



Annual General Meeting Attendance

To be held at Pacific Quay, Glasgow, G51 1PQ on Thursday 30 April 2015 at 11am

Signature of person attending:

.....

If you wish to attend this meeting in your capacity as a shareholder, please sign this card and, on arrival hand it to the Company's Registrars. This will facilitate entry to the meeting.

Gum area



Notice Of Availability – Notice of AGM and Annual Report 2014 Important – Please read carefully

You can now access the 2014 Annual Report and Accounts and the Notice of Meeting by visiting the website www.stvplc.tv and clicking on "Investors." Please note the deadline for receiving proxies is 11am on 28 April 2015, being 48 hours before the start of the meeting. If you wish to receive a copy of the Annual Report and Accounts, or if you wish to revoke your consent to receive certain shareholder communications electronically then please contact Capita Asset Services, SAS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

Form of Proxy for Annual General Meeting

You may submit your proxy electronically by completing the proxy form online at www.capitashareportal.com

I/We, being the holder(s) of ordinary shares of 50p each in STV Group plc hereby appoint the Chairman of the meeting or (see note 5) to act as my/our proxy at the Annual General Meeting of the Company to be held at Pacific Quay, Glasgow, G51 1PQ on Thursday 30 April 2015 at 11am and at any adjournment thereof.

Please indicate in the space provided how you desire your proxy to vote by inserting an X in the appropriate space. In the absence of any specific directions as to how the proxy shall vote, the proxy will exercise his discretion as to whether to vote or abstain. Please note that a vote Withheld cannot by law be counted in the calculation of the votes cast For or Against the resolution.

Ordinary resolutions	For	Against	Withheld
1. To receive the annual accounts of the Company for the financial year ended 31 December 2014 which includes the reports of the directors and the report by the auditors on the annual accounts and the auditable part of the directors' remuneration report.			
2. To approve the directors' remuneration report (other than the part containing the directors' remuneration policy) in the form set out on pages 55 to 62 of the Annual Report and Accounts for the financial year ended 31 December 2014.			
3. To approve the directors' remuneration policy, in the form set out on pages 46 to 54 of the Annual Report and Accounts for the financial year ended 31 December 2014.			
4. To declare a final dividend of 6.0p per ordinary share for the year ended 31 December 2014.			
5. To elect Christian Woolfenden as a director of the Company.			
6. To elect Anne Marie Cannon as a director of the Company.			
7. To re-elect Rob Woodward as a director of the Company.			
8. To re-elect Genevieve Shore as a director of the Company.			
9. To re-elect Michael Jackson as a director of the Company.			
10. To re-appoint PricewaterhouseCoopers LLP as the auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid.			
11. To authorise the Audit Committee to fix the remuneration of the auditors.			
12. To grant the directors the authority to allot shares.			
13. To approve the STV Group plc Deferred Bonus Plan			
14. To approve the STV Group plc Long Term Incentive Plan			
Special resolutions	For	Against	Withheld
15. To dis-apply statutory pre-emption rights.			
16. To purchase the Company's own shares.			
17. To allow general meetings to be held on 14 days notice.			
18. To ratify the dividend payment made in May 2014.			

Signature Date



PXS 1
34 BECKENHAM ROAD
BECKENHAM
KENT
BR3 4ZF

Fold here and gum to seal

Notes on completing the Form of Proxy

- 1 As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- 2 Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- 3 A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- 4 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- 5 To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
 - received by Capita Asset Services no later than 11 am on 28 April 2015 or 48 hours before the time of any adjournment thereof.
- 6 In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- 7 Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 8 CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by the Company's Registrars, Capita Asset Services by ID RA10. See the notes to the notice of meeting for further information on proxy appointment through CREST.
- 9 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- 10 If you submit more than one valid proxy appointment in respect of your whole shareholding in the Company, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 11 For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
- 12 You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

Whether or not you are able to attend the Annual General Meeting, please send us your vote by completing and submitting the enclosed form of proxy or online through the website of our registrar, Capita Asset Services, at www.capitashareportal.com, to be received by no later than 48 hours prior to the time set for the meeting.

To vote online you will need to log in to your Share Portal account or register for the Share Portal if you have not already done so. To register for the Share Portal you will need your investor code set out overleaf. Once registered, you will immediately be able to vote.

Voting by proxy prior to the meeting does not affect your right to attend the meeting and vote in person, should you so wish.

If you are unable to locate any of the documents on the web page or need any help with voting online, please contact the Capita Asset Services Shareholder Helpline on either 0871 664 0391* from the UK, or from overseas on +44 20 8639 3367, or by email at shareportal@capita.co.uk

* Calls cost 10p per minute plus network extras. Lines are open 8:30am-5:30pm, Monday to Friday.