

7 August 2007

**£27 MILLION PLACING AND ISSUE OF £10 MILLION SHARES TO SUPPORT
SIGNIFICANT INTERNATIONAL EXPANSION**

- **Three acquisitions expand YouGov's market research presence in US, Germany and the Nordic region**
- **Complementary market research activities will strengthen YouGov's expertise in certain target sectors, expand YouGov's client base and accelerate organic growth**
- **Acquisitions to be structured with a mixture of both cash and share consideration**
- **£27 million institutional placing underwritten by Numis Securities Ltd. ("Placing")**
- **YouGov trading in line with market expectations**

YouGov plc, the online market research agency, announced today that it proposes to raise approximately £27 million (£24.5million net of expenses) by means of a placing for cash of 19,285,714 new ordinary shares of 0.2 pence each in the capital of YouGov (the "Ordinary Shares") to institutional investors ("Placing Shares") at 140 pence per Ordinary Share (the "Placing Price"), which has been fully underwritten by Numis Securities Ltd, and to issue Ordinary shares ("Acquisition Shares") in connection with acquisitions and to grant options over the Ordinary shares ("Option Shares") in connection with an acquisition to an aggregate value of £11.3 million in connection with the purchase of three companies (the "Acquisitions"). 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.

The acquisition of Polimetrix in the USA, in which YouGov already holds a 32% stake, of Zapera in the Nordic region and of psychonomics in Germany (announced on 27 July) will:

- provide YouGov with an enhanced global presence and establish key geographic hubs;
- add expertise in certain YouGov target sectors in which the acquired businesses operate, 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.

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 to the relevant sellers and the grant of options over the Option Shares having an aggregate value of approximately £11.3 million (excluding amounts required to satisfy any additional consideration payable pursuant to earn-out

provisions). The Acquisition Shares are subject to selling restrictions for 12 months following completion.

Commenting on the acquisitions Nadhim Zahawi, Chief Executive of YouGov said:

"These three acquisitions expand our international presence considerably. The acquisition of Polimetrix, who we already know well, cements YouGov's foothold in the key US market, the world's largest market research market. The acquisitions of both psychonomics and Zaperia strengthen our position in Europe and all three acquisitions expand our client base which we hope will allow us to introduce products and market research services to a wider market. In addition we believe that these acquisitions will provide YouGov with an enlarged global presence in key hubs in the USA and EMEA.

"We're delighted that the vendors are taking up part of their consideration in YouGov shares and are also delighted that the management vendors will be working with us to deliver future growth. All three acquisitions enlarge our platform, from which we can accelerate organic growth."

Polimetrix

YouGov America Holdings LLC, a subsidiary of YouGov ("YouGov America"), currently owns 32% of Polimetrix, a pure online agency founded in 2004. Under the terms of the agreement when YouGov America acquired its initial stake in December 2006, YouGov and YouGov America were granted the option to purchase the remaining share capital of Polimetrix at a price of \$2.10 per share and it is effectively this option that is being exercised by way of the merger between Polimetrix and a subsidiary of YouGov.

Polimetrix, based in Palo Alto, California with an additional office in Washington DC, 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. The company has a panel of approximately 1,000,000 people in the US and Canada and is active in the public affairs, university and government sectors. Clients include universities such as Harvard University and Yale University and various political pollsters.

Since its creation in 2004, Polimetrix has achieved high growth in revenue, achieving revenue of £1.1 million in the year ended 31 December 2006. The company recorded a loss before tax of £0.7 million in the same year. As at 31 December 2006, the gross assets of Polimetrix totalled £4,212,000.

The Directors believe that there is a strong cultural fit between Polimetrix and YouGov and intend 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 to develop the business into a multi service agency.

Under the terms of the pre-existing option, YouGov and YouGov America have the right to purchase the 68% of Polimetrix not currently owned by YouGov America. The merger will effectively result in the acquisition of such 68% at a price of \$2.10 per share. The total consideration payable to Polimetrix is \$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 and by the grant of options over the Option Shares (to

the value of approximately \$2.7 million (£1.3 million) net of the aggregate exercise prices). A proportion of the Acquisition Shares will only be issued one year following completion and provided there are no claims made by YouGov under the merger agreement. The Acquisition Shares are subject to selling restrictions for a period of 12 months from the date of completion.

Zapera

Zapera is an online research agency with offices in Denmark, Finland, Sweden and Norway and specialises in healthcare, pharmaceutical and brand research. The group, whose products include BrandMeter and ImageMeter, provides online quantitative and qualitative research. With a panel of over 125,000 people in the Nordic/Baltic region, including specialist panels in various sectors such as the medical sector, Zapera is able to undertake research in Sweden, Norway, Finland, Poland, Estonia and Russia. The company has a client base of regional clients such as SAS and multinationals such as Kelloggs. Zapera has more than 68 employees at five locations in the Nordic region.

Zapera is a proven company which utilises online research and 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/Baltic region and to enhance its operations by acquiring new products and entering new markets. The directors of YouGov and Zapera believe that growth potential exists with the roll-out of YouGov's BrandIndex and Omnibus products into the Nordic region using Zapera's existing infrastructure and YouGov intend to continue Zapera's policy of geographic expansion in Northern Europe through organic growth and acquisitions.

In the year ended 31 December 2006, Zapera grew revenue by 51% to £3.6 million and increased profit before tax to £420,000 from £188,000. As at 31 December 2006, the gross assets of Zapera totalled £3,032,000.

The consideration payable on completion is £5.3 million and is to be satisfied by a mixture of cash (£4.9 million) and the allotment of 264,026 Acquisition Shares to the value of £400,000 (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 pursuant to a previous acquisition made by Zapera. Additional consideration of £2.25 million will become payable to the sellers subject to certain financial hurdles for the 12 month period to 31 July 2008 being met by Zapera. Any such additional consideration shall 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's 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 for the 12 month periods to each of 31 July 2009 and 2010. Any such earn-out payment to the founders will be satisfied 50% in cash and 50% in Ordinary Shares. The relevant Acquisition Shares are subject to selling restrictions for a period of 12 months from the date of completion.

psychonomics

The acquisition of psychonomics was announced on 27 July. psychonomics was incorporated in 1992 and has its head office in Cologne with offices in Vienna and

Berlin. The company is a multi service traditional research agency that offers market research and consultancy services across a range of sectors and which 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, after the US and the UK, and the acquisition of psychonomics will provide a hub for YouGov's continued expansion into mainland Europe. The Acquisition is an opportunity to rollout the existing YouGov product base such as Omnibus and BrandIndex into the German market.

The psychonomics management team has sector specialists concentrating on key sectors in which YouGov already operates and which it is trying to develop further. The Directors believe that there will be synergies in 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 the year ended 31 December 2006, psychonomics grew revenue by 32% to £9.1 million (£6.9 million) and achieved a 60% increase in profits before tax of £740,000 (£461,000). As at 31 December 2006, the gross assets of psychonomics totalled £4,712,000.

The consideration payable on completion for the entire issued share capital of psychonomics is €20.75 million (approximately £14.0 million) and will be satisfied by the issue of Acquisition Shares to the value of €5 million (approximately £3.4 million) with the balance being paid in cash. Of the initial cash consideration €3.2 million (approximately £2.1 million) has been paid as a non-refundable deposit. 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 two financial years ending 31 December 2008. Under this 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 dealing 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 will be issued for a psychonomics employee incentivisation programme. The relevant Acquisition Shares are subject to selling restrictions for a period of 12 months from the date of completion.

Acquisition Shares Valuation and Option Shares Valuation

For the purposes of the values referred to in this announcement, the Acquisition Shares to be issued on completion of the Polimetrix and psychonomics Acquisitions are valued at the Placing Price. For the purposes of calculating the number of Acquisition Shares to be issued on completion of those Acquisitions the price to be used is the average mid-market closing price over the 30 day period ending on the dealing day prior to Extraordinary General Meeting (the "EGM") referred to below.

For the purposes of values referred to in this announcement, each share in Polimetrix which is under option is treated as having the same value, \$2.10, as the Polimetrix

shares being acquired. In order to calculate the number of Option Shares which are to be subject to the replacement options in place of the Polimetrix shares under option, \$2.10 is converted to sterling at exchange rate £2.06 to the £ and that value is divided by the Placing Price. For the purposes of calculating the number of Option Shares at completion, the price to be used is the mid-market closing price over the 30 day period ending on the dealing day prior to the EGM.

YouGov Current trading

All 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.

A circular convening an EGM of the Company's shareholders will be dispatched later today and will be made available on the Company's website at <http://www.yougov.com/corporate/investorReportsInv.asp?jID=1&slID=5&UID=>. The EGM, at which resolutions to increase the Company's authorised share capital, to give the directors authority to allot and issue shares in the company (including the Acquisition Shares and the Placing Shares) and to disapply statutory pre-emption rights in relation to the allotment of the Placing Shares and the grant of options over the Option Shares will be held on 3 September 2007. Application will be made to the London Stock Exchange for the Placing Shares and the Acquisition Shares to be issued on completion of the Acquisitions to be admitted to trading on AIM ("Admission") and it is anticipated that Admission will occur on 6 September 2007.

Ends

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YouGov will be hosting an analyst presentation at the offices of Financial Dynamics: Holborn Gate, 26 Southampton Buildings, London WC2A 1PB at 10am this morning.

Note to Editors:

Founded in May 2000 and listed on AIM in April 2005, YouGov is a market research agency pioneering the use of the Internet and information technology to collect higher-quality, in-depth data for market research and public consultation. The Company has a panel of 1,200,000 registered respondents. For the half year to 31 January 2007, YouGov, which lifted UK client numbers 46 per cent to 263, grew pre-tax profits by 64% to £2.3 million on a turnover of £6.1 million. YouGov's embryonic

Middle Eastern arm was boosted by acquisition last year and grew revenues by 53% in the first half of the financial year.