



### Annual General Meeting Attendance

To be held at Pacific Quay, Glasgow, G51 1PQ on Thursday 26 April 2018 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.

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### Notice of Availability – Notice of AGM and Annual Report 2017 Important – Please read carefully

You can now access the 2017 Annual Report and Accounts and the Notice of Meeting by visiting the website [www.stvplc.tv](http://www.stvplc.tv) and clicking on 'Investors'. Please note the deadline for receiving proxies is 11am on 24 April 2018, 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 Freepost SAS, 34 Beckenham Road, BR3 9ZA.

### Form of Proxy for Annual General Meeting

You may submit your proxy electronically by completing the proxy form online at [www.signalshares.com](http://www.signalshares.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 3) ..... 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 26 April 2018 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 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 2017 which includes the report 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 in the form set out on pages 64 to 71 of the Annual Report and Accounts for the financial year ended 31 December 2017.			
3. To approve the Directors' remuneration policy in the form set out on pages 57 to 63 of the Annual Report and Accounts for the financial year ended 31 December 2017.			
4. To declare a final dividend of 12.0p per ordinary share for the year ended 31 December 2017.			
5. To elect Simon Pitts as a director of the Company.			
6. To re-elect Baroness Margaret Ford as a director of the Company.			
7. To re-elect George Watt as a director of the Company.			
8. To re-elect Ian Steele as a director of the Company.			
9. 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.			
10. To authorise the Audit Committee to fix the remuneration of the auditors of the Company.			
11. To grant the directors the authority to allot shares.			
Special resolutions	For	Against	Withheld
12. To approve the allotment of shares on a non pre-emptive basis of up to 5% of the issue share capital.			
13. To approve the allotment of shares on a non pre-emptive basis of an additional 5% of the issue share capital to be used for the purposes of acquisition funding.			
14. To purchase the Company's own shares.			
15. To allow general meetings to be held on 14 days notice.			

Signature ..... Date .....

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Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



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 Link Asset Services, The Registry, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF; and
  - received by Link Asset Services no later than 11 am on 24 April 2018 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, Link 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, Link Asset Services, at [www.signalshares.com](http://www.signalshares.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 Signal Shares account or register for Signal Shares if you have not already done so. To register 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 Link Asset Services Shareholder Helpline on either 0871 664 0300\*, or by email at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk)

\* Calls cost 12p per minute plus your phone company's access charge. Calls outside the UK will be charged at the applicable international rate. Lines are open between 9am-5:30pm, Monday to Friday excluding public holidays in England and Wales.