



Independent News & Media PLC

# Independent News & Media PLC

Form of Proxy for the Second Requisitioned Extraordinary General Meeting to be held at The Normandy Suite, Green Isle Hotel, Newlands Cross, Dublin 22 on 13 November 2009 at 11.00 a.m.

Please indicate with an "X" in the boxes below how you wish your votes to be cast.

The Resolution to be voted on are set out in detail in the Notice of the Meeting.				
	For	Against	Discretion	Vote Withheld
1. That the Ordinary Resolution adopted by the members on 12 June, 2009 empowering the Directors to allot and issue relevant securities for the purposes of Section 20 of the Companies (Amendment) Act 1983, be and it is hereby revoked.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Independent News & Media PLC  
Form of Proxy for Extraordinary General Meeting

I/We, the above mentioned being (a) member(s) of the above named company, hereby appoint\* the Chairman of the Meeting or .....

of .....  
as my/our Proxy and to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at The Green Isle Hotel, Newlands Cross, Dublin 22 at 11.00 a.m. on 13 November 2009 and at any adjournment thereof. I/We direct my/our proxy to vote as indicated on the resolution set out in the Notice and summarised here.

\*If it is desired to appoint another person as a proxy, these words should be deleted and the name and address of the proxy, who need not be a member of the Company, inserted.

Unless otherwise directed, and in respect of any other resolution properly moved at the meeting, the proxy may vote, or may abstain from voting, as he thinks fit.

Signed: .....

Date: .....



## Independent News & Media PLC Extraordinary General Meeting

The Normandy Suite, Green Isle Hotel, Newlands Cross, Dublin 22  
13 November at 11.00 a.m.

### Attendance Form

Please do not post this section of the form but hand in at the EGM reception desk.

Investor Code (IVC):

Signature of person attending: .....

If attending as a proxy please tick this box  and print full name below

.....

## Notes

1. A member who is entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company but must attend the meeting to represent you. A member may appoint more than one proxy to attend and vote at the Extraordinary General Meeting in respect of shares held in different securities accounts. A member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different shares held by that member. If you wish to appoint more than one proxy, please contact the Company's Registrar, Capita Registrars (Ireland) Limited at 353 (1) 810 2400.
2. Completion of the Form of Proxy (or submission of proxy instructions electronically) will not prevent a shareholder from attending the meeting and voting in person should they wish to do so.
3. To be valid, the Form of Proxy and any power or other authority under which it is executed (or a duly certified copy of any such power or authority) must be lodged with the Company's Registrar, Capita Registrars (Ireland) Limited of Unit 5, Manor Street Business Park, Manor Street, Dublin 7, Republic of Ireland not later than 48 hours before the Extraordinary General Meeting or adjourned Extraordinary General Meeting or (in the case of a poll taken otherwise than at or on the same day as the Extraordinary General Meeting or adjourned Extraordinary General Meeting) at least 48 hours before the taking of the poll at which it is to be used.
4. If this Form of Proxy is given by a body corporate it must be given under its common seal or under the hand of an attorney or officer duly authorised.
5. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders and, for this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
6. As an alternative to completing this hard copy Form of Proxy, a member may appoint a proxy electronically by logging onto the website of the Registrar, Capita Registrars (Ireland) Limited, [www.capitaregistrars.ie](http://www.capitaregistrars.ie). Shareholders should select "Log on to shareholder services" from the online services menu. Shareholders will need their Shareholder Investor Code (or IVC) as printed on this Form of Proxy. Full details of the procedures are given on the website.
7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service should refer to the notes to the Notice of Extraordinary General Meeting for instructions on how to do so.
8. Only those members registered on the Company's register of members at:
  - 6.00 p.m. on the day two days before the date of the Extraordinary General Meeting; or
  - if the Extraordinary General Meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned Extraordinary General Meeting,shall be entitled to attend and vote at the Extraordinary General Meeting. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.
9. The "Vote Withheld" option is provided to enable you to abstain from the resolution. However, it should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against the resolution.