

LYCOS EUROPE N.V.

Full Agenda of Annual General Meeting of Shareholders of
Lycos Europe N.V. (the "**Company**"), to be held on 27 May 2010
Including Explanatory Notes

The notice of this meeting appeared on April 26, 2010 in De Telegraaf (the Netherlands) and Financial Time Deutschland (Germany). In that notice, reference is made to the agenda items 1 through 10 below.

1. Discussion of annual report for financial year 2009 and update on liquidation process

The reports of the Management Board and the Supervisory Board for financial year 2009 are contained in the annual financial statements 2009, which have been made available to the shareholders at the time notice of this meeting was given. A report of the liquidation-process will be given to the shareholders which will focus (1) on the status of sales activities, (2) the status of shutdown plan and the HR development and (3) the status of delistings, dissolutions, remaining assets and liabilities, expected distributions, governance going forward.

2. Discussion and adoption of annual accounts for financial year 2009

The annual accounts for financial year 2009 are contained in the annual financial statements 2009, which have been made available to the shareholders at the time notice of this meeting was given.

Voting item:

It is proposed to adopt the annual accounts 2009.

3.

a. Resolution to release the sole managing director of the Company from liability for his duties

Provided the Company's annual accounts for the financial year 2009 are adopted (see item 2 of the agenda), the following will be proposed.

Voting item:

It is proposed to release those who were managing director at any time during the financial year 2009 from liability for their duties, insofar as the exercising of such duties is reflected in the annual report 2009 or otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the annual accounts for the financial year 2009.

b. Resolution to release the supervisory directors from liability for their duties

Provided the Company's annual accounts for the financial year 2009 are adopted (see item 2 of the agenda), the following will be proposed.

Voting item:

It is proposed to resolve that the supervisory directors as well as all those who occupied the position of supervisory director during the financial year 2009 at any time, be released from liability for their duties, insofar as the exercising of such duties is reflected in the annual report 2009 or otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the annual accounts for the financial year 2009.

4. *Composition of the Supervisory Board - Supervisory Directors AA*

The 4 years term of the appointment of **Mr Juan Rovira de Ossó** as supervisory director AA will lapse per the end of the meeting.

It is proposed that **Mr Juan Rovira de Ossó** be reappointed as supervisory director AA for a new period of 4 years. This proposal is put forward by the meeting of holders of shares AA of the Company. As the meeting of holders of shares AA has nominated only one candidate as a supervisory director AA, the nomination of **Mr Juan Rovira de Ossó** will be non-binding.

In respect of the proposal to reappoint **Mr Juan Rovira de Ossó** the meeting of holders of shares AA has taken into account his valuable contribution to the Company in the past years as a Supervisory Director AA, and more specifically his excellent knowledge of the media and service industries.

The details with respect to the supervisory director eligible for reappointment and the nominated supervisory director, to be provided pursuant to Dutch law are attached hereto as Annex (**Annex**).

Voting item:

It is proposed that **Mr Juan Rovira de Ossó** is reappointed as supervisory director AA as from the close of this General Meeting of Shareholders.

5. *Appointment of statutory auditors for financial year 2010*

Voting item:

It is proposed to reappoint KPMG Accountants N.V., Amstelveen, the Netherlands, as the Company's statutory auditors for the financial year 2010.

6. *Amendment of Articles of Association*

The purpose of the proposed amendment is to

- Change of the name of Company from Lycos Europe N.V. to Jubii Europe N.V.
As the trade mark "Lycos" has been transferred back to Lycos Inc.
- Change with regard to Notices and Notifications

This amendment will allow to convene meeting by solely placing the notice on the website of the Company. This will save the costs for advertisements and therefore all shareholders will benefit from this change.

The verbatim text of the proposed amendment of the Articles of Association is made available separately, both in Dutch original and in English translation.

Voting item:

It is proposed (i) to amend the Company's Articles of Association in accordance with the proposal made, and (ii) to authorise each member of the Management Board as well as each employee of Allen & Overy LLP (Amsterdam office) to apply to the Dutch Ministry of Justice for the statement of no objections required to effect the amendments and to have the deed of amendment executed.

7. *Authorisation of the Management Board to repurchase shares on behalf of the Company*

Voting item:

It is proposed to authorize the Management Board, with approval of the Supervisory Board, to repurchase up to 50% of the Company's issued share capital on behalf of the Company for a period of 18 months starting the day this resolution is adopted by the General Meeting of Shareholders of the Company, against a repurchase price between, on the one hand, the nominal value of the shares concerned and, on the other hand, an amount of 110% of the highest price of the class B shares officially quoted on any of the official stock markets the Company is listed on any of thirty banking days preceding the date the repurchase is effected or proposed.

This authorisation will allow the Management Board, subject to prior Supervisory Board approval, to be flexible and to react quickly, if and when deemed appropriate. The authorisation can be used for any and all purposes, subject only to statutory limitations.

8. *Other business*

Annex

Supervisory Directors

The details with respect to candidate eligible for appointment as supervisory director, to be provided pursuant to Dutch law are as follows:

- Name: **Juan Rovira de Ossó**
- Age: **55**
- Gender: **male**
- Nationality: **Spanish**
- Profession/occupation; current and past occupations of the person nominated insofar relevant as to his functioning as member of the supervisory board:
 - (i.) Deputy General Manager of Telefónica S.A.
 - (ii.) Member of the Board of Geonet Territorial, S.A.
 - (iii.) Managing Director of Terra LYCOS Holding, B.V.
- Amount of shares in the capital of the Company held by the person nominated: none