



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

Resolutions to be voted on are set out in detail in the Notice of the Meeting.	For	Against	Discretion	Vote Withheld See Note (4)
1. Adoption of Reports and Financial Statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. (a) Election of J. Osborne	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Election of V. Crowley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Re-election of D. Buggy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Re-election of P. Connolly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Re-election of L. Gaffney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) Re-election of L. Lanz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) Re-election of F. Murray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) Election of D. Reid Scott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Authorising Directors to fix remuneration of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Consideration of the report on Directors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Directors' authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Dis-application of pre-emption rights (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Authorising the purchase and re-issue of own shares (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Convening of EGMs on 14 days' notice (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Independent News & Media PLC
Form of Proxy for Annual 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 Annual General Meeting of the Company to be held at Citywest Hotel, Saggart, Co. Dublin at 11.00 am on Friday 8th June 2012 and at any adjournment thereof. I/we direct my/our proxy to vote as indicated on the resolutions set out in the Notice and summarised here.

*Delete as appropriate

Signed:

Date:

**Independent News & Media PLC
Annual General Meeting 2012**

Citywest Hotel, Saggart, Co. Dublin on
8th June 2012 at 11.00 am

Investor Code (IVC):

Signature of person attending:

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

Attendance Form

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

Notes

1. Any Member entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend, speak and vote on his/her behalf and may appoint more than one proxy to attend on the same occasion 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 and such intermediary may cast votes attaching to some of the shares differently from other shares held by it. If you wish to appoint more than one proxy please contact the Registrars of the Company, Capita Registrars (Ireland) Ltd (“Capita Registrars”) on +353 (1) 8102400. A proxy need not be a Member of the Company.
2. To be valid this Form of Proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at Capita Registrars (Ireland) Limited, P.O. Box 7117, Dublin 2 (if delivered by post) or at Capita Registrars (Ireland) Limited, Unit 5, Manor Street Business Park, Manor Street, Dublin 7 (if delivered by hand) not later than 11.00 am on 6 June 2012 (or in the case of an adjournment not less than 48 hours before the time of the adjourned meeting) or (in the case of a poll taken otherwise than at or on the same day as the Meeting or adjourned Meeting) at least 48 hours before the taking of the poll at which it is to be used.
3. Alternatively, subject to the Articles of Association of the Company and provided it is received not less than 48 hours before the time appointed for the holding of the Meeting or adjourned Meeting or (in the case of a poll taken otherwise than at or on the same day as the Meeting or adjourned Meeting) at least 48 hours before the taking of the poll at which it is to be used, the appointment of a proxy may:
 - (a) be submitted by fax to +353 (1) 8102422, provided it is received in legible form; or
 - (b) be submitted electronically, subject to the terms and conditions of electronic voting, via the internet by accessing Capita Registrar’s website www.capitaregistrars.ie, selecting Shareholder Portal and following the instructions thereon; or
 - (c) be submitted through CREST in the case of CREST members, CREST sponsored members or CREST members who have appointed voting service providers. Transmission of CREST Proxy instructions must be done and authenticated in accordance with Euroclear specifications as set out in the CREST Manual and received by the Registrar under CREST Participant ID 7RA08.
4. Please indicate how you wish your proxy to vote by marking the appropriate box. You may direct your proxy to vote For, Against or to withhold your vote or give him/her Discretion to vote as he/she wishes on each resolution by marking as appropriate. If no such specific directions are given, the proxy will vote or withhold your vote at his/her discretion. On any other business not specified in the Notice of Meeting or this form arising at the Meeting the proxy will act at his/her discretion. It should be noted that the Withheld option is provided to enable you to instruct your proxy not to vote on any particular resolution. However it should be noted that a vote withheld in this way is not a “vote” in law and will not be counted in the calculation of the proportion of the votes “For” and “Against” each resolution.
5. The Company, pursuant to Section 134A of the Companies Act 1963 and Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996, specifies that only those Shareholders registered in the register of members of the Company as at 6.00 p.m. on 6 June 2012 (or in the case of an adjournment as at 48 hours before the time of the adjourned meeting) shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their names at that time. 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.
6. Corporations must execute this Form of Proxy under the seal or under the hand of an officer or attorney duly authorised.
7. In the case of joint holders, the signature of any them will suffice, but the names of all joint holders should be shown. 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 shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
8. Completion and return of this Form of Proxy will not preclude a Member from attending the Meeting and voting in person if the Member so wishes.