

STV Group Plc - Annual General Meeting 2019 - Form of Proxy

You may appoint a proxy at www.signalshares.com instead of using this form.

(Name(s))
 (Address)
 (Address)
 (Address)
 (Address)
 (Address)

For guidance on how to complete this Form of Proxy please refer to the Notice of Meeting on the Company's website.

I/We being (a) member/members hereby appoint the Chairman of the meeting/the following person:

Name of proxy (if not the Chairman of the meeting):

Number of ordinary shares appointed over:
 (if less than your full voting entitlement)

as my/our proxy, to attend, speak and vote on my/our behalf at the Meeting of the Company and at any adjournment thereof. Please indicate below how you would like your proxy to vote on your behalf on the resolutions.

Please put an 'X' in the box opposite if this proxy appointment is one of multiple appointments being made:

<u>Resolutions:</u>	For	Against	Withheld
1 To receive the annual accounts of the Company for the financial year ended 31/12/18 (see notice)	<input style="width: 80px; height: 20px;" type="checkbox"/>	<input style="width: 80px; height: 20px;" type="checkbox"/>	<input style="width: 80px; height: 20px;" type="checkbox"/>
2 To approve the Directors' remuneration report in the form set out on pages 56 to 61 of the Annual Report and Accounts for the financial year ended 31/12/18	<input style="width: 80px; height: 20px;" type="checkbox"/>	<input style="width: 80px; height: 20px;" type="checkbox"/>	<input style="width: 80px; height: 20px;" type="checkbox"/>
3 To declare a final dividend of 14.0p per ordinary share for the year ended 31/12/18	<input style="width: 80px; height: 20px;" type="checkbox"/>	<input style="width: 80px; height: 20px;" type="checkbox"/>	<input style="width: 80px; height: 20px;" type="checkbox"/>
4 To elect David Bergg as a director of the Company	<input style="width: 80px; height: 20px;" type="checkbox"/>	<input style="width: 80px; height: 20px;" type="checkbox"/>	<input style="width: 80px; height: 20px;" type="checkbox"/>
5 To re-elect Christian Woolfenden as a director of the Company	<input style="width: 80px; height: 20px;" type="checkbox"/>	<input style="width: 80px; height: 20px;" type="checkbox"/>	<input style="width: 80px; height: 20px;" type="checkbox"/>
6 To re-elect Anne Marie Cannon as a director of the Company	<input style="width: 80px; height: 20px;" type="checkbox"/>	<input style="width: 80px; height: 20px;" type="checkbox"/>	<input style="width: 80px; height: 20px;" type="checkbox"/>
7 To re-elect Simon Miller as a director of the Company	<input style="width: 80px; height: 20px;" type="checkbox"/>	<input style="width: 80px; height: 20px;" type="checkbox"/>	<input style="width: 80px; height: 20px;" type="checkbox"/>
8 To re-appoint PricewaterhouseCoopers LLP as the auditors of the Company to hold office until the conclusion of the next general meeting (see notice)	<input style="width: 80px; height: 20px;" type="checkbox"/>	<input style="width: 80px; height: 20px;" type="checkbox"/>	<input style="width: 80px; height: 20px;" type="checkbox"/>
9 To authorise the Audit Committee to fix the remuneration of the auditors of the Company	<input style="width: 80px; height: 20px;" type="checkbox"/>	<input style="width: 80px; height: 20px;" type="checkbox"/>	<input style="width: 80px; height: 20px;" type="checkbox"/>
10 To grant the directors the authority to allot shares	<input style="width: 80px; height: 20px;" type="checkbox"/>	<input style="width: 80px; height: 20px;" type="checkbox"/>	<input style="width: 80px; height: 20px;" type="checkbox"/>

11 To approve the allotment of shares on a non pre-emptive basis of up to 5 percent of the issued share capital

12 To purchase the Company's own shares

13 To allow general meetings to be held on 14 days' notice

Signature: _____

Date: _____

Please send this Form of Proxy to FREEPOST PXS, 34 BECKENHAM ROAD, BECKENHAM BR3 4ZF. Shareholders outside the United Kingdom should send this Form of Proxy to Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom.