

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended), if you are in the United Kingdom, or from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document, together with the accompanying Form of Proxy, at once to the purchaser or transferee or the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Placing Shares and Completion Acquisition Shares are not being made available to the public in conjunction with the Placing. The Placing Shares and Completion Acquisition Shares will, upon Admission, rank *pari passu* in all respects with the Existing Ordinary Shares.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the Financial Services Authority. Each AIM company is required pursuant to the AIM Rules for Companies to have a nominated adviser. The nominated adviser is required to make a declaration to the London Stock Exchange on Admission in the form set out in Schedule Two to the AIM Rules for Nominated Advisers.

A prospective investor should be aware of the risks in investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with his or her own independent financial adviser.

The Company and the Directors, whose names are set out on page 8 of this document, accept responsibility for the information contained in this document including individual and collective responsibility for compliance with the AIM Rules for Companies. To the best of the knowledge 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 its import.

The London Stock Exchange has not itself examined or approved the contents of this document.

THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH THE NOTICE OF EXTRAORDINARY GENERAL MEETING SET OUT AT THE END OF THIS DOCUMENT.

YouGov plc

(Incorporated in England and Wales with registered number 3607311)

Proposed placing of 19,285,714 new Ordinary Shares at 140 pence each

By Numis Securities Limited

Nominated adviser and broker

Notice of Extraordinary General Meeting

Expected share capital of the Company immediately following Admission

Authorised			Issued and fully paid	
Number	Amount		Number	Amount
150,000,000	£300,000	Ordinary Shares of 0.2 pence each	93,803,323	£187,606.65

There is set out at the end of this document a Notice of an Extraordinary General Meeting of the Company to be held at the offices of Olswang, the Company's solicitors, at 90 High Holborn, London WC1V 6XX at 08.30 on 3 September 2007. A Form of Proxy for use at the Extraordinary General Meeting is enclosed. To be valid, Forms of Proxy should be completed and signed in accordance with the instructions printed thereon and returned as soon as possible and, in any event, so as to be received by the Company's registrars, Neville Registrars Limited, New Issue Department, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3BR, by not later than 08.30 on 1 September 2007. Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting at the EGM should they so wish.

Numis Securities, which is regulated and authorised in the United Kingdom by the Financial Services Authority, is acting exclusively for the Company as nominated adviser and broker for the purpose of the AIM Rules for Nominated Advisers and the AIM Rules for Companies, and as placing agent in connection with the matters described in this document. Numis Securities is not acting for any other person and will not be responsible to any other person for providing the protections afforded to clients of Numis Securities, or for advising any other person in connection with the matters described in this document. The responsibilities of Numis Securities, as nominated adviser, are owed solely to the London Stock Exchange and not to the Company or to any Director or to any other person in respect of any decision to acquire Placing Shares in reliance on any part of this document. No representation or warranty, express or implied, is made by Numis Securities as to the contents of this document (without limiting the statutory rights of any person to whom this document is issued). No liability whatsoever is accepted by Numis Securities for the accuracy of any information or opinions contained in this document or for the omission of any material information for which it is not responsible.

This document does not constitute an offer to sell or issue, or the solicitation of an offer to buy or subscribe for, Placing Shares in any jurisdiction and, in particular, is not for distribution into the United States, Canada, Australia, Japan or South Africa. The Placing Shares have not been, nor will be, registered in the United States under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold in the United States or to any U.S. person (as defined in Regulation S under the U.S. Securities Act) except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable laws of any state of the United States. The Placing Shares have not been, nor will be, registered, or under the securities laws of Canada, Australia, Japan or South Africa. Accordingly, they may not be offered or sold, directly or indirectly, within Canada, Australia, Japan or South Africa or to, or for the account or benefit of, any person in, or any national, citizen or resident of, Canada, Australia, Japan or South Africa. The distribution of this document outside the United Kingdom may be restricted by law and therefore persons outside the United Kingdom into whose possession this document comes should inform themselves about and observe any restrictions as to the Placing, the Placing Shares or the distribution of this document.

CONTENTS

Placing statistics	3
Expected timetable of principal events	4
Definitions	5
PART I Letter from the Chairman	8
Introduction	8
Background to the Placing and Acquisitions.....	9
The Acquisitions	10
Financial Information.....	13
Current Trading.....	14
Reasons for the Placing and use of proceeds	14
Details of the Placing.....	15
Extraordinary General Meeting.....	15
Action to be taken.....	16
Recommendation	16
PART II Additional Information	17
Notice of Extraordinary General Meeting	22

PLACING STATISTICS

Placing Price	140 pence
Number of Existing Ordinary Shares	67,422,570
Number of Placing Shares to be issued pursuant to the Placing	19,285,714
Estimated number of Acquisition Shares to be issued pursuant to the Acquisitions*	7,095,039**
Estimated number of Option Shares	936,931***
Estimated number of Ordinary Shares in issue following the issue of the Placing Shares and the Acquisition Shares*	93,803,323**
Number of Placing Shares as a percentage of the estimated enlarged issued share capital following the Placing and the Acquisitions*	20.6 per cent**
Number of Acquisition Shares as a percentage of the estimated enlarged issued share capital following the Placing and the Acquisitions*	7.6 per cent**
Expected market capitalisation based on the Placing Price following the Placing and the Acquisitions*	£131.3 million**
Net proceeds of the Placing receivable by the Company****	£24.5 million

*Excluding Ordinary Shares to be issued pursuant to earn-out provisions under the Acquisitions but including the Acquisition Shares to be issued on the first anniversary of completion of the Polimetrix Acquisition.

**These numbers or percentages are for indicative purposes only and are based on the Acquisition Shares in respect of the Polimetrix Acquisition and the Psychonomics Acquisition being issued at the Placing Price. The Acquisition Shares in respect of the Zapera Acquisition have been issued at a fixed price of 151.5 pence per Ordinary Share. The Acquisition Agreements in respect of Polimetrix and Psychonomics contain valuation provisions that are based on average mid-market closing prices of the Ordinary Shares over the 30 day period to 31 August 2007, being the final day of trading prior to the EGM. The implication of this is that the price per Ordinary Share attributable to the Acquisition Shares to be issued in connection with the Polimetrix and Psychonomics Acquisitions could be lower than the Placing Price resulting in potentially greater dilution for the existing Shareholders.

***This number is for indicative purposes only and is stated as if the Option Shares were being valued at the Placing Price. The Acquisition Agreement in respect of Polimetrix contains valuation provisions that are based on average mid-market closing prices of the Ordinary Shares over the 30 day period to 31 August 2007, being the final day of trading prior to the EGM. The implication of this is that price per Ordinary Share used to establish the number of Option Shares could be lower than the Placing Price resulting in potentially greater dilution for existing Shareholders.

****Net proceeds are stated after deduction of estimated total expenses of approximately £2.5 million.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS[†]

Latest time and date for receipt of Forms of Proxy	08.30 on 1 September 2007
Extraordinary General Meeting	08.30 on 3 September 2007
Admission and commencement of dealings in Placing Shares and Completion Acquisition Shares on AIM	6 September 2007
Delivery in CREST of Placing Shares and Completion Acquisition Shares to be held in uncertificated form	6 September 2007
Anticipated completion of Acquisitions	11 September 2007
Despatch of share certificates for Placing Shares and Completion Acquisition Shares to be held in certificated form	by 14 September 2007

[†] Each of the times and dates above are subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by announcement on a Regulatory Information Service.

FOREIGN CURRENCY AMOUNTS

In this document, unless otherwise stated, US dollar amounts have been converted into Sterling at US\$2.06 = £1.00.

In this document, unless otherwise stated, Euro amounts have been converted into Sterling at €1.49 = £1.00.

In this document, unless otherwise stated, Kroner (Denmark) amounts have been converted into Sterling at DKK11.1 = £1.00.

In this document, unless otherwise stated, Kroner (Norway) amounts have been converted into Sterling at NOK12 = £1.00.

DEFINITIONS

“£”	the lawful currency of the United Kingdom
“\$”	the lawful currency of the United States
“€”	the official currency of the European Union’s member states
“Acquisition Agreements”	the agreements pursuant to which the Company is to acquire each of Psychonomics and Zapera and pursuant to which a subsidiary of the Company is to merge with Polimetrix, details of which are set out in paragraph 3 of Part II
“Acquisition Shares”	Ordinary Shares up to the value of £10 million that are to be issued to the relevant sellers as part consideration for the Acquisitions pursuant to the terms of the relevant Acquisition Agreements
“Acquisitions”	the Polimetrix Acquisition, the Psychonomics Acquisition and the Zapera Acquisition
“Admission”	admission of the Placing Shares and Completion Acquisition Shares to trading on AIM and such admission becoming effective in accordance with Rule 6 of the AIM Rules for Companies
“AIM”	AIM, a market of the London Stock Exchange
“AIM Rules for Companies”	the rules for AIM companies issued by the London Stock Exchange (as amended from time to time)
“AIM Rules for Nominated Advisers”	the rules for nominated advisers issued by the London Stock Exchange (as amended from time to time)
“Articles”	the Company’s Articles of Association as amended from time to time
“certificated form” or “in certificated form”	an Ordinary Share recorded on the Company’s share register as being held in certificated form (namely, not in CREST)
“Completion Acquisition Shares”	those Acquisition Shares that are to be issued on completion of the relevant Acquisition
“CREST”	the electronic settlement system operated by Euroclear UK & Ireland Limited, which facilitates the transfer of title to securities in uncertificated form
“Directors” or “Board”	the directors of the Company whose names are set out on page 8 of this document
“DKK”	Danish Kroner, the lawful currency of Denmark
“Existing Ordinary Shares”	the 67,422,570 Ordinary Shares in issue at the date of this document, all of which are admitted to trading on AIM
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at 08.30 on 3 September 2007, notice of which is set out at the end of this document
“Financial Services Authority”	the Financial Services Authority of the United Kingdom

“Form of Proxy”	the form of proxy for use by Shareholders at the EGM, enclosed with this document
“Group”	the Company and its subsidiaries
“London Stock Exchange”	London Stock Exchange plc
“NOK”	Norwegian Kroner, the lawful currency of Norway
“Notice of EGM”	the notice convening the EGM set out at the end of this document
“Numis Securities”	Numis Securities Limited
“Ordinary Shares”	ordinary shares of 0.2 pence each in the capital of the Company
“Option Shares”	Ordinary Shares to the value of £1.3 million that are subject to the replacement option grants pursuant to the Polimetrix Acquisition (as if completion of that Acquisition were to occur on the date of this document)
“Placing Agreement”	the conditional agreement dated 7 August 2007 between the Company and Numis Securities relating to the Placing
“Placing Price”	140 pence per Placing Share
“Placing Shares”	the 19,285,714 new Ordinary Shares to be issued by the Company at the Placing Price pursuant to the Placing Agreement
“Placing”	the proposed placing of the Placing Shares pursuant to the Placing Agreement
“Polimetrix Acquisition”	the merger of Polimetrix and a subsidiary of YouGov, PoliYouGov Acquisition, Inc. pursuant to a merger agreement dated 6 August 2007
“Polimetrix”	Polimetrix Inc., a Delaware corporation
“Psychonomics Acquisition”	the acquisition of Psychonomics by the Company pursuant to the terms of an acquisition agreement dated 26 July 2007
“Psychonomics”	Psychonomics AG, a public limited company incorporated and existing under the laws of Germany with its seat in Cologne, registered with the Commercial Register at the local court in Cologne under HRB 38339
“Psychonomics Sellers”	each of the shareholders in Psychonomics
“Resolutions”	the resolutions set out in the Notice of EGM
“Siraj”	Siraj Marketing and Research Consultancy FZ-LLC, a free zone company incorporated and registered in Dubai Media City under Licence No. 30484
“Shareholders”	holders of Ordinary Shares
“UK”	the United Kingdom of Great Britain and Northern Ireland
“uncertificated” or “in uncertificated form”	an Ordinary Share recorded in the Company’s share register as being held in uncertificated form in CREST and title to which by virtue of the Uncertificated Securities Regulations 2001, may be transferred by means of CREST.

“United States” or “US”	the United States of America, its territories and possessions
“YouGov America”	YouGov America Holdings LLC
“YouGov” or “Company”	YouGov plc
“Zapera Acquisition”	the acquisition of Zapera by the Company pursuant to the terms of an acquisition agreement dated 6 August 2007
“Zapera”	Zapera.com A/S (CVR 25045459), incorporated in Denmark with registered address at Ryesgade 3A, 2200 Copenhagen N, Denmark
“Zapera Sellers”	(1) Walsh ApS, (2) Internet Venture Scandinavia 6 ApS, (3) Slottsbacken Fund Two KB, and (4) Slottsbacken Fund II KY

PART I

LETTER FROM THE CHAIRMAN

YouGov plc

(Registered in England and Wales No. 3607311)

Directors

Roger Parry, *Non-executive Chairman*
Peter Kellner, *President*
Nadhim Zahawi, *Chief Executive Officer*
Stephen Shakespeare, *Chief Innovations Officer*
Panos Manolopoulos, *Managing Director*
Katherine Lee, *Chief Financial Officer*
Peter Bazalgette, *Non-executive Director*
Anthony Foye, *Non-executive Director*

Registered office:

*50 Featherstone Street
London
EC1Y 8RT*

7 August 2007

To Shareholders and, for information only, holders of options under the Company's share option schemes

**Proposed Acquisitions, Placing of 19,285,714 new Ordinary Shares at
140 pence per Ordinary Share
and
Notice of EGM**

Dear Shareholder,

INTRODUCTION

The Company has announced today that it proposes to raise approximately £27 million (£24.5 million net of expenses) by means of a placing for cash of 19,285,714 new Ordinary Shares at 140 pence per Ordinary Share to institutional investors, to issue Acquisition Shares and to grant options over the Option Shares with an aggregate value of up to £11.3 million in connection with the Acquisitions. The Directors intend to use the net proceeds of the Placing, to allot the Completion Acquisition Shares and to grant options over the Option Shares to satisfy the consideration required to complete the Acquisitions pursuant to the terms of the Acquisition Agreements, as more fully explained below. Each of the Placing and the Acquisition Agreements are conditional on, *inter alia*, the passing of the Resolutions at the Extraordinary General Meeting and admission of the Placing Shares or the relevant Completion Acquisition Shares to be allotted as consideration under the respective Acquisition Agreements (as appropriate).

Approximately £21.7 million of the proceeds of the Placing is to be used to satisfy the cash consideration pursuant to the Acquisition Agreements, with the balance of the consideration under the Acquisition Agreements being satisfied by the issue of the Acquisition Shares and the grant of options over the Option Shares (with a value of up to approximately £11.3 million in aggregate) to the relevant sellers (excluding any amounts required to satisfy any additional consideration payable pursuant to the earn-out provisions). The Completion Acquisition Shares are subject to selling restrictions for a period of 12 months from the date of completion. Each of the

Psychonomics and Zapera Acquisition Agreements contain earn-out provisions which, if met, will require YouGov to pay an estimated amount of £6.5 million by way of further consideration. Such earn-out consideration is to be satisfied with a mixture of cash and Ordinary Shares (as further described in Part II of this document). In addition, the Company has agreed to make Ordinary Shares to the value of €500,000 (approximately £336,000 priced at the average mid-market closing price over the 30 day period to 31 August 2007, being the final trading day prior to the EGM) available for issue to Psychonomics employees as an incentive bonus pool. The balance of the Placing proceeds of approximately £5.3 million will be used to fund fees and expenses of approximately £2.5 million incurred in connection with the Acquisitions and the Placing and for general working capital requirements.

The purpose of this document is to explain the background to the Placing and the Acquisitions, to set out the reasons why your Board believes that the Placing and the Acquisitions are in the best interests of the Company and its Shareholders, and to seek your approval of the issue of the Placing Shares, the Acquisition Shares and grant of options over the Option Shares.

You will find set out at the end of this document a notice convening an Extraordinary General Meeting for 08.30 on 3 September 2007 at which the Resolutions will be proposed to give the directors authority to allot and issue shares in the Company (including the Acquisition Shares and the Placing Shares) and to approve the disapplication of statutory pre-emption rights to enable the issue of the Placing Shares and the grants of options over the Option Shares. You should complete and return the Form of Proxy (for use at the EGM) enclosed with this document whether or not you intend to attend the meeting.

BACKGROUND TO THE PLACING AND ACQUISITIONS

YouGov carries out online research using proprietary software to produce accurate market research, political and media opinion polling and stakeholder consultation. The use of internet-based research has enabled YouGov to provide accurate research using larger sample sizes while keeping costs lower than traditional research companies that use telephone and face-to-face interview techniques. The Company uses a panel of over 1,240,000 registered respondents in the US, UK, Middle East and Canada who have been recruited for surveys.

On 25 April 2005, YouGov raised net proceeds of £2,737,500 in an initial public offering to enable it to develop further the YouGov brand in market research, develop and implement new online research and reporting tools, launch and market a new syndicated (subscription-based) research product (marketed as “BrandIndex”) and to provide it with an amount of cash to pursue an acquisition strategy. Since its flotation, YouGov has focussed on developing its business and executing its growth strategy and a summary of its development is set out in the following paragraphs.

Omnibus, a product offered and developed by YouGov, permits customers to access a nationally representative sample of the UK population every working day.

In October 2005 YouGov launched BrandIndex and has subsequently achieved sales of BrandIndex subscriptions to household names. BrandIndex is based upon YouGov’s proprietary technology and panel usage. YouGov’s panels have expanded considerably since its initial public offering. In March 2005, the YouGov panel consisted of approximately 89,000 respondents based solely in the UK and it now has approximately 1,200,000 registered respondents.

On 31 July 2006, YouGov announced the acquisition of a qualitative and quantitative market research and analysis business from Siraj, a Dubai based marketing and research company. This acquisition has cemented YouGov’s position as the fastest growing market research agency in the Middle East.

In December 2006 YouGov announced the acquisition of a minority (32 per cent.) stake in Polimetrix. The acquisition of this stake represented the Company’s first venture into the USA. At

the same time YouGov and YouGov America were granted the option to acquire the remaining shares in Polimetrix.

YouGov has recently announced two new joint ventures: YouGovCentaur (with Centaur Communications Limited) focussing on the creation of specialist panels for B2B research (1 March 2007), and YouGovStone, with Carole Stone, with a remit to create opinion leading panels (10 April 2007).

YouGov has expanded on its domestic business and is now conducting a growing proportion of its research across Europe, the Middle East and the US. The locations of the companies to be acquired pursuant to the Acquisitions (Germany, Scandinavia and the US) will enable YouGov to build on its presence in such markets.

YouGov continues to position itself as a multi-service research consultancy, based on market research and opinion research using online data collection methods. The Directors' strategy is to position YouGov as a market-leading research agency by developing the existing business and creating new products and increasing revenue streams from specific industry sectors that the Directors have identified as online research growth areas.

The Directors believe that the Acquisitions will:

- provide YouGov with an enhanced global presence and each Acquisition will establish a key geographic hub;
- add expertise in certain YouGov target sectors, being: brand research, financial services, FMCG, healthcare, insurance, political and social and organisational consulting;
- result in an expanded client base; and
- provide an enlarged platform from which to accelerate YouGov's organic expansion plans.

THE ACQUISITIONS

YouGov proposes to acquire three companies for a mixture of cash, Acquisition Shares and options over the Option Shares, pursuant to the Psychonomics Acquisition Agreement dated 26 July 2007 (announced on 27 July 2007) and the Polimetrix and Zaper Acquisition Agreements dated 6 August 2007. Details of each company and the rationale for its proposed acquisition are set out below.

The board of YouGov believes that each Acquisition will be earnings enhancing in the first full year following Completion of each Acquisition.

Polimetrix

YouGov America currently owns 32 per cent. of Polimetrix, a pure online agency founded by Professor Doug Rivers, Professor of Political Science at Stanford University, in 2004. Under the terms of the agreement pursuant to which YouGov America acquired its initial stake, YouGov and YouGov America were granted the option to purchase the remaining share capital of Polimetrix at a price of \$2.10 per share.

Polimetrix is based in Palo Alto, California with an additional office in Washington DC and has 22 staff. The business has an approach to online polling (with emphasis on political and academic polling) that the Directors believe is similar to YouGov's when it was founded. Polimetrix has a panel of approximately 1,000,000 people in the US and Canada.

Polimetrix is active in the public affairs, university and government sectors. Clients include universities such as Harvard University and Yale University and various political pollsters. To date the geographic focus of projects undertaken by Polimetrix has been the US and Canada.

Polimetrix conducts its polling activities through its website, PollingPoint. The Company has also developed an online qualitative product for conducting focus groups, Vox Populi.

The Directors believe that there is a strong cultural fit between Polimetrix and YouGov and YouGov intends to develop Polimetrix's operations to mirror those of YouGov following the acquisition.

Polimetrix has been working to expand its service offerings to include consulting, brand research and market research and YouGov is currently working with the Polimetrix management team in this regard to develop the business into a multi-service agency. This includes the roll-out of BrandIndex into the US. The Polimetrix Acquisition consolidates this development and will ensure YouGov retains the benefit of this work and knowledge transfer.

The Polimetrix Acquisition will also cement YouGov's foothold in the US which is the world's largest market research market.

Summary financial information in respect of Polimetrix is set out below in the Financial Information section.

Consideration Summary

The Polimetrix Acquisition will result in Polimetrix merging with a subsidiary of YouGov America Holdings Limited, PoliYouGov Acquisition Inc.

Under the terms of the pre-existing option, YouGov and YouGov America have the right to purchase the 68 per cent of Polimetrix not currently owned by YouGov America. The merger will effectively result in the acquisition of such 68 per cent at a price of \$2.10 per share. The total consideration payable will be \$24.1 million (approximately £11.7 million) of which \$8.6 million (approximately £4.2 million) will be satisfied in cash. The remaining \$15.5 million (approximately £7.5 million) will be satisfied by the allotment of Ordinary Shares comprising part of the Acquisition Shares to the Polimetrix sellers and by the grant of options over the Option Shares to the optionholders in Polimetrix (to a value of approximately \$2.7 million (£1.3 million) net of an aggregate exercise price of approximately \$365,000 (approximately £177,000)). The value of the Acquisition Shares and Option Shares at completion is based on the average mid-market closing prices of the Ordinary Shares over the 30 day period to 31 August 2007, being the final day of trading prior to the EGM. A number of Acquisition Shares are being held back and will be issued one year following completion provided there are no claims made by YouGov under the Polimetrix Acquisition Agreement. The Completion Acquisition Shares to be issued pursuant to the Polimetrix Acquisition Agreement are subject to selling restrictions for a period of 12 months from the date of completion. The options are being granted as replacement options to existing Polimetrix optionholders.

Zapera

Zapera is an online research agency with offices in Denmark, Finland, Sweden and Norway. The Group has 68 employees and specialises in healthcare, pharmaceutical and brand research.

Zapera has a history of expansion in the Nordic region through acquisitions, with the most recent being Quickwise (in May 2006), a Swedish online brand research agency, and Receptor Markedanalyse A/S ("Receptor") (in May 2007), a research agency based in Oslo, Norway.

The Zapera group has products including BrandMeter and, ImageMeter and provides online qualitative research. The Zapera group has a panel of over 125,000 people in the Nordic region, with specialist panels in various sectors including medical and agricultural sectors. The Zapera group is able to undertake research in Sweden, Denmark, Norway, Finland, Poland, Estonia and Russia. Zapera has a client base of regional clients such as SAS and multinationals such as Kelloggs.

Zapera's growth aspirations are high as demonstrated by its historic acquisitions (of, for example, Receptor and Quickwise) and partnership with Bashkirova & Partners in Moscow and the Directors believe that there is a good cultural fit with YouGov.

Zapera is a proven company which utilises online research. The Directors believe that Zapera's online expertise and products can be leveraged to develop and roll-out new innovations and products into YouGov's expansion plans.

The Zapera Acquisition represents an opportunity for YouGov to expand internationally into the Nordic region and to enhance its operations by acquiring new products and entering new markets. The Directors believe that growth potential exists with the BrandIndex and Omnibus roll-out into the Nordic region using Zapera's existing infrastructure (in terms of compatible online products and Zapera's existing panel base). The Directors intend to continue Zapera's policy of geographic expansion in Northern Europe through organic growth and acquisitions.

Summary financial information in respect of Zapera is set out below in the Financial Information section.

Consideration Summary

The consideration payable on completion under the Zapera Acquisition Agreement is £5.33 million (subject to a net working capital adjustment) and is to be satisfied by a mixture of cash (£4.93 million) and the allotment of 264,026 Completion Acquisition Shares (priced at 151.5 pence per Ordinary Share). In addition, YouGov will apply £2 million towards the repayment of loan capital, the acquisition of bank debt and the payment of deferred consideration (of a maximum of £540,000, including an extraordinary bonus, pursuant to the payment terms under the acquisition agreement for Receptor). Additional consideration of £2.25 million will become payable to all sellers subject to certain financial hurdles for the 12 month period to 31 July 2008 being met by Zapera. Any such additional consideration will be satisfied by the allotment of Ordinary Shares (priced at the average closing mid-market price of trading over the 10 day period prior to payment) or, in the event that YouGov shares no longer trade on AIM, in cash. Further, the two original founders are entitled to an earn-out payment of (in aggregate) £1.25 million depending on the financial performance of Zapera for the 12 month periods to each of 31 July 2009 and 2010. Any such earn-out payment to the founders shall be satisfied 50 per cent in cash and 50 per cent in Ordinary Shares.

The Completion Acquisition Shares to be issued pursuant to the Zapera Acquisition are subject to selling restrictions for a period of 12 months from the date of completion.

Psychonomics

The entry into the Psychonomics Acquisition was announced on 27 July 2007.

Psychonomics was incorporated in 1992 and has its head office in Cologne. It also has offices in Vienna and Berlin and has 104 employees. Psychonomics is a multi-service traditional research agency that offers market research and consultancy services across a range of sectors. Psychonomics specialises in the insurance, financial services and healthcare sectors.

Psychonomics has a history of consistent growth in revenue and earnings and has a client base of multinational corporations such as Allianz, Bayer, L'Oreal and Siemens. It is now placed in the top ten German market research agencies (based on 2006 revenue).

Germany is the third largest market research market in the world and the acquisition of Psychonomics will provide a hub for YouGov's continued expansion into mainland Europe. The Psychonomics Acquisition is an opportunity to roll-out the existing YouGov product base such as Omnibus and BrandIndex into the German market. The Directors believe that Psychonomics has a strong brand name in its home market and YouGov intends to promote the brand further based on its experience in the UK.

The management team of Psychonomics have sector specialists concentrating on key sectors in which YouGov already operates and in which it is trying to develop further. The Directors believe

that there will be synergies between the YouGov and Psychonomics businesses around data collection, in the transfer of existing online market research activity to the YouGov platform and the migration of traditional data collection to the online methodology.

In acquiring Psychonomics, YouGov will indirectly acquire Psychonomics' shareholdings in Psychonomics Field GmbH (a CATI studio), ServiceRating GmbH (a service rating company), Comema AG (database, meta analysis and consulting firm for the insurance industry), and Webfrager GmbH (a panel provider for online research) (together the "Psychonomics Subsidiaries").

Summary financial information in respect of Psychonomics is set out below in the Financial Information section.

Consideration Summary

The consideration payable on completion for the entire issued share capital of Psychonomics and the Psychonomics Subsidiaries is €20.75 million (approximately £14.0 million) and will be satisfied by the issue of Completion Acquisition Shares to the value of €5 million (approximately £3.4 million priced at the average mid-market closing price over the 30 day period to 31 August 2007, being the final trading day prior to the EGM), with the balance being paid in cash. Of the initial cash consideration €3.15 million (approximately £2.1 million) has been paid as a non-refundable deposit (except in circumstances where the Psychonomics Acquisition does not proceed to Completion due to certain actions of the Psychonomics Sellers). The Psychonomics Sellers are entitled to be paid the pre-completion profits of Psychonomics for the current year calculated in proportion to the number of months elapsed prior to completion. Such amount is capped at €1.5 million (approximately £1 million). An earn-out has also been put in place for the financial years ending December 2007 and 2008. Under the earn-out, based on financial targets being met, a maximum of a further €3 million (approximately £2 million) will be payable, either in cash or Ordinary Shares (priced at the average price of trading over the 30 trading day period following publication of the audited financial statements for the financial year ending 31 December 2008). In addition to the purchase price payable, Ordinary Shares to the value of €500,000 (priced at the average mid-market closing price over the 30 day period to 31 August 2007, being the final trading day prior to the EGM) will be issued for a Psychonomics employee incentivisation programme.

The Completion Acquisition Shares to be issued pursuant to the Psychonomics Acquisition are subject to selling restrictions for a period of 12 months from the date of completion.

More detailed summaries of the terms of each of the Acquisition Agreements are set out at paragraph 3 of Part II of this document.

FINANCIAL INFORMATION

Polimetrix

The historic financials for the 31 December financial year end of Polimetrix which are prepared under US GAAP are set out below:

	<i>2006</i>
	<i>£'000</i>
	<i>Audited</i>
Revenue	1,069
Cost of goods	(435)
Gross profit	635
Operating expenses	(1,309)
Operating loss	(675)
Other income	7
Loss before provision for tax	(667)
Provision for taxes	(1)
Net loss	(668)

Part I

Zapera

The historic financials for the 31 December financial year end of Zapera which are prepared under Danish GAAP are set out below:

	2005 £'000 <i>Audited</i>	2006 £'000 <i>Audited</i>
Revenue	2,369	3,573
Cost of goods	(769)	(993)
Gross profit	1,599	2,580
Operating expenses	(1,406)	(2,131)
Operating profit	194	448
Net interest expense	(5)	(28)
Profit before tax	188	420
Corporation tax	162	(124)
Profit after tax	350	296

Psychonomics

The historic financials for the 31 December financial year end of Psychonomics which are prepared under German GAAP are set out below:

	2005 £'000 <i>Unaudited</i>	2006 £'000 <i>Audited</i>
Revenue	6,872	9,099
Cost of goods	(2,579)	(3,129)
Gross profit	4,294	5,970
Operating expenses	(3,839)	(5,237)
Operating profit	455	734
Net interest income	6	6
Profit before tax	461	740
Corporation tax	(164)	(302)
Profit after tax	297	438

CURRENT TRADING

All YouGov businesses continue to perform well with increased investment in people and infrastructure. With trading in line with market expectations, the Directors are confident the 2007 financial year will be another successful year both financially and operationally.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Placing proceeds will enable to Company to satisfy the cash elements of the Acquisitions and will allow it to meet the working capital requirements of the enlarged Group, including costs arising in connection with the integration of the new businesses and to continue to develop and market new products as well as those offered by Polimetrix, Psychonomics and Zapera.

If any of the Acquisitions should not complete, YouGov will retain the Placing proceeds intended to finance such Acquisition(s) and apply them for the future funding requirements of the business of the Group.

DETAILS OF THE PLACING

YouGov is proposing to raise approximately £27 million (£24.5 million net of expenses), through the issue of 19,285,714 Placing Shares pursuant to the Placing at 140 pence per Placing Share. As announced today, Numis Securities has conditionally placed the Placing Shares at the Placing Price with various institutional investors.

The Placing is being made on a non pre-emptive basis as the time and costs associated with a pre-emptive offer resulting from the introduction of the EU Prospectus Rules (which came into force on 1 July 2005) are considered by the Directors to be excessive. The making of a pre-emptive offer would require the production of a prospectus which would have to comply with the Prospectus Rules.

Numis Securities has conditionally agreed that, to the extent that they are unable to procure subscribers for the Placing Shares, they will subscribe as principal for those Placing Shares at the Placing Price.

The Placing Agreement and the issue of the Placing Shares are conditional, *inter alia*, upon:

- (a) the passing at the EGM of the Resolutions set out in the Notice of EGM; and
- (b) admission of the Placing Shares.

The Placing Price represents a discount of approximately 8.2 per cent, to the mid-market closing price of 152.5 pence per Ordinary Share on 6 August 2007, being the last dealing day prior to the publication of this document. The Placing Shares represent approximately 20.6 per cent, of the enlarged issued share capital of the Company following the Placing and the Acquisition. A more detailed summary of the terms of the Placing Agreement is set out at paragraph 4 of Part II of this document.

Application will be made to the London Stock Exchange for the Placing Shares and the Completion Acquisition Shares to be admitted to trading on AIM and it is anticipated that dealings in the Placing Shares and Completion Acquisition Shares will commence on AIM on 6 September 2007.

EXTRAORDINARY GENERAL MEETING

Set out at the end of this document, Shareholders will find a notice convening an Extraordinary General Meeting of the Company, to be held at the offices of YouGov's solicitors, Olswang, at 90 High Holborn, London WC1V 6XX. The Extraordinary General Meeting will commence at 08.30 on 3 September 2007. A Form of Proxy for use at the Extraordinary General Meeting is enclosed with this document.

At the Extraordinary General Meeting, the following Resolutions will be proposed as ordinary resolutions and a special resolution:

Ordinary resolutions

- (1) That the authorised share capital of the Company be increased from £200,000 consisting of 100 million Ordinary Shares to £300,000 consisting of 150 million Ordinary Shares by the creation of 50 million additional Ordinary Shares to rank *pari passu* with the existing issued ordinary share capital of the Company and having the rights and being subject to the obligations set out in the Company's articles of association.
- (2) To grant the Directors authority to exercise all the powers of the Company to allot Ordinary Shares up to:
 - (a) such amount as is equal to the aggregate nominal value of the Placing Shares, the Acquisition Shares, the Option Shares and those Ordinary Shares that are to be issued for the purposes of the Psychonomics incentive bonus pool which shall not exceed

the aggregate nominal value equal to the authorised but unissued ordinary share capital of the Company (as such authorised share capital is increased by resolution 1 above); and

- (b) the lesser of (i) an aggregate nominal value equal to the authorised but unissued ordinary share capital of the Company (as such authorised share capital is increased by resolution 1 above) and (ii) an aggregate nominal value equal to the issued ordinary share capital of the Company immediately following completion of the Placing and Acquisitions multiplied by 1%.

Special resolution

- (3) To empower the Directors to disapply statutory pre-emption rights in relation to the allotment of the Placing Shares and in respect of a further 2,000,000 Ordinary Shares that are potentially the subject of the option grants pursuant to the Polimetrix Acquisition.

Save as mentioned in this document, the Directors do not, at present, intend to issue any part of the un-issued authorised share capital other than in connection with the Placing and Acquisitions. The allotment ordinary resolution and the special resolution set out in the Notice of EGM, each contain a level of headroom which is proposed because the actual price per Ordinary Share attributable to the Acquisition Shares and the Option Shares under the Polimetrix and Psychonomics Acquisition Agreements is subject to fluctuation and is based on the average mid-market closing prices of the Ordinary Shares over the 30 day period to 31 August 2007, being the final day of trading prior to the EGM. This basis of the pricing means that the number of Ordinary Shares required to be issued as Acquisition Shares and the number of Option Shares may actually be above the number of Ordinary Shares which would have been required if such shares were being issued at the Placing Price.

ACTION TO BE TAKEN

Shareholders will find enclosed with this document a Form of Proxy for use at the Extraordinary General Meeting.

It is important that you complete and sign the enclosed Form of Proxy in accordance with the instructions printed thereon and return it to the Company's registrars, Neville Registrars Limited, New Issue Department, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3BR, as soon as possible and in any event so as to be received by no later than 08.30 on 1 September 2007. Completion and return of the Form of Proxy will not preclude you from attending and voting at the meeting, should you wish to do so.

RECOMMENDATION

The Directors consider that the Acquisitions and Placing and are in the best interests of the Company and the Shareholders as a whole.

Accordingly, the Directors unanimously recommend Shareholders to vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting, as they intend to do in respect of their own beneficial holdings of Ordinary Shares amounting, in aggregate, to approximately 22 per cent, of the Existing Ordinary Shares.

Yours sincerely

Roger Parry
Chairman

PART II

Additional information

1. SHARE CAPITAL

The issued share capital of the Company as at the date of this document and as it is expected to be immediately following Admission is as follows:

	At present		Following Admission*	
	Number	£	Number	£
Ordinary Shares	67,422,570	134,845.14	93,803,323	187,606.65

*This number is for indicative purposes only and is based on the Acquisition Shares in respect of the Polimetrix Acquisition and the Psychonomics Acquisition being issued at the Placing Price and also includes the Acquisition Shares to be issued on the anniversary of completion of the Polimetrix Acquisition. The Acquisition Shares in respect of the Zapera Acquisition have been issued at a fixed price of 151.5 pence per Ordinary Share. The Psychonomics and Polimetrix Acquisition Agreements contain valuation provisions that are based on the average mid-market closing prices of the Ordinary Shares over the 30 day period to 31 August 2007, being the final day of trading prior to the EGM. The implication of this is that the price per Ordinary Share attributable to the Acquisition Shares could be lower than the Placing Price resulting in greater dilution for the existing Shareholders.

The Placing Shares and Completion Acquisition Shares to be issued under the Placing Agreement and the Acquisition Agreements will, on Admission, rank *pari passu* in all respects with the Existing Ordinary Shares.

2. MARKET PRICES

The following table shows the closing mid market quotations for Ordinary Shares on the first dealing day in each of the six months preceding the date of this document and on 6 August 2007 (being the last practicable date before the publication of this document), as extracted from the Daily Official List of the London Stock Exchange:

<i>Date</i>	<i>Price (pence)</i>
1 February 2007	189
1 March 2007	162
2 April 2007	157
1 May 2007	197
1 June 2007	194
2 July 2007	188
6 August 2007	153

3. ACQUISITION AGREEMENTS

The aggregate initial consideration payable by the Company in respect of the Acquisitions amounts to £19.7 million in cash (with a further £2 million in cash being applied to, or reserved for application to, loan and deferred liability commitments in connection with the Zapera Acquisition) and up to £11.3 million by way of the issue of the Acquisition Shares and the grant of options over the Option Shares. Should the earn-out targets under the Psychonomics and Zapera Acquisition Agreements be reached the estimated additional consideration payable by the Company would amount to £6.5 million. Such earn-out amount is to be satisfied by a mixture of cash and Ordinary Shares as summarised below under the relevant Acquisition headings. In addition, the Company has agreed to make Ordinary Shares to the value of €500,000 (approximately £336,000 priced at the average mid-market closing price over the 30 day period to 31 August 2007, being the final trading day prior to the EGM) available for issue to Psychonomics employees as an incentive bonus pool. Set out below is a brief description of each Acquisition Agreement.

Polimetrix Acquisition

The Polimetrix Acquisition is taking the form of a merger between Polimetrix and PoliYouGov Acquisition, Inc., a subsidiary of YouGov. Prior to completion, YouGov America will transfer its holding of B Preferred Stock in Polimetrix to YouGov America Holdings Limited and immediately prior to completion of the merger, such B Preferred Stock will be cancelled. The merger will effectively result in the acquisition of the remaining 68 per cent of the stock in Polimetrix not currently held by YouGov America and is conditional on, *inter alia*, the passing of the Resolutions and Admission (in respect of the relevant Completion Acquisition Shares).

The total consideration payable will be \$24.1 million (approximately £11.7 million). The total consideration is predicated on each share in Polimetrix, including each share which is under option, having a value of \$2.10. Of the total consideration, \$8.6 million (approximately £4.2 million) will be satisfied in cash and the remaining \$15.5 million (approximately £7.5 million) will be satisfied by the allotment of Ordinary Shares comprising part of the Acquisition Shares to the Polimetrix shareholders and by the grant of options over the Option Shares to the optionholders in Polimetrix to a value of approximately \$2.7 million (£1.3 million) net of an aggregate exercise price of approximately \$365,000 (approximately £177,000). The options are being granted as replacement options to existing Polimetrix optionholders.

The Polimetrix Acquisition Agreement provides for (i) 10 per cent of the relevant Acquisition Shares and (ii) a number of Acquisition Shares to be received by Alloy Partners 2002, L.P. and Alloy Ventures 2002, L.P. equal to 10 per cent of the cash consideration to be received by them to be approved but not issued until 12 months following completion provided there are no claims by YouGov under the merger agreement. Following the expiry of such 12 month period, the relevant Ordinary Shares are to be allotted (subject in each case to the satisfaction of the retention conditions) less any *pro rata* deductions to each seller's entitlement by way of settlement of warranty or indemnity claims made by YouGov against the Polimetrix shareholders.

All existing options over stock in Polimetrix are being released and the obligations replaced by options over the Option Shares to a value of approximately \$2.7 million (approximately £1.3 million) net of an aggregate exercise price of approximately \$365,000 (approximately £177,000) to the Polimetrix optionholders. In order to calculate the number of Option Shares which are to be subject to the replacement options in place of the Polimetrix stock under option at completion, the \$2.10 price is converted to Sterling at the prevailing exchange rate and such amount is divided by the average mid-market closing price over the 30 day period to 31 August 2007, being the final day of trading prior to the EGM. As the Polimetrix optionholders remain entitled to exercise their current Options (subject to the terms of grant) between the date of this document and completion, the exact balance of Completion Acquisition Shares and grants of options over Option Shares (and therefore the numbers of Completion Acquisition Shares and Option Shares) remains subject change. The balance will affect the aggregate consideration payable.

The Polimetrix shareholders have given a comprehensive set of warranties in favour of YouGov. The amount YouGov is entitled to receive under the warranties is limited to the value of the Acquisition Shares not yet issued by it (as set out above). The Polimetrix Acquisition Agreement also contains conduct of business undertakings in respect of the gap between exchange and completion.

The Polimetrix Shareholders may not dispose of the relevant Completion Acquisition Shares for 12 months from the date of completion subject to certain standard exemptions. In allowing any disposals, the Board is at all times to comply with UK legislation and the AIM Rules.

Zapera Acquisition

Under the Zapera Acquisition Agreement between YouGov and the Zapera Sellers, YouGov has agreed (conditional on, *inter alia*, the passing of the Resolutions and Admission (in respect of the

relevant Completion Acquisition Shares)) to purchase the entire issued share capital of Zapera (together with its subsidiaries Zapera Sweden Ab, Zapera Finland Oy and Receptor Markedanalyse AS) from the Zapera Sellers.

The initial consideration payable for the entire issued share capital of Zapera and its subsidiaries is £5.33 million (subject to a net working capital adjustment), of which £4.93 million is to be satisfied in cash and £400,000 is to be satisfied by the allotment to the Zapera Sellers of 264,026 Ordinary Shares comprising part of the Acquisition Shares (priced at 151.5 pence per Ordinary Share).

In addition to the initial consideration of £5.33 million, additional consideration of £2.25 million may be payable contingent on Zapera achieving audited EBITDA of DKK10.2 million (approximately £919,000) for the 12 month period to 31 July 2008. Any such additional consideration will be satisfied by the allotment to the Zapera Sellers of further Ordinary Shares (priced at the average closing mid-market price of trading over the 10 day period prior to payment).

The two original founders of Zapera will receive further additional consideration should the financial performance of Zapera reach certain targets for the 2009 and 2010 financial years. This additional consideration is capped at £1.25 million and is to be satisfied as to 50 per cent in cash and 50 per cent by way of the allotment of Ordinary Shares.

Existing debt will be repaid at completion, other than a bank loan of DKK 8,000,000 (approximately £721,000) which will be retained by the business, subject to satisfactory discussions between YouGov and Danske Bank.

YouGov will take on the deferred consideration liability in respect of the Receptor Markedanalyse A/S acquisition of NOK 6,500,000 (approximately £540,000) inclusive of a NOK 500,000 bonus.

Any tax liabilities of Zapera and its subsidiaries up to the date of completion are to remain with the Zapera Sellers. During the period between signing and completion the Zapera Sellers have undertaken to continue to operate the business in the normal course.

The Zapera Sellers have given a comprehensive set of warranties (subject to certain limitation provisions in favour of the Zapera Sellers) to YouGov. Each of the CEO, the CTO (who are the two original founders) and one key employee has given certain non-compete and non-solicit undertakings pursuant to the terms of the Zapera Acquisition Agreement.

The Zapera Sellers may not dispose of the relevant Completion Acquisition Shares for 12 months from the date of completion subject to certain standard exemptions. In allowing any disposals, the Board is at all times to comply with UK legislation and the AIM Rules.

Psychonomics Acquisition

Under the Psychonomics Acquisition Agreement, YouGov has agreed to acquire Psychonomics (together with the Psychonomics Subsidiaries) from the Psychonomics Sellers conditional on, *inter alia*, the passing of the Resolutions and Admission (in respect of the relevant Completion Acquisition Shares).

The Psychonomics Sellers shall sell and transfer to the Company the entire issued share capital of Psychonomics in exchange for the payment of consideration of (in aggregate) €20.75 million (approximately £14 million). Further consideration may be payable pursuant to a profit allocation mechanism and an EBITDA-linked earn-out provision which are summarised below.

The initial consideration payable is €20.75 million (approximately £14 million), of which €5 million (approximately £3.4 million) is to be satisfied by the transfer to the Psychonomics Sellers of Ordinary Shares comprising part of the Acquisition Shares (priced at the average mid-market closing price of trading over the 30 day period to 31 August 2007, being the final trading day prior to the EGM), and the remaining €15.75 million (approximately £10.6 million) is to be satisfied in cash.

Of the initial cash consideration €3.15 million (approximately £2.1 million) has been paid as a non-refundable deposit except in circumstances where the Psychonomics Acquisition does not proceed due to certain actions of the Psychonomics Sellers.

In addition to the initial consideration, the Psychonomics Sellers are entitled to be paid the pre-completion profits of Psychonomics for the current year calculated in proportion to the number of months elapsed prior to completion. Such amount shall be $\frac{1}{2}$ (assuming a September completion date) of the post tax profit for the year ended 31 December 2007 reflecting the apportioned profits due to the Psychonomics Sellers for the financial year to 31 December 2007. This will be payable upon finalisation of final audited results and any such additional consideration will be settled in cash and is subject to a cap of €1.5 million (approximately £1 million).

The Psychonomics Acquisition Agreement also contains an earn-out. Should the combined EBITDA (the "Total EBITDA") for the two financial years ending 31 December 2008 exceed €4.278 million (the "Earn-Out Hurdle") then additional consideration will be payable up to a total of €3 million (approximately £2 million) present value at the date of payment (to be grossed up at the UK AA bond rate) and the earn-out model for the earn-out is as follows:

- if the Total EBITDA is below the Earn-Out Hurdle, the Psychonomics Sellers shall not be entitled to any additional consideration; or
- if the Total EBITDA exceeds the Earn-Out Hurdle, the Psychonomics Sellers shall be entitled to additional consideration (subject to the cap set out above) which shall be the result of the difference between the Total EBITDA and the Earn-Out Hurdle multiplied by 3.

The Psychonomics Sellers have the option to receive any such additional consideration by way of cash or further Ordinary Shares (priced at the average price of trading over the 30 trading day period following publication of the audited financial statements for the financial year ending 31 December 2008).

An incentive bonus pool of €500,000 (approximately £335,000 priced at the average mid-market closing price over the 30 day period to 31 August 2007, being the final trading day prior to the EGM) of Ordinary Shares will be available for allotment to Psychonomics employees. The bonus pool Ordinary Shares provided by YouGov do not form part of the consideration.

The Psychonomics Sellers have given a comprehensive set of warranties in favour of YouGov that are subject to standard rectification and limitation provisions in favour of the Psychonomics Sellers. In addition, the Psychonomics Acquisition Agreement provides for the sum of €1 million (approximately £670,000) of the initial cash consideration to be paid into an escrow account to serve as security for any claim which YouGov may have against the Psychonomics Sellers in connection with any breach of the terms of the Agreement. The Psychonomics Acquisition Agreement also contains conduct of business undertakings in respect of the period between exchange and completion.

The Psychonomics Sellers have agreed, for a period of three years following completion, not to compete (directly or indirectly) with Psychonomics or to solicit the business of any third party that, at completion or 12 months prior to completion, had been a client of Psychonomics.

The Psychonomics Sellers may not dispose of the relevant Completion Acquisition Shares for 12 months from the date of completion subject to certain standard exemptions. In allowing any disposals, the Board is at all times to comply with UK legislation and the AIM Rules.

4. PLACING AGREEMENT

On 7 August 2007, the Company (1) and Numis Securities (2) entered into the Placing Agreement pursuant to which Numis Securities has agreed, conditionally upon, *inter alia*, admission of the Placing Shares taking place not later than 08.00 on 6 September 2007, to use its reasonable

endeavours to procure subscribers for the new Placing Shares at the Placing Price and, to the extent that it is unable to secure such subscribers and/or purchasers, to subscribe and/or purchase those Ordinary Shares itself.

Under the Placing Agreement Numis Securities will receive (exclusive of VAT) a fee, to be paid by the Company, of £100,000 plus a commission of 2.75 per cent of the aggregate value at the Placing Price of the Placing Shares. The Company has agreed to pay all other reasonable costs, charges and expenses of, or incidental to, the Placing and the application for Admission and related arrangements.

The Placing Agreement, which contains certain warranties, undertakings and indemnities by the Company in favour of Numis Securities, is conditional, *inter alia*, on (i) admission of the Placing Shares occurring not later than 08.00 on 6 September 2007 (or such later date as the Company and Numis Securities may agree not being later than 08.00 on 18 September 2007) and (ii) none of the warranties given to Numis Securities prior to admission of the Placing Shares being untrue, inaccurate or misleading in any material respect.

Numis Securities may terminate the Placing Agreement in specified circumstances, including for breach of warranty at any time prior to admission of the Placing Shares and in the event of *force majeure* at any time prior to admission of the Placing Shares.

5. NET PROCEEDS

The total costs and expenses relating to the Placing which are payable by the Company are estimated to amount to £2.5 million (including any applicable VAT). The net proceeds of the Placing are therefore expected to amount to £24.5 million.

6. CORPORATE GOVERNANCE

The Directors recognise and value the importance of high standards of corporate governance and intend to observe the requirements of the Combined Code to the extent that they consider appropriate in the light of the Company's size, stage of development and resources.

The Directors have drawn up, in conjunction with the Company's auditors, a series of financial reporting procedures that will be applied, and adopted by each of the target companies, as soon as possible following completion of the Acquisitions.

NOTICE OF EXTRAORDINARY GENERAL MEETING

YouGov plc

(Incorporated in England and Wales with registered number 3607311)

(the “Company”)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at 90 High Holborn, London WC1V 6XX at 08.30 on 3 September 2007 for the purpose of considering and, if thought fit, passing the following Resolutions, of which Resolutions No. 1 and 2 will be proposed as Ordinary Resolutions and Resolution No. 3 will be proposed as a Special Resolution. In this Notice words and defined terms shall have the same meanings as defined terms in the circular to Shareholders (the “Circular”) to which this Notice is attached.

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £200,000 consisting of 100 million Ordinary Shares to £300,000 consisting of 150 million Ordinary Shares by the creation of 50 million additional Ordinary Shares to rank *pari passu* with the existing issued ordinary share capital of the Company and having the rights and being subject to the obligations set out in the Company’s articles of association.
2. THAT the Company's existing Section 80 Authority be revoked and THAT the directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985, as amended (the “Act”) to exercise all the powers of the Company to allot relevant securities (as defined in Section 80 (2) of the Act) up to:
 - (a) such amount as is equal to the aggregate nominal value of the Placing Shares, the Acquisition Shares, the Option Shares and those Ordinary Shares that are to be issued for the purposes of the Psychonomics incentive bonus pool referred to on page 20 of the Circular which shall not exceed the aggregate nominal value equal to the authorised but unissued ordinary share capital of the Company (as such authorised share capital is increased by resolution 1 above); and
 - (b) the lesser of (i) an aggregate nominal value equal to the authorised but unissued ordinary share capital of the Company (as such authorised share capital is increased by resolution 1 above) and (ii) an aggregate nominal value equal to the issued ordinary share capital of the Company immediately following completion of the Placing and Acquisitions multiplied by 1½;

during the period commencing on the date of the passing of this resolution and expiring on the conclusion of the next annual general meeting of the Company (both dates inclusive), but so that this authority shall allow the Company to make, before the expiry of this authority, offers or agreements which would, or might, require relevant securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot relevant securities in pursuance of such offers or agreements.

SPECIAL RESOLUTION

3. THAT, in addition to all existing powers under section 95 of the Companies Act 1985 (the “Act”) which shall continue in full force and effect the Directors be and they are hereby empowered, pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) for cash or in connection with the issue of replacement options under the Polimetrix Acquisition as if section 89(1) of the Act did not apply to any such allotments, provided that this power shall be limited to the allotment of equity securities for

the purposes of the Placing of 19,285,714 Ordinary Shares (further details of which are set out in the Circular) and to the allotment of a further 2,000,000 Ordinary Shares in connection with the grant of options over the Option Shares and shall expire at the conclusion of the next annual general meeting of the Company, except that the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot relevant securities in pursuance of such offers or agreements.

BY ORDER OF THE BOARD
Katherine Lee
Company Secretary

Registered office:
50 Featherstone Street
London
EC1Y 8RT

7 August 2007

Notes:

- (i) A member of the Company entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him or her. A proxy need not be a member of the Company. A Form of Proxy is enclosed with this notice. Instructions for use are shown on the form. The instrument appointing a proxy and the power of attorney or authority (if any) under which it is signed, or a duly certified copy of such power or authority, must be sent to the Company's registrars, Neville Registrars Limited, New Issue Department, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3BR, so as to be received no later than 08.30 on 1 September 2007. Completion and return of a Form of Proxy will not preclude members from attending and voting in person should they wish to do so.
- (ii) In accordance with regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend and vote at the meeting (and also for the purpose of calculating how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company by not later than 08.30 on 1 September 2007, being not more than 48 hours before the time fixed for the meeting (or, in the event that this meeting is adjourned, on the register 48 hours before the time fixed for any adjourned meeting). Changes to entries on the register after this time (or, in the event that the meeting is adjourned, changes to entries on the register less than 48 hours before the time of any adjourned meeting) will be disregarded in determining the rights of any person to attend or vote at the meeting.

