

**LYCOS EUROPE N.V.**  
**Notice of Annual General Meeting of Shareholders**

The Annual General Meeting of Shareholders of LYCOS Europe N.V., having its official seat in Haarlem, the Netherlands (the **Company**), will be held on **Thursday 28 May 2009 at 11:00 hours**, at the Hotel de l'Europe, Nieuwe Doelenstraat 2-14, 1012 CP Amsterdam in the Netherlands. The language of the meeting shall be English.

**The agenda of the meeting shall include the following items:**

1. Discussion of annual report for financial year 2008 and update on liquidation process
2. Discussion and adoption of annual accounts for financial year 2008
3. a. Resolution to release the sole managing director of the Company from liability for his duties  
b. Resolution to release the supervisory directors from liability for their duties
4. Changes to the Management Board
5. Changes to the Supervisory Board
6. Appointment of statutory auditors for financial year 2009
7. Amendment of Articles of Association
8. Authorisation of the Management Board to repurchase shares on behalf of the Company
9. Other business
10. Close

Copies of the full agenda and explanatory notes thereto including details concerning the persons proposed to be appointed to the management board and to the supervisory board, the verbatim text of the proposed amendment of the Articles of Association, as well as the Company's statutory annual report and annual accounts for the Company's financial year 2008 are available for inspection, and can be obtained free of charge, at the office of the Company in Haarlem (LYCOS Europe N.V., Richard Holkade 36, 2033 PZ Haarlem) as well as at LYCOS Europe Investor Relations, Carl-Bertelsmann-Strasse 29, PO Box 315, D-33311 Gütersloh, Germany, as well as at Deutsche Bank AG, TSS/GES, Post IPO Services, 60262 Frankfurt am Main, Germany, and are also published on the Company's website ([www.lycos-europe.com](http://www.lycos-europe.com)).

Recognised as persons entitled to take part in and to vote at the meeting will be those persons who hold shares of the Company as at Thursday 21 May 2009 (the **Record Date**) following the processing of all additions and withdrawals as at the Record Date. The foregoing applies by analogy to pledgees and usufructuaries of bearer shares if they hold the voting rights to such shares.

For holders of bearer shares the designated registers will be the records as per the Record Date of Deutsche Bank AG, Frankfurt am Main, or other institution associated with Clearstream Banking AG, Frankfurt am Main, or Euroclear France that keeps their shares registered in its administration.

Holders of bearer shares intending to attend the meeting in person or by proxy are asked to deposit their shares against receipt of a certificate of deposit no later than on the Record Date at Deutsche Bank AG in Frankfurt am Main as the depositing agent.

Alternatively, deposit of bearer shares may be affected by blocking the bearer shares in an account with another bank until the end of the Record Date with consent of the depositing agent, equally against issuance of a certificate of deposit by the depositing agent, no later than on the Record Date. A certificate of deposit obtained pursuant to the foregoing shall serve as an admission ticket for the Annual General Meeting.

For holders of registered shares, the designated register will be the register of shareholders of the Company that is held by the Company and states the shareholders on the Record Date.

Shareholders who wish to be represented at the Annual General Meeting by a proxy must grant the latter a written authority. This authority must be received by the Management Board at the latest by 17.30 on Wednesday 27 May 2009.

Persons entitled to take part in the meeting may be asked for identification prior to being admitted. Persons entitled to take part in the meeting are therefore asked to carry a valid identity document (such as a passport or driving licence).

As at 27 April 2009 a total of 311.576.344 voting shares in the company are outstanding.

All communications to the Company or the Management Board in connection with the foregoing must be addressed as follows: LYCOS Europe N.V., Richard Holkade 36, 2033 PZ, Haarlem, the Netherlands. Email: [investor.relations@lycos-europe.com](mailto:investor.relations@lycos-europe.com).