

**STV Group plc - Annual General Meeting 2022 - Form of Proxy**

You may appoint a proxy at [www.signalshares.com](http://www.signalshares.com) instead of using this form.

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 accounts of the Company for the financial year ended 31 December 2021 (see notice)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Directors' Remuneration Report for the financial year ended 31 December 2021 (see notice)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To declare a final dividend of 7.3p per ordinary share for the year ended 31 December 2021 (see notice)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Paul Reynolds as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Simon Pitts as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Lindsay Dixon as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Simon Miller as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Anne Marie Cannon as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-elect Ian Steele as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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 PricewaterhouseCoopers LLP as the auditors of the Company (see notice)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

13 To authorise the Audit and Risk Committee to fix the remuneration of the auditors of the Company

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14 That the Directors be authorised to exercise all the powers of the Company to allot equity securities (see notice)

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15 That subject to the passing of Resolution 14, the Directors be empowered, to allot equity securities for cash (see notice)

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16 That the Company be authorised to make market purchases of ordinary shares of 50p each in the capital of the Company (see notice)

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17 That the Company be entitled to hold general meetings of the shareholders of the Company on the provision of 14 clear days' notice (see notice)

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

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Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Please send this Form of Proxy to FREEPOST PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL. 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.