and things as they may consider necessary or expedient to carry the New ESOS into effect (including making any amendments required to the approved part of the New ESOS in order to obtain the approval of Her Majesty's Revenue and Customs), and the Directors or a duly authorised committee of them, be authorised to establish any schedule to the

New ESOS they consider necessary in relation to employees in jurisdictions outside the United Kingdom, with any modifications necessary or desirable to take account of local securities laws, exchange control or tax legislation, provided that any ordinary shares in the capital of New UBM made available under any schedule are treated as counting against the relevant limits on individual and overall participation in the New ESOS.

- (I) That conditional upon the Scheme becoming effective, the rules of the United Business Media 2008 Sharesave Scheme (the **New Sharesave**) be approved and the Directors or a duly authorised committee of them, be authorised to do all such acts and things as they may consider necessary or expedient to carry the New Sharesave into effect (including making any amendments required to the New Sharesave in order to obtain the approval of Her Majesty's Revenue and Customs), and the Directors or a duly authorised committee of them, be authorised to establish any schedule to the New Sharesave they consider necessary in relation to employees in jurisdictions outside the United Kingdom, with any modifications necessary or desirable to take account of local securities laws, exchange control or tax legislation, provided that any ordinary shares in the capital of New UBM made available under any schedule are treated as counting against the relevant limits on individual and overall participation in the New Sharesave.
- (J) That conditional upon the Scheme becoming effective, the directors of New UBM be authorised to adopt the United Business Media 2004 International Sharesave Scheme (the **International Sharesave**), as amended to provide for the grant of options by New UBM in respect of New UBM Shares, and the Directors or a duly authorised committee of them, be authorised to do all such acts and things as they may consider necessary or expedient to operate the International Sharesave, and the Directors or a duly authorised committee of them, be authorised to establish any schedule to the International Sharesave they consider necessary in relation to employees in jurisdictions outside the United Kingdom, with any modifications necessary or desirable to take account of local securities laws, exchange control or tax legislation, provided that any ordinary shares in the capital of New UBM made available under any schedule are treated as counting against the relevant limits on individual and overall participation in the International Sharesave.
- (K) That conditional upon the Scheme becoming effective, the directors of New UBM be authorised to adopt the United Business Media Bonus Investment Plan (the **BIP**), as amended to provide for the grant of options by New UBM in respect of New UBM Shares, and the Directors, or a duly authorised committee of them, be authorised to do all such acts and things as they may consider necessary or expedient to operate the BIP, and the Directors or a duly authorised committee of them, be authorised to establish any schedule to the BIP they consider necessary in relation to employees in jurisdictions outside the United Kingdom, with any modifications necessary or desirable to take account of local securities laws, exchange control or tax legislation, provided that any ordinary shares in the capital of New UBM made available under any schedule are treated as counting against the relevant limits on individual and overall participation in the BIP.
- (L) That conditional upon the Scheme becoming effective, the directors of New UBM be authorised to adopt the United Business Media Performance Share Plan (the **PSP**), as amended to provide for the grant of options by New UBM in respect of New UBM Shares and the Directors, or a duly authorised committee of them, be authorised to do all such acts and things as they may consider necessary or expedient to operate the PSP, and the Directors or a duly authorised committee of them, be authorised to establish any schedule to the PSP they consider necessary in relation to employees in jurisdictions outside the United Kingdom, with any modifications necessary or desirable to take account of local securities laws, exchange control or tax legislation, provided that any ordinary shares in the capital of New UBM made available under any schedule are treated as counting against the relevant limits on individual and overall participation in the PSP.
- (M) That the appointment of John Botts, David Levin, Nigel Wilson, Pradeep Kar, Jonathan Newcomb, Karen Thomson and Alan Gillespie as directors of New UBM at a meeting of the directors of New UBM on 25 April 2008 be confirmed.
- (N) In accordance with Articles 57(2) and 57(3) of the Jersey Companies Law, and following the making by the Directors of the requisite statements in accordance with Article 57 of the Jersey Companies Law, New UBM is authorised to purchase the two Subscriber Shares held by Angus Sinclair and the one Subscriber Share held by Neil Mephram, in accordance with and subject to the terms and conditions of the draft contracts for the purchase of such shares which were approved with authority for any one

director of New UBM to make such amendments, or corrections, to such draft contracts as may, in the opinion of such director acting in good faith, be deemed to be necessary or expedient.

3.5 Save as disclosed in this Part 5, at the date of this Prospectus:

- (a) no share or loan capital of New UBM has been issued or been agreed to be issued fully or partly paid, either for cash or for a consideration other than cash and no such issue is now proposed;
- (b) no commissions, discounts, brokerages or other special terms have been granted in respect of any share capital of New UBM;
- (c) no share or loan capital of New UBM is under option or agreed, conditionally or unconditionally, to be put under option; and
- (d) except as disclosed in paragraph 3.6 below, New UBM has no subsidiaries and accordingly no share or loan capital of any subsidiary has been issued or been agreed to be issued fully or partly paid either for cash or for a consideration other than cash and no such issue is now proposed and no share or loan capital of any subsidiary is under option or agreed, conditionally or unconditionally, to be put under option.

3.6 New UBM is, at the date of this document the parent company of a wholly owned subsidiary, Maypond Limited. New UBM also owns 20 deferred redeemable shares in UBM.

3.7 The New UBM Shares are in registered form and, subject to the provisions of the CREST Regulations, the Directors may permit the holding of New UBM Shares in uncertificated form and title to such shares may be transferred by means of a relevant system (as defined in the CREST Regulations).

3.8 When admitted to trading, the New UBM Shares will be registered with the following International Security Identification Number (ISIN): JE00B2R84W06.

3.9 The New UBM Shares have not been marketed and are not available in whole or in part to the public otherwise than pursuant to the Scheme.

3.10 The New UBM Shares will rank pari passu for dividends.

4. Summary of the memorandum of association of New UBM

Under the Jersey Companies Law, the capacity of a Jersey company is not limited by anything contained in its memorandum or articles of association. Accordingly, the memorandum of association of a Jersey company does not contain an objects clause. The Company's memorandum of association is available for inspection at the addresses specified in paragraph 30 of this Part 5 below.

5. Summary of the principal difference between the New UBM Articles and UBM Articles

5.1 The principal differences between the UBM Articles and the New UBM Articles are explained below.

5.2 Some of the differences arise by reason of New UBM being a company incorporated in Jersey and not in England. As further described in Part 6 of this document, there are a number of differences between the Jersey Companies Law and the Companies Act which may impact on the rights of holders of New UBM Shares. As such, where appropriate and subject to the Jersey Companies Law, certain provisions have been incorporated into the New UBM Articles to enshrine rights that are not conferred by the Jersey Companies Law but which shareholders in a company listed on the London Stock Exchange would normally expect. Certain amendments have also been made to reflect current practice in relation to articles of association of companies listed on the London Stock Exchange.

5.3 The principal differences are:

- (a) the removal of detailed provisions from the UBM Articles which dealt with the different rights attaching to the different classes of shares issued in the capital of UBM;
- (b) certain changes in the New UBM Articles to reflect Jersey Companies Law requirements that an increase or any alteration to the share capital of New UBM and a purchase by the Company of its own shares requires the sanction of a special resolution, rather than an ordinary resolution (but see paragraph 1(d) of Part 6 in relation to the reduced majority required for a special resolution under Jersey law);
- (c) as Jersey law does not have the equivalent of section 80 of the Companies Act 1985 requiring the directors to be authorised to allot shares by way of an ordinary resolution and does not confer any

statutory pre-emption rights on the allotment of shares for cash, provisions have been included in the New UBM Articles to broadly replicate the statutory position under English law relating to such matters;

- (d) the inclusion of provisions dealing with the Dividend Access Plan arrangements being implemented (as further described in Part 4 of this document), in particular, to provide that:
 - (i) where any amount paid by way of dividend by UBM UK Dividend Co is received by the Dividend Access Trustee and paid on to New UBM Shareholders who have made (or are deemed to have made a Dividend Access Election, as defined in Part 4 of this document), the entitlement of those New UBM Shareholders to be paid any amount in respect of dividends declared by New UBM will be reduced by the corresponding amount that has been paid to the Dividend Access Trustee; and
 - (ii) if a dividend is declared by New UBM and the entitlement of any Elected Shareholder to be paid its pro rata share of such dividend is not fully extinguished on the relevant payment date by virtue of a payment made by the Dividend Access Trustee, the Company has a full and unconditional obligation to make payment in respect of the outstanding part of such dividend entitlement.
- (e) to incorporate into the New UBM Articles provisions that are based on section 793 of the Companies Act 2006 entitling a company to serve notices on persons so as to establish details of ownership of its shares;
- (f) to include in the New UBM Articles provisions to enable New UBM to communicate and supply information to shareholders by electronic communications in substantially the same manner as provided for under the Companies Act;
- (g) to allow members to appoint multiple proxies and for proxies to speak and vote on a show of hands, replicating the position under the Companies Act;
- (h) to provide that Board and committee meetings must be held outside the United Kingdom and that the “place” of the Board meeting shall be deemed to be the place from which the Chairman of the meeting participates in the meeting;
- (i) to permit New UBM to send summary financial statements to a shareholder instead of full financial statements and to allow it to do so if it sends notice of its intention to a shareholder, and the shareholder fails to respond to such notice, in a similar way to which New UBM would have been entitled under English law;
- (j) to permit a nominee holder of shares to require that “information rights” to receive a copy of all communications sent by a company to its shareholders be granted to the underlying beneficial owner of those shares, replicating the provisions of section 146 of the Companies Act;
- (k) to include provisions entitling an independent scrutiny of any poll taken, or to be taken, at a general meeting, so as to replicate the position under the Companies Act;
- (l) to include certain provisions relating to shareholders’ rights to require New UBM to circulate members’ resolutions proposed to be moved at the next annual general meeting and to circulate explanatory statements relating to resolutions to be dealt with at a meeting, replicating the position under the Companies Act;
- (m) to require New UBM Shareholders to make disclosures pursuant to Chapter 5 of the Disclosure and Transparency Rules and to require New UBM to use its reasonable endeavours to procure that persons discharging managerial responsibilities (as that term is defined in the Disclosure and Transparency Rules) comply with Chapter 3 of the Disclosure and Transparency Rules;
- (n) to require an ordinary resolution to be passed to authorise payments in respect of a director’s loss of office; and
- (o) to provide that the register of members and certain records of the Company must be kept in Jersey.

5.4 The provisions of the New UBM Articles are further described in paragraph 6 below. Copies of the New UBM Articles and the UBM Articles are also available for inspection as described in paragraph 30 below.

6. Summary of the New UBM Articles

The New UBM Articles include provisions to the following effect:

6.1 *Alteration of share capital*

Subject to the provisions of the Jersey Companies Law, New UBM may by special resolution reduce its share capital, share premium account or capital redemption reserve in any way.

6.2 *Share rights*

- (a) Subject to the Jersey Companies Law and without prejudice to any special rights attached to any existing shares or class of shares, any share in New UBM may be issued with such preferred, deferred or other special rights or restrictions as New UBM may by special resolution determine.
- (b) Subject to the provisions of the Jersey Companies Law, the special rights attached to any class of shares may be varied or abrogated either with the written consent of the holders of not less than two-thirds in nominal value of the issued shares of the class or the sanction of a special resolution passed at a separate meeting of the holders of the shares of the class.

6.3 *Allotment of securities and pre-emption rights*

Subject to the provisions of the Jersey Companies Law and any resolution of New UBM passed in a general meeting, all unissued shares are at the disposal of the New UBM Directors and they may allot, grant options over or otherwise dispose of them to persons at such times and on such terms as they think proper. The New UBM Articles include pre-emption provisions requiring that shares issued for cash by New UBM must first be offered to existing shareholders (i.e. the provisions of section 89 of the Act will be broadly replicated in the New UBM Articles). Exceptions to this rule include the allotment of:

- (a) bonus shares;
- (b) equity securities to be paid (either wholly or partly) otherwise than in cash;
- (c) equity securities which are to be held under an employee share scheme;
- (d) equity securities in connection with a rights issue (providing a special resolution has first been passed); and
- (e) equity securities having a nominal amount (providing a special resolution has first been passed).

6.4 *Purchase of own shares*

Subject to the Jersey Companies Law and the Listing Rules, New UBM may purchase any of its own shares of any class, including any redeemable shares, provided that the purchase is first approved by special resolution of the holders of such shares.

6.5 *Share certificates and uncertificated shares*

- (a) Every holder of shares in certificated form whose name is entered on the New UBM register of members is entitled without payment to a certificate in respect of such shares. In the case of joint holders, delivery of a certificate to one of the joint holders shall be sufficient delivery to all.
- (b) Subject to the Jersey Companies Law and the CREST Regulations, the New UBM Directors may permit any class of shares to be held in uncertificated form and to be transferred by means of a relevant system and may revoke any such permission.

6.6 *Register of members*

The register of members of New UBM must be kept in Jersey.

6.7 *Calls on shares*

- (a) The New UBM Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares, subject to the terms of allotment of such shares. Each member shall (subject to being given at least 14 clear days' notice in writing specifying the time or times and place of payment) pay to New UBM the specified amount called on his shares.
- (b) Unless the New UBM Directors decide otherwise, where a call is not paid on a share before or on the due date for payment, the person from whom it is due shall not be entitled to receive any dividend in respect of the share and shall not be entitled to be present or vote at any meeting or upon a poll, or to exercise any privilege as a

member in respect of the share, until he shall have paid all calls for the time being due and payable on the share held by him.

6.8 *Forfeiture and lien*

- (a) If a member fails to pay in full any call or instalment of a call on or before the due date for payment, the New UBM Directors may at any time thereafter serve a notice in writing to him requiring payment of such unpaid amount together with any interest accrued thereon and any expenses incurred by New UBM by reason of such non-payment. The notice shall state that in the event of non-payment in accordance with the notice, the shares on which the call has been made will be liable to be forfeited. If the requirements of such notice are not met within the timeframe stated in that notice, any share in respect of which the notice was given may be forfeited by resolution of the New UBM Directors.
- (b) New UBM shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such share. The New UBM Directors may at any time either generally or in any particular case declare any share to be wholly or partly exempt from these provisions. New UBM may sell, in such manner as the New UBM Directors think fit, any share on which New UBM has a lien if any sum in respect of which the lien exists is presently payable and is not paid within 14 clear days after a notice of intention to sell the share in default of payment shall have been given to the holder of the share.

6.9 *Sale of shares of untraced members*

Subject to the provisions of Jersey law, the Company may sell any share of a member who has not claimed dividends during a period of 12 years and who cannot be traced, as set out in the New UBM Articles.

6.10 *Transfer of shares*

- (a) Any member may transfer all or any of his certificated shares by an instrument of transfer in writing in any usual or common form or in any other form acceptable to the New UBM Directors. An instrument of transfer shall be signed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee.
- (b) All transfers of shares which are in uncertificated form shall, subject to the CREST Regulations, be effected by means of a relevant system.
- (c) The New UBM Directors may, in their absolute discretion, refuse to register any transfer of an uncertificated share where permitted by the CREST Regulations.
- (d) The New UBM Directors may, in certain circumstances, refuse to register the transfer of a certificated share, including a refusal to register any such transfer, unless the instrument of transfer:
 - (i) is in respect of one class of share only;
 - (ii) is left at the registered office of New UBM or such other place as the New UBM Directors may decide, for registration; and
 - (iii) accompanied by the certificate for the shares to be transferred and such other evidence (if any) as the New UBM Directors may reasonably require as proof of title.
- (e) If the New UBM Directors refuse to register a transfer of a share in certificated form, they shall send the transferee notice of the refusal and such further information about the reasons for the refusal as the transferee may reasonably request as soon as practicable.
- (f) No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to a share.

6.11 *Disclosure of interests in shares*

- (a) New UBM may give a disclosure notice to any person whom it knows or has reasonable cause to believe is either:
 - (i) interested in the Company's shares; or
 - (ii) has been so interested at any time during the three years immediately preceding the date on which the disclosure notice is issued.

- (b) The disclosure notice may require the person:
 - (i) to confirm that fact or (as the case may be) to state whether or not it is the case; and
 - (ii) if he holds, or has during that time held, any such interest, to give such further information as may be required.
- (c) The notice may require the person to whom it is addressed, where either:
 - (i) his interest is a present interest and another interest in the shares subsists; or
 - (ii) another interest in the shares subsisted during that three year period at a time when his interest subsisted, to give, so far as lies within his knowledge, such particulars with respect to that other interest as may be required by the notice including:
 - (A) the identity of persons interested in the shares in question; and
 - (B) whether persons interested in the same shares are or were parties to either an agreement to acquire interests in a particular company, or an agreement or arrangement relating to the exercise of any rights conferred by the holding of the shares.
- (d) The notice may require the person to whom it is addressed, where his interest is a past interest, to give (so far as lies within his knowledge) particulars of the identity of the person who held that interest immediately upon his ceasing to hold it.
- (e) Failure to provide the information within the time specified in the notice means that the holder of the relevant shares shall not be entitled to vote either personally or by proxy at a shareholders' meeting or to exercise any other right confirmed by membership in relation to shareholder meetings for so long as the default continues (and, if those shares represent at least 0.25 per cent. of the issued shares of the class, the holder shall not be entitled to receive any payment by way of dividend or to transfer any rights in the shares).

6.12 *Disclosures pursuant to the Disclosure and Transparency Rules*

- (a) If at any time the Company shall have a class of shares admitted to trading on the Official List, the provisions of Chapter 5 of the Disclosure and Transparency Rules (**DTR5**) shall be deemed to be incorporated by reference into the articles and New UBM shall be deemed to be an "issuer", as such term is defined in paragraph 5.1.1 of DTR5.
- (b) If the Company determines that a holder of shares has not complied with the provisions of DTR5, with respect to some or all of such shares held by that holder, the Company shall have the right to:
 - (i) suspend the right of such New UBM Shareholder to vote those shares in person or by proxy at any meeting of New UBM, with effect from the date on which a notice is delivered to that New UBM Shareholder until not more than seven days after New UBM has determined that the said New UBM Shareholder has cured the non-compliance with the provisions of DTR5; and/or
 - (ii) withhold any dividend or other amount payable with respect to such New UBM Shares, such amount to be payable only after the notice of default ceases to have effect with respect to those shares; and/or
 - (iii) render ineffective any election to receive shares of New UBM instead of cash in respect of any dividend or part thereof; and/or
 - (iv) prohibit the transfer of any shares in New UBM held by the defaulting New UBM Shareholder except with the consent of New UBM.
- (c) New UBM shall use its reasonable endeavours to procure that persons discharging managerial responsibilities (as that term is defined in the Disclosure and Transparency Rules) comply with Chapter 3 of the Disclosure and Transparency Rules.

6.13 *General meetings*

- (a) All general meetings of New UBM other than annual general meetings shall be called general meetings.
- (b) The New UBM Directors shall convene, and New UBM shall hold, annual general meetings, in accordance with the Jersey Companies Law. New UBM must hold an annual general meeting in each period of six months beginning with the day following its accounting reference day.

- (c) The New UBM Directors may call further general meetings whenever they think fit. On the requisition of members pursuant to the provisions of the Jersey Companies Law, the New UBM Directors shall also promptly convene a general meeting.
- (d) Each general meeting, including an annual general meeting, shall be held at such time and such place as may be determined by the directors, and minutes of the meeting shall be kept for a period of not less than ten years.
- (e) An annual general meeting and a general meeting called for the passing of a special resolution, a resolution of which special notice is required or a resolution appointing any person (other than a retiring director) as a director shall be called by at least 21 clear days' notice. All other general meetings shall be called by at least 14 clear days' notice. Subject to the provisions of the Jersey Companies Law, the provisions of the New UBM Articles and to any restrictions imposed on any shares, the notice shall be sent to all the members, to each of the New UBM Directors and to the auditors.
- (f) Any resolution put to the vote of the meeting shall be decided on a show of hands, unless (before or immediately after the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:
 - (i) the chairman of the meeting;
 - (ii) at least fewer than five members present in person or by proxy and entitled to vote;
 - (iii) a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote on the resolution (excluding any voting rights attached to any shares in New UBM held as treasury shares); or
 - (iv) a member or members present in person or by proxy and holding shares in New UBM conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than 10 per cent. of the total sum paid up on all the shares conferring that right (excluding any voting rights attached to any shares in New UBM held as treasury shares).
- (g) A poll at a general meeting shall be taken in such manner as the chairman of the meeting may decide.
- (h) A New UBM Director and any proxy shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the capital of New UBM.
- (i) The New UBM Shareholders who generally represent at least 5 per cent. of the total voting rights of all members having a right to vote at an annual general meeting are permitted to require New UBM to circulate members' resolutions proposed to be moved at the next annual general meeting and to circulate explanatory statements relating to resolutions to be dealt with at a meeting.
- (j) New UBM Shareholders generally representing at least 5 per cent. of the total voting rights of all members having a right to vote at an annual general meeting may also require the Board to obtain an independent report on any poll taken, or to be taken, at a general meeting of the Company.

6.14 *Voting rights*

Subject to any special rights or restrictions as to voting attached to any shares, on a show of hands every qualifying person present shall have one vote and on a poll every qualifying person present shall have one vote for every share of which he is the holder. A member may appoint more than one proxy.

6.15 *New UBM Directors*

Appointment of New UBM Directors

- (a) Unless otherwise determined by ordinary resolution, the number of New UBM Directors shall be not less than 3 nor more than 20 in number. The New UBM Directors may be appointed by ordinary resolution or by the New UBM Directors. Subject to the provisions on rotation of New UBM Directors, any New UBM Director appointed by the Board holds office only until the next following annual general meeting and if not reappointed at such annual general meeting shall vacate office at its conclusion.
- (b) The New UBM Directors may appoint any one or more of their body to be New UBM executive Directors and confer on them any powers exercisable by them as the New UBM Directors think fit.

Chairman of the Board

The Board may appoint a person other than the Chairman of the Board to act as the chairman of a particular meeting.

Age of New UBM Directors

No age limit shall apply to New UBM Directors.

No share qualification

A New UBM Director shall not be required to hold any shares in the capital of New UBM by way of qualification.

Retirement of New UBM Directors by rotation

Each New UBM Director shall retire at the next annual general meeting if appointed by the Board since the previous annual general meeting. Each New UBM Director shall retire at each annual general meeting where, at the date of the annual general meeting, that New UBM Director had held office for more than 30 months since he was appointed or last re-appointed by the Company in general meeting.

Removal of directors

New UBM may, by special resolution or ordinary resolution of which special notice has been given, remove any Director before his period of office has expired. A New UBM Director may also be removed from office by the service on him of a notice to that effect signed by or on behalf of all the other New UBM Directors.

Remuneration of New UBM Directors

- (a) The ordinary remuneration of the New UBM Directors who do not hold executive office for their services shall be limited to, in aggregate, £750,000 per annum, or such higher amount as may be determined by ordinary resolution.
- (b) Any New UBM Director who performs any special or extra services for or at the request of New UBM may be paid such extra remuneration as the Board may determine.
- (c) In addition to any remuneration to which the New UBM Directors are entitled under the New UBM Articles, each New UBM Director may be paid all expenses properly incurred by him in the discharge of his duties, including his expenses of travelling to and from meetings of, the New UBM Directors or of any committee of the New UBM Directors or general meetings of the Company.
- (d) The Board may pay, provide or procure the grant of pensions or other retirement or superannuation benefits and death disability or other benefits, allowances or gratuities for any past or present New UBM Director or employee or of any company which is or was a subsidiary of or associated with New UBM or of the predecessors in business of New UBM or any such subsidiary or associated company or the relatives or dependants of any such person. For this purpose, the Board may establish and maintain, participate in or contribute to any non-contributory or contributory pension or superannuation fund, scheme or arrangement and pay any insurance premiums.

Payment for loss of office

- (a) New UBM shall not make a payment for loss of office to a director of New UBM unless the payment has been approved by an ordinary resolution of New UBM.
- (b) Before such a resolution may be passed, a memorandum setting out particulars of the proposed payment (including its amount) is made available for inspection by New UBM Shareholders:
 - (i) the registered office of New UBM for not less than 15 days ending with the date that the proposed resolution is put to the members; and
 - (ii) at the meeting at which the proposed resolution is put to the members.

Permitted interests of New UBM Directors

- (a) A **Relevant Situation** exists where a New UBM Director has any direct or indirect interest which conflicts or may conflict with the interests of New UBM.

- (b) If a Relevant Situation arises the following provisions shall apply if the conflict of interest does not arise in relation to a transaction or arrangement with New UBM:
- (i) if the Relevant Situation arises from the appointment or proposed appointment of a person as a Director of New UBM, the Directors (other than the Director, and any other Director with a similar interest, who shall not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the appointment of the Director and the relevant situation on such terms as they may determine;
 - (ii) if the Relevant Situation arises in circumstances other than in paragraph (a) above, the Directors (other than the Director and any other Director with a similar interest who shall not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the relevant situation and the continuing performance by the Director of his duties on such terms as they may determine.
- (c) Any terms determined by the Directors in (i) and (ii) above, may be imposed at the time of the authorisation or subsequently and may include:
- (i) whether the interested director may vote;
 - (ii) the exclusion of the interested director from all information and discussion of by New UBM of the Relevant Situation; or
 - (iii) the application to the interested director of a strict duty of confidentiality to New UBM for any confidential information of New UBM in relation to the Relevant Situation.
- (d) A New UBM Director who is interested in a proposed transaction or arrangement with New UBM must declare the nature and extent of his interest to the other New UBM Directors.
- (e) Where a New UBM Director is in any way directly or indirectly interested in a transaction or arrangement that has been entered into by New UBM, he must declare the nature and extent of his interest to the other Directors.
- (f) When a New UBM Director gives notice of his interest to the other New UBM Directors this may be either notice of that Director's interest in relation to a specific matter or general notice of that Director's interest, whereby the Director is to be regarded as interested in that matter from the date of the giving of that notice.
- (g) A Director who has, directly or indirectly, an interest in a transaction entered into or proposed to be entered into by the Company or by a subsidiary of the Company which to a material extent conflicts or may conflict with the interests of the Company and of which the Director is aware, shall disclose to the Company the nature and extent of his interest in accordance with Article 75 of the Jersey Companies Law.
- (h) Subject to declaring his interest in accordance with the Articles, a New UBM Director may:
- (i) enter into or be interested in any transaction or arrangement with New UBM, either with regard to his tenure of any office or position in the management, administration or conduct of the business of New UBM or as vendor, purchaser or otherwise;
 - (ii) hold any other office or place of profit with the Company (except that of auditor) in conjunction with his office of Director for such period (subject to the Statutes) and upon such terms as the board may decide and be paid such extra remuneration for so doing (whether by way of salary, commission, participation in profits or otherwise) as the board may decide, either in addition to or in lieu of any remuneration under any other provision of these articles;
 - (iii) act by himself or his firm in a professional capacity for New UBM (otherwise than as auditor), and he or his firm shall be entitled to remuneration for professional services as if he were not a New UBM Director;
 - (iv) be or become a member or Director of, or hold any other office or place of profit under, or otherwise be interested in, any holding company or subsidiary undertaking of that holding company or any other company in which the Company may be interested. The board may cause the voting rights conferred by the shares in any other company held or owned by the Company or exercisable by them as Directors of that other company to be exercised in such manner in all respects as it thinks fit (including the exercise of voting rights in favour of any resolution

appointing the Directors or any of them as Directors or officers of the other company or voting or providing for the payment of any benefit to the Directors or officers of the other company); and

- (v) be or become a director of any other company in which the Company does not have an interest if that cannot reasonably be regarded as likely to give rise to a conflict of interest at the time of his appointment as a director of that other company.
- (i) A Director shall not, by reason of his office, be accountable to New UBM for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

Restrictions on voting

A New UBM Director shall not vote on any resolution of the Board concerning a matter in which he has a direct or indirect interest which conflicts or may conflict to a material extent with the interests of New UBM, but this prohibition shall not apply to:

- (a) any transaction or arrangement in which he or any connected person is interested by virtue of an interest in shares, debentures or other securities of New UBM or otherwise in or through New UBM;
- (b) the giving of a guarantee, security or indemnity in respect of money lent or obligations incurred by him or any other person at the request of, or for the benefit of, New UBM or any of its subsidiary undertakings;
- (c) the giving of a guarantee, security or indemnity in respect of a debt or obligation of New UBM or any of its subsidiary undertakings for which the New UBM Director has assumed responsibility (in whole or part and whether alone or jointly with others) under a guarantee or indemnity or by the giving of security;
- (d) any issue of shares, debentures or other securities of New UBM or any of its subsidiary undertakings for subscription or purchase, in which offer he is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which he is to participate;
- (e) any transaction or arrangement concerning any other company in which he does not hold voting rights representing one per cent. or more of any class of the equity share capital of that company;
- (f) the adoption, modification or operation of a pension fund, retirement, death or disability benefits scheme or an employee share scheme under which he may benefit and which either:
 - (i) relates both to directors and employees and accords to directors only those privileges and advantages which are generally accorded to the employees to whom the fund or scheme relates; or
 - (ii) has been approved by or is conditional on approval by the Board of Inland Revenue for taxation purposes; and
- (g) the purchase or maintenance of insurance for any director or officer of the Company against any liability.

Board Meetings

- (a) Board meetings and committee meetings shall not take place in the UK and no Director may participate in any meeting if he is physically present in the United Kingdom at any time during the meeting. Any decision reached or resolution passed by the Directors at any meeting which is held in the United Kingdom or at any meeting in respect of which any Director participating in the meeting is physically present in the United Kingdom during the meeting shall be invalid and of no effect. The place of the Board meeting shall be deemed to be the place at which the chairman of the meeting is physically present.
- (b) The New UBM Directors shall cause minutes to be made in books kept for the purpose in relation to the following matters (and such minutes shall be kept at the registered office of New UBM for a period of not less than ten years following the date of the relevant matter):
 - (i) all appointments of officers made by the Board;
 - (ii) the names of all the Directors present at each meeting of the Board and of any committee; and
 - (iii) all resolutions and proceedings of all meetings of New UBM and of any class of members, and of the Directors and of any committee.

Borrowing powers

- (a) The Board may exercise all the powers of New UBM to borrow money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures and other securities.
- (b) The New UBM Directors must restrict the borrowings of New UBM so that the aggregate amount outstanding in respect of borrowings by New UBM shall not, without an ordinary resolution of New UBM, exceed the greater of £4 billion and an amount equal to three times the aggregate of the adjusted share capital and consolidated reserves.

6.16 Nomination rights

- (a) A member who holds shares on behalf of another person, pursuant to the CREST Regulations, may nominate that person to enjoy information rights.
- (b) For these purposes, **information rights** means:
 - (i) the right to receive a copy of all communications that New UBM sends to its members generally or to any class of its members that includes the person making the nomination;
 - (ii) the right to receive one copy of New UBM's last annual accounts, the last directors' remuneration report, the last directors' report and the auditor's report on those accounts (including the report on the directors' remuneration report and on the directors' report);
 - (iii) the right to receive one copy of the summary financial statements of New UBM; and
 - (iv) the right to receive one copy of any document or information, in hard copy form, which has been provided to the members, by New UBM, by means of electronic communication.
- (c) If the person to be nominated in accordance with (a) above wishes to receive hard copy communications, he must, prior to nomination being made request the person making the nomination to notify New UBM of that fact, and provide an address to which such copies may be sent. If, having received such a request, the person making the nomination notifies New UBM that the nominated person wishes to receive hard copy communications and provides New UBM with that address, the right of the nominated person is to receive hard copy communications accordingly.
- (d) If the nominated person does not provide an address to New UBM for delivery of the information he is taken to have agreed that documents or information may be sent or supplied to him by New UBM by means of a website. Such agreement may be revoked by the nominated person sending details of his address to New UBM.
- (e) The nomination may be terminated at the request of the member or of the nominated person.
- (f) These rights are in addition to the rights of the member himself and each nominated person is permitted to enforce the provisions of this article against New UBM as if they were rights conferred by New UBM's articles upon the nominated person.
- (g) Any provision of the Statutes and any provision of New UBM's articles, having effect in relation to communications with members has a corresponding effect (subject to any necessary adaptations) in relation to communications with the nominated person.

6.17 Electronic communications

- (a) New UBM may send or supply a document or information to any New UBM Shareholder by way of electronic communication to such address as may from time to time be authorised by the New UBM Shareholder concerned or by making it available on a website and notifying the New UBM Shareholder that it has been made available. A member shall be deemed to have agreed that New UBM may send or supply a document or information by means of a website if the conditions set out in the Jersey Companies Law have been satisfied.
- (b) A New UBM Shareholder whose registered address is not within Jersey, the Republic of Ireland, or the United Kingdom shall not be entitled to receive any notice from New UBM unless:
 - (i) New UBM is able, in accordance with the Jersey Companies Law, to send notice to him by electronic means; or
 - (ii) he gives to New UBM a postal address within Jersey, the Republic of Ireland or the United Kingdom at which notices may be given to him.

- (c) Where a document or information is sent or supplied by means of a website, it shall be deemed to have been received:
 - (i) when the material was first made available on the website; or
 - (ii) if later, when the recipient was deemed to have received notice of the fact that the material was available on the website.

6.18 *Dividends and other distributions*

- (a) Subject to the provisions of the Jersey Companies Law, New UBM may by ordinary resolution declare dividends but no such dividend shall exceed the amount recommended by the Board.
- (b) Subject to the provisions of the Jersey Companies Law, the Board may pay fixed and interim dividends if and in so far as in the opinion of the Board the profits of New UBM justify such payments. If the Board acts in good faith, the Directors shall not incur any liability to the holders of any shares for any loss they may suffer by the lawful payment, on any other class of shares having non-preferred or deferred rights of any such fixed or interim dividend.
- (c) New UBM may, upon the recommendation of the Board, by ordinary resolution, direct payment of a dividend in whole or in part *in specie* and the Board shall give effect to such resolution.
- (d) No dividend or other moneys payable in respect of a share shall bear interest against New UBM.
- (e) The Board may retain any dividend or moneys payable in respect of a share on which New UBM has a lien.
- (f) The Board may deduct from any dividend or other moneys payable to a holder of shares on or in respect of such shares all sums of money (if any) presently payable by the holder to New UBM on account of calls or otherwise in relation to such shares.
- (g) All unclaimed dividends may be invested or otherwise made use of by the Board for the benefit of the Company until claimed. Any dividend unclaimed after a period of twelve years from the date on which such dividend was declared or became due for payment shall be forfeited and revert to New UBM.
- (h) The Board may, if authorised by an ordinary resolution of New UBM, offer any holder of shares the right to elect to receive shares by way of scrip dividend instead of cash.
- (i) New UBM Shareholders may elect to receive their dividends from UBM UK Dividend Co, a UK resident subsidiary of New UBM, rather than from New UBM, in accordance with the Dividend Access Plan.

6.19 *Summary financial statements*

The Company may send summary financial statements to New UBM Shareholders instead of copies of its full accounts and reports, in accordance with the statutes.

6.20 *Indemnity of officers*

Subject to the provisions of and to the extent permitted by the Statutes, every Director or other officer (excluding an auditor) of New UBM shall be indemnified out of the assets of New UBM against all liabilities incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office but:

- (a) this indemnity does not apply to any liability to the extent that it is recovered from any other person; and
- (b) the indemnity is subject to such officer taking all reasonable steps to effect such recovery, to the intent that the indemnity shall not apply where an alternative right of recovery is available and capable of being enforced.

6.21 *Winding up*

If New UBM is in liquidation, the liquidator may, with the sanction of a special resolution of New UBM and any other sanction required by the Statutes:

- (a) divide among the members *in specie* the whole or any part of the assets of New UBM and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members; or

- (b) vest the whole or any part of the assets in trustees upon such trusts for the benefit of members as the liquidator shall think fit. No New UBM Shareholder shall be compelled to accept any assets on which there is any liability.

7. Directors of New UBM

7.1 The members of the Board and their functions are as follows:

<u>Name</u>	<u>Position</u>
John Chester Botts	Chairman
David Saul Levin	Chief Executive Officer
Nigel David Wilson	Chief Financial Officer and Deputy Chief Executive Officer
Alan Raymond Gillespie	Non-Executive Director
Pradeep Kar	Non-Executive Director
Jonathan Newcomb	Non-Executive Director
Karen Ann Thomson	Non-Executive Director

7.2 The business address of each of the Directors is 68 Merrion Square, Dublin 2, Republic of Ireland.

7.3 The brief biographical details of the Directors are as follows:

Chairman

John Chester Botts — *Chairman (Aged 67)*

John Botts was appointed to the UBM Board in 1997 and is the chairman of Botts & Company Limited, a corporate finance and private equity investment company. Other directorships include Euromoney Institutional Investor plc, Medi Capital Bank plc, Tisbury Europe Master Fund Ltd and Convera Corporation Inc. He is a graduate of Williams and succeeded Geoff Unwin as Chairman of UBM in December 2007. He will be a member of the New UBM audit committee and will chair the New UBM nomination committee.

Executive Directors

David Saul Levin — *Chief Executive Officer (Aged 46)*

David Levin was appointed to the UBM Board as Chief Executive Officer in April 2005, having previously been the chief executive of Symbian, a mobile phone software licensing company, since April 2002. He joined Symbian from Psion plc, the handheld computing company, where he was the chief executive from February 1999. Prior to that, he spent five years with the international business-publishing group Euromoney Institutional Investor as chief operating officer, and before that as president of Institutional Investor in New York. Previously he worked with the venture capital group Apax Partners and with the consultancy firm Bain and Company for five years, mostly in Asia. David has an MBA from Stanford University and an MA from Oxford. David is also a member of the finance committee of Oxford University Press, a department of Oxford University.

Nigel David Wilson — *Chief Financial Officer and Deputy Chief Executive Officer (Aged 51)*

Nigel Wilson was appointed to the UBM Board as Chief Financial Officer in 2001. Prior to that he was the group finance director of Viridian Group plc from 1996 to 2000, and became the managing director of Viridian Capital in 2000. Nigel is a non-executive director of Halfords Group PLC where he is the senior independent director and chairman of the audit committee. Previous appointments include group finance director at Waste Management International plc, chief executive, corporate, of Guinness Peat Aviation (G.P.A), head of corporate finance and group commercial director of Dixons Group plc, managing director of Stanhope Properties plc and a consultant at McKinsey & Co. Nigel has a PhD from the Massachusetts Institute of Technology.

Non-Executive Directors

Alan Raymond Gillespie CBE — *Non-Executive Director (Aged 57)*

Alan Gillespie was appointed to the UBM Board on 11 April 2008. He is chairman of the Ulster Bank Group, a subsidiary of the Royal Bank of Scotland Group. He is also chairman of the International Finance Facility for Immunization (IFFIm), he was previously a partner of Goldman Sachs & Co; chief executive of

Commonwealth Development Corporation and chairman of the Northern Ireland Industrial Development Board. Alan will be New UBM's senior independent director and will also chair the remuneration committee.

Pradeep Kar — Non-Executive Director (Aged 50)

Pradeep Kar was appointed to the UBM Board in August 2006 and is the founder, chairman and managing director of Microland, India's leading provider of outsourced IT infrastructure management services. A serial entrepreneur, Pradeep founded Planetasia.com (India's leading internet professional services company), Indya.com (India's leading portal acquired by News Corporation), Net Brahma (a telecom software company), and also merged his internet media business with India's leading marketing company. Pradeep is a member of the Technology Advisory Panel to the Government of Karnataka, and the president of The IndUS Entrepreneurs (TiE), Bangalore Chapter. He sits on several boards including the advisory board of Leaders' Quest, an international social enterprise based in London. Pradeep holds a degree in mechanical engineering and a post graduate degree in management. He will be a member of the New UBM remuneration committee.

Jonathan Newcomb — Non-Executive Director (Aged 61)

Jonathan Newcomb was appointed to the UBM Board in 2001. He is a board member of Journal Communications (NYSE) and the BNA Corporation, and is currently a senior adviser at the New York-based investment firm Coady Diemar. He was chairman and chief executive officer of Simon & Schuster, one of the world's largest book publishers and providers of educational and training materials from 1994 until 2002, having been president and chief operating officer from 1991. From 2002 to 2004, he was a principal with the New York-based private equity firm, Leeds Equity Partners. Previous employment included McGraw Hill (where he was responsible for Standard & Poor's and Data Resources) and Dun & Bradstreet. Jonathan will be a member of the New UBM remuneration committee, the audit committee and the nomination committee.

Karen Ann Thomson — Non-Executive Director (Aged 46)

Karen Thomson was appointed to the UBM Board in August 2006 and is a director of Vodafone UK Limited. She was previously president of AOL Europe, having been the chief executive and chairman of AOL UK, with responsibility for the AOL and Compuserve services in the UK. Karen was with AOL for over 11 years and under her leadership AOL became one of the leading online content providers in the UK. Prior to AOL, Karen held roles as planning and business development director at UK advertising and marketing agencies following positions in the mobile communications industry. She holds a Master's degree in Philosophy from Aberdeen University and an honorary doctorate and MBA from Middlesex University. Karen will be a member of the New UBM audit committee.

In addition to their directorships of UBM Group companies, the Directors of New UBM hold, or have held, the following directorships and are or were members of the following partnerships during the previous five years prior to the date of this document:

<u>Name</u>	<u>Position</u>	<u>Company/Partnership</u>	<u>Position still held (Y/N)</u>
John Botts	<i>Director</i>	Alternate Equity Partners Limited	Y
	<i>Director</i>	Artesian Holdings Ltd	Y
	<i>Director</i>	Balmuir Holdings Limited	Y
	<i>Director</i>	BCP 2 Carry General Partner Limited	Y
	<i>Director</i>	BCP 2 Carry Nominees Limited	Y
	<i>Director</i>	BCP 2 General Partner Limited	Y
	<i>Director</i>	BCP Nominees Limited	Y
	<i>Director</i>	Botts & Company Limited	Y
	<i>Director</i>	Botts Capital Nominees Limited	Y
	<i>Director</i>	Botts Holdings Limited	Y
	<i>Director</i>	Botts Special Investor Nominees No. 2 Limited	Y
	<i>Director</i>	Convera Corporation	Y
	<i>Director</i>	Euromoney Institutional Investors Plc	Y
	<i>Director</i>	Glyndebourne Arts Trust	Y
	<i>Director</i>	Glyndebourne Association America, Inc	Y
	<i>Director</i>	Glyndebourne Enterprises Limited	Y
	<i>Director</i>	Glyndebourne Productions Limited	Y
	<i>Director</i>	ICDG Limited	Y
	<i>Director</i>	MediCapital Bank	Y
	<i>Director</i>	SimplifyDigital Limited	Y
	<i>Director</i>	SpinVox Limited	Y
	<i>Director</i>	Tate Foundation	Y
	<i>Director</i>	Tisbury Fund Limited	Y
	<i>Director</i>	Tisbury II Fund Limited	Y
	<i>Director</i>	Tisbury Master Fund Limited	Y
	<i>Director</i>	Amerindo Internet Fund plc	N
	<i>Director</i>	Amerindo Trading Limited	N
	<i>Director</i>	Balmuir Developments Limited	N
	<i>Director</i>	Balmuir Investments Limited	N
	<i>Director</i>	Balmuir Nominees Ltd	N
	<i>Director</i>	Botts Property Services Limited	N
	<i>Director</i>	Coventry Parkside Property Company Limited	N
<i>Director</i>	Longacre Partners Holdings Limited	N	
<i>Director</i>	Parkside Development Company Limited	N	
<i>Director</i>	Parktel Developments Limited	N	
<i>Director</i>	Parktel Properties Limited	N	
<i>Director</i>	Woodbridge House (1994) Limited	N	
<i>Director</i>	Woodbridge House Limited	N	
David Levin	<i>Trustee</i>	Leaders' Quest Foundation	Y
	<i>Trustee</i>	OneVoice	Y
	<i>Member of finance committee</i>	Oxford University Press	Y
	<i>Director</i>	Digital Links International	N
	<i>Director</i>	Symbian Limited	N
	<i>Director</i>	Symbian Software Limited	N
Nigel Wilson	<i>Director</i>	UIQ Technologies AB	N
	<i>Director</i>	Halfords Group PLC	Y

<u>Name</u>	<u>Position</u>	<u>Company/Partnership</u>	<u>Position still held (Y/N)</u>
Alan Gillespie	<i>Executive Chairman</i>	International Finance Facility for Immunization	Y
	<i>Chairman</i>	Ulster Bank Group	Y
	<i>Non executive director</i>	Elan Corporation Plc	N
	<i>Chairman</i>	University Challenge Venture Capital Fund	N
Pradeep Kar	<i>Advisory Board Member</i>	AIESEC, Bangalore	Y
	<i>Director</i>	ITspace.com Private Limited	Y
	<i>Advisory Board Member</i>	Leaders' Quest Foundation	Y
	<i>Director</i>	Microland Investments Private Limited	Y
	<i>Managing Director and Chairman</i>	Microland Limited	Y
	<i>Member</i>	Technology Advisory Panel — Government of Karnataka	Y
	<i>President</i>	The IndUS Entrepreneurs, Bangalore Chapter	Y
	<i>Non-executive Chairman</i>	GCI Solutions Private Limited	N
	Jonathan Newcomb	<i>Member</i>	BNA Corporation
<i>Senior Advisor</i>		Coady Diemar	Y
<i>Member</i>		Journal Communications (NYSE)	Y
Karen Thomson	<i>Director</i>	Vodafone UK Limited	Y
	<i>Director</i>	Vodafone Limited	Y
	<i>Director</i>	AOL (UK) Limited	N
	<i>Director</i>	CPW Network Services Limited	N

7.5 At the date of this document none of the Directors of New UBM has at any time in the five years preceding the date of this document:

- (a) save as disclosed in this paragraph 7, been a director or partner of any companies or partnerships; or
- (b) had any convictions in relation to fraudulent offences (whether spent or unspent); or
- (c) been adjudged bankrupt or entered into an individual voluntary arrangement; or
- (d) been a director of any company that has entered into receivership, compulsory liquidation, creditors' voluntary liquidation, administration, company voluntary arrangement or any composition or arrangement with that company's creditors generally or with any class of its creditors; or
- (e) been a partner or senior manager in any partnership that has entered into any compulsory liquidation, administration or partnership voluntary arrangement of such partnership; or
- (f) owned any assets which have formed the subject of any receivership or has been a partner of a partnership that has had any assets thereof being the subject of a receivership; or
- (g) been subject to any official public incrimination and/or sanctions by any statutory or regulatory authority (including any designated professional body); or
- (h) ever been disqualified by a court from acting as a director or other officer of a company or from acting in the management or conduct of the affairs of any company.

8. Directors' and substantial shareholders' interests in UBM and New UBM

8.1 Interests in Ordinary Shares and New UBM Shares

Assuming no further Ordinary Shares have been purchased or issued after 7 May 2008 (being the latest practicable date prior to the publication of this document), the Directors of New UBM and their immediate families have the following interests in the share capital of UBM (all of which are beneficial unless otherwise stated) and, in the event that the Scheme becomes effective, the Directors of New UBM will have the following interests in New UBM by virtue of the effect of the Scheme on their existing holdings in Ordinary Shares:

<u>Name</u>	<u>Number of Ordinary Shares before the Scheme becomes effective</u>	<u>Percentage of Ordinary Shares before the Scheme becomes effective</u>	<u>Number of New UBM Shares after the Scheme becomes effective</u>	<u>Percentage of New UBM Shares after the Scheme becomes effective</u>
John Botts	14,726	0.006	14,726	0.006
David Levin	28,932	0.011	28,932	0.011
Nigel Wilson	14,381	0.005	14,381	0.005
Alan Gillespie	—	—	—	—
Pradeep Kar	2,115	<0.001	2,115	<0.001
Jonathan Newcomb	13,645	0.005	13,645	0.005
Karen Thomson	2,115	<0.001	1,344	<0.001

The interests of the Directors of New UBM together represent approximately 0.029 per cent. of the issued ordinary share capital of UBM as at 7 May 2008 (the latest practicable date prior to publication of this document) and are expected to represent approximately 0.029 per cent. of the issued ordinary share capital of New UBM upon the Scheme becoming effective.

8.2 Options over Ordinary Shares

(a) The ESOS

In addition to their having an interest in Ordinary Shares as detailed in paragraph 8.1 above, certain of the Directors also have interests in Ordinary Shares due to their holding options under the ESOS. These interests are as follows:

<u>Name</u>	<u>Number of Ordinary Shares over which options granted</u>	<u>Grant date</u>	<u>Exercise price (p)</u>	<u>Exercise period from</u>	<u>Expiry date</u>
David Levin	157,500	06.04.05	532.17	06.04.08	06.04.15
	327,914	20.03.08	505.83	20.03.11	20.03.18
Nigel Wilson	237,231	20.03.08	505.83	20.03.11	20.03.18

(b) The Sharesave

In addition to their having an interest in Ordinary Shares as detailed in paragraph 8.1 above, certain of the Directors also have interests in Ordinary Shares due to their holding options under the Sharesave. These interests are as follows:

<u>Name</u>	<u>Number of Ordinary Shares over which options granted</u>	<u>Grant date</u>	<u>Exercise price (p)</u>	<u>Exercise period from</u>	<u>Expiry date</u>
David Levin	2,293	17.04.08	409.86	01.06.11	30.11.11
Nigel Wilson	11,060	10.04.03	160.48	01.06.10	01.12.10
	3,970	17.04.08	409.86	01.06.13	30.11.13

8.3 Awards under long term incentive plans

(a) The BIP

In addition to their having an interest in Ordinary Shares as detailed in paragraph 8.1 above, certain of the Directors also have interests in Ordinary Shares due to their holding options under the BIP. These interests are as follows:

<u>Name</u>	<u>Number of Ordinary Shares over which bonus options granted</u>	<u>Number of Ordinary Shares over which matching options granted</u>	<u>Grant date</u>	<u>Exercise period from</u>	<u>Expiry date</u>
David Levin	36,881	73,762	13.03.06	13.03.09	13.03.16
	36,285	72,570	07.03.07	07.03.10	07.03.17
	58,327	116,654	20.03.08	20.03.11	20.03.18
Nigel Wilson	34,685	69,370	13.03.06	13.03.09	13.03.16
	32,152	64,304	07.03.07	07.03.10	07.03.17
	37,068	74,136	20.03.08	20.03.11	20.03.18

(b) The PSP

In addition to their having an interest in Ordinary Shares as detailed in paragraph 8.1 above, certain of the Directors also have interests in Ordinary Shares due to their holding options under the PSP. These interests are as follows:

<u>Name</u>	<u>Number of Ordinary Shares over which options granted</u>	<u>Grant date</u>	<u>Exercise period from</u>	<u>Expiry date</u>
David Levin	104,000	12.10.05	12.10.08	12.10.15
	118,812	13.03.06	13.03.09	13.03.16
	107,573	07.03.07	07.03.10	07.03.17
	89,431	20.03.08	20.03.11	20.03.18
Nigel Wilson	110,395	12.10.05	12.10.08	12.10.15
	91,394	13.03.06	13.03.09	13.03.16
	82,749	07.03.07	07.03.10	07.03.17
	64,700	20.03.08	20.03.11	20.03.18

(c) The MTIP

In addition to their having an interest in Ordinary Shares as detailed in paragraph 8.1 above, certain of the Directors also have interests in Ordinary Shares due to their holding options under the MTIP. These interests are as follows:

<u>Name</u>	<u>Number of Ordinary Shares over which options granted</u>	<u>Grant date</u>	<u>Exercise period from</u>	<u>Expiry date</u>
Nigel Wilson	16,160	31.03.05	01.01.08	31.03.12

(d) The SEEPP

In addition to their having an interest in Ordinary Shares as detailed in paragraph 8.1 above, certain of the Directors also have interests in Ordinary Shares due to their holding options under the SEEPP. These interests are as follows:

<u>Name</u>	<u>Number of Ordinary Shares over which options granted</u>	<u>Grant date</u>	<u>Exercise period from</u>	<u>Expiry date</u>
Nigel Wilson	66,248	24.03.04	24.03.08	24.03.14
	69,270	31.03.05	31.03.09	31.03.15

Mr. Wilson gave up cash bonuses that would otherwise have been receivable by him in order to receive awards under the SEEPP.

8.4 *Restricted share award*

In addition to having an interest in Ordinary Shares as detailed in paragraph 8.1 above, Nigel Wilson also has an interest in Ordinary Shares due to him holding a restricted share award, details of which are as follows:

<u>Name</u>	<u>Number of Ordinary Shares over which award granted</u>	<u>Grant date</u>	<u>Exercise period from</u>	<u>Expiry date</u>
Nigel Wilson	43,492	20.03.08	20.03.10	20.03.11

8.5 The interests set out in this paragraph 8 of this Part 5, are based upon the interests of the Directors in Ordinary Shares which (a) have been notified by each Director of UBM pursuant to Chapter 3 of the Disclosure and Transparency Rules before 7 May 2008 (the latest practicable date prior to publication of this Prospectus), or (b) are interests of a connected person (within the meaning of the Disclosure and Transparency Rules) of a Director which have been notified to UBM by each connected person (within the meaning of the Disclosure and Transparency Rules) pursuant to Chapter 3 of the Disclosure and Transparency Rules.

8.6 Save as set out in this paragraph 8 of this Part 5, no Director of New UBM (nor any person connected with them): (a) has any interests (beneficial or non-beneficial) in the share capital of New UBM; or (b) holds an interest in any other securities of UBM Group.

8.7 As at 7 May 2008 (being the last practicable date prior to the publication of this document), in so far as it is known to UBM and New UBM, the name of each person, other than a Director of New UBM, who holds voting rights (within the meaning of Chapter 5 of the Disclosure and Transparency Rules) representing 3 per cent. or more of the total voting rights in respect of Ordinary Shares, and the amount of such person's holding of the total voting rights in respect of the New UBM Shares, following the Scheme becoming effective, is expected to be as follows:

<u>Name</u>	<u>No. Ordinary Shares</u>	<u>Percentage of existing share capital</u>	<u>No. of New UBM Shares immediately after the Scheme becomes effective</u>	<u>Percentage of issued New UBM share capital immediately after the Scheme becomes effective</u>
Lloyds TSB Group plc	20,107,953	8.25	20,107,953	8.25
Aviva	19,789,854	8.12	19,789,854	8.12
Legal & General	14,517,564	5.96	14,517,564	5.96
Hermes	9,955,267	4.09	9,955,267	4.09
Resolution Asset Management	9,753,815	4.00	9,753,815	4.00

8.8 Save as disclosed in this paragraph 8, the Directors of New UBM are not aware of any holdings of voting rights (within the meaning of Chapter 5 of the Disclosure and Transparency Rules) which will represent 3 per cent. or more of the total voting rights in respect of the issued ordinary share capital of New UBM once the Scheme becomes effective.

8.9 New UBM is not aware of any person or persons who following implementation of the Scheme, directly or indirectly, jointly or severally exercises or could exercise control over New UBM.

8.10 Save as disclosed in paragraph 25 of this Part 5, none of the Directors of New UBM has any potential conflicts of interest between their duties to the UBM Group and their private interests and/or their duties to third parties.

8.11 Neither the Company nor the Directors of New UBM are aware of any arrangements, the operation of which may at a subsequent date result in a change of control of the Company.

8.12 There are no differences between the voting rights enjoyed by the Shareholders described above and those enjoyed by any other holder of Ordinary Shares in UBM and expected to be enjoyed by holders of New UBM Shares.

8.13 There are no outstanding loans or guarantees granted or provided by New UBM or UBM to any of their respective subsidiaries for the benefit of any of the Directors.

9. **Remuneration and benefits**

9.1 The following executive Directors of New UBM have service agreements with United Business Media Group Limited, a subsidiary of UBM, as set out below. These service agreements will be amended in order that the agreements reflect the new structure of the UBM Group and any revised duties once the Scheme becomes

effective. It is anticipated that such amendments will not result in any material change to the gross remuneration payable to the executive Directors. However, in the event that the remuneration and benefits package of any of the executive Directors of New UBM is adversely effected by the tax residency of the Company, the Company will enter into arrangements with such Directors to seek to put them into the position they would have been in had the tax residency of the Company been in the UK. Where necessary, application will also be made to the Irish tax authorities to seek a dispensation or clearance, as required, for the payment of certain taxes applicable to such Directors' fees.

<u>Name</u>	<u>Date of Contract</u>	<u>Notice period from the employer</u>	<u>Notice period from the employee</u>	<u>Salary as at 01.01.08</u>	<u>Other benefits</u>
David Levin	16.12.04	12 months	12 months	£603,160	£577
Nigel Wilson	06.07.01	12 months	12 months	£436,360	£577

It is the UBM Group's policy that all executive directors should have service contracts that are terminable on no more than one year's notice and that contracts should not have a fixed term. All executive directors' contracts provide for automatic termination at age 65. In the above table, other benefits comprise private medical cover.

In addition to the terms set out in the above table, brief summaries of the main terms of the service agreements of the executive directors are set out below:

(a) David Levin

David Levin is employed by United Business Media Group Limited as the Chief Executive Officer pursuant to a service contract dated 16 December 2004, as subsequently varied. Mr. Levin's annual base salary is £603,160. Mr. Levin is eligible to participate in a discretionary annual executive bonus scheme which may enable him to earn up to 170 per cent. of his base salary in each financial year, of which at least 25 per cent. is paid in the form of shares under the Bonus Investment Plan. Mr. Levin is also entitled to benefits generally made available to all employees including prolonged disability insurance and life assurance. The employer pays pension contributions of 20 per cent. of Mr. Levin's basic salary to the defined contribution section of the United Group Pension Scheme. Mr. Levin is also entitled to be reimbursed all reasonable expenses properly incurred by him in the performance of his duties. The employer may elect to pay Mr. Levin his basic salary in lieu of notice subject to his duty to mitigate his loss. Further, his employment may be terminated after 120 working days' sickness absence in aggregate in any period of 52 consecutive weeks on statutory minimum notice only (or payment of basic salary in lieu of such notice). Mr. Levin's agreement contains a provision which entitles the employer to place him on 'garden leave' for all or part of his notice period during which period he will be entitled to his salary and contractual benefits but not any bonus or awards under any incentive schemes in which he is eligible to participate. The agreement also provides for post-employment restrictive covenants for a period of six months following termination (less any period served on garden leave). There are no predetermined special provisions with regard to compensation in the event of loss of office.

(b) Nigel Wilson

Nigel Wilson is employed by United Business Media Group Limited as the Chief Financial Officer and Deputy Chief Executive Officer pursuant to a service contract dated 6 July 2001, as subsequently varied. Mr. Wilson's annual salary is £436,360. Mr. Wilson is eligible to participate in a discretionary annual executive bonus scheme which may enable him to earn up to 170 per cent of his basic salary in each financial year, of which at least 25 per cent. is paid in the form of shares under the Bonus Investment Plan. Mr. Wilson is also entitled to benefits generally made available to all employees including prolonged disability insurance and life assurance. The employer pays pension contributions of 20 per cent. of Mr. Wilson's basic salary to the defined contribution section of the United Group Pension Scheme. Mr. Wilson is also entitled to be reimbursed all reasonable expenses properly incurred by him in the performance of his duties. The employer may elect to pay Mr. Wilson his basic salary in lieu of notice subject to his duty to mitigate his loss. Mr. Wilson's agreement contains a provision which entitles the employer to place him on 'garden leave' for his notice period during which period he will be entitled to his salary and contractual benefits but not any bonus or awards under any incentive schemes in which he is eligible to participate. The agreement also provides for post-employment restrictive covenants for a period of six months following termination (less any period served on garden leave). There are no predetermined special provisions with regard to compensation in the event of loss of office.

Incentive plans

Both Mr. Levin and Mr. Wilson currently participate in the following UBM Employee Share Plans:

- PSP;
- BIP;
- ESOS; and
- Sharesave.

In addition, UBM has made an award of restricted shares to Mr. Wilson to aid retention in the face of strong competition for his talent. The award will vest on 20 March 2010 provided that at the vesting date Mr. Wilson is still employed by the UBM Group and the remuneration committee of New UBM is satisfied as to the UBM Group's underlying financial performance.

Mr. Levin's and Mr. Wilson's eligibility to participate in any share plans operated by UBM or New UBM will be determined at the absolute discretion of the remuneration committee of that company.

9.2 Each of the non-executive Directors of New UBM has agreed terms of appointment with UBM as follows:

<u>Name</u>	<u>Date of appointment as a director of UBM</u>	<u>Notice period</u>	<u>Base fees</u>
John Botts	08.07.97 as chairman 13.12.07	12 months	£250,000
Alan Gillespie	11.04.08	3 months	£45,000
Pradeep Kar	01.08.06	3 months	£45,000
Jonathan Newcomb	27.09.01	6 months	£45,000
Karen Thomson	01.08.06	3 months	£45,000

In addition to the notice periods and annual fees set out in the above table, brief summaries of the main terms of the letters of appointment and benefits of the non-executive directors, for their respective positions with UBM, are set out below:

(a) *John Botts*

John Botts was appointed non-executive Chairman of the board of UBM pursuant to the terms of a letter of appointment dated 13 December 2007. The appointment is made for a period of three years commencing on 13 December 2007. Mr. Botts receives an annual fee of £250,000 of which £150,000 will be payable in cash monthly in arrears and the balance of £100,000 (after deduction of tax) is applied in the purchase of Ordinary Shares. Mr. Botts' appointment may be terminated by either party giving not less than 12 months' notice. Both parties will be entitled to terminate the appointment with immediate effect under certain circumstances. Mr. Botts is entitled to be reimbursed for his reasonable travel, hotel, entertainment and other expenses properly and reasonably incurred in the performance of his duties. In addition, the letter of appointment provides that UBM will contribute £20,000 per year towards the cost of office and secretarial support for Mr. Botts, payable on receipt of invoices from Botts & Company. There are no predetermined special provisions with regard to compensation in the event of loss of office.

(b) *Alan Gillespie*

Alan Gillespie was appointed as a non-executive director to the board of UBM on 11 April 2008 pursuant to the terms of a letter of appointment dated 20 March 2008. Mr Gillespie is expected to serve two terms of three years although the appointment is reviewable after three years and can be terminated by either party on three months' notice. Mr Gillespie receives an annual fee of £45,000 of which £30,000 is paid in cash and the balance of £15,000 (after deduction of tax) is paid in Ordinary Shares. Mr Gillespie is entitled to be reimbursed for his reasonable business expenses. There are no predetermined special provisions with regard to compensation in the event of loss of office.

(c) *Pradeep Kar*

Pradeep Kar was appointed as a non-executive director on the board of UBM pursuant to the terms of a letter of appointment dated 6 July 2006. The appointment commenced on 1 August 2006. Mr. Kar is expected to serve two terms of three years subject to review, satisfactory performance and re-election by shareholders. Mr. Kar was elected to the UBM board by shareholders on 10 May 2007. Mr. Kar also serves on the remuneration committee. Mr. Kar receives an annual fee of £45,000 of which £30,000 is paid in cash and the balance of £15,000 (after deduction of tax) is paid in Ordinary Shares. The appointment may be terminated by either party

giving not less than three months' notice. Mr. Kar is entitled to be reimbursed for his reasonable travel and accommodation expenses incurred in the performance of his duties. There are no predetermined special provisions with regard to compensation in the event of loss of office.

(d) *Jonathan Newcomb*

Jonathan Newcomb was appointed as a non-executive director on the board of UBM pursuant to the terms of a letter of appointment dated 18 July 2001. The appointment commenced on 27 September 2001. Mr. Newcomb has almost completed his second term of three years and at such point his position will become subject to re-election by shareholders. Mr. Newcomb was last re-elected on 12 May 2005 and is standing for re-election at the next AGM on 13 May 2008. Mr. Newcomb serves on the remuneration committee and is also a member of the audit committee and nomination committee. Mr. Newcomb receives an annual fee of £45,000 of which £30,000 is paid in cash and the balance of £15,000 (after deduction of tax) is paid in Ordinary Shares. The appointment may be terminated by either party by giving not less than six months' notice. Mr. Newcomb is entitled to be reimbursed for his reasonable travel and accommodation expenses for attendance at board and committee meetings. There are no predetermined special provisions with regard to compensation in the event of loss of office.

(e) *Karen Thomson*

Karen Thomson was appointed as a non-executive director on the board of UBM pursuant to the terms of a letter of appointment dated 22 May 2006. The appointment commenced on 1 August 2006. Ms. Thomson is expected to serve two terms of three years subject to review, satisfactory performance and re-election by shareholders. Ms. Thomson was elected to the board by shareholders on 10 May 2007. Ms. Thomson will serve on New UBM's audit committee. Ms. Thomson receives an annual fee of £45,000 of which £30,000 is paid in cash and the balance of £15,000 (after deduction of tax) is paid in Ordinary Shares. The appointment may be terminated by either party by giving not less than three months' notice. Ms. Thomson is entitled to be reimbursed for her reasonable travel and accommodation expenses incurred in the performance of her duties. There are no predetermined special provisions with regard to compensation in the event of loss of office.

The above non-executive directors have agreed that they will enter into new letters of appointment with New UBM on terms which are materially the same as those currently in place with UBM, as set out above, and to take effect from the date on which the Scheme becomes effective. In the event that the fees and expenses payable to any of the non-executive Directors of New UBM are adversely effected by the tax residency of the Company, the Company will seek to put them into the position they would have been in had the tax residency of the Company been in the UK. Where necessary, application will also be made to the Irish tax authorities to seek a dispensation or clearance, as required, for the payment of certain taxes applicable to such Directors' fees and expenses.

9.3 The amount of remuneration paid (including any contingent or deferred compensation) and all benefits in kind granted to the Directors by UBM and its subsidiaries for services in all capacities for the financial year ended 31 December 2007 was as follows:

<u>Name</u>	<u>Basic salary (£)</u>	<u>Fees (£)⁽¹⁾</u>	<u>Benefits (£)⁽²⁾</u>	<u>Bonus (£)⁽³⁾</u>	<u>Total</u>
David Levin	535,600	—	14,577	743,412	1,293,589
Nigel Wilson	412,000	—	12,577	444,548	869,125
John Botts	—	60,782	—	—	60,782
Pradeep Kar	—	45,000	—	—	45,000
Jonathan Newcomb	—	45,000	—	—	45,000
Karen Thomson	—	45,000	—	—	45,000

Notes:

- (1) A proportion of the non-executive directors' fees is used to purchase Ordinary Shares in UBM as described in paragraph 9.2 of this Part 5. The shares purchased on their behalf are included in the table of directors' interests in paragraph 8.1 of this Part 5.
- (2) Benefits are non-pensionable car and cash allowances.
- (3) The bonus column reflects the cash value of bonuses earned in respect of 2007. Under the Bonus Investment Plan, described in paragraphs 11 and 12 of this Part 5, up to 50 per cent. of the total bonus earned has been converted into Ordinary Shares and nil cost options have been awarded over these shares as shown in paragraph 8 of this Part 5.

9.4 For the financial year ended 31 December 2007, the aggregate remuneration (including salaries, fees, pension contributions of £189,520 in aggregate, bonus payments and benefits in kind) granted to the Directors by the UBM Group was £2,548,016. It is estimated that for the financial year ending 31 December 2008, under

arrangements in force at the date of this document, the remuneration of the Directors (including any proposed directors) will be approximately £2.7 million.

- 9.5 There is no arrangement under which a Director has waived or agreed to waive future emoluments nor have there been any such waivers during the financial year immediately preceding the date of this document.
- 9.6 There are no outstanding loans or guarantees granted or provided by any member of the UBM Group to, or for the benefit of, any of the Directors.
- 9.7 Other than as described in paragraphs 9.1 and 9.2 of this Part 5, no benefit, payment or compensation of any kind is payable to any Director of New UBM upon termination of his or her employment.

10. Corporate governance and shareholders' safeguards

10.1 General

Although New UBM will be a Jersey-incorporated company, the City Code on Mergers and Takeovers will continue to apply to it. As noted in paragraph 6 of this Part 5, similar safeguards that apply to share issues in respect of pre-emption rights under English law will apply to New UBM by virtue of relevant provisions being included in the New UBM Articles.

As application is being made for New UBM to be admitted to the Official List, it will comply with the Listing Rules and will voluntarily comply with the Combined Code and relevant institutional shareholder guidelines as if it were a listed UK-incorporated company, to the same extent that UBM currently complies with the Combined Code and those institutional shareholder guidelines.

The Combined Code provides that the board of directors of a United Kingdom public company should include a balance of executive and non-executive directors, with independent non-executive directors (excluding the Chairman) comprising at least one-half of the board. The Combined Code states that the board should determine whether a director is independent in character and judgement and whether there are any relationships or circumstances which are likely to affect, or could appear to affect, the director's judgement. The New UBM Directors support high standards of corporate governance.

New UBM's Board currently comprises two executive Directors, being the Chief Executive Officer and the Chief Financial Officer and Deputy Chief Executive Officer, the Chairman and four non-executive Directors. New UBM regards all the non-executive Directors as independent non-executive Directors, within the meaning of "independent" as defined in the Combined Code.

UBM is committed to high standards of corporate governance and, for the year ended 31 December 2007 and subsequently, the UBM Group has applied the principles and has complied with the provisions of the revised Combined Code published in June 2006, save in relation to provisions A.2.2 and C.3.1 of the Combined Code. New UBM will seek to uphold such high standards of corporate governance.

The Combined Code recommends that a board of directors should appoint one of its independent non-executive Directors to be the senior independent director (**SID**). The SID should be available to shareholders if they have concerns that the normal channels of chairman, chief executive or chief finance officer have failed to resolve or if such channel of communication is inappropriate. New UBM's SID will be Alan Gillespie.

10.2 Committees

On Admission it is anticipated that the Board will be assisted in fulfilling its responsibilities by three principal committees, being the audit, remuneration and nomination committees. The terms of reference for these three committees are set out below.

(a) Audit Committee

The audit committee will be chaired by Jonathan Newcomb and its other members will be John Botts and Karen Thomson, all of whom the New UBM Directors consider to be independent non-executive directors. The proposed members of the committee have broad financial experience which has been gained in a variety of disciplines, and which the Board considers appropriate to enable the committee to carry out its responsibilities. The company secretary is the secretary to the audit committee and others will be invited to attend the audit committee meetings including the Chief Financial Officer, Deputy Chief Financial Officer, head of internal audit, head of taxation and external auditors. The audit committee will meet at least once a year with external auditors without the presence of management. The committee will be responsible for reviewing the interim and annual financial statements, reviewing

the adequacy of the UBM Group's internal control and risk management process and ensuring that procedures are in place to deal with issues regarding accounting and audit matters.

(b) Nomination Committee

The nomination committee will be chaired by John Botts and its other members will be Alan Gillespie and Jonathan Newcomb. The committee will meet to review the structure, size and composition of the Board and to oversee the recruitment of new Board members, both executive and non-executive.

(c) Remuneration Committee

The remuneration committee will be composed entirely of independent non-executive directors. It will be chaired by Alan Gillespie and its other members will be Pradeep Kar and Jonathan Newcomb. John Botts, Chairman of the Board and David Levin, Chief Executive Officer, will be invited to attend meetings but will not be invited to be present when matters relating to their own remuneration are discussed. The remuneration committee will be responsible for formulating and recommending policy on executive remuneration. Within the terms of the agreed policy, the committee will approve the specific components of remuneration packages of all executive directors and the Chairman. It will also review the general remuneration framework for senior executives and make awards under New UBM's share-based incentive plans.

11. UBM Employee Share Plans

11.1 *Effect of the Scheme on the UBM Employee Share Plans*

It is the UBM Board's intention that, where permitted under the rules of the UBM Employee Share Plans, rights will not vest or become exercisable early as a result of the Scheme but that rights will continue on the same basis other than that they will ultimately deliver New UBM Shares rather than Ordinary Shares. UBM will write to participants in the UBM Employee Share Plans in due course to explain the effect of the Scheme on their participation in more detail. The effect of the Scheme on the UBM Employee Share Plans is summarised below.

In respect of participants in the UBM Employee Share Plans who are outside of the United Kingdom, the alternatives available in respect of their options or awards may differ from the position summarised below in order to take account of local securities, exchange control, regulatory or tax laws. The summary below refers to options or awards being exchanged for equivalent options or awards over New UBM Shares. However, in order to achieve the same effect as an exchange of options or awards, the Board or the remuneration committee of UBM may, instead, amend the terms of options or awards so that they ultimately deliver New UBM Shares.

11.2 *The United Business Media 2004 Sharesave Scheme, the United Business Media 1994 SAYE Share Option Scheme and the United Business Media 2004 International Sharesave Scheme (the Sharesave Schemes) and the United News and Media 1994 International Executive Share Option Scheme and the United News and Media UK Approved Executive Share Option Scheme (the 1994 Schemes)*

All outstanding options under the 1994 Schemes are currently exercisable. In accordance with the rules of the Sharesave Schemes, options will not become exercisable as a result of the Scheme. However, participants under the Sharesave Schemes and the 1994 Schemes will be given the opportunity to exchange their options for equivalent new options which are on the same terms but over New UBM Shares. The total exercise price payable to exercise the new options and the market value of the New UBM Shares under the new options immediately before and after the exchange will be the same as under the old options over Ordinary Shares. The terms of any exchange under the United Business Media 2004 Sharesave Scheme, the United Business Media 1994 SAYE Share Option Scheme and the United News and Media UK Approved Executive Share Option Scheme must be approved by HMRC.

11.3 *The United News and Media International Sharesave Plan (the UNM International Sharesave)*

All outstanding options under the UNM International Sharesave will become exercisable for the period of six months from the date the Scheme is sanctioned by the Court. Options will only be exercisable to the extent of the savings made (plus interest) under the associated savings contract up to the date of exercise. If participants exercise options in the six month period following the sanction of the Scheme by the Court, any Ordinary Shares acquired by participants will be automatically acquired by New UBM for an equal number of New UBM Shares pursuant to the Amended UBM Articles.

Participants under the UNM International Sharesave will also be given the opportunity to exchange their options for equivalent new options which are on the same terms but over New UBM Shares. The total exercise price payable to exercise the new options and the market value of the New UBM Shares under the new options immediately before and after the exchange will be the same as under the old options over Ordinary Shares.

11.4 *The United Business Media 2000 Senior Executive Equity Participation Plan (the SEEPP)*

After the Scheme is sanctioned by the Court, the Board must notify all participants in the SEEPP. All outstanding options under the SEEPP will become exercisable for the period of one month from such notification and then lapse. Options will only be exercisable to the extent any applicable performance conditions have been satisfied at the date of exercise. If participants exercise options under the SEEPP in the one month period following notification of the sanction of the Scheme, any Ordinary Shares acquired by participants will be automatically acquired by New UBM for an equal number of New UBM Shares pursuant to the Amended UBM Articles.

Participants under the SEEPP will also be given the opportunity to exchange their options for equivalent new options which are on the same terms but over New UBM Shares. The market value of the New UBM Shares under the new options immediately before and after the exchange will be the same as under the old options over Ordinary Shares. Any performance conditions applicable to the old options will continue to apply.

11.5 *The United Business Media 2000 Executive Share Option Scheme (the ESOS)*

After the Scheme is sanctioned by the Court, the Board must notify all participants in the ESOS.

All outstanding options under the ESOS granted in 2008 will not become exercisable as result of the Scheme but will be exchanged for equivalent new options which are on the same terms but over New UBM Shares. The total exercise price payable to exercise the new options and the market value of the New UBM Shares under the new options immediately before and after the exchange will be the same as under the old options over Ordinary Shares. Any performance conditions applicable to the old options will continue to apply. The terms of any exchange under the HMRC approved part of the ESOS must be approved by HMRC.

All outstanding options under the ESOS granted before 2008 will become exercisable for the period of one month from the notification by the Board and then lapse. Options will only be exercisable to the extent any applicable performance conditions have been satisfied at the date of exercise. If participants exercise options under the ESOS in the one month period following notification of the sanction of the Scheme, any Ordinary Shares acquired by participants will be automatically acquired by New UBM for an equal number of New UBM Shares pursuant to the Amended UBM Articles. Participants under the ESOS will also be given the opportunity to exchange their options for equivalent new options on the same basis as outlined above in relation to options granted in 2008, however under the rules of the ESOS the performance conditions would not apply to those exchanged options.

11.6 *The United Business Media Medium Term Incentive Plan, the United Business Media Performance Share Plan and the United Business Media Bonus Investment Plan (the MTIP, PSP and BIP)*

All outstanding awards under the MTIP, PSP and BIP will be exchanged for equivalent awards which are on the same terms but over New UBM Shares. Any performance conditions applicable to the old awards will continue to apply.

11.7 *Executive retention awards*

UBM has also granted one-off share awards to certain senior executives in special circumstances such as the recruitment or retention of the individual. The terms applicable to these awards vary, but the effect of the Scheme will either be that the awards vest or they will be exchanged for equivalent awards which are on the same terms but over New UBM Shares. Where awards vest as a result of the Scheme, participants will also be given the opportunity to exchange their awards for equivalent awards which are on the same terms but over New UBM Shares. Where awards are exchanged, the total market value of the New UBM Shares under the new awards immediately before and after the exchange will be the same as under the old awards over Ordinary Shares.

12. The New Share Plans and the Continuing Share Plans

Following implementation of the Scheme, New UBM proposes to continue to use employee share plans to incentivise employees of the UBM Group. Accordingly, the New UBM Directors have adopted the New Share

Plans, the Continuing Share Plans and the MTIP, subject, in the case of the New Share Plans and the Continuing Share Plans, to the approval of UBM Shareholders at the General Meeting and conditional on the Scheme becoming effective. Other than under the Continuing Share Plans and the MTIP, no new rights will be granted under the UBM Employee Share Plans following the Effective Date.

The New ESOS and the New Sharesave are replacements for, and essentially similar to, the ESOS and the Sharesave. The Continuing Share Plans are current plans operated by UBM but amended to permit the grant of options and awards after the Effective Date over New UBM Shares.

The principal provisions of the New Share Plans and the Continuing Share Plans and a brief summary of the MTIP are set out below.

12.1 *New Share Plans*

(a) The UBM 2008 Executive Share Option Scheme (the New ESOS)

The New ESOS will be constituted by a set of rules (the terms of which are available for inspection as set out in paragraph 30 of this Part 5 below) and will include a section to be approved by HMRC under Schedule 4 to the Income Tax (Earnings and Pensions) Act 2003. The New ESOS will be administered by the New UBM remuneration committee. The New ESOS allows New UBM to grant options to acquire New UBM Shares to eligible employees.

Eligibility

Under the New ESOS, options may be granted to any person who is a full-time director or employee of New UBM or a participating group company. Participants will be selected on a discretionary basis.

Grant of options

Options will normally only be granted within the 42 day period after the approval of the New ESOS by HMRC, the announcement of New UBM's results for any period or the day following any general meeting of New UBM. However, options may be granted at other times if the New UBM remuneration committee considers there are exceptional circumstances justifying the grant of options at that time.

Option price

The option price will not be less than either the average of the market values of a New UBM Share over the three dealing days before the date of grant or the market value of a New UBM Share on the dealing day before the date of grant.

Individual limits

The maximum value of New UBM Shares over which options may be granted to a participant in any year is an amount equal to the 3.5 times the total salary of the full-time director or employee in the preceding 12 months.

Performance conditions

The exercise of options may be subject to the satisfaction of a performance condition, which will be objective and stated at the date of grant. The performance condition applicable to the last grant of options under the ESOS required that EPS growth exceeded the RPI by an average of at least 3 per cent. per annum over the performance period for the option to vest as to 25 per cent. and by at least 8 per cent. per annum over the performance period for the option to vest in full, with straight-line vesting in between. The New UBM remuneration committee will review the performance condition each time options are granted under the New ESOS to ensure that it is appropriate. There will be no re-testing of the performance conditions. An option will lapse immediately to the extent it ceases to be capable of vesting.

Exercise of options

Options normally become exercisable on the third anniversary of the date of grant, subject to the satisfaction of the performance conditions, and remain exercisable until 10 years after the date of grant. If a participant's employment ends by reason of injury, disability, redundancy, retirement, or as a result of the sale of the business or subsidiary by which the participant is employed, options will not become exercisable at that time unless the New UBM remuneration committee so determines. If any of those events has occurred options will become exercisable on the third anniversary of the date of grant, subject to the satisfaction of the performance

conditions, for a period of six months and then lapse. If a participant dies, an option may be exercised by his personal representatives, irrespective of the performance condition, during the 12 month period following the date of death. The New UBM remuneration committee also has a discretion under the plan to allow the exercise of options for a certain period following a cessation of employment in any other circumstances.

If there is a takeover, scheme of arrangement or winding up of New UBM (except in the case of an internal reorganisation), options will become exercisable for a certain period, subject to the satisfaction of performance conditions at the relevant date.

Cash and share settled appreciation rights

The New UBM remuneration committee may determine that, on the exercise of an option, a participant will not receive the number of New UBM Shares over which the option was granted, but will instead receive the number of New UBM Shares whose market value is equal to the gain on the exercise of the option. The gain is the difference between the aggregate market value of the New UBM Shares over which the option is exercised and the aggregate price payable to acquire those New UBM Shares. If the New UBM remuneration committee makes this determination and New UBM Shares are issued to satisfy the exercise of the option, the participant must undertake to pay out of the proceeds of sale of the New UBM Shares an amount equal to the aggregate nominal value of that number of New UBM Shares that the participant will receive.

Alternatively, the New UBM remuneration committee may determine that the participant will receive an amount equivalent to the gain in cash.

Limits on the issue of shares

The use of New UBM Shares which are newly issued or transferred from treasury under the New ESOS is limited to 10 per cent. of the issued share capital of New UBM from time to time, taking into account New UBM Shares and Ordinary Shares issued or to be issued or transferred from treasury under all employee share plans adopted by New UBM and UBM (including the UBM Employee Share Plans and the Continuing Share Plans) over the previous ten year period and is limited to 5 per cent. of the issued share capital of New UBM from time to time, taking into account New UBM Shares and Ordinary Shares issued or to be issued or transferred from treasury over the previous ten year period under the New ESOS and any other discretionary share scheme adopted by New UBM and UBM (including the UBM Employee Share Plans and the Continuing Share Plans which are discretionary). Shares subject to options or awards which have lapsed or been surrendered are excluded when calculating these limits.

Exchange of options

If there is a change of control of New UBM following a general offer to acquire the whole of the issued share capital of New UBM or all the New UBM Shares, or following a compromise or arrangement, participants may be given the opportunity to exchange their options for options over ordinary shares in an acquiring company.

Adjustments to options

Subject to the approval of HMRC in the case of HMRC approved options, if there is a capitalisation, a rights issue, a consolidation, a subdivision, a reduction or any other variation in the share capital of New UBM, the New UBM remuneration committee may make the adjustments it considers appropriate to the number of New UBM Shares under option and the option price.

General provisions

Options are personal to participants and, except on the death of a participant, cannot be assigned, transferred or otherwise disposed of. Participation in the New ESOS is not pensionable.

The rules of the New ESOS can be amended at any time by the New UBM remuneration committee. However, no amendment to the advantage of participants can be made without the prior approval of the shareholders in general meeting if the amendment relates to the provisions in the rules relating to:

- who can participate;
- the limits on the number of New UBM Shares that can be acquired under the New ESOS (in total) and/or by each participant;

- the basis for determining a participant's entitlement to and the terms on which New UBM Shares can be acquired under the New ESOS;
- any adjustment in the event of a variation in the share capital of New UBM; and
- the amendment provisions themselves,

unless the amendment is necessary or desirable in order to obtain or maintain HMRC approval of the New ESOS, or is minor and to benefit the administration of the New ESOS, is to take account of a change in legislation or is to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any member of the UBM Group.

No options can be granted more than ten years after the date on which the New ESOS is adopted.

Provisions relating only to HMRC approved options

HMRC approved options are essentially subject to the same provisions as summarised above. The main differences relate to the following:

- individual limit: an employee cannot be granted an approved option which would, at the time it is granted, enable the employee to acquire shares under approved option schemes (which are not savings-related) exceeding the HMRC limit from time to time, which is currently £30,000;
- the provisions regarding cash and share settled appreciation rights will not apply; and
- HMRC approval: any amendment to a key feature of the New ESOS requires the prior approval of HMRC.

(b) The United Business Media 2008 Sharesave Scheme (the New Sharesave)

General

The New Sharesave will be constituted by a set of rules (the terms of which are available for inspection as set out in paragraph 30 of this Part 5 below) and is expected to be approved by HMRC under Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003.

Under the New Sharesave, employees may be granted an option to acquire New UBM Shares at a price determined at the time invitations to apply for the options are issued and over the number of New UBM Shares that can be acquired using the proceeds of a related savings contract. The option price may be set at a discount (of up to 20 per cent.) to the market value of the New UBM Shares at that time. Employees will be required to save monthly through a contractual savings arrangement over a period of either three or five years. A tax-free bonus is payable on completion of the relevant savings contract. At the end of the savings period the employee may either exercise the option using the savings contributions and bonus for the period of six months or have the savings and bonus repaid. Employees who save for a period of five years may leave their savings with the savings carrier for a further two years, and exercise their option by reference to an enhanced bonus.

Eligibility

All eligible employees of New UBM and participating subsidiaries who have been employed for a minimum period (not exceeding 12 months) will be entitled to participate in the New Sharesave. All employees eligible to participate must do so on similar terms, although that entitlement may vary by reference to levels of remuneration, length of service or any similar factors.

Invitation and grant of options

Invitations to apply for options may be issued during the 28 days following the date New UBM releases its interim or final results or the date the New Sharesave is approved by HMRC, and options must be granted within 30 days after the earliest day used to determine the option price (though this period may be extended to 42 days if there is a scaling back of applications).

Employee contributions

The maximum amount an employee may save monthly over the three-year or five-year period is £250 per month. The Board can impose a lower savings limit.

Early exercise of options

A participant who ceases to be an employee of a member of the UBM Group in certain circumstances (for example due to injury, disability, redundancy, retirement or following a change in control of the employing company or transfer of the employing business) may exercise the option within six months after ceasing to be an employee. If a participant dies, his personal representatives may exercise the option within 12 months of the earlier of the date of death or the bonus date of the option. If an employee ceases to be an employee of a member of the UBM Group for any other reason the option will lapse. An option can also be exercised if the participant reaches the specified age stated in the rules of the New Sharesave. If there is a takeover, scheme of arrangement or winding up of New UBM (except in the case of an internal reorganisation), options will be exercisable for a certain period. If there is a scheme of arrangement between New UBM and its shareholders, the Board may exercise its discretion to permit options to be exercised for such period as they may determine. An option may only be exercised to the extent of the savings made (plus interest) under the associated savings contract up to the date of exercise.

Limits on the issue of shares

The use of New UBM Shares which are newly issued or transferred from treasury under the New Sharesave is limited to 10 per cent. of the issued share capital of New UBM from time to time, taking into account New UBM Shares and Ordinary Shares issued or to be issued or transferred from treasury under all employee share plans adopted by New UBM and UBM over the previous ten year period (including the UBM Employee Share Plans and the Continuing Share Plans). Shares subject to options or awards which have lapsed or been surrendered are excluded when calculating this limit.

Exchange of options

If there is a change of control of New UBM following a general offer to acquire the whole of the issued share capital of New UBM or all the New UBM Shares, or following a compromise or arrangement, participants may be given the opportunity to exchange their options for options over ordinary shares in an acquiring company.

Adjustments to options

Subject to the approval of HMRC, if there is a capitalisation, a rights issue, a consolidation, a subdivision, a reduction or any other variation in the share capital of New UBM, the Board may make the adjustments it considers appropriate to the number of New UBM Shares under option and the option price.

General provisions

Options are personal to participants and, except on the death of a participant, cannot be assigned, transferred or otherwise disposed of. Participation in the New Sharesave is not pensionable.

The rules of the New Sharesave can be amended at any time by the Board. However, no amendment to the advantage of participants can be made without the prior approval of the shareholders in general meeting if the amendment relates to the provisions in the rules relating to:

- who can participate;
- the limits on the number of New UBM Shares that can be acquired under the New Sharesave (in total) and/or by each participant;
- the basis for determining a participant's entitlement to and the terms on which New UBM Shares can be acquired under the New Sharesave;
- any adjustment in the event of a variation in the share capital of New UBM; and
- the amendment provisions themselves,

unless the amendment is necessary or desirable in order to obtain or maintain HMRC approval of the New Sharesave, or is minor and to benefit the administration of the New Sharesave, is to comply with or take account of a change in legislation or is to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any member of the UBM Group.

For as long as the New Sharesave is intended to remain approved by HMRC, no amendment to a key feature of the New Sharesave may be made without HMRC's prior approval.

No options can be granted more than ten years after the date on which the New Sharesave is adopted.

12.2 Continuing Share Plans

Set out below is a summary of the Continuing Share Plans. It is proposed that the Continuing Share Plans will be amended so that after the Scheme becomes effective, they will be operated by New UBM in respect of New UBM Shares.

(a) *The United Business Media 2004 International Sharesave Scheme (the International Sharesave)*

The International Sharesave is broadly the same as the New Sharesave which is summarised in paragraph 12.1(b) above but it is operated for employees outside of the UK who are not eligible to participate in the New Sharesave. The provisions in the International Sharesave which differ from the New Sharesave are as follows:

- The repayment under the savings contract entered into by participants in connection with the International Sharesave would include interest rather than a bonus.
- For the purposes of calculating the number of New UBM Shares the subject of an option granted under the International Sharesave, the repayment under the savings contract is deemed to include interest at an assumed rate which, unless otherwise determined by the Board, will be equal to the interest payable on a savings contract under the New Sharesave.
- If, on the exercise of an option under the International Sharesave, the amount of any savings and interest is not sufficient to acquire the total number of New UBM Shares in respect of which the option is exercisable due to exchange rate movements, the rate of interest receivable on the savings contract being less than the assumed rate of interest or a participant missing up to six savings contributions, participants may use their own funds to make up the shortfall.
- Participants under the International Sharesave who cease employment with the UBM Group due to redundancy are only permitted to exercise their options if the Board so decides.
- The International Sharesave is not approved by HMRC and therefore HMRC approval is not required for any amendment to a key feature of the International Sharesave or an adjustment of options following a variation in the share capital of New UBM.
- The Board may determine that, on the exercise of an option under the International Sharesave, a participant will not receive the number of New UBM Shares in respect of which the option is exercised, but will instead receive a cash amount equal to the gain on the exercise of the option. The gain is the difference between the aggregate market value of the New UBM Shares in respect of which the option is exercised and the aggregate price payable to acquire those New UBM Shares. Alternatively, the Board may determine that the participant will receive New UBM Shares with a value equal to that cash amount.
- The Board may also designate options under the International Sharesave as “phantom options” which give participants a right to acquire a cash sum equal to the growth in value of a certain number of New UBM Shares. Phantom options will be deemed to be exercised on any day on which participants would otherwise be entitled to exercise their option, except where options become exercisable following a cessation of employment in which case they are exercisable for six months. The Board may fund the trustees of any trust or any other person to acquire New UBM Shares in connection with a phantom option and on the exercise of a phantom option, the cash sum to which the participant is entitled will be equal to the proceeds of sale of those New UBM Shares less the notional exercise price and incidental costs of sale. The Board may grant an option to a trustee or other person to acquire New UBM Shares in connection with a phantom option, the exercise price of which will be equal to the exercise price of the phantom option. The number of New UBM Shares subject to that option will count towards the limits on the number of New UBM Shares that may be issued or transferred under the International Sharesave.
- No options may be granted under the International Sharesave more than ten years after it was originally adopted by UBM

(b) *The United Business Media Bonus Investment Plan (the BIP) and the United Business Media Performance Share Plan (the PSP)*

BIP

General

The BIP provides for the payment of annual bonuses to be made to the extent that specified performance targets are met in the relevant financial year. Any annual bonus will be awarded partly in cash and partly in

New UBM Shares. A quarter of any bonus earned will be mandatorily deferred into New UBM Shares. Entitlements to the New UBM Shares will be deferred over a three year period, and will be awarded as options exercisable on payment of £1, although the New UBM remuneration committee may structure them as conditional share awards if it believes this is more appropriate (**Deferred Shares**). At the end of this three year period, participants may also become entitled to further New UBM Shares to the extent that specified corporate performance targets have been met. This is described in more detail below.

Measurement of annual bonus at the end of the financial year

At the end of the financial year, the New UBM remuneration committee will measure the extent to which the annual bonus performance targets have been met. To the extent that they have, 25 per cent. of the bonus awarded will be taken in the form of Deferred Shares (**Mandatory Deferred Shares**). Participants will also have the choice to defer up to a further 25 per cent. of the bonus in Deferred Shares (**Elected Deferred Shares**). The balance of the bonus will be paid in cash as soon as reasonably possible after the preliminary announcement of the UBM Group's results for the financial year in respect of which the bonus was earned. It is proposed that, subject to the approval of Shareholders at the 2008 Annual General Meeting of UBM, the rules of the BIP be amended such that if no bonus is awarded or if the bonus awarded is less than the maximum, participants will be able to apply part of their salary in acquiring Deferred Shares, provided that the Deferred Shares do not exceed 25 per cent. of the maximum bonus that would have been payable.

To the extent that the bonus has been taken in the form of Deferred Shares, the New UBM remuneration committee will also have discretion to match the Deferred Shares (on the basis of two New UBM Shares (**Matched Shares**) for every one Deferred Share). It is proposed that, subject to the approval of Shareholders at the 2008 Annual General Meeting of New UBM, the rules of the BIP be amended to allow up to three Matched Shares to be awarded for every one Deferred Share. A participant will ordinarily have no entitlement to the Matched Shares unless and until a pre-determined performance target has been met (the **Matched Performance Target**). The Matched Shares, like the Deferred Shares, will be awarded as options exercisable on payment of £1, although the New UBM remuneration committee may structure them as conditional share awards if it believes this is more appropriate. The number of Mandatory Deferred Shares subject to an option will be calculated by reference to the market value of a New UBM Share at the beginning of the financial year during which performance is measured. The number of Elected Deferred Shares subject to an option will be calculated by reference to the market value of a New UBM Share at the date of grant of the option.

Options in respect of the Deferred Shares and the Matched Shares will generally be granted as soon as reasonably possible following the preliminary announcement of the UBM Group's results for the financial year in respect of which the bonus was earned.

The Matched Performance Target

It is the current intention that the Matched Performance Target will be based on earnings per share (**EPS**) measured over a three year period (the **BIP Performance Period**). A participant will have no entitlement to Matched Shares at RPI + 3 per cent. per annum and below. A participant's entitlement to Matched Shares at the end of the three year period will vest on a straight-line basis between RPI + 3 per cent. per annum and RPI + 8 per cent. per annum. Appropriate adjustments may be made to the calculation of EPS for special dividends, other returns of value and variations of ordinary share capital. The New UBM remuneration committee will review the Matched Performance Target each time the BIP is operated to ensure that it is sufficiently stretching.

The New UBM remuneration committee may vary the Matched Performance Target applying to Matched Shares to take account of events which lead the New UBM remuneration committee, acting fairly and reasonably, to believe that the Matched Performance Target is no longer appropriate. Any variation will not result in the varied Matched Performance Target being, in the opinion of the New UBM remuneration committee, more difficult or easier to satisfy than the initial Matched Performance Target.

Rights to New UBM Shares before the end of the BIP Performance Period

During the BIP Performance Period, a participant has no rights in relation to the New UBM Shares which are the subject of his option.

The end of the BIP Performance Period

At the end of the BIP Performance Period, the New UBM remuneration committee will assess the extent to which the Matched Performance Target has been met, and a participant will be able to acquire his Matched

Shares only to the extent that it has. He will generally be entitled to exercise his options to acquire those Matched Shares and Deferred Shares up to the tenth anniversary of the date on which the relevant option was granted.

Cessation of employment before the end of the BIP Performance Period

If a participant ceases employment within the UBM Group before the end of the BIP Performance Period, his options will generally lapse, save in the circumstances set out below. However, the New UBM remuneration committee will have discretion to decide otherwise, if it believes that there are specific circumstances that warrant this.

If a participant ceases employment due to injury, ill-health, disability, retirement, redundancy, or the sale of the company or business employing him, his option to acquire Mandatory Deferred Shares will be exercisable for the period of six months from the date of cessation of employment, pro-rated to take account of the time elapsed between the date of grant of the option and the date of cessation.

If a participant ceases employment for any reason, his option to acquire Elected Deferred Shares will be exercisable for the period of six months from the date of cessation.

If a participant ceases employment because of injury, ill-health, disability, retirement, redundancy, or because of the sale of the company or business employing him, his option to acquire Matched Shares will become exercisable at the end of the BIP Performance Period (except in the case of the sale of the company or business employing him, in which case his option will become exercisable at the date of cessation of employment) to the extent that the Matched Performance Target has been met at the time the option becomes exercisable, and pro-rated to take account of the time elapsed between the date of grant of the option and the date of cessation. An option will remain exercisable for the period of six months from the date on which it first became exercisable.

If a participant dies, his options to acquire Deferred Shares and Matched Shares will be exercisable for the period of 12 months from the date of death.

Takeover of New UBM

If there is a takeover of New UBM (other than in the case of an internal reorganisation), a participant will become entitled to exercise his options to acquire Deferred Shares and Matched Shares for the period of six months from the date of the takeover becoming effective, but in the case of the Matched Shares, his entitlement will be only to the extent that the Matched Performance Target has been met at that time and then pro-rated to reflect the period which has elapsed since the option to acquire the Matched Shares was granted. The New UBM remuneration committee will, however, have discretion to decide otherwise, if it believes that specific circumstances warrant this. The New UBM remuneration committee will make its decision as soon as practicable before the takeover becomes effective.

PSP

The PSP provides for a participant to acquire New UBM Shares at the end of a three year period (the **PSP Performance Period**) subject to the satisfaction of a pre-determined performance target (the **Performance Target**).

The operation of the PSP

Each year, the New UBM remuneration committee will decide whether to operate the PSP and, if so, who will participate under it and what the Performance Target will be. Grants of awards under the PSP will usually take place within six weeks of the announcement of New UBM's results for any period.

How an award is made

An award of New UBM Shares will be granted as an option, exercisable on payment of £1, although the New UBM remuneration committee may structure an award as a conditional share award if it believes this is more appropriate. The option will not normally be exercisable for the period of three years from its grant, and subject to the satisfaction of the Performance Target.

Individual limit

The maximum market value of New UBM Shares subject to an option (as at the date of grant of the option) will generally not exceed 1.5 times basic salary in any one financial year. The normal limit may only be exceeded if

the New UBM remuneration committee determines that there are exceptional circumstances, for example to assist in recruitment or retention of highly marketable individuals, in which case awards will not exceed 2 times basic salary.

The Performance Target

It is the current intention that the Performance Target will be based on the total shareholder return (TSR) of New UBM measured over a three year period relative to a comparator group (the **Comparator Group**). The Comparator Group applicable to the last grant of awards comprised the following companies:

Aegis Group	CNET Networks
DMGT	WPP
Tech Target Inc.	McGraw-Hill
Euromoney	Web MD
Johnston Press	Wolters Kluwer
Pearson	Axel Springer
Reed Elsevier	Lagardere
T&F Informa	APN News & Media
Trinity Mirror	Global Sources
	Thomson

The participant will not be entitled to acquire any New UBM Shares if, at the end of the PSP Performance Period, New UBM's annualised TSR is below the median annualised TSR of the Comparator Group. 25 per cent. of the New UBM Shares may be acquired if New UBM's TSR is at median position, and 100 per cent. of the New UBM Shares may be acquired if New UBM's annualised TSR exceeds the annualised TSR of the Comparator Group by at least 10 per cent. In between these positions, the participant is entitled to the New UBM Shares on a straight-line pro-rata basis, subject to a maximum at median of New UBM Shares whose face value at the date of grant equalled 25 per cent. of the participant's basic salary at that time.

In addition to the TSR target being met as set out above, the New UBM remuneration committee must also be satisfied that achievement of the TSR target is a genuine reflection of New UBM's underlying financial performance. The New UBM remuneration committee will review the Performance Target each time the PSP is operated to ensure it is sufficiently stretching.

The New UBM remuneration committee may vary the Performance Target applying to an award of New UBM Shares to take account of events which lead the New UBM remuneration committee, acting fairly and reasonably, to believe that the Performance Target is no longer appropriate. Any variation will not result in the varied Performance Target being, in the opinion of the New UBM remuneration committee, more difficult or easier to satisfy than the initial Performance Target.

The New UBM remuneration committee will publish the list of comparator companies to be used for the determination of performance for any given grant in New UBM's annual report for the year in which that grant is made.

Rights to New UBM Shares before the end of the PSP Performance Period

During the PSP Performance Period, a participant has no rights in relation to the New UBM Shares which are the subject of his option.

At the end of the PSP Performance Period

At the end of the PSP Performance Period, the New UBM remuneration committee will assess the extent to which the Performance Target has been met, and a participant will be able to acquire the New UBM Shares under option only to the extent that it has. He will generally be entitled to exercise his option up to the tenth anniversary of the date on which it was granted.

Cessation of employment before the end of the PSP Performance Period

If the participant ceases employment within the UBM Group before the end of the PSP Performance Period, his options will generally lapse, save in the circumstances set out below. However, the New UBM remuneration committee will have discretion to decide otherwise, if it believes that there are specific circumstances that warrant this.

If a participant ceases employment before the end of the PSP Performance Period because of injury, ill-health, disability, retirement or redundancy, his option will only become exercisable to the extent that the Performance Target has been met at the end of the PSP Performance Period, and pro-rated to take account of the time elapsed between the date of grant of the option and the date of cessation of employment. To the extent that it is so exercisable, the option will be exercisable for the period of six months from the end of the PSP Performance Period.

If the participant ceases employment because of his death, the Performance Target will be waived and his personal representatives may exercise his option for the period of 12 months from his death.

If a participant ceases employment because of the sale of the company or business employing him, his option will be exercisable for six months from the date of cessation but only to the extent that the Performance Target is met at that time, and pro-rated to take account of the time elapsed between the date of grant of the option and the date of cessation of employment.

Takeover of New UBM

If there is a takeover of New UBM (other than in the case of an internal reorganisation), a participant will become entitled to exercise his option for the period of six months from the date of the takeover becoming effective, but only to the extent that the Performance Target has been met at that time and then pro-rated to reflect the period which has elapsed since the option was granted. The New UBM remuneration committee will, however, have discretion to decide otherwise, if it believes that specific circumstances warrant this. The New UBM remuneration committee will make its decision as soon as practicable before the takeover becomes effective.

Provisions applicable to the BIP and the PSP

The following provisions apply to both the BIP and the PSP.

Duration of the BIP/PSP

No options can be granted under the BIP/PSP more than ten years after they were adopted by UBM.

Limits on the number of New UBM Shares which may be allocated under the BIP/PSP

It is expected that New UBM Shares to be allocated under the BIP/PSP will be New UBM Shares purchased in the market by an employee benefit trust. The New UBM remuneration committee may use New UBM Shares which are newly issued or New UBM Shares transferred from treasury where it considers it appropriate to do so, provided that in any ten year period the use of such New UBM Shares and Ordinary Shares under the BIP/PSP and any other employees' share scheme adopted by New UBM and UBM (including the UBM Employee Share Plans and the Continuing Share Plans) is limited to 10 per cent. of the issued ordinary share capital of New UBM from time to time.

Payment on account of dividends

A participant will receive further New UBM Shares to take account of the total dividends paid or payable in respect of the New UBM Shares acquired on exercise of an option (**Dividend Shares**). The number of such Dividend Shares will have a market value at the time they are paid which is as close as possible to, but no more than, the aggregate dividends paid by reference to the dividend record dates, in respect of the New UBM Shares being acquired, from the date the option was granted until it is exercised. The payment may be made in cash rather than New UBM Shares, at the discretion of the New UBM remuneration committee.

Options not assignable nor pensionable

No option under the BIP/PSP is assignable (except to personal representatives on the death of the participant) nor will it, or any of the New UBM Shares in respect of it, count towards pensionable remuneration for the purposes of New UBM's pension arrangements.

Rights in respect of New UBM Shares

Until a participant acquires any New UBM Shares under the BIP/PSP, he has no right to any dividends or to vote the New UBM Shares.

Variation of share capital

The New UBM remuneration committee may vary the number of New UBM Shares comprised in any option under the BIP/PSP to take account of any variation in the share capital of New UBM or any other transaction which may affect the value of the New UBM Shares.

Amending the rules of the BIP/PSP

New UBM (acting through the Board or the New UBM remuneration committee) will have authority to amend the rules of the BIP/PSP, provided that no amendment to the advantage of participants may be made to provisions relating to:

- who is eligible to be a participant under the BIP/PSP;
- the limits on the number of New UBM Shares which can be issued or transferred from treasury which can be used under the BIP/PSP;
- the maximum entitlement for any one participant;
- the basis for determining a participant's entitlement to acquire New UBM Shares and the terms on which they can be acquired; and
- any adjustment to a participant's entitlement to acquire New UBM Shares in the event of a variation in New UBM's share capital,

without the prior approval of Shareholders in general meeting, unless the amendment is minor and made to benefit the administration of the BIP/PSP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment.

(c) The United Business Media Medium Term Incentive Plan (the MTIP)

The New UBM Directors have also adopted the MTIP, conditional on the Scheme becoming effective. The MTIP was not approved by UBM Shareholders when it was established, as UBM Directors may not participate and only existing Ordinary Shares may be delivered under the MTIP and not Ordinary Shares which are newly issued or transferred from treasury. Accordingly, it is not proposed that the adoption of the MTIP by New UBM is approved by UBM Shareholders at the General Meeting. A brief summary of the MTIP is set out below. It is proposed that the MTIP will be amended so that, after the Scheme becomes effective, it will be operated by New UBM in respect of New UBM Shares.

Awards made under the MTIP will be in the form of nil cost options over New UBM Shares. Provided the participant remains in the UBM Group's employment, 50 per cent. of the New UBM Shares subject to awards vest on the 1 January of the third financial year following the financial year to which the award relates and the remaining 50 per cent. of the New UBM Shares vest on the 1 January in the following year. Awards will also vest if a participant's employment ceases due to redundancy, disability, injury, death, retirement or in other circumstances at the discretion of the New UBM remuneration committee. Only existing New UBM Shares purchased in the market may be used to fulfil awards under the MTIP. Executive directors are not eligible to participate in the MTIP.

13. Pension schemes

UBM operates a number of defined benefit and defined contribution pension schemes in the UK and overseas. It is UBM's policy, and will be New UBM's policy, to offer defined contribution pension provision to its new employees.

At 31 December 2007, the UBM pension schemes showed a surplus of £36.2m on an IAS 19 accounting basis and on the funding basis the schemes, in aggregate, were broadly in balance. The funding position is likely to fluctuate as a result of changes in economic conditions, demographic experience, movements in interest rates, the investment performance of the schemes' assets and the longevity of the schemes' members. Sustained falls in equity markets and reductions in bond yields have a material effect on the value of the UBM Group pension schemes. The UBM Group seeks to mitigate potential risks and uncertainties by careful management and continual monitoring of the schemes. The UBM Group works closely with the scheme trustees and specialist advisers in seeking to manage the inherent risks of such schemes.

14. Significant subsidiary undertakings

Upon the Scheme becoming effective, New UBM will be the principal operating and holding company of the UBM Group and New UBM will have the following significant subsidiary undertakings:

<u>Name</u>	<u>Country of incorporation and operation</u>	<u>Percentage interest</u>
United Business Media plc	England	100
CMP Asia Ltd	Hong Kong	100
CMP Europe Ltd	England	100
CMP Information Ltd	England	100
CMPi Group Ltd.	England	100
CMP Media, LLC	USA	100
CMPMedica Asia Pte Ltd	Singapore	100
CNW Group Limited	Canada	50
Commonwealth Business Media Inc	USA	100
Expoconsult B.V.	Netherlands	100
Light Reading, Inc.	USA	100
Maypond Limited	Republic of Ireland	100
Medizinische Medien Informations GmbH	Germany	100
PR Newswire Association, Inc.	USA	100
PR Newswire Europe Ltd	England	100
Société d'Éditions Scientifiques et Culturelles SA	France	100
UBM (Jersey) Ltd	Jersey	100
United Business Media Finance, Inc.	USA	100
United Business Media Group Ltd	England	100
United Finance Ltd	England	100
VIDAL S.A.	France	100

15. Property, plant and equipment

15.1 The UBM Group leases premises of 173,000 square feet in London for use as its UK headquarters. The UBM Group also leases around 200 properties world-wide, primarily in the UK and the United States, aggregating to around 500,000 square feet in the UK alone.

15.2 All of the properties owned and leased by the UBM Group are suitable for their respective purposes and are in good operating condition.

15.3 No single tangible fixed asset (including property, plant and equipment) accounts for more than 10 per cent. of the UBM Group's net turnover or production.

16. Employees

The employees of the UBM Group for the three financial years ended 31 December 2007 comprised:-

<u>Financial year ending</u>	<u>Total number of employees</u>	<u>Number of employees by region</u>				
		<u>UK</u>	<u>US</u>	<u>Asia/Pacific</u>	<u>Europe/Middle East (excluding UK)</u>	<u>South America</u>
31 December 2005	4,609	995	2,213	807	594	—
31 December 2006	6,057	1,628	2,437	1,256	716	—
31 December 2007	5,994	1,559	2,349	1,246	709	93

17. UK taxation

17.1 General

The paragraphs set out below summarise the UK tax treatment for New UBM Shareholders of holding or disposing of New UBM Shares. They are based on current UK legislation and an understanding of current HM Revenue & Customs published practice as at the date of this document. The paragraphs are intended as a general guide and, except where express reference is made to the position of non-UK residents, apply only to New UBM Shareholders who are resident and, if individuals, ordinarily resident and domiciled in the UK for tax purposes. They relate only to such New UBM Shareholders who hold their New UBM Shares directly as an investment (other than under an individual savings account) and who are absolute beneficial owners of those

New UBM Shares. These paragraphs do not deal with certain types of shareholders, such as persons holding more than 10 per cent. of the share capital or voting rights of New UBM, persons holding or acquiring New UBM Shares in the course of trade or by reason of their, or another's, employment, collective investment schemes and insurance companies.

If you are in any doubt as to your taxation position or if you are resident or otherwise subject to taxation in any jurisdiction other than the UK, you should consult an appropriate professional adviser immediately. Shareholders are referred to the sections headed "*Republic of Ireland taxation*", "*Jersey taxation*" and "*US taxation*" below for a description of the tax consequences of holding New UBM Shares in such jurisdictions.

17.2 Tax on chargeable gains

Liability to UK tax on chargeable gains will depend on the individual circumstances of New UBM Shareholders.

(a) Disposal of New UBM Shares by UK resident New UBM Shareholders

A disposal of New UBM Shares by a New UBM Shareholder who is resident or ordinarily resident in the UK may, depending on individual circumstances (including the availability of exemptions and reliefs), give rise to a chargeable gain or allowable loss for the purposes of the UK taxation of chargeable gains.

In the Pre-Budget Report (on 9 October 2007), the UK Government announced, and has consequently published draft legislation in the Finance Bill 2008 relating to, significant proposed changes to the capital gains tax regime. These changes included the abolition of taper relief and the introduction of a single rate of charge to capital gains tax at 18 per cent. (for the 2008/2009 tax year). If the relevant provisions in the Finance Bill 2008 are enacted in their current form, the principal factors which will determine the extent to which a capital gain arising from the disposal of New UBM Shares will be subject to capital gains tax are the level of the annual exemption of tax-free capital gains in the tax year in which the disposal takes place, the extent to which the New UBM Shareholder realises any other capital gains in that year and the extent to which the New UBM Shareholder has incurred capital losses in that or any earlier tax year.

For the purposes of calculating a chargeable gain but not an allowable loss arising on any disposal or part disposal of New UBM Shares by a corporate New UBM Shareholder, indexation allowance on the relevant proportion of the original allowable cost will continue to be available until the New UBM Shares are disposed of. Broadly speaking, indexation allowance increases the acquisition cost of an asset for tax purposes in line with the rise in the retail prices index, except that indexation allowance cannot be used to create or increase a loss for tax purposes.

(b) Disposal of New UBM Shares by non-UK resident New UBM Shareholders

New UBM Shareholders who are not resident or, in the case of individuals, ordinarily resident for tax purposes in the UK will not be liable for UK tax on capital gains realised on a subsequent disposal of their New UBM Shares unless, in the case of non-corporate shareholders, such New UBM Shares are acquired for use by or for the purposes of a branch or agency through which such person is carrying on a trade, profession or vocation in the UK. Such New UBM Shareholders may be subject to foreign taxation on any gain under local law.

A New UBM Shareholder who is an individual and who is temporarily a non-resident of the United Kingdom at the time of the disposal may, under anti-avoidance legislation, still be liable to UK taxation on any chargeable gain realised (subject to the availability of exemptions or reliefs).

17.3 Tax on dividends

(a) Dividends received from New UBM

Unless an election is made, or is deemed to be made, to receive dividends via the Dividend Access Plan (see below), a New UBM Shareholder who:

- (i) is resident or ordinarily resident in the UK; or
- (ii) carries on a trade in the UK through a UK branch or agency or, in the case of a corporate shareholder, a permanent establishment in connection with which their New UBM Shares are held,

will generally be subject to United Kingdom income tax (at the rate of 10 per cent. in the case of those who are not higher rate taxpayers and 32.5 per cent. in the case of higher rate taxpayers) or corporation tax, as the case may be, on the gross amount of any dividends paid by New UBM before deduction of Irish tax withheld (if

any). UK resident New UBM Shareholders may be able to apply for an exemption from withholding taxes under Irish domestic law or the UK-Ireland double tax treaty and New UBM Shareholders are referred generally to paragraph 18 below for a description of the Irish consequences of the payment of dividends by New UBM. HMRC will generally give credit for any Irish dividend withholding tax withheld from the payment of a dividend (if any) and not recoverable from the Irish tax authorities against the income tax or corporation tax payable by the relevant New UBM Shareholder in respect of the dividend.

On the assumption that the relevant provisions in the Finance Bill 2008 are enacted in their current form, an individual New UBM Shareholder who is resident for tax purposes in the UK and who owns a shareholding of less than 10 per cent. in New UBM will, for dividends received from New UBM, be entitled to a non-payable tax credit. The value of the tax credit will be one-ninth of the amount of the dividend paid by New UBM and the tax credit is added to the amount paid to compute the gross amount of the dividend paid by New UBM. The gross amount of the dividend will be regarded as the top slice of the New UBM Shareholder's income and will be subject to UK income tax as set out above. The tax credit will be available to set against such holder's liability (if any) to tax on the gross amount of the dividend.

In its recent decision in the *Franked Investment Income Group Litigation Order* case (the **FII GLO**) (C-446/04), the European Court of Justice held that the current UK system for taxation of dividends paid by companies in other EU member states to UK corporation tax payers holding less than 10 per cent. of the voting power of the company (also known as "portfolio dividends") was contrary to EU law. The UK government has not yet issued any statement as to how it intends to react to this judgement in relation to portfolio dividends as the FII GLO is still before the UK courts. UK corporation tax payers receiving portfolio dividends from New UBM should consult their own tax advisers as to the implications of the FII GLO.

(b) Dividends received under the Dividend Access Plan

If a New UBM Shareholder makes, or is deemed to have made, an election to receive dividends via the Dividend Access Plan, such New UBM Shareholder will be treated as receiving dividends direct from UBM UK Dividend Co (unless there is a shortfall in the Dividend Access Trust, in which case some or all of the dividend may be treated as being received from New UBM). UBM UK Dividend Co is not required to withhold at source any amount in respect of UK tax from dividend payments it makes under the Dividend Access Plan regardless of who the recipient of the payment is. The UK tax consequences of receiving a dividend from UBM UK Dividend Co should be equivalent to the UK tax consequences of receiving a dividend from UBM.

A New UBM Shareholder who is an individual resident for tax purposes in the UK and who receives a dividend from UBM UK Dividend Co under the Dividend Access Plan will be entitled to a tax credit equal to one-ninth of the dividend. The tax credit is added to the amount paid to compute the gross amount of the dividend paid by UBM UK Dividend Co. The gross amount of the dividend will be regarded as the top slice of the New UBM shareholder's income and will generally be subject to United Kingdom income tax (at the rate of 10 per cent. in the case of those who are not higher rate taxpayers and 32.5 per cent. in the case of higher rate taxpayers). The tax credit will be available to set against each individual holder's liability (if any) to tax on the gross amount of the dividend.

A New UBM Shareholder who is within the charge to UK corporation tax will not generally be taxed on any dividend it receives from UBM UK Dividend Co under the Dividend Access Plan.

A New UBM Shareholder who is resident in the UK and who is not liable to tax on dividends received under the Dividend Access Plan will not be entitled to claim payment of the tax credit in respect of those dividends.

A New UBM Shareholder who is resident, but not domiciled, in the UK or who is resident but not ordinarily resident in the UK should note that he will be liable for UK income tax on dividends paid under the Dividend Access Plan, whether or not those dividends are remitted or deemed to be remitted to the UK.

The right of a New UBM Shareholder who is not resident for tax purposes in the UK to a tax credit in respect of a dividend received from UBM UK Dividend Co under the Dividend Access Plan and to claim payment of any part of that tax credit will depend on the existence and terms of any double taxation treaty between the UK and the country in which the New UBM Shareholder is resident. A New UBM Shareholder who is not solely resident in the UK should consult his own tax adviser concerning his tax liabilities on dividends received under the Dividend Access Plan, whether he is entitled to claim any part of the tax credit and, if so, the procedure for doing so.

(c) Stamp duty and stamp duty reserve tax (SDRT)

No UK stamp duty or SDRT will be payable on the issue of New UBM Shares.

UK stamp duty should generally not need to be paid on a transfer of the New UBM Shares.

No UK SDRT will be payable in respect of any agreement to transfer New UBM Shares unless they are registered in a register kept in the UK by or on behalf of New UBM. It is not intended that such a register will be kept in the UK.

The statements in this paragraph summarise the current position on stamp duty and SDRT and are intended as a general guide only. Special rules apply to agreements made by, amongst others, intermediaries and certain categories of person may be liable to stamp duty or SDRT at higher rates.

18. Republic of Ireland taxation

18.1 General

The paragraphs set out below summarise the Irish tax treatment for New UBM Shareholders of holding or disposing of New UBM Shares. They are based on current Irish legislation and an understanding of current Republic of Ireland Revenue Commissioners' practice as at the date of this document. The paragraphs are intended as a general guide and, except for the sections dealing with dividend withholding tax, and otherwise where express reference is made to the position of non-Irish residents or non-Irish domiciled shareholders, apply only to New UBM Shareholders who are resident and, if individuals, ordinarily resident and domiciled in the Republic of Ireland for tax purposes. They relate only to such New UBM Shareholders who hold their New UBM Shares directly as an investment and who are absolute beneficial owners of those New UBM Shares. These paragraphs do not deal with certain types of shareholders, such as dealers in securities or persons holding or acquiring New UBM Shares in the course of a trade or by reason of employment, collective investment schemes and insurance companies.

If you are in any doubt as to your taxation position or if you are resident or otherwise subject to taxation in any jurisdiction other than the Republic of Ireland, you should consult an appropriate professional adviser immediately.

18.2 Tax on chargeable gains

Liability to Irish tax on chargeable gains will depend on the individual circumstances of New UBM Shareholders.

(a) Disposal of New UBM Shares by Irish-resident New UBM Shareholders

A disposal of New UBM Shares by a shareholder who is resident or ordinarily resident in the Republic of Ireland may, depending on individual circumstances (including the availability of exemptions and reliefs), give rise to a chargeable gain or allowable loss for the purposes of the Irish taxation of chargeable gains.

It is expected that the share register of New UBM will be held in Jersey and, accordingly, New UBM Shareholders who are resident or ordinarily resident in the Republic of Ireland, but not domiciled in the Republic of Ireland, will be liable to Irish chargeable gains tax only to the extent that the proceeds of the disposal of New UBM Shares are remitted or deemed to be remitted to the Republic of Ireland.

For the purposes of calculating a chargeable gain but not an allowable loss arising on any disposal or part disposal of New UBM Shares, indexation allowance on the relevant proportion of the original allowable cost should be taken into account to the extent that such cost was incurred prior to 1 January 2003 in respect of the shares from which the New UBM Shares derive.

(b) Disposal of New UBM Shares by non-Irish-resident New UBM Shareholders

New UBM Shareholders who are not resident or, in the case of individuals, ordinarily resident for tax purposes in the Republic of Ireland will not be liable for Irish tax on chargeable gains realised on a subsequent disposal of their New UBM Shares unless in the case of non-corporate shareholders such New UBM Shares are used, held or acquired for the purposes of a trade, profession or vocation carried on in the Republic of Ireland through a branch or agency. Such New UBM Shareholders may be subject to foreign taxation on any gain under local law.

A New UBM Shareholder who is an individual and who is temporarily a non-resident of the Republic of Ireland at the time of the disposal may, under anti-avoidance legislation, still be liable to Irish taxation on any chargeable gain realised (subject to the availability of exemptions or reliefs).

18.3 *Tax on Dividends*

(a) Dividends received from New UBM

Unless a New UBM Shareholder makes, or is deemed to have made, an election to receive dividends via the Dividend Access Plan any dividends received will be received from New UBM.

Dividend withholding tax

Dividends paid by New UBM will generally be subject to Irish dividend withholding tax (**DWT**) at the standard rate of income tax (currently 20 per cent.) unless the shareholder is within one of the categories of exempt shareholders referred to below. Where DWT applies, New UBM will be responsible for withholding DWT at source. For DWT purposes, a dividend includes any distribution made by New UBM to its shareholders, including cash dividends, non-cash dividends and additional shares taken in lieu of a cash dividend.

DWT is not payable where an exemption applies provided that New UBM has received all necessary documentation required by the relevant legislation from a New UBM Shareholder prior to payment of the dividend.

Certain categories of Irish resident shareholders are entitled to an exemption from DWT, including (but not limited to) Irish resident companies, qualifying employee share ownership trusts, charities and pension funds. Except in very limited circumstances, distributions by New UBM to an Irish-resident New UBM Shareholder who is an individual are not exempt from DWT.

Certain non-Irish resident shareholders (both individual and corporate) are also entitled to an exemption from DWT. In particular, a non-Irish resident shareholder is not subject to DWT on dividends received from New UBM if the New UBM Shareholder is:

- an individual New UBM Shareholder resident for tax purposes in either a member state of the European Union (apart from the Republic of Ireland) or in a country with which the Republic of Ireland has a double tax treaty (including the United States), and the individual is neither resident nor ordinarily resident in the Republic of Ireland; or
- a corporate New UBM Shareholder that is not resident for tax purposes in the Republic of Ireland and which is ultimately controlled, directly or indirectly, by persons resident in either a member state of the European Union (apart from the Republic of Ireland) or in a country with which the Republic of Ireland has a double tax treaty (including the United States); or
- a corporate New UBM Shareholder not resident for tax purposes in the Republic of Ireland nor ultimately controlled by persons so resident and which is resident for tax purposes in either a member state of the European Union (apart from the Republic of Ireland) or a country with which the Republic of Ireland has a double tax treaty (including the United States); or
- a corporate New UBM Shareholder that is not resident for tax purposes in the Republic of Ireland and whose principal class of shares (or those of its 75 per cent. parent) is substantially and regularly traded on a recognised stock exchange in either a member state of the European Union (apart from the Republic of Ireland) or in a country with which the Republic of Ireland has a double tax treaty (including the United States) or on an exchange approved by the Irish Minister for Finance; or
- a corporate New UBM Shareholder that is not resident for tax purposes in the Republic of Ireland and is wholly owned, directly or indirectly, by two or more companies the principal class of shares of each of which is substantially and regularly traded on a recognised stock exchange in either a member state of the European Union (apart from the Republic of Ireland) or in a country with which the Republic of Ireland has a double tax treaty (including the United States) or on an exchange approved by the Irish Minister for Finance,

and provided that, in all cases noted above, the New UBM Shareholder has made the appropriate declaration to New UBM prior to payment of the dividend.

Taxation on dividends

An Irish resident or ordinarily resident New UBM Shareholder who does not make, or is not deemed to have made, an election to receive dividends via the Dividend Access Plan will be subject to Irish income tax on the gross dividend at their marginal rate of tax plus the health levy. The gross dividend is the dividend received plus DWT withheld. Irish resident individual New UBM Shareholders are generally entitled to credit for the DWT deducted against their income tax liability and to have refunded to them any amount by which DWT exceeds such income tax liability.

Irish resident corporate New UBM Shareholders will generally be exempt from Irish tax on dividends received from New UBM unless such a shareholder makes an election to receive dividends via the Dividend Access Plan. If an Irish resident corporate shareholder is a close company, however, it may, in certain circumstances, be liable to a 20 per cent. investment income surcharge in respect of dividends received from New UBM.

Non-Irish resident shareholders are, unless entitled to exemption from DWT, liable to Irish income tax on dividends received from New UBM. However, the DWT deducted by New UBM discharges such liability to Irish income tax. Where a non-resident shareholder is entitled to exemption from DWT, then no Irish income tax arises and, where DWT has been deducted by New UBM, a claim may be made for a refund of the DWT.

(b) Dividends received under the Dividend Access Plan

If a New UBM Shareholder makes, or is deemed to have made, an election in accordance with the terms of the Dividend Access Plan in respect of dividends to be paid by New UBM, such New UBM Shareholder will be treated as receiving dividends direct from UBM UK Dividend Co, unless there is a shortfall in the Dividend Access Trust, in which case some or all of the dividend may be treated as received from New UBM.

Dividend withholding tax

No DWT will be levied on dividends received from UBM UK Dividend Co.

Taxation on dividends

An Irish resident or ordinarily resident New UBM Shareholder who receives dividends from UBM Dividend Co via the Dividend Access Plan will be taxed upon the cash dividend received at their marginal rate of tax plus the health levy (in the case of individuals), or (in the case of corporates) at the rate of either 12.5 per cent. (subject to conditions) or 25 per cent. Irish resident individual taxpayers will not be entitled to claim credit for, or repayment of, the UK tax credit attaching to such dividends; however, Irish resident corporate shareholders will (subject to controlling 5 per cent. of New UBM's share capital) be entitled to a foreign tax credit for any underlying taxes.

(c) Stamp duty

Irish stamp duty will not arise on transactions in New UBM Shares.

19. Jersey taxation

19.1 General

The following summary of the expected tax treatment in Jersey of New UBM and holders of New UBM Shares is based on Jersey taxation law and practice in force at the date of this document. It does not constitute legal or tax advice. New UBM Shareholders should consult their professional advisers on the implications of acquiring, buying, holding, selling or otherwise disposing of New UBM Shares under the laws of the jurisdictions in which they may be liable to taxation. New UBM Shareholders should be aware that tax rules and practice and their interpretation may change.

19.2 Taxation of New UBM

New UBM has "exempt company" status within the meaning of Article 123A of the Income Tax (Jersey) Law 1961. The retention of "exempt company" status is conditional on the Jersey Comptroller of Income Tax being satisfied that no Jersey-resident has a beneficial interest in New UBM, except as permitted by concessions granted by the Jersey Comptroller of Income Tax, and disclosure of beneficial ownership being made to the Jersey Financial Services Commission.

As an “exempt company” New UBM will not be liable to Jersey income tax other than on Jersey source income (except by concession bank deposit interest on Jersey bank accounts).

After 2008 exempt company status will no longer be available in Jersey. Instead a new general corporate tax rate of tax of 0 per cent. is to be introduced from 2009 under legislation which has been approved by the States of Jersey. This rate will apply to most companies, however certain financial services companies will be taxed at the rate of 10 per cent. and utility companies will be taxed at 20 per cent. In addition, Jersey property income, including Jersey property development profits will be taxed at the rate of 20 per cent.

On the basis that New UBM will not be carrying out any activities which fall into the higher rates of tax mentioned above, its tax rate from 2009 will be 0 per cent.

19.3 *Taxation of New UBM Shareholders*

Holders of New UBM Shares (other than residents of Jersey) are not subject to any tax in Jersey in respect of the holding, sale or other disposition of such New UBM Shares. Dividends on the New UBM Shares may be paid by New UBM without withholding or deduction for or on account of Jersey income tax.

Under current Jersey law there are no capital gains, gift, wealth, inheritance or capital transfer taxes and no stamp duty would currently be levied in Jersey on the issue or transfer of New UBM Shares.

On the death of an individual (whether or not a resident in Jersey), Jersey stamp duty will be payable on the registration in Jersey of a grant of probate or letters of administration, which will be required in order to transfer or otherwise deal with the deceased person’s personal estate, if the net value of:

- (i) the deceased person’s personal estate wherever situated (where the deceased person was domiciled in Jersey at the time of death), or
- (ii) the deceased person’s personal estate situated in Jersey (if the deceased person was domiciled outside of Jersey at the time of death),

exceeds £10,000. The rate of duty payable is (where the net value of such personal estate does not exceed £100,000) 0.50 per cent. of the net value of such personal estate or (where the net value of such personal estate exceeds £100,000) £500 for the first £100,000 plus 0.75 per cent. of the net value of such personal estate which exceeds £100,000.

19.4 *Goods and services tax*

The States of Jersey have agreed to the introduction of a Goods and Services Tax (**GST**) at a rate of 3 per cent which is expected to be effective from 6 May 2008. The issue of the New UBM Shares will be exempt from GST pursuant to Schedule 5 of the Goods and Services Tax (Jersey) Law 2007. Generally, entities beneficially owned outside Jersey which do not supply goods or services in Jersey should qualify for International Service Entity (**ISE**) status, effectively bringing them outside the scope of the GST regime, and it is expected that New UBM will qualify accordingly, provided it makes the necessary application and pays the £100 fee.

20. US taxation

20.1 *Introduction*

TO ENSURE COMPLIANCE WITH TREASURY DEPARTMENT CIRCULAR 230, HOLDERS OF NEW UBM SHARES ARE HEREBY NOTIFIED THAT: (A) ANY DISCUSSION OF US FEDERAL TAX ISSUES IN THIS PROSPECTUS IS NOT INTENDED OR WRITTEN TO BE RELIED UPON, AND CANNOT BE RELIED UPON, BY HOLDERS OF NEW UBM SHARES FOR THE PURPOSE OF AVOIDING PENALTIES THAT MAY BE IMPOSED ON, HOLDERS OF NEW UBM SHARES UNDER THE INTERNAL REVENUE CODE OF 1986; (B) SUCH DISCUSSION IS INCLUDED HEREIN BY NEW UBM IN CONNECTION WITH THE PROMOTION OR MARKETING (WITHIN THE MEANING OF CIRCULAR 230) BY NEW UBM OF THE TRANSACTIONS OR MATTERS ADDRESSED HEREIN; AND (C) HOLDERS OF NEW UBM SHARES SHOULD SEEK ADVICE BASED ON THEIR PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISER.

The following is a summary of certain material US federal income tax consequences of the acquisition, ownership and disposition of New UBM Shares by a US Holder (as defined below). This summary deals only with initial acquirers of New UBM Shares that are US Holders and that will hold the New UBM Shares as capital assets. The discussion does not cover all aspects of US federal income taxation that may be relevant to, or the actual tax effect that any of the matters described herein will have on, the acquisition, ownership or

disposition of New UBM Shares by particular investors, and does not address state, local, foreign or other tax laws. In particular, this summary does not address all of the tax considerations that may be relevant to investors subject to special treatment under the US federal income tax laws (such as financial institutions, insurance companies, investors liable for the alternative minimum tax, investors that own (directly or indirectly) 10 per cent. or more of the voting stock of New UBM, investors that hold New UBM Shares through a permanent establishment, individual retirement accounts and other tax-deferred accounts, tax-exempt organisations, dealers in securities or currencies, traders that elect to mark to market, investors that will hold the New UBM Shares as part of straddles, hedging transactions or conversion transactions for US federal income tax purposes or investors whose functional currency is not the US dollar).

As used herein, the term **US Holder** means a beneficial owner of New UBM Shares that is, for US federal income tax purposes: (i) an individual citizen or resident of the United States; (ii) a corporation, or other entity treated as a corporation for US federal tax purposes created or organised in or under the laws of the United States or any State thereof; (iii) an estate the income of which is subject to US federal income tax without regard to its source; or (iv) a trust if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more US persons have the authority to control all substantial decisions of the trust, or the trust has elected to be treated as a domestic trust for US federal income tax purposes.

The US federal income tax treatment of a partner in a partnership that holds New UBM Shares will depend on the status of the partner and the activities of the partnership. Holders of New UBM Shares that are partnerships should consult their tax advisers concerning the US federal income tax consequences to their partners of the acquisition, ownership and disposition of New UBM Shares.

New UBM believes that it is not currently, and it does not expect to become, a passive foreign investment company (a **PFIC**) for US federal income tax purposes and this summary assumes the correctness of this position. New UBM's possible status as a PFIC must be determined annually and therefore may be subject to change. If New UBM were to be a PFIC in any year, materially adverse consequences could result for US Holders.

The summary is based on the US federal income tax laws, including the US Internal Revenue Code of 1986, its legislative history, existing and proposed regulations thereunder, published rulings and court decisions, all as currently in effect, all of which are subject to change, perhaps with retroactive effect.

The summary of US federal income tax consequences set out below is for general information only. US Holders are urged to consult their own tax advisers as to the particular tax consequences to them of owning the New UBM Shares, including the applicability and effect of state, local, foreign and other tax laws and possible changes in tax law.

20.2 *Tax on Dividends*

(a) Dividends received from New UBM

Distributions paid by New UBM out of current or accumulated earnings and profits (as determined for US federal income tax purposes) will generally be taxable to a US Holder as foreign source dividend income, and will not be eligible for the dividends received deduction generally allowed to US corporations.

Distributions in excess of current and accumulated earnings and profits will be treated as a non-taxable return of capital to the extent of the US Holder's basis in the New UBM Shares and thereafter as capital gain. However, New UBM does not maintain calculations of its earnings and profits in accordance with US federal income tax accounting principles. US Holders should, therefore, assume that any distribution by New UBM with respect to the New UBM Shares will constitute ordinary dividend income. US Holders should consult their tax advisers with respect to the appropriate US federal income tax treatment of any distribution received from New UBM.

For taxable years that begin before 2011, dividends paid by New UBM will be taxable to a non-corporate US Holder as "qualified dividend income" at the special reduced rate normally applicable to capital gains, provided New UBM qualifies for the benefits of the income tax treaty between the United States and the Republic of Ireland (the **Treaty**), which New UBM believes to be the case. However, there can be no assurance that New UBM will qualify for the benefits of the Treaty going forward. A US Holder will be eligible for this reduced rate only if it has held the New UBM Shares for more than 60 days during the 121-day period beginning 60 days before the ex-dividend date.

(b) Effect of Irish dividend withholding taxes.

As discussed in the section “*Republic of Ireland taxation — Tax on Dividends — Dividends received from New UBM*”, in the section entitled “*Republic of Ireland taxation*” above, under current law payments of dividends by New UBM to foreign investors that are not made through the Dividend Access Plan arrangements are generally subject to a 20 per cent. Irish dividend withholding tax. However, any such dividends paid to a US Holder, described in paragraph 18 above, that is eligible for benefits under the Treaty and who has made the appropriate declaration to New UBM prior to payment (as described above under “*Republic of Ireland taxation — Receipt of Dividends — Dividends received from New UBM*”) are exempt from Irish dividend withholding tax. Subject to certain limitations, a US Holder will generally be entitled to a credit against its US federal income tax liability, or a deduction in computing its US federal taxable income, for Irish income taxes withheld by New UBM. However, US Holders that are eligible for benefits under the Treaty generally will not be entitled to a foreign tax credit for the amount of any Irish taxes that are withheld and with respect to which the holder could have claimed an exemption or is entitled to claim a refund from the Irish taxing authorities.

For the purposes of the foreign tax credit limitation, dividends paid by New UBM generally will constitute foreign source income in the “passive income” basket. If a US Holder receives a dividend from New UBM that qualifies for the reduced rate described in the preceding section, the amount of the dividend taken into account in calculating the foreign tax credit limitation will in general be limited to the gross amount of the dividend, multiplied by the reduced rate divided by the highest rate of tax normally applicable to dividends. Prospective purchasers should consult their tax advisers concerning the applicability of the foreign tax credit and source of income rules to dividends on the New UBM Shares and the foreign tax credit implications of receiving a dividend that is eligible for the special reduced rate described above.

(c) Dividends received under the Dividend Access Plan

Distributions paid to a US Holder of New UBM Shares, who has made, or is deemed to have made, an election to participate in the Dividend Access Plan, should be considered for US federal income tax purposes to be distributions paid by New UBM on New UBM Shares to the US Holder with respect to its New UBM Shares.

No credit for withholding taxes should be available for US federal income tax purposes because no withholding taxes should be levied on dividends paid under the Dividend Access Plan.

(d) Foreign currency dividends

Dividends paid in pounds sterling will be included in income in a US dollar amount calculated by reference to the exchange rate in effect on the day the dividends are received by the US Holder, regardless of whether the pounds sterling are converted into US dollars at that time. If dividends received in pounds sterling are converted into US dollars on the day they are received, the US Holder generally will not be required to recognise foreign currency gain or loss in respect of the dividend income. Generally, gain or loss realised on a subsequent conversion of pounds sterling to US dollars or other disposition will be treated as US source ordinary income or loss.

20.3 Sale or other disposition

Upon a sale or other disposition of New UBM Shares, a US Holder generally will recognise capital gain or loss equal to the difference, if any, between the amount realised on the sale or other disposition and the US Holder’s adjusted tax basis in the New UBM Shares. This capital gain or loss will generally be US source and will be long term capital gain or loss if the US Holder’s holding period in the New UBM Shares exceeds one year. However, regardless of a US Holder’s actual holding period, any loss may be long term capital loss to the extent the US Holder receives a dividend that qualifies for the reduced rate described above under the section entitled “*Dividends received from New UBM*”, above, and exceeds 10 per cent. of the US Holder’s tax basis in its New UBM Shares. Deductibility of capital losses is subject to limitations.

A US Holder’s tax basis in a New UBM Share will generally be its US dollar cost. The US dollar cost of a New UBM Share purchased with foreign currency will generally be the US dollar value of the purchase price on the date of purchase or, in the case of New UBM Shares traded on an established securities market, as defined in the applicable Treasury Regulations, that are purchased by a cash basis US Holder (or an accrual basis US Holder that so elects), on the settlement date for the purchase. Such an election by an accrual basis US Holder must be applied consistently from year to year and cannot be revoked without the consent of the IRS.

The amount realised on a sale or other disposition of New UBM Shares for an amount in foreign currency will be the US dollar value of this amount on the date of sale or disposition. On the settlement date, the US Holder

will recognise US source foreign currency gain or loss (taxable as ordinary income or loss) equal to the difference (if any) between the US dollar value of the amount received based on the exchange rates in effect on the date of sale or other disposition and the settlement date. However, in the case of New UBM Shares traded on an established securities market that are sold by a cash basis US Holder (or an accrual basis US Holder that so elects), the amount realised will be determined using the exchange rate in effect on the settlement date for the sale, and no exchange gain or loss will be recognised at that time.

Foreign currency received on the sale or other disposition of a New UBM Share will have a tax basis equal to its US dollar value on the settlement date. Any gain or loss recognised on a sale or other disposition of a foreign currency (including upon exchange for US dollars) will be US source ordinary income or loss.

20.4 *Backup withholding and information reporting*

Payments of dividends and other proceeds with respect to New UBM Shares by a US paying agent or other US intermediary will be reported to the IRS and to the US Holder unless the holder is a corporation or otherwise establishes a basis for exemption. Backup withholding may apply to reportable payments if the US Holder fails to provide an accurate taxpayer identification number or certification of exempt status or fails to report all interest and dividends required to be shown on its US federal income tax returns. Any backup withholding tax will be refunded or allowed as a credit against the US Holder's US federal income tax liability if the US Holder timely gives the appropriate information to the IRS. US Holders should consult their tax advisers as to their qualification for exemption from backup withholding and the procedure for obtaining an exemption.

21. **Material contracts**

The following is a summary of each contract (not being a contract entered into in the ordinary course of business): (i) to which New UBM or any member of the UBM Group is or has been a party within the two years immediately preceding the date of this document which are, or may be, material; or (ii) that has been entered into by New UBM or any member of the UBM Group which contains any provision under which New UBM or any member of the UBM Group has any obligation or entitlement which is material to New UBM or the UBM Group as at the date of this document:

(a) *Sponsor's Agreement*

New UBM, UBM and Merrill Lynch International entered into a sponsor's agreement on 9 May 2008 (the **Sponsor Agreement**). Under the Sponsor Agreement, Merrill Lynch International was appointed to act as sponsor to New UBM in connection with its application for Admission. New UBM gave Merrill Lynch International certain customary warranties and undertakings regarding, *inter alia*, the accuracy of information contained in the Prospectus and concerning the UBM Group and its business. New UBM and UBM have also provided Merrill Lynch with a customary indemnity in connection with Admission.

(b) *CMPMedica SocGen Bilateral Facility*

UBM has entered into a €23,135,000 bilateral facility agreement dated 19 December 2006 (as amended from time to time) (the **CMPMedica Facility Agreement**) with Société Générale as the bank (the **Bank**) and CMP Medica Holding France SNC as borrower (the **Borrower**). Each advance may be used for general corporate purposes.

Each advance will bear interest at rates per annum, determined by the Bank to be the aggregate of EURIBOR plus, where appropriate, any applicable mandatory liquid asset costs (which are the adjustments required if the Bank of England mandates a change to the reserve requirements for lending banks), plus the margin.

The CMPMedica Facility Agreement is guaranteed by UBM.

The CMPMedica Facility Agreement contains customary conditions precedent, representations and undertakings. The customary undertakings include, but are not limited to, maintenance of licences and authorisations, compliance with applicable environmental and other laws and maintenance of group structure. In addition, the restrictive undertakings (subject to certain agreed exceptions) include, but are not limited to, restrictions on disposals and the granting of security.

The CMPMedica Facility Agreement also contains customary events of default upon the occurrence of which the Bank may declare the advances to be immediately due and payable or declare the advances to be due and payable on demand and/or immediately cancel the facility.

Pursuant to an amendment agreement dated 8 May 2008 and subject to the necessary conditions precedent being satisfied: (i) UBM will be unconditionally released from its obligations as a guarantor under the CMP Medica Facility Agreement; and (ii) New UBM will assume the obligations of UBM as a guarantor under the CMP Medica Facility Agreement.

(c) Vidal SocGen Bilateral Facility

UBM has entered into a €30,000,000 bilateral facility agreement dated 19 December 2006 (the **Vidal SocGen Facility Agreement**) with Société Générale as the bank (the **Bank**) and Vidal SA as borrower (the **Borrower**). Each advance may be used for general corporate purposes.

Each advance will bear interest at rates per annum, determined by the Bank to be the aggregate of EURIBOR plus, where appropriate, any applicable mandatory liquid asset costs (which are the adjustments required if the Bank of England mandates a change to the reserve requirements for lending banks), plus the margin.

The Vidal SocGen Facility Agreement is guaranteed by UBM.

The Vidal SocGen Facility Agreement contains customary conditions precedent, representations and undertakings. The customary undertakings include, but are not limited to, maintenance of licences and authorisations, compliance with applicable environmental and other laws and maintenance of group structure. In addition, the restrictive undertakings (subject to certain agreed exceptions) include, but are not limited to, restrictions on disposals and the granting of security.

The Vidal SocGen Facility Agreement also contains customary events of default upon the occurrence of which the Bank may declare the advances to be immediately due and payable or declare the advances to be due and payable on demand and/or immediately cancel the facility.

Pursuant to an amendment agreement dated 8 May 2008 and subject to the necessary conditions precedent being satisfied: (i) UBM will be unconditionally released from its obligations as a guarantor under the Vidal SocGen Facility Agreement; and (ii) New UBM will assume the obligations of UBM as a guarantor under the Vidal SocGen Facility Agreement.

(d) The Canadian Facility

UBM has entered into a Canadian Dollars 32,000,000 term loan and multicurrency revolving facility agreement dated 28 August 2007 (the **Canadian Facility**) with Bank of America, National Association (acting through its Canadian Branch) as the bank (the **Bank**) and Semi Holdings, Inc. as the borrower (the **Borrower**). Each advance may be used for general corporate purposes including acquisitions.

Each advance will bear interest at rates per annum, determined by the Bank to be the aggregate of LIBOR plus, the margin applicable to that advance.

The Canadian Facility is guaranteed by UBM and allows for the Borrower's subsidiaries to accede as additional borrowers.

The Canadian Facility contains customary conditions precedent, representations and undertakings. The customary undertakings include, but are not limited to, maintenance of licences and authorisations, compliance with applicable environmental and other laws and maintenance of group structure. In addition, the restrictive undertakings (subject to certain agreed exceptions) include, but are not limited to, restrictions on disposals, the granting of security and a change in business.

The Canadian Facility also contains customary events of default upon the occurrence of which the Bank may declare the advances to be immediately due and payable or declare the advances to be due and payable on demand and/or immediately cancel the facility.

Pursuant to an amendment agreement dated 8 May 2008 and subject to the necessary conditions precedent being satisfied: (i) UBM will be unconditionally released from its obligations as a guarantor under the Canadian Facility; and (ii) New UBM will assume the obligations of UBM as a guarantor under the Canadian Facility.

(e) The Letter of Credit Facility

UBM has entered into a £23,500,000 letter of credit facility with an extension option dated 29 March 2006 (the **LC Facility**) with Barclays Bank Plc as the facility agent (the **Facility Agent**) and as the issuing bank (the

Issuing Bank) and the financial institutions as specified in schedule 1 to the LC Facility (the **Banks**). The LC Facility may be used for the provision of letters of credit to the trustee of various UBM pension schemes.

Each letter of credit will bear a fee computed at the rate per annum equal to the margin on the outstanding amount.

The LC Facility contains customary conditions precedent, representations and undertakings. The customary undertakings include, but are not limited to maintenance of licences, consents, approvals and authorisations and compliance with applicable laws. In addition, the restrictive undertakings (subject to certain agreed exceptions) include restrictions on disposals and the granting of security.

The LC Facility also contains customary events of default upon the occurrence of which the Facility Agent may declare the full cash cover in respect of each letter of credit to be immediately due and payable and/or to be immediately cancelled.

Pursuant to an amendment agreement dated 8 May 2008 and subject to the necessary conditions precedent being satisfied: (i) UBM will be unconditionally released from its obligations under the LC Facility and (ii) New UBM will assume the obligations of UBM under the LC Facility.

(f) The Indian Facility

CMPMedica India Private Limited (the **Borrower**) has entered into a Rupees (**Rs.**) Rs.46,000,000 banking facilities agreement dated 8 March 2006 (the **Indian Facility**) with Hong Kong and Shanghai Banking Corporation Limited as the bank (the **Bank**). The Indian Facility is comprised of a term loan facility (the **Term Facility**), a loan line facility (the **Loan Line**), a working capital facility (the **Working Capital Facility**) and an overdraft facility (the **Overdraft Facility**). The Term Facility has a limit of Rs.38,500,000; has a 5 year term; and is to be used to finance the acquisition of intangible assets. The Term Facility bears interest on daily balances at a mutually agreed rate between the Borrower and the Bank.

The Loan Line has a limit of Rs.38,500,000; has a 12 month term; and is to be used to finance the acquisition of intangible assets. The Loan Line bears interest on daily balances at a mutually agreed rate between the Borrower and the Bank.

The Working Capital Facility has a limit of Rs.7,500,000; has a 12 month term; and is to be used to fund short term working capital requirements. The Working Capital facility bears interest on daily balances at a mutually agreed rate between the Borrower and the Bank.

The Overdraft Facility has a limit of Rs.7,500,000; is repayable on demand; and is to be used to finance working capital. The Overdraft Facility bears interest on daily balances at the prime lending rate of the Bank.

The Indian Facility is guaranteed by UBM and the obligations of UBM as guarantor are documented under a guarantee dated 8 March 2006 between UBM and the Bank (the **Guarantee**).

The covenants and conditions which the Indian Facility contains include, but are not limited to, maintenance of capital structure, (changes subject to the Bank's approval); restraint on expenditure, borrowing and share capital investment; and maintenance of sufficient long-term funds to cover all long-term assets and a minimum of 25 per cent. of current assets.

Pursuant to an amendment agreement dated 9 May 2008 and subject to the necessary conditions precedent being satisfied: (i) UBM has been released from its obligations under the Guarantee; and (ii) New UBM has assumed the obligations of UBM under the Guarantee.

(g) Syndicated Facility

UBM has entered into a £325m multicurrency revolving facility agreement dated 27 May, 2005 (the **Facility Agreement**) with, among others, Dresdner Kleinwort Wasserstein Limited, HSBC Bank plc, Lloyds TSB Bank plc and SG Corporate & Investment Banking as mandated lead arrangers (the **Mandated Lead Arrangers**), Lloyds TSB Bank plc as facility agent (the **Facility Agent**) and Lloyds TSB Bank plc, New York as dollar swing-line agent (the **Dollar Swing-Line Agent**). Each revolving advance may be used for general corporate purposes (which includes the refinancing of existing indebtedness); each dollar swing-line advance shall be used for refinancing any note or other instrument maturing under a dollar commercial paper programme of the UBM Group.

Advances (other than dollar swing-line advances) will bear interest at rates per annum, determined by the Facility Agent to be the aggregate of LIBOR plus, where appropriate, any applicable mandatory liquid asset

costs (which are the adjustments required if the Bank of England mandates a change to the reserve requirements for lending banks), plus the margin.

Dollar swing-line advances will bear interest at rates per annum, determined by the Dollar Swing-Line Agent in accordance with the Facility Agreement to be the dollar swing-line rate from time to time. The Facility Agreement is guaranteed by UBM and allows for UBM's subsidiaries to accede as additional borrowers.

The Facility Agreement contains customary conditions precedent, representations and undertakings. The customary undertakings include, but are not limited to, maintenance of licences and authorisations, compliance with applicable environmental and other laws and maintenance of group structure. In addition, the restrictive undertakings (subject to certain agreed exceptions) include, but are not limited to, restrictions on disposals and the granting of security.

The Facility Agreement also contains customary events of default upon the occurrence of which the Facility Agent may declare the advances to be immediately due and payable or declare the advances to be due and payable on demand; and/or immediately cancel the facility.

The consent of the financial institutions party to the Facility Agreement is not required in order to effect the Scheme.

Pursuant to an amendment agreement dated 8 May 2008 and subject to the necessary conditions precedent being satisfied: (i) UBM will be unconditionally released from its obligations as original borrower and guarantor under the Facility Agreement; and (ii) New UBM will assume the obligations of UBM as original borrower and guarantor under the Facility Agreement.

(h) Acquisition of CBM Holdings Inc

On 5 July 2006, Commonwealth Acquisition Inc, United Commonwealth Inc (the **Buyer**) and United Business Media Group Limited entered into a merger agreement with CBM Holdings Inc (**CBM**). Under the terms of the merger, the Buyer acquired CBM by means of a merger of its subsidiary, Commonwealth Acquisition Inc, into CBM. CBM continued as the surviving entity and became a wholly owned subsidiary of the Buyer. The Buyer is itself a subsidiary of United Business Media Group Limited.

The consideration payable by the Buyer was the sum of US\$152m, plus amounts equal to cash balances as adjusted for working capital. CBM gave certain representations and warranties to the Buyer, and the Buyer, Commonwealth Acquisition Inc and United Business Media Group Limited gave certain representations and warranties to CBM.

22. Legal and arbitration proceedings

Neither New UBM nor any member of the UBM Group is or has been engaged in nor, so far as New UBM is aware, has pending or threatened, any governmental, legal or arbitration proceedings which may have, or have had in the recent past (covering at least the 12 months preceding the date of this document), a significant effect on New UBM's and/or the UBM Group's financial position or profitability, except for UBM being in dispute with HM Revenue & Customs with regards to a technical matter arising in relation to the sale of its Regional Newspapers business in 1998. The tax in dispute is estimated at £80m. UBM's appeal was heard by the High Court on 22 February 2007. The decision of the High Court went against UBM and UBM lodged an appeal with the Court of Appeal. The appeal was heard on 26 February 2008 and UBM are awaiting the outcome. Whilst it is likely that the matter will not be resolved until 2009 it is possible that it could be resolved during the current year.

23. Listing, dealings and settlement of Ordinary Shares, B Shares and New UBM Shares

(a) Delisting of Ordinary Shares

Application will be made by UBM, to the London Stock Exchange and the UK Listing Authority, respectively, to cancel trading in the Ordinary Shares on the London Stock Exchange's main market for listed securities with effect from the close of business on the Business Day immediately prior to the Effective Date and to delist the Ordinary Shares from the Official List with effect from 8.00 a.m. on the Effective Date. The last day of dealings in the Ordinary Shares on the London Stock Exchange is expected to be 27 June 2008 (being the Business Day immediately prior to the Effective Date) and no transfers of Ordinary Shares will be registered after 5.00 p.m. on that date. On the Effective Date, share certificates in respect of the Scheme Shares will cease to be valid and should be destroyed.

(b) Delisting of B Shares

Application will be made by UBM, to the London Stock Exchange and the UK Listing Authority, respectively, to cancel trading in the B Shares on the London Stock Exchange's market for listed securities with effect from the Business Day immediately prior to the Effective Date and to delist the B Shares from the Official List with effect from 8.00 a.m. on the Effective Date. The last day of dealings in the B Shares on the London Stock Exchange is expected to be 27 June 2008 and no transfers of B Shares will be registered after 5.00 p.m. on that date. On the Effective Date, share certificates in respect of the B Shares will cease to be valid and should be destroyed.

(c) Listing of New UBM Shares

Applications will be made by New UBM to the UK Listing Authority for admission of the New UBM Shares to the Official List and to the London Stock Exchange for admission of the New UBM Shares to trading on its main market for listed securities. Subject to the Scheme becoming unconditional in all respects, it is expected that Admission of the New UBM Shares will become effective and that dealings in the New UBM Shares, fully paid, will commence at 8.00 a.m. on 30 June 2008.

(d) Admission to CREST

Applications will be made by New UBM for the New UBM Shares to be admitted to CREST. Euroclear requires New UBM to confirm to it that certain conditions imposed by the CREST Regulations are satisfied before Euroclear will admit any security to CREST. It is expected that these conditions will be satisfied in respect of the New UBM Shares on admission of the New UBM Shares to the Official List. As soon as practicable after satisfaction of the conditions, New UBM will confirm this to Euroclear.

(e) Settlement

Subject to the satisfaction of the conditions referred to in Part 1 — "*The Scheme of Arrangement and Related Proposals*" above, on which the Scheme is conditional, the New UBM Shares to which UBM Shareholders are entitled under the Scheme (as the case may be) are expected:

- (i) to the extent the entitlement arises as a result of a holding of Ordinary Shares in certificated form at the Scheme Record Time, to be delivered in certificated form in the name of the relevant UBM Shareholder with the relevant share certificate expected to be despatched by post, at the applicant's risk, by no later than 15 July 2008; and
- (ii) to the extent the entitlement arises as a result of a holding of Ordinary Shares in uncertificated form at the Scheme Record Time, to be credited to the appropriate CREST accounts (under the same participant and account ID that applied to the Ordinary Shares), with corresponding entitlements to New UBM Shares with effect from 8.00 a.m. on 30 June 2008.

Notwithstanding anything above or any other provision of this document or any other document relating to the New UBM Shares, UBM and New UBM reserve the right to deliver any New UBM Shares applied for through CREST in certificated form. In normal circumstances, this right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST), or on the part of the facilities and/or systems operated by the Registrars in connection with CREST. This right may also be exercised if the correct details in respect of bona fide market claims (such as the CREST member account ID and CREST participation ID details) are not provided as requested on any application form relating to the New UBM Shares.

Scheme Shareholders who are CREST-sponsored members should refer to their CREST sponsor regarding the action to be taken in connection with this document.

24. Working capital

In the opinion of New UBM, taking into account existing bank facilities available to it, the working capital available to it is sufficient for its present requirements, that is, for at least the 12 months following the date of this document.

25. Related party transactions

Save as disclosed in the financial information incorporated by reference into this document (see note 35 to the financial statement for the year ended 31 December 2005, note 36 to the financial statement for the year ended 31 December 2006, and note 36 to the financial statement for the year ended 31 December 2007), there are no

related party transactions between UBM and members of the UBM Group that were entered into during the financial years ending 31 December 2005, 2006 and 2007 and during the period between 1 January 2008 and 7 May 2008 (being the latest practicable date prior to the publication of this document).

26. Statutory auditors and consents

26.1 Ernst & Young LLP, whose address is 1 More London Place, London SE1 2AF, has audited and reported on the annual accounts of UBM for the financial years ended 31 December 2005, 2006 and 2007.

26.2 Ernst & Young LLP is a member of the Institute of Chartered Accountants in England and Wales and has no material interest in New UBM.

26.3 Merrill Lynch International has given and not withdrawn its written consent to the inclusion in this document of the references to its name and the form and context in which they appear.

27. Third party information

New UBM confirms that the information contained in the document sourced from any third party has been accurately reproduced and, as far as New UBM is aware and has been able to ascertain from information published by any such third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. Where third party information has been used in this prospectus the source of such information has been identified.

28. No significant change

Since 3 April (the date of incorporation of New UBM), New UBM has not traded other than in relation to:

- (a) on 24 April 2008, the acquisition of 20 deferred redeemable shares of 33⁷¹/₈₈ pence each in the capital of UBM for a total aggregate consideration of £7; and
- (b) on 25 April 2008, the acquisition of the entire issued share capital of Maypond Limited, comprising 100 ordinary shares of €1 each, for a total aggregate consideration of €100;

and there has been no significant change in the financial or trading position of New UBM since such date.

29. General

29.1 The total costs and expenses of, and incidental to, the Proposals and Admission are estimated to amount to £2.5m (including VAT) and are payable by New UBM.

29.2 Statutory accounts of UBM for each of the three years ended 31 December 2007, have been delivered to the Registrar of Companies in England and Wales. The auditors of UBM have made reports under the relevant provisions in English companies law in respect of these statutory accounts and each report was an unqualified report.

29.3 There are no arrangements in existence under which future dividends are to be waived or agreed to be waived.

29.4 Neither New UBM nor UBM is currently subject to any mandatory takeover bids.

30. Documents available for inspection

Copies of the following documents are available for inspection at the offices of New UBM's solicitors Allen & Overy LLP, One Bishops Square, London E1 6AD and at the registered office of New UBM, Whiteley Chambers, Don Street, St Helier, Jersey, JE4 9WG during normal business hours on any Business Day from the date of this document until close of business on the day of the Court Meeting and General Meeting and will also be available for inspection 15 minutes before and during the Court Meeting and General Meeting:

- (a) the memorandum and articles of association of New UBM;
- (b) UBM's memorandum and articles of association and UBM's memorandum and articles of association as they will be following the proposed amendments at the General Meeting;
- (c) the rules of the New Share Plans and the Continuing Share Plans;
- (d) the Dividend Access Plan Rules;

- (e) the consolidated audited accounts of the UBM Group for the three financial years ended 31 December 2005, 2006 and 2007;
- (f) the consent letter referred to in paragraph 26 of this Part 5;
- (g) the Scheme Circular; and
- (h) this document.

Dated 9 May 2008.

PART 6 — JERSEY REGULATION AND COMPANY LAW

1. DIFFERENCES BETWEEN ENGLISH AND JERSEY COMPANY LAW

There are a number of differences between the Companies Acts 1985 and 2006 and the Jersey Companies Law which may impact upon the rights of holders of New UBM Shares. The key differences include (without limitation) the following:

- (a) the Jersey Companies Law does not confer statutory pre-emption rights on shareholders relating to new share issues;
- (b) any increase in the share capital of a company requires a special resolution (two-thirds majority) rather than an ordinary resolution (a simple majority);
- (c) under the Jersey Companies Law, the directors do not need the sanction of the shareholders to issue and allot shares (however, the existing provision contained in the UBM Articles, by which the directors are required to obtain the sanction of shareholders to issue and allot shares, which reflects section 80 of the Companies Act 1985, has been adopted in the New UBM Articles);
- (d) a special resolution is required to be passed by two-thirds of shareholders present (in person or by proxy) at the relevant meeting;
- (e) the circumstances in which the Jersey Companies Law permits a Jersey company to indemnify its directors in respect of liabilities incurred by the directors in carrying out their duties are limited, albeit in a slightly different manner to English companies. In particular, there is no express right for a Jersey company to pre-fund a director's defence costs;
- (f) the Jersey Companies Law does not require the directors of a Jersey company to disclose to the company their beneficial ownership of any shares in the company (although they must disclose to the company the nature and extent of any direct or indirect interest which conflicts with, or may conflict with, a transaction into which the company or any of its subsidiaries is proposing to enter). Similarly, the Jersey Companies Law does not grant the directors of a Jersey company a statutory power to request information concerning the beneficial ownership of shares. However, powers broadly similar to those contained in section 793 of the Companies Act 2006 have been included in the New UBM Articles, which entitle the Directors to request information to establish details of interests in shares in New UBM. As a company which is listed on the Official List, New UBM and shareholders in New UBM will be required to comply with the Disclosure and Transparency Rules, which require directors and other persons discharging managerial responsibilities to disclose certain transactions involving shares of the Company, as well requiring substantial shareholders to disclose to the Company their beneficial ownership of shares in the Company. In addition, a provision replicating certain of the Disclosure and Transparency Rules has been included in the New UBM Articles to require disclosure of beneficial ownership of shares in the company by substantial shareholders;
- (g) the Jersey Companies Law does not require that shareholders approve compensation payments made to directors for loss of office, whereas under English law, a payment by a company for loss of office to a director of a company or its holding company must be approved by a resolution of shareholders. However, the position under English law has been replicated in the New UBM Articles;
- (h) under the Jersey Companies Law, shareholders holding not less than one-tenth of the total voting rights of the shareholders of the company may requisition a meeting of shareholders, whereas under the Companies Act, this right may be exercised by shareholders representing at least 10 per cent. of the paid up voting capital of the company;
- (i) under the Jersey Companies Law, at a meeting of shareholders, a poll may be demanded in respect of any question by: (i) no fewer than five shareholders having the right to vote on the question; or (ii) a shareholder or shareholders representing not less than one-tenth of the total voting rights of all shareholders having the right to vote on the question, whereas under the Companies Act, a shareholder or shareholders representing 10 per cent. of the total sum paid up on all voting shares also has the right to demand a poll;
- (j) the Jersey Companies Law does not confer on members the right to an independent scrutiny of a poll taken, or to be taken, at a general meeting, nor does it confer rights on members to require a company to circulate resolutions proposed to be moved by members at the next annual general meeting, or to circulate explanatory statements relating to any matter relating to a proposed resolution at a general

meeting, or rights for a nominee holder of shares a right to have information rights granted to the underlying beneficial owner of the share. However, all of these rights have been provided for in the New UBM Articles;

- (k) there is no restriction on donations by a company to political organisations under Jersey law;
- (l) under Jersey law, it is arguably more difficult for shareholders to bring a derivative claim against a company than is the case under the Companies Act. However, Jersey law includes an equivalent provision relating to protection of shareholders against unfair prejudice (which, in English law, has not changed substantially between the Companies Act 1985 and the Companies Act 2006); and
- (m) under Jersey law, the two procedures for dissolving a Jersey company are winding up and *désastre*. Concepts such as receivership, administration and voluntary arrangements do not exist under Jersey law. The concept of a winding up is broadly similar to that under English law, except that, under Jersey law, a winding up may only be commenced by the Jersey company and not by one of its creditors. If the company is solvent, the winding up will be a summary winding up. If the company is insolvent, the winding up will be a creditors' winding up. A creditor wishing to dissolve a Jersey company would seek to have the company's property declared *en désastre* (literally meaning "in disaster"). If the company's property is declared *en désastre*, all of the powers and property of the company (whether present or future or situated in Jersey or elsewhere) are vested in the Viscount (an officer of the court). The role of the Viscount is similar to that of a liquidator. The Viscount's principal duty is to act for the benefit of the company's creditors. He is not under an obligation to call any creditors' meetings, although he may choose to do so.

The above list is intended to be illustrative only and does not purport to be exhaustive or to constitute legal advice. Any UBM Shareholders wishing to obtain further information regarding their rights as a New UBM Shareholder under Jersey law should consult their Jersey legal advisers.

2. TAKEOVER BIDS

2.1 *Mandatory bids*

The City Code will apply to New UBM. Under the City Code, if an acquisition of New UBM Shares were to increase the aggregate holding of an acquirer and its concert parties to New UBM Shares carrying 30 per cent. or more of the voting rights in New UBM, the acquirer (and, depending upon the circumstances, its concert parties) would be required, except with the consent of the Panel on Takeovers and Mergers, to make a cash offer for the outstanding New UBM Shares at a price not less than the highest price paid for the New UBM Shares by the acquirer or its concert parties during the previous twelve months. A similar obligation to make such a mandatory offer would also arise on the acquisition of New UBM Shares by a person holding (together with its concert parties) New UBM Shares carrying between 30 per cent. and 50 per cent. of the voting rights in New UBM if the effect of such acquisition were to increase that person's percentage of the voting rights they hold in New UBM Shares.

2.2 *Squeeze-out*

The Jersey Companies Law provides that where a person (the **Offeror**) makes a takeover offer to acquire all of the shares (or all of the shares of any class) in a Jersey company (other than any shares already held by the Offeror at the date of the offer), if the Offeror has by virtue of acceptances of the offer acquired or contracted to acquire not less than 90 per cent. in nominal value of the shares (or class of shares) to which the offer relates, the Offeror may (subject to the requirements of the Jersey Companies Law), by notice to the holders of the shares (or class of shares) to which the offer relates which the Offeror has not already acquired or contracted to acquire, compulsorily acquire those shares. A holder of any shares who receives a notice of compulsory acquisition may, within six weeks from the date on which such notice was given, apply to the Jersey Court for an order that the Offeror not be entitled and bound to purchase the holder's shares or that the Offeror purchase the holder's shares on terms different to those of the Offeror's offer.

2.3 *Sell-out*

Where before the end of the period within which the takeover offer can be accepted, the Offeror has by virtue of acceptances of the offer acquired or contracted to acquire not less than 90 per cent. in nominal value of all of the shares (or all of the shares of a particular class) of the Jersey company, the holder of any shares (or class of shares) to which the offer relates who has not accepted the offer may, by written notice to the Offeror, require

the offeror to acquire the holder's shares. The Offeror shall (subject to the requirements of the Jersey Companies Law) be entitled and bound to acquire the holder's shares on the terms of the offer or on such other terms as may be agreed. Where a holder gives the offeror a notice of compulsory acquisition, each of the offeror and the holder of the shares is entitled to apply to the Jersey Court for an order that the terms on which the Offeror is entitled and bound to acquire the holder's shares shall be such as the court thinks fit.

PART 7 — DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

Act or Companies Act	the Companies Act 1985, as amended, or as the context requires the Companies Act 2006
Admission	admission of the New UBM Shares to the Official List and to trading on the London Stock Exchange's main market for listed securities, and "Admission becoming effective" means it becoming effective in accordance with paragraph 3.2.7 of the Listing Rules and the Admission and Disclosure Standards published by the London Stock Exchange
Amended UBM Articles	the Articles, as they are proposed to be amended at the General Meeting
Articles or UBM Articles	the articles of association of UBM
BIP or Bonus Investment Plan	the United Business Media Bonus Investment Plan
B Share Reduction of Capital	the proposed reduction of the B Share capital of the Company under section 135 of the Act as described in paragraph 2.5 of Part 1 of this document
B Share Reduction of Capital Resolution	Resolution 5, set out in the notice convening the General Meeting contained in Part 7 of the Scheme Circular, to approve the B Share Reduction of Capital
B Shareholders	the holders of the B Shares from time to time
B Shares	preferential dividend non-voting shares of par value $8\frac{23}{44}$ pence each in the share capital of UBM
Board	the board of directors of New UBM, from time to time
Business Day	a day (other than a Saturday, Sunday or public holiday) on which banks are generally open for business in the City of London for the transaction of normal banking business
certificated or in certificated form	in relation to a share or other security, a share or other security which is not in uncertificated form
City Code	the City Code on Takeovers and Mergers published by the United Kingdom Panel on Takeovers and Mergers
Conditions	the conditions to the Scheme which are set out in paragraph 3.2 of Part 2 of the Scheme Circular
Combined Code	the Combined Code on Corporate Governance published in June 2006 by the Financial Reporting Council
Commonwealth	Commonwealth Business Media, a business unit of the UBM Group
Continuing Share Plans	the United Business Media 2004 International Sharesave Scheme, the United Business Media Bonus Investment Plan and the United Business Media Performance Share Plan
Court	the High Court of Justice in England and Wales
Court Hearing	the hearing by the Court of the claim form to sanction the Scheme and to confirm the reduction of share capital of UBM pursuant to the Scheme under section 137 of the Companies Act 1985
Court Meeting	the meeting of the Scheme Shareholders convened by order of the Court pursuant to Part 26 of the Companies Act 2006 to be held at Ludgate House, 245 Blackfriars Road, London SE1 9UY at 10.00 a.m. on 2 June 2008 to consider and, if thought fit, approve the Scheme,

	notice of which is set out in Part 6 of the Scheme Circular, and any adjournment thereof
Court Order	the order of the Court sanctioning the scheme under Part 26 of the Companies Act 2006
CREST	the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear in accordance with the CREST Regulations
CREST Regulations	(as applicable) the Uncertificated Securities Regulations 2001, as amended or the Companies (Uncertificated Securities) (Jersey) Order 1999, as amended
Disclosure and Transparency Rules	the rules and regulations made by the FSA in its capacity as the UKLA under part VI of FSMA, and contained in the UKLA's publication of the same name
Dividend Access Plan	the dividend access plan as described in Part 4 of this document
Dividend Access Plan Rules	the rules of the Dividend Access Plan
Dividend Access Share	the dividend access share in the capital of UBM UK Dividend Co having a nominal value of £1 and having the rights attaching to it as set out in the articles of association of UBM UK Dividend Co
Dividend Access Trust	the trust to be established pursuant to the declaration of trust between the Company, Maypond Limited, UBM UK Dividend Co and the Trustee
Dividend Access Trustee or Trustee	Lloyds TSB Offshore Trust Company Limited a private company incorporated in Jersey under the Jersey Companies Law with registered number 7748
Effective Date	the date on which the Scheme becomes effective in accordance with the Scheme, expected to be 30 June 2008
Election Notice	the pink form of election notice to participate in the Dividend Access Plan, a copy of which accompanies the Scheme Circular
EPS	earnings per share
ESOS	the United Business Media 2000 Executive Share Option Scheme
Euroclear	Euroclear UK and Ireland Limited
European Economic Area	The European Union, Iceland, Norway and Liechtenstein
Finance Committee	the finance committee of the UBM Group
FSA	the Financial Services Authority
FSMA	the Financial Services and Markets Act 2000, as amended
General Meeting	the general meeting of UBM Shareholders to be held at Ludgate House, 245 Blackfriars Road, London SE1 9UY at 10.15 a.m. on 2 June 2008 (or as soon thereafter as the Court Meeting shall be concluded or adjourned), notice of which is set out in Part 7 of the Scheme Circular, and any adjournment thereof
HMRC	Her Majesty's Revenue and Customs
IAS	International Accounting Standards
IFRS	International Financial Reporting Standards
IRS	the United States Internal Revenue Service
Jersey Companies Law	the Companies (Jersey) Law 1991, as amended
Jersey Court	The Royal Court of Jersey

Listing Rules	the listing rules of the UK Listing Authority
London Stock Exchange	London Stock Exchange plc
Meetings	the Court Meeting and the General Meeting, and Meeting means either of these
Merrill Lynch	Merrill Lynch International
MTIP	the United Business Media Medium Term Incentive Plan
New ESOS	the United Business Media 2008 Executive Share Option Scheme
New Share Plans	the New ESOS and the New Sharesave
New Sharesave	the United Business Media 2008 Sharesave Scheme
New UBM or Company	United Business Media Limited, a public company limited by shares incorporated in Jersey under the Jersey Companies Law with registered number 100460
New UBM Articles	the articles of association of New UBM
New UBM Directors or Directors	the directors of New UBM whose names appear in the section of this document headed “ <i>Directors, Secretary, Registered and Head Office and Advisers</i> ”
New UBM Reduction of Capital	the proposed reduction of capital of New UBM under the Jersey Companies Law, as described in paragraph 2.3 of Part 1 of this document
New UBM Reduction of Capital Resolution	Resolution 2, set out in the notice convening the General Meeting contained in Part 7 of the Scheme Circular, to approve the New UBM Reduction of Capital
New UBM Shareholder	a holder of New UBM Shares from time to time
New UBM Shares	ordinary shares of par value 33 ⁷¹ / ₈₈ pence each in the capital of New UBM to be issued credited as fully paid pursuant to the Scheme
OAG	Official Airline Guides, a business unit of the UBM Group
Official List	the official list of the UK Listing Authority
Ordinary Shares	ordinary shares of 33 ⁷¹ / ₈₈ pence each in the capital of UBM
Ordinary Shareholders	the holders of Ordinary Shares from time to time
Overseas Persons	Scheme Shareholders who are resident in, ordinarily resident in, or citizens of, jurisdictions outside the United Kingdom
Proposals	collectively the Scheme, the New UBM Reduction of Capital and the B Share Reduction of Capital and the Share Plan Proposals
Prospectus Directive	Directive 2003/71/EC, and including any relevant implementing measure in each Member State of the European Economic Area that has implemented Directive 2003/71/EC
Prospectus Rules	the rules and regulations made by the FSA in its capacity as the UKLA under part VI of FSMA, and contained in the UKLA’s publication of the same name
PSP	the United Business Media Performance Share Plan
Registrar of Companies	the Registrar of Companies in England and Wales
Registrars	Equiniti or Equiniti (Jersey) Limited, as the context requires, and details which are set out in the section headed “ <i>Directors, Secretary, Registered and Head Office and Advisers</i> ”.
Regulatory Information Service	a regulatory information service that is approved by the FSA

Resolutions	the ordinary and/or special resolutions (as applicable) to be proposed at the General Meeting, as set out in Part 7 to the Scheme Circular
RPI	UK retail price index
Scheme or Scheme of Arrangement	the scheme of arrangement proposed to be made under Part 26 of the Companies Act 2006 between UBM and the holders of Scheme Shares as set out in Part 3 of the Scheme Circular, with or subject to any modification, addition or condition approved or imposed by the Court and agreed to by UBM and New UBM
Scheme Circular	the circular to UBM Shareholders dated 9 May 2008 relating to the Proposals
Scheme Record Time	6.00 p.m. on the Business Day immediately preceding the Effective Date
Scheme Reduction of Capital	the reduction of capital forming part of the Scheme as referred to in paragraph 2.2 of Part 1 of this document
Scheme Shareholder	a holder of Scheme Shares as appearing in the register of members of UBM at the Scheme Record Time
Scheme Shares	<ul style="list-style-type: none"> (i) the Ordinary Shares in issue at the date of this document; (ii) all (if any) additional Ordinary Shares issued after the date of this document and before the Voting Record Time; and (iii) all (if any) further Ordinary Shares which may be in issue immediately before the confirmation by the Court of the reduction in capital referred to in Clause 1 of the Scheme in respect of which the original or any subsequent holders shall be bound by the Scheme or in respect of which the original or any subsequent holders shall have agreed in writing to be so bound
SEC	the US Securities and Exchange Commission
SEEPP	the United Business Media Senior Executive Equity Participation Plan
Share Plan Proposals	the adoption of the New Share Plans and the Continuing Share Plans in accordance with the ordinary resolutions proposed at the General Meeting
Sharesave	the United Business Media 2004 Sharesave Scheme
SID	senior independent director
Statutes	for the purposes of paragraph 6 of Part 5 of this document means the Jersey Companies Law and every other statute, statutory instruments, regulation or order, for the time being in force, concerning companies registered under the Jersey Companies Law, including the electronic Communication (Jersey) Law 2000 and the Companies (Uncertificated Securities) (Jersey) Order 1999
subsidiary or subsidiary undertaking	has the meaning given in the Act
UBM	United Business Media plc, a public limited company incorporated in England and Wales with registered number 152298 and where the context requires in Part 3 — “ <i>Operating and Financial Review</i> ”, the UBM Group
UBM Board	the board of directors of UBM from time to time
UBM Directors	the directors of UBM
UBM Employee Share Plans	the United News and Media 1994 International Executive Share Option Scheme, the United News and Media UK Approved Executive Share Option Scheme, the United Business Media 2004 Sharesave Scheme, the United Business Media 1994 SAYE Share Option

	Scheme, the United Business Media 2004 International Sharesave Scheme, the United News and Media International Sharesave Plan, the United Business Media 2000 Senior Executive Equity Participation Plan, the United Business Media 2000 Executive Share Option Scheme, the United Business Media Medium Term Incentive Plan, the United Business Media Performance Share Plan, the United Business Media Bonus Investment Plan and the executive retention awards (referred to in paragraph 11.7 of Part 5 of this document)
UBM Group or Group	before the Effective Date, UBM and its subsidiaries and subsidiary undertakings and, where the context requires, its associated undertakings and, after the Effective Date, New UBM and its subsidiaries and subsidiary undertakings and, where the context requires, its associated undertakings
UBM New Ordinary Shares	ordinary shares of par value $33\frac{71}{88}$ pence each in the capital of UBM created following the cancellation of the Scheme Shares, which shall be of an aggregate nominal amount equal to the aggregate nominal amount of the cancelled Scheme Shares and which shall be issued credited as fully paid to New UBM pursuant to the Scheme
UBM Shareholders or Shareholders	holders of Ordinary Shares from time to time
UBM UK Dividend Co	a private company limited by shares being a direct or indirect subsidiary of New UBM
UK GAAP	generally accepted accounting principles in the UK
UK Listing Authority or UKLA	the FSA acting in its capacity as the competent authority for the purposes of Part VI of FSMA and in the exercise of its functions in respect of the Admission to the Official List otherwise than in accordance with Part VI of FSMA
uncertificated or in uncertificated form	in relation to a share or other security, a share or other security title to which is recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and the title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
United Kingdom or UK	the United Kingdom of Great Britain and Northern Ireland
United States or US	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
UNM International Sharesave	the United News and Media 2004 International Sharesave Scheme
US Securities Act	the US Securities Act of 1933, as amended
Voting Record Time	6.00 p.m. (London time) on 31 May 2008, or if the Court Meeting is adjourned, 48 hours before the time appointed for any adjourned Court Meeting
Withdrawal Notice	a notice to withdraw from participation in the Dividend Access Plan, which is available upon request from the Registrars

