

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the actions you should take, please seek advice immediately from an independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in the Company you should pass this document with the accompanying Proxy Form to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

IBIS MEDIA VCT 1 PLC

Incorporated and registered in England and Wales under the Companies Act 1985, No. 05660269 (the "Company")

Notice of General Meeting and Recommended Proposals relating to the Voluntary Winding-up of the Company

Your attention is drawn to the letter from the Chairman of the Company set out in Part 2 of this document which contains a recommendation to vote in favour of the resolutions to be proposed at the General Meeting referred to below.

Notice of the General Meeting of IBIS Media VCT 1 plc, to be held at 5pm on 18 January 2017, at the offices of IBIS Capital, 22 Soho Square, London W1D 4NS, are set out at the end of this document.

You will find enclosed a Proxy Form for use in connection with the General Meeting. Whether or not you intend to attend the General Meeting, please complete and submit the Proxy Form in accordance with the instructions printed on the enclosed form. To be valid, the Proxy Form (and any other documents) must be completed and returned in accordance with the instructions on the enclosed form so as to be received at the offices of the Registrar of the Company, being Share Registrars of The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, such Proxy Form (and any other documents) to be received by the deadline stated in the timetable of page 1 of the Circular.

CONTENTS

PART 1: EXPECTED TIMETABLE	1
PART 2: LETTER FROM THE CHAIRMAN OF IBIS MEDIA VCT 1 PLC	2
PART 3: ADDITIONAL INFORMATION	7
PART 4: DEFINITIONS	9
PART 5: LIQUIDATORS' CHARGING POLICY	11
PART 6: NOTICE OF GENERAL MEETING	13
PROXY FORM	16

Part 1: Expected Timetable

Notice of General Meeting of IBIS Media VCT 1 plc	14 December 2016
Deadline for receipt of Proxy Forms for the General Meeting	5pm on 16 January 2017
Suspension of the listing of the shares on the Official List	7.30am on 18 January 2017
General Meeting	5pm on 18 January 2017
Expected date of cancellation of the listing of the shares on the Official List	8am on 19 January 2017

Part 2: Letter from the Chairman of IBIS Media VCT 1 plc

*Registered office:
22 Soho Square
London, W1D 4NS*

14 December 2016

Dear Shareholder,

Introduction

With the Company no longer seeking to make new investments but instead focusing on exiting the remaining portfolio, the Board has given consideration to minimising Company costs in the intervening period so as to maximise the eventual returns to Shareholders. The Board has therefore concluded that it will convene the General Meeting to put the Company into solvent, voluntary winding-up which should enable the Company to maintain its status as a Venture Capital Trust without the associated costs of being a listed company, thus allowing cost-savings to be passed on to Shareholders. A winding-up would also provide for an orderly realisation of the Company's assets over a three year period by the Liquidators so as to maximise the potential returns to Shareholders through tax-free dividends linked to the proceeds of realisations from the remaining portfolio companies.

This Circular explains the proposals for the winding-up of the Company, and the actions which are required for their implementation, and convenes a Shareholders' meeting of the Company to approve the winding-up. The Resolutions, as set out in the Notice of the General Meeting, will be put to the General Meeting convened for IBIS Media VCT 1 plc at 5pm on 18 January 2017.

If the Proposals are approved, this should result in the following:

- an orderly realisation of the Company's remaining investments in order to try to maximise returns to Shareholders;
- the payment of tax-free capital distributions to Qualifying Shareholders (representing a return of capital on their Shares) following realisations of the remaining investments and after payment of the creditors of the Company;
- the expectation of the continuation of VCT status of the Company in accordance with VCT Rules, for three years following the date of the passing of the resolutions for the winding-up, so that the payment of any return of capital resulting from the liquidation during that three year period will continue to be tax-free in the hands of Qualifying Shareholders;
- the cancellation of the listing of the Shares on the Official List (as is more fully explained below), so that the Shares will no longer be traded on a public market and the costs of such public listing will cease to apply;
- the appointment of Liquidators by the Company, who will assume all decision taking responsibilities for the Company;
- ongoing support of the Investment Adviser, IBIS Private Equity Partners LLP, without the Company incurring any further annual advisory fees over the maximum three year period; and
- reduced annual running costs for the Company for the duration of the winding-up as a result of the listing of the Shares on the Official List being cancelled, the removal of the requirement

for an annual audit, the Investment Adviser's annual advisory fee ceasing to apply and the resignation of the Directors of the Company. **The Company estimates that a solvent winding-up will allow for approximately £280,000 in cost-savings to be passed on to Shareholders over a maximum three year period, of which approximately £170,000 is attributable to the estimated annual advisory fees voluntarily foregone by the Investment Adviser.**

Unaudited Net Asset Value as at 31 July 2016

The majority of the Company's Shareholders initially subscribed for Shares in the 2005/06 tax year and Qualifying Shareholders will have received 40% income tax relief on their initial investment cost.

Shareholders were subsequently invited to participate in the Share Realisation and Reinvestment Programme, offering participating Qualifying Shareholders a further 30% income tax relief on their reinvestment cost.

The Company has paid 9.0p per Share in tax-free dividends to date.

The Company's unaudited NAV as at 31 July 2016 2016 was 33.21p per Share.

Shareholders should note that the NAV has not been audited and the final realisation of the remaining investments may be different from that value.

Shareholders should be aware that if the Proposals are *NOT* approved, the Board of the Company will consider its future strategy and the alternatives available to it. However, at present the Board believes the only alternative would be the continued realisation of investments and making of distributions to Shareholders similar to the Proposals but in a less efficient manner because the Company would continue to be subject to the costs and expenses of being Listed.

Current Investments

As detailed in the Half-Yearly Report for the period ended 31 July 2016 that is enclosed with this Circular, the Company's portfolio of private equity investments now comprises three investee companies, namely Steel River Media (the holding company for Contagious), Ginx TV and Freshwater (excluding Masher Technologies and Riva Digital Media, which are held at nil value).

Contagious – during the six month period ended 31 July 2016, Contagious received two written offers for the company. Conversations remain ongoing with an AIM-listed marketing services group in relation to a possible commercial relationship and a desire on their part to invest in the company. More recently, a new CEO has been appointed who is well-placed to drive sales growth in the UK and international markets in which the company operates.

Ginx TV – in June 2016, Ginx publicly announced the launch of a re-branded channel on Sky, "Ginx eSports TV", catering to the fast-growing competitive video gaming market. In September, Sky plc and ITV plc made a strategic investment of £3.1m equally between them in a transaction that provides a mechanism and timeframe for a potential shareholder exit for the Company.

Freshwater – in April 2016, Freshwater reported strong interim results for the 6 months ended February 2016 and out-performance against management's expectations. The company increased its interim dividend in May 2016, with IBIS receiving £16,555. Freshwater's board is also evaluating opportunities to realise shareholder value, including a potential trade sale or management buy-out.

The Winding-up of the Company, the Appointment of Liquidators and the Cancellation of the Listing of the Shares of the Company on the Official List

The Company has been structured and managed so as to seek to maximise the distributions to its shareholders during the course of its life. The Board has concluded that the most efficient method of returning the proceeds of any future realisations of the remaining portfolio is to place the Company into members' voluntary winding-up and (after payment of its liabilities and after deducting the costs of

implementation) distributing the surplus assets amongst shareholders as capital distributions in accordance with the provisions of its Articles as and when they are realised at the company level.

If the Resolutions are passed at the General Meeting of the Company, this will result in the cancellation of the listing of the Shares of the Company on the Official List. Such cancellation is expected to take place on 18 January 2017. The Company will commence its winding-up on the effective date, which is expected to be the date of the General Meeting.

Members' Voluntary Winding-up

It is proposed that the Company be placed into a members' voluntary winding-up, and that Mark Robert Fry and Kirstie Jane Provan of Begbies Traynor (Central) LLP be appointed joint Liquidators of the Company. The winding-up of the Company will be a solvent winding-up in which it is proposed all creditors will be paid pro rata when funds become available, other than the Investment Adviser and Company Secretary, which have agreed to split outstanding liabilities owed to them into three equal payments that are directly linked to realisations from the remaining portfolio. The appointment of the Liquidators becomes effective immediately upon the passing of resolutions 1-5 by the Shareholders of the Company at the General Meeting. At this point, the powers of the Directors will cease and the Liquidators will assume responsibility for the winding-up of the Company, including the payment of fees, costs and expenses, the discharging of the liabilities of the Company and the distribution of its surplus assets to Shareholders.

Directors, Investment Adviser and Company Secretary

On the Company entering into winding-up, the Directors of the Company will effectively be replaced by the joint Liquidators and they shall cease to direct the Company.

The Liquidators have agreed that, if they are appointed, the Investment Adviser will continue to support the Company without any further annual advisory fees being charged to the Company, although the Liquidators have agreed that any reasonable costs for disbursements and out of pocket expenses incurred by the Investment Adviser will be paid. As at 31 October 2016, the Investment Adviser was owed £184,757 in accrued and unpaid annual advisory fees. The Investment Adviser has proposed that this outstanding liability is split into three equal payments that are directly linked to realisations from the remaining portfolio companies.

The Company Secretary, The City Partnership (UK) Limited, will also continue to support the Company without any further company secretarial fees being charged to the Company, although the Liquidators have agreed that any reasonable costs for disbursements and out of pocket expenses incurred by the Company Secretary will be paid. As at 31 October 2016, the Company Secretary was owed £66,277 in accrued and unpaid annual company secretarial fees. The Company Secretary has proposed that this outstanding liability is split into three equal payments that are directly linked to realisations from the remaining portfolio companies.

The Liquidators will not be personally liable for the outcome of implementing any advice of the Investment Adviser, and if they are required to seek independent advice they will.

Duration of Winding Up of the Company

The Investment Adviser will provide ongoing support to the Company with the aim of achieving realisations of the remaining portfolio without the Company incurring any further annual advisory fees over the maximum three year period. However, there can be no guarantee as to when realisations may be achieved or whether desirable exits may be achieved within the three year period. The Liquidator has confirmed that the net proceeds after costs will be paid to shareholders when practicable and economic to do so.

No restrictions on the transfer of the Shares will apply during the liquidation process, although the Shares will no longer be listed and so any transfers will need to be made by way of private arrangement and registered with the Registrars.

Shareholders will receive annual statements of income and payments together with a residual net asset valuation (prepared by the Investment Adviser), and notifications regarding the payment of distributions by the Company during the course of its winding up.

Taxation

Once the Resolutions have been passed, the Company will immediately notify HMRC that it is entering into Members' Voluntarily Liquidation. There is then a period of up to three years in which under VCT legislation the Company is still regarded as a VCT without regards to the mix of assets (including cash) during this period. Any distributions made during this period will be tax-free in the hands of Qualifying Shareholders. Furthermore, the qualifying conditions applicable to VCTs can be disregarded, allowing that Company's investments to be realised in a commercially viable manner and any proceeds distributed efficiently. It is expected that all liquidations will be completed prior to the end of the three year period, although there can be no guarantee that this will be the case.

If the Company is still in existence at the end of the three year period, it will only then lose its VCT status. As a result, at that point, tax reliefs that were available to Shareholders as a result of the Company's status as a VCT will no longer apply. Shareholders will not, however, forfeit the income tax relief they claimed on their original subscription for shares in the Company because those shares will have been held for at least five years, and the Board understands the Company will have met the conditions for approval as a VCT up to the third anniversary of liquidation as contained in section 274 ITA.

If any investments remain after this three year period expires, Shareholders would be treated as having sold and immediately reacquired their Shares at the end of the winding-up period, with the gain or loss being exempt. Any subsequent disposal would result in a chargeable gain/allowable loss with reference to the deemed re-acquisition cost.

The information in this Circular relates to UK taxation applicable to the Company and its Shareholders and is based on current legislation and what is understood to be current HM Revenue & Customs practice. The statements above relate to persons who are absolute beneficial owners of the Shares and may not apply to certain classes of persons, such as dealers in securities. Such statements are given by way of general summary only and do not constitute legal or tax advice to any Shareholder.

Shareholders who are in any doubt as to any applicable taxation consequences to them of the winding-up are advised to seek advice from a qualified independent financial adviser or tax specialist.

Resolutions

Resolution 1 of the Company is conditional upon the passing of resolutions 2 to 5 at the same General Meeting and relates to the approval of the Company being wound-up voluntarily and the appointment of the Liquidators for the purpose of the winding up. Resolution 2 relates to the grant to the Liquidators of the authority to make distributions (both interim and final) in cash to the Shareholders, in proportion to their holdings of Shares (after payment of the Company's liabilities and after deducting the costs of implementation of the Company's winding-up). Resolution 3 relates to the grant to the Liquidators of the authority to exercise certain powers laid down in the Insolvency Act 1986. Resolution 4 authorises the Liquidators to make in specie transfers of the Company's assets. Resolution 5 relates to the fixing of the remuneration of the Liquidators by reference to the time spent in their attending to matters and disbursements to be charged in accordance with their firm's policy as set out in Part 5 of this Circular.

Dealing in Ordinary Shares

The Register will remain open until the date of the General Meeting, but the Ordinary Shares will be disabled in CREST on 17 January 2017. The last day for trading in the Ordinary Shares on the London Stock Exchange for normal settlement (in order to enable settlement prior to the Record Date) will be 14 January 2017. As from 14 January 2017, dealings should be for cash settlement only and, in the case of certificated Ordinary Shares, will only be registered if documents of title are delivered immediately. The Record Date, being the date for determining which Shareholders are entitled to

participate in the winding up, is 6pm on 17 January 2017. Dealings in the Ordinary Shares on the London Stock Exchange and the Official List will be suspended at 7.30 a.m. on 18 January 2017 and it is expected that the listing of the Ordinary Shares will be cancelled on or around 8am on 19 January 2017.

Costs Associated with Proposals for Winding-up

The winding-up process will return the surplus assets of the Company to its Shareholders.

The basis of the fees and disbursements to be charged by the Liquidators in relation to the winding-up of the Company is set out in Part 5 of this Circular. The other costs and expenses associated with the winding-up including this Circular and holding the General Meeting are estimated at £16,296.

If Resolutions 1-5 set out in the Notice of the General Meeting of the Company are not passed at the General Meeting, the Board of the Company will consider its future strategy and the alternatives available to it. However, at present the Board believes the only alternative would be the continued realisation of investments and making of distributions to Shareholders similar to the Proposals but in a less efficient manner because the Company would continue to be subject to the costs and expenses of being Listed.

General Meeting and Proxy Form

Notice of the General Meeting is set out at the end of this document. If Shareholders are unable to attend the General Meeting they are encouraged to complete the Proxy Form nominating the Chairman of the Company or other proxy to vote on their behalf. Completion and return of the Proxy Form will not prevent Shareholders from attending and voting in person at the General Meeting, should they wish to do so.

Shareholders should complete and return the Proxy Form to the offices of the Registrars at Share Registrars, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, to arrive not later than the deadline stated in the timetable on page 2 of this document.

Recommendations of the Board

The Board of the Company believes that the Proposals are in the best interests of the Company's Shareholders as a whole and recommends to its Shareholders to vote in favour of the Resolutions to be proposed at the Company's General Meeting, as the Directors of the Company intend to do in respect of their own beneficial holdings of 1,814,783 Shares in the Company (representing approximately 16.7% of the issued ordinary share capital as at Wednesday, 14th December 2016, this being the latest practicable date prior to publication of this document).

Yours faithfully

Sir Robin Miller
Chairman of IBIS Media VCT 1 plc

Part 3: Additional Information

1. Incorporation and Share Capital

- 1.1. IBIS Media VCT 1 plc was incorporated in England and Wales on 21 December 2005 as a public limited liability company. As at the date of this document, the issued share capital of the Company is as follows (as permitted by the Act, the Company no longer has an authorised share capital):

	Share capital (£)	No. of shares of 1p each
Issued and fully paid - Shares	£108,691.35	10,869,135

2. Directors and Disclosure of Directors' Interests

- 2.1. As at Wednesday, 14th December 2016 (being the last practicable date prior to the publication of this document), the interests of the Directors of the Company and their immediate families (including persons connected with them) in the Company were as follows:

	Number of Shares	Per cent of Shares in issue
Sir Robin Miller	75,993	0.70%
Lucy MacDonald	138,541	1.27%
Peter English	174,817	1.61%
David Forster	948,641	8.73%
Charles McIntyre	476,791	4.39%

The Directors will resign as Directors with effect from the commencement of the winding-up. The Directors' powers will, in any case, cease following the passing of a resolution to wind-up the Company.

3. Miscellaneous

- 3.1. Each of the proposed Liquidators has given and has not withdrawn his written consent to act as liquidators of the Company.
- 3.2. In relation to the Company, the NAV per Share at 31 July 2016 (unaudited) was 33.21p. The NAV per Share for the Company at 31 January 2016, being the latest date to which an audited NAV was calculated, was 35.30p, as stated in the annual reports and accounts.

4. Dealings in Ordinary Shares on the London Stock Exchange

- 4.1. The last day for trading in the Ordinary Shares on the London Stock Exchange for normal settlement (in order to enable settlement prior to the Record Date) will be 14 January 2017. As from 14 January 2017, dealings will be for cash settlement only and, in the case of certificated Ordinary Shares, will only be registered if documents of title are delivered immediately.
- 4.2. The Record Date, being the date for determining which Shareholders are entitled to participate in the winding up, is 6pm on 17 January 2017.
- 4.3. If Shareholders dispose of their Ordinary Shares otherwise than through the London Stock Exchange, they must make their own arrangements with the other parties concerned as regards entitlements under the winding up.

5. Documents for Inspection

Copies of:

- 5.1. the Articles of the Company;
- 5.2. this document; and

- 5.3. the letters from the proposed Liquidators to the Company consenting to act as liquidators, are available for inspection at the registered offices of the Company at 22 Soho Square, London, W1D 4NS during usual business hours on each weekday (public holidays excepted) from the date of this document up to and including the date of the General Meeting.

Part 4: Definitions

The following definitions apply throughout this documents unless the context requires otherwise:

Act	Companies Act 2006 (as amended);
Articles	the articles of association of the Company, as amended from time to time;
Board	the board of directors of the Company;
Circular	this document;
Company	IBIS Media VCT 1 plc;
Directors	the directors of the Company (and each a "Director");
General Meeting	the general meeting of the Company to be held on 18 January 2017 (and including any adjournments thereof), notices of which are set out at the end of the document;
Investment Adviser	IBIS Private Equity Partners LLP, which is authorised and regulated by the Financial Conduct Authority;
ITA	Income Tax Act 2007 (as amended);
Liquidators	the proposed liquidators jointly and severally of the Company who may be appointed by the Company at the General Meeting;
NAV	net asset value;
Notice of the General Meeting	the notice convening the General Meeting set out at the end of this document;
Official List	the Official List of the UK Listing Authority;
Proposals	means the proposals to wind-up the Company including all the resolutions contained in the Notice of the General Meetings;
Proxy Form	the form of proxy for use in connection with the General Meeting;
Qualifying Company	a company satisfying the conditions of Chapter 4 of Part 6 ITA;
Qualifying Holding	shares in, or securities of, a Qualifying Company which satisfy the conditions of Chapter 4 of Part 6 ITA;
Qualifying Shareholders	those individual shareholders who are eligible for VCT relief and have not deferred capital gains on their purchase of their VCT shares;
Record Date	6pm on 17 January 2017, being the record date for determining which Shareholders are entitled to participate in the winding up.
Register	the register of members of the Company;

Registrars	the registrars of the Company, Share Registrars of The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR;
Resolutions	the proposed resolutions of the Company as set out in the Notice of the General Meeting;
Shares	ordinary shares of 0.01p each in the capital of the Company (and each a "Share");
Shareholders	holders of shares in the Company, as the context permits (and each a "Shareholder");
Share Registrars	Share Registrars Limited, a company registered in England and Wales with registered number 04715037
UK Listing Authority	the Financial Conduct Authority acting in its capacity as the competent authority under the Financial Services and Markets Act 2000; and
VCT	a venture capital trust as defined in section 259 ITA.

Part 5: Liquidators' Charging Policy

Introduction

This note applies where a licensed insolvency practitioner in the firm is acting as an office holder of a solvent estate and seeks member approval to draw remuneration on the basis of the time properly spent in dealing with the case. It also applies where further information is to be provided to members regarding the office holder's fees following the passing of a resolution for the office holder to be remunerated on a time cost basis. Best practice guidance¹ requires that such information should be disclosed to those who are responsible for approving remuneration.

In addition, this note applies where member approval is sought to make a separate charge by way of expenses or disbursements to recover the cost of facilities provided by the firm. It also applies where payments are to be made to parties other than the firm, but in relation to which the office holder, the firm or any associate has an interest. Best practice guidance² indicates that such charges should be disclosed to those who are responsible for approving the office holder's remuneration, together with an explanation of how those charges are calculated.

Office holder's fees in respect of the administration of solvent estates

The office holder has overall responsibility for the administration of the estate. He/she will delegate tasks to members of staff. Such delegation assists the office holder as it allows him/her to deal with the more complex aspects of the case and ensures that work is being carried out at the appropriate level. There are various levels of staff that are employed by the office holder and these appear below.

The firm operates a time recording system which allows staff working on the case along with the office holder to allocate their time to the case. The time is recorded at the individual's hourly rate in force at that time which is detailed below.

Expenses incurred by office holders in respect of the administration of solvent estates

Best practice guidance classifies expenses into two broad categories:

Category 1 disbursements (approval not required) - specific expenditure that is directly related to the case and referable to an independent external supplier's invoice. All such items are charged to the case as they are incurred.

Category 2 disbursements (approval required) - items of expenditure that are directly related to the case which include an element of shared or allocated cost and are based on a reasonable method of calculation, but which are not payable to an independent third party.

1. The following items of expenditure are charged to the case (subject to approval):
 - Internal meeting room usage for the purpose of statutory meetings of creditors is charged at the rate of £150 per meeting;
 - Car mileage is charged at the rate of 45 pence per mile;
 - Storage of books and records (when not chargeable as a *Category 1 disbursement*) are charged on the basis that the number of standard archive boxes held in storage for a particular case bears to the total of all archive boxes for all cases in respect of the period for which the storage charge relates.

2. The following items of expenditure will normally be treated as general office overheads and will not be charged to the case although a charge may be made where the precise cost to the case can be determined because the item satisfies the test of a *Category 1 disbursement*:
 - Telephone and facsimile;
 - Printing and photocopying;
 - Stationery

¹ Statement of Insolvency Practice 9 (SIP 9) – Remuneration of insolvency office holders in England & Wales

² Ibid 1

BEGBIES TRAYNOR HOURLY CHARGE OUT RATES

Grade of staff	Standard 1 May 2016 – until further notice London
Consultant/Partner	495 - 550
Director	395
Senior Manager	365
Manager	315
Assistant Manager	285
Senior Administrator	250
Administrator	220
Trainee Administrator	160
Support	160

Part 6: Notice of General Meeting

IBIS MEDIA VCT 1 PLC

(Registered in England and Wales No. 05660269)

Notice of General Meeting

Notice is hereby given that the General Meeting of IBIS Media VCT 1 plc (the “Company”) will be held on 18 January 2017 at the offices of IBIS Capital, 22 Soho Square, London W1D 4NS, commencing at 5pm for the transaction of the following business:

SPECIAL BUSINESS

As special business to consider and, if thought fit, to pass the following resolutions, of which resolutions 1-4 will be proposed as special resolutions and resolution 5 as an ordinary resolution:

1. That, subject to resolutions 2 to 5 below being passed, the Company be wound-up voluntarily and Mark Robert Fry and Kirstie Jane Provan of Begbies Traynor (Central) LLP be and are hereby appointed joint liquidators (the “Liquidators”) for the purposes of such winding-up, and are to act jointly and severally;
2. That, upon their appointment, the Liquidators be and are hereby authorised to make distributions (both interim and final) in cash to the shareholders in accordance with the Company’s articles of association and that the amounts to be received by each shareholder will be weighted proportionately to the number of shares held;
3. That, upon their appointment, the Liquidators be authorised under the provisions of Section 165(2) of the Insolvency Act 1986 to exercise the powers laid down in Schedule 4, Part I, of the Insolvency Act 1986; and
4. That, the Liquidators may divide among the shareholders in specie or kind the whole or any part of its assets, in accordance with the Company’s articles of association;
5. That, upon their appointment, the Liquidators be entitled to receive remuneration for their services by reference to the time properly given by them and their staff in attending to matters arising on the winding-up and that the Liquidators be authorised to draw disbursements, including disbursements for services provided by their firm (defined as Category 2 disbursements in Statement of Insolvency Practice 9), in accordance with their firm’s policy, details of which are set out in Part 5 of the circular dated 14 December 2016 sent to shareholders of the Company.

Dated: 14 December 2016

By order of the Board
Company Secretary

Registered Office:
22 Soho Square
London W1D 4NS

Notes:

- a) Any member of the Company entitled to attend and vote at the General Meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of that member. A member may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company but must attend the General Meeting in order to represent his appointor. A member entitled to attend and vote at the General Meeting may appoint the Chairman or another person as his proxy although the Chairman will not speak for the member. A member who wishes his proxy to speak for him should appoint his own choice of proxy (not the Chairman) and give instructions directly to that person. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in these Notes. Please read Note (h) below. Under section 319A of the

Companies Act 2006 (as amended) (the “**Act**”), the Company must answer any question a member asks relating to the business being dealt with at the General Meeting unless:

- answering the question would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.
- b) To be valid, a Form of Proxy and the power of attorney or other written authority, if any, under which it is signed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered to the **Company’s Registrars, at Share Registrars, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR** not less than 48 hours (excluding weekends and public holidays) before the time appointed for holding the General Meeting or adjourned meeting at which the person named in the Form of Proxy proposes to vote. In the case of a poll taken more than 48 hours (excluding weekends and public holidays) after it is demanded, the document(s) must be delivered as aforesaid not less than 24 hours (excluding weekends and public holidays) before the time appointed for taking the poll, or where the poll is taken not more than 48 hours (excluding weekends and public holidays) after it was demanded, be delivered at the meeting at which the demand is made.
- c) In order to revoke a proxy instruction a member will need to inform the Company by sending a signed hard copy notice clearly revoking the proxy appointment to Share Registrars, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Company’s registrars, Share Registrars, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, before the General Meeting or the holding of a poll subsequently thereto. If a member attempts to revoke his or her proxy appointment but the revocation is received after the time specified then, subject to Note (d) directly below, the proxy appointment will remain valid.
- d) Completion and return of a Form of Proxy will not preclude a member of the Company from attending and voting in person. If a member appoints a proxy and that member attends the General Meeting in person, the proxy appointment will automatically be terminated.
- e) A copy of the current articles of association of the Company will be available for inspection at the registered office of the Company at 22 Soho Square, London, W1D 4NS during usual business hours on any weekday (Saturday and public holidays excluded) from the date of this notice, until the end of the General Meeting for at least 15 minutes prior to and during the meeting.
- f) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those holders of the Company’s shares registered on the Register of Members of the Company as at 5pm on 16 January 2017 or, in the event that the General Meeting is adjourned, on the Register of Members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the said General Meeting in respect of such shares registered in their name at the relevant time. Changes to entries on the Register of Members after 5pm on 16 January 2017 or, in the event that the General Meeting is adjourned, on the Register of Members less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the right of any person to attend and vote at the General Meeting.
- g) As at 14 December 2016, the Company’s issued share capital comprised 10,869,135 ordinary shares. The total number of voting rights in the Company as at 14 December 2016 is 10,869,135.
- h) If you are a person who has been nominated under section 146 of the Act to enjoy information rights (“Nominated Person”):
- you may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (“Relevant Member”) to be appointed or to have someone else appointed as a proxy for the General Meeting;
 - if you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights;
 - your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your

personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

- i) A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
- j) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, the proxy will vote or abstain from voting at his or her discretion. The proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
- k) Except as provided above, members who have general queries about the General Meeting should call City Partnership (UK) Limited on 0131 243 7210 (no other methods of communication will be accepted).
- l) Members may not use any electronic address provided either in this notice of General Meeting, or any related documents (including the Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.
- m) Mark Robert Fry and Kirstie Jane Provan are both licensed to act as an insolvency practitioners by the Insolvency Practitioners Association.

IBIS Media VCT 1 plc

Proxy Form

GENERAL MEETING – 18 January 2017

Please print clearly in **BLACK INK** and in **BLOCK CAPITALS**. Please read the NOTES overleaf before completing this Proxy Form.

Name (full)

Address (full)

Postcode

I/we, the abovementioned shareholder(s) of IBIS Media VCT 1 plc (the "Company"), hereby appoint the

[Chairman of the General Meeting]*

OR

*** delete if appropriate**

as my/our proxy to vote in my/our name(s) and on my/our behalf at the General Meeting of the Company to be held at 5pm on 18 January 2017 at the offices of IBIS Capital, 22 Soho Square, London W1D 4NS, and at any adjournment thereof.

If you wish to appoint someone other than the Chairman of the General Meeting as your proxy, then please cross out the words the Chairman of the General Meeting and insert the full name(s) of the person(s) you wish to appoint as your proxy below (note that a proxy need not be a member of the Company, but must attend the meeting in person).

I/we instruct our proxy to vote on the Resolutions as set out below and, in the absence of an instruction on any Resolution, to vote on that Resolution as he/she/it sees fit.

	For	Against	Withheld
1 THAT the Company be wound-up voluntarily and Mark Robert Fry and Kirstie Jane Provan of Begbies Traynor (Central) LLP be and are hereby appointed joint liquidators for the purposes of such winding-up, and are to act jointly and severally. (<i>special resolution</i>)			
2 THAT the Liquidators be and are hereby authorised to make distribution (both interim and final) in cash to the shareholders in accordance with the Company's articles of association and that the amounts to be received by each shareholder will be weighted proportionately to the number of shares held. (<i>special resolution</i>)			
3 THAT the Liquidators be authorised under the provisions of Section 165(2) of the Insolvency Act 1986 to exercise the powers laid down in Schedule 4, Part 1 of the Insolvency Act. (<i>special resolution</i>)			

4 THAT the Liquidators may divide among the shareholders in specie or kind the whole or any part of its assets, in accordance with the Company's articles of association. (<i>special resolution</i>)			
5 THAT the Liquidators be entitled to receive remuneration for their services by reference to the time properly given by them and their staff in attending to matters arising on the winding up and that the Liquidators be authorised to draw disbursements, including disbursements for services provided by their firm (defined as Category 2 disbursements in Statement of Insolvency Practice 9), in accordance with their firm's policy, details of which are set out in Part 5 of the circular dated 14 December 2016 sent to shareholders of the Company. (<i>ordinary resolution</i>)			

Shareholders signature

Date

PLEASE RETURN YOUR FORM TO SHARE REGISTRARS AT SHARE REGISTRARS, THE COURTYARD, 17 WEST STREET, FARNHAM, SURREY GU9 7DR.

Notes:

1. The Notice of the General Meeting is set out on pages 13 to 15 of the Circular.
2. Any member of the Company entitled to attend and vote at the General Meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of that member. A member may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company but must attend the General Meeting in order to represent his appointor. A member entitled to attend and vote at the General Meeting may appoint the Chairman or another person as his proxy although the Chairman will not speak for the member. A member who wishes his proxy to speak for him should appoint his own choice of proxy (not the Chairman) and give instructions directly to that person.
3. If you wish to appoint a proxy of your own choice delete the words "the Chairman of the General Meeting" and insert the name and address of the person whom you wish to appoint in the space provided.
4. Any alterations to the Form of Proxy should be initialed.
5. To be valid, a Form of Proxy and the power of attorney or other written authority, if any, under which it is signed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered to the **Company's Registrar, Share Registrars, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR**, not less than 48 hours (excluding weekends and public holidays) before the time appointed for holding the General Meeting or adjourned meeting at which the person named in the Form of Proxy proposes to vote. In the case of a poll taken more than 48 hours (excluding weekends and public holidays) after it is demanded, the document(s) must be delivered as aforesaid not less than 24 hours (excluding weekends and public holidays) before the time appointed for taking the poll, or where the poll is taken not more than 48 hours (excluding weekends and public holidays) after it was demanded, be delivered at the meeting at which the demand is made.
6. In order to revoke a proxy instruction a member will need to inform the Company by sending a signed hard copy notice clearly revoking the proxy appointment to the Company's Registrar,

Share Registrars, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Company's Registrar, Share Registrars, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR before the General Meeting or the holding of a poll subsequently thereto. If a member attempts to revoke his or her proxy appointment but the revocation is received after the time specified then, subject to Note 9 below, the proxy appointment will remain valid.

7. In the case of a corporation, this form must be executed under its common seal or signed on its behalf by its attorney or a duly authorised officer of the corporation.
8. In the case of joint shareholders, any one of them may sign. The vote of the person whose name stands first in the register of members will be accepted to the exclusion of the votes of the other joint holders.
9. Completion and return of a Form of Proxy will not preclude a member of the Company from attending and voting in person. If a member appoints a proxy and that member attends the General Meeting in person, the proxy appointment will automatically be terminated.
10. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, the proxy will vote or abstain from voting at his or her discretion. The proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.