

# FORM OF PROXY CENTAUR MEDIA PLC

**Form of Proxy for use by members of Centaur Media Plc (the "Company") at the Annual General Meeting to be held at Wells Point, 79 Wells Street, London, W1T 3QN at 12.30pm on Friday 17 May 2019**

I/We, being a member/members of the Company, hereby appoint the following person(s):

.....  
.....

Please insert number of shares in relation to which the proxy is authorised to act (see notes 1 and 2)

Please tick here if this proxy appointment is one of multiple appointments made (see note 2)

or, failing whom, the Chairman of the Meeting as my/our proxy to attend and, on a poll, to vote on my/our behalf at the Annual General Meeting of the Company to be held at 12.30pm on 17 May 2019 at Wells Point, 79 Wells Street, London, W1T 3QN (or at any adjournment thereof). I/We direct that my/our proxy will vote (or abstain from voting) on a poll on the resolutions set out in the Notice of Annual General Meeting as indicated below:

Resolutions	For	Against	Vote Withheld
1 To receive the Company's annual accounts and the Directors' and Auditors' reports			
2 To approve the Directors' remuneration report			
3 To approve the Directors' remuneration policy			
4 To declare a final dividend of 1.5p per ordinary share			
5 To elect Colin Jones as a Director			
6 To re-elect William Eccleshare as a Director			
7 To re-elect Neil Johnson as a Director until he stands down on 30 June 2019			
8 To re-elect Rebecca Miskin as a Director			
9 To re-elect Robert Boyle as a Director			
10 To re-elect Andria Vidler as a Director			
11 To re-elect Swagatam Mukerji as a Director			
12 To reappoint PricewaterhouseCoopers LLP as auditors to the Company			
13 To authorise the Audit Committee of the Company to fix the remuneration of the auditors			
14 To authorise the Directors to allot shares or grant subscription rights under section 551 Companies Act 2006			
15 To disapply statutory pre-emption rights under section 570 Companies Act 2006 (special resolution)			
16 Additional authority to disapply statutory pre-emption rights under section 570 Companies Act 2006 (special resolution)			
17 To authorise the Company to make market purchases of its own ordinary shares under section 701 Companies Act 2006 (special resolution)			
18 To permit general meetings to be called on 14 clear days' notice (special resolution)			
19 To approve the Centaur Media Plc 2019 Incentive Plan			

**Please note that a "vote withheld" is not a vote in law and will not be counted in the calculation of the votes cast for and against the resolution.**

**PLEASE COMPLETE THE DETAILS BELOW IN BLOCK CAPITALS AND SIGN AND DATE WHERE INDICATED**

.....  
**Signature of shareholder or common seal/signature of duly authorised officer of corporate shareholder**

**Print Name .....** **Date .....**

**Please return this Form of Proxy either in the reply-paid envelope provided to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or electronically to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com) so as to arrive by 12.30pm on 15 May 2019.**

**Notes:**

1. A proxy need not be a member of the Company but must attend the Meeting to represent you. You may appoint as your proxy [a] person[s] of your own choice by inserting his/their name[s] in the space provided. If no name is inserted in the space provided the Chairman will be deemed appointed as the proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which he is authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars helpline 01252 821390 or you may photocopy this form. Please indicate in the box next to the proxy holder'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.
3. Please indicate with a cross in the appropriate box how you wish your votes to be cast. In the absence of any specific direction, the proxy will vote (or abstain from voting) at his or her discretion. On any other business which properly comes before the Annual General Meeting (including any motion to amend any resolution or to adjourn the Meeting) the proxy will vote or abstain at his or her discretion.
4. To be valid, this Form of Proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be received by Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR by not later than 12.30pm on 15 May 2019.
5. Completion and return of this Form of Proxy will not prevent a member from attending and voting at the Annual General Meeting.
6. In the case of a corporate shareholder, this Form of Proxy should either be executed by the company under seal or signed by two authorised signatories (as defined in the Companies Act 2006).
7. In the case of joint holders, the vote of the first-named in the register of members of the company will be accepted to the exclusion of that of other joint holders.