

**Notice of Annual General Meeting of
Mediasurface plc
(Registered in England and Wales No. 4016495)**

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of the Company will be held at Mediasurface House, Newbury Business Park, London Road, Newbury RG14 2QA Thursday 8 March 2007 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, which, in the case of resolutions 1 to 5, will be proposed as ORDINARY RESOLUTIONS and, in the case of resolution 6 will be proposed as a SPECIAL RESOLUTION:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements for the year ended 30 September 2006 together with the Directors' report and independent auditors' report on those financial statements.
2. To re-appoint Nexia Smith & Williamson as auditors of the Company to act as such until the conclusion of the next annual general meeting of the Company at which audited financial statements are laid and to authorise the directors to fix their remuneration.
3. To re-appoint Michael Jackson, retiring by rotation as a Director of the Company in accordance with the Company's articles of association.
4. To re-appoint Francis Maude, retiring by rotation as a Director of the Company in accordance with the Company's articles of association.
5. To re-appoint Vin Murria, retiring by rotation as a Director of the Company in accordance with the Company's articles of association.

SPECIAL RESOLUTION

6. THAT the Directors be and they are hereby empowered pursuant to section 95 of the Companies Act 1985 (the "Act") to allot ordinary shares up to an aggregate nominal amount of approximately £150,000 (as defined for the purposes of sections 89 to 96 of the Act) for cash, pursuant to the authority to allot relevant securities for the purposes of section 80 of the Act conferred on them by paragraph (b) of special resolution 3 passed by shareholders on 5 August 2004, as if section 89(1) of the Act did not apply to any such allotment provided that this power shall expire on the date being 15 months from the passing of this Resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company next held following the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired. This power shall be in substitution for any and all powers previously conferred on the directors for the purposes of section 89 of the Act.

By order of the Board
David Deacon
Company Secretary

Registered Office:
Mediasurface House
Newbury Business Park
London Road
Newbury
Berkshire
RG14 2QA

Dated: 14 February 2007