

STV Group PLC - Annual General Meeting 2024 - Form of Proxy

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

Account Name:

IVC:

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:

Resolutions:

For

Against

Withheld

1 To receive the Annual Report and Financial Statements for the year ended 31 December 2023

2 To approve the Directors' Remuneration policy

3 To approve the Directors' Annual Report on Remuneration for the year ended 31 December 2023

4 To declare a final dividend of 7.4p per ordinary share in respect of the year ended 31 December 2023

5 To elect Naomi Climer CBE as a Director of the Company

6 To re-elect Paul Reynolds as a Director of the Company

7 To re-elect Simon Pitts as a Director of the Company

8 To re-elect Lindsay Dixon as a Director of the Company

9 To re-elect Simon Miller as a Director of the Company

10 To re-elect David Bergg as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 To re-elect Aki Mandhar as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 To re-appoint Deloitte LLP as the auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 To authorise the Audit & Risk Committee to determine the remuneration of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 To approve the amendments to the rules of the STV Group plc Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 To approve the amendment to the rules of the STV Group plc Sharesave Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 To permit the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 That the Company be entitled to hold general meetings of the shareholders of the Company on the provision of 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you intend attending the meeting in person please place a 'X' in the box opposite

<input type="checkbox"/>

Signature: _____

Date: _____

Please send this Form of Proxy in an envelope to FREEPOST PXS 1. Shareholders outside the United Kingdom should send this Form of Proxy to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom.

- 1 To appoint as a proxy a person other than the Chair of the meeting insert their full name in the space provided. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars or you may photocopy this form. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided 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. A proxy need not be a member of the Company.
- 2 Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting
- 3 This Form of Proxy must arrive with Link Group not later than 48 hours before the time of the meeting during usual business hours accompanied by any power of attorney under which it is executed (if applicable). You may return the Form of Proxy in an envelope addressed to FREEPOST PXS 1. Please note that delivery using this service can take up to five business days.
- 4 A corporation must execute the Form of Proxy under either its common seal or the hand of a duly appointed officer or attorney.
- 5 The Form of Proxy is for use in respect of the shareholder account specified overleaf only and should not be amended or submitted in respect of a different account.
- 6 The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
- 7 Ordinary Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. Ordinary shareholders wishing to vote online should visit www.signalshares.com and follow the instructions.

- 8 In the case of joint holders, the signature of only one of the joint holders is required but, if more than one votes, the vote of the first named on the Register of Members will be accepted to the exclusion of the other joint holders.
- 9 Entitlement to attend and vote at the meeting and the number of votes which may be cast at the meeting will be determined by reference to the Register of Members of the Company at close of business on the day that is 2 days before the meeting date. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.