

CENTAUR MEDIA PLC (the “Company”)

General Meeting Proxy Form

Before completing this proxy form, please read the explanatory notes overleaf

I/We being a member of the Company entitled to attend and vote at the General Meeting, hereby appoint the Chairman of the General Meeting (see note 3) or the following person:

Name of proxy	Number of shares proxy appointed over

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held at the offices of Dechert LLP, 160 Queen Victoria Street, London EC4V 4QQ on 25 July 2017 at 12.00 noon or at any adjournment of the meeting.

At the General Meeting and at any adjournment of that meeting I/we direct my/our proxy to vote on the resolutions as I/we have indicated with an ‘X’ in the relevant boxes below. If no indication is given, my/our proxy may vote or abstain from voting at his or her discretion. I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the General Meeting (see note 5).

Please note that a “vote withheld” is not a vote under English law and will not be counted in the calculation of vote ‘For’ or ‘Against’.

Please place a cross here to indicate that this proxy appointment is one of multiple appointments being made (see note 4).

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD	DISCRETIONARY
1. THAT the disposal of the entire issued share capitals of Ascent Publishing Limited and Centaur Consumer Exhibitions Limited be approved and the directors be authorised to take all such steps as may be necessary or desirable to implement and complete such disposal.				
2. THAT, conditional on the passing of Resolution 1, the acquisition of the entire issued share capital of MarketMakers Incorporation Limited be approved and the directors be authorised to take all such steps as may be necessary or desirable to implement and complete such acquisition.				

Signature Date

Print name Address

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**To be effective, all proxy appointments must be lodged with the Company’s registrars at:
Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or electronically
at www.shareregistrars.co.uk, in each case no later than 12.00 noon on 23 July 2017**

Notes

Terms defined in the Notice of General Meeting shall have the same meanings when used in this form of proxy unless the context otherwise requires. Full details of the business to be decided at the General Meeting are set out in the Notice of General Meeting.

- A member of the Company is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the General Meeting. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company. You can only appoint a proxy (other than using the CREST electronic appointment service) using the procedures set out in these Notes and the Notes to the Notice of General Meeting.
- Completion of a form of proxy, or other instrument appointing a proxy or any CREST Proxy Instruction, will not preclude a member attending and voting in person at the meeting if he/she wishes to do so.
- A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint a person of your choice rather than the Chairman of the meeting as your proxy, insert their full name on the relevant line of this proxy form. If the proxy is being appointed in relation to less than your full voting entitlement, please insert on the relevant line next to the proxy holder’s name the number of shares in relation to which they are authorised to act as your proxy. If no such insertion is made, your proxy will be deemed to be authorised in respect of your full voting entitlement. If you sign and return this proxy form with no name inserted, the Chairman of the meeting will be deemed to be your proxy. Where you appoint someone other than the Chairman as your proxy, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to speak at the meeting on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- 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 proxy form. Please insert each proxy holder’s full name on the relevant line on each form or copy. Please insert on the relevant line next to the proxy holder’s name the number of shares in relation to which they are authorised to act as your proxy (which numbers, in aggregate, should not exceed the number of shares held by you). Please also indicate on each form or copy by marking the relevant box provided with an ‘X’ if the proxy instruction is one of multiple instructions being given. If you wish to appoint the Chairman as one of your multiple proxies, simply indicate so on one form or copy. Each form or copy must be completed and signed/executed (in accordance with Note 7 below, if applicable) and returned together in the same envelope.
- To direct your proxy how to vote on the resolutions, mark the appropriate box with an ‘X’. To abstain from voting on a resolution, mark the relevant “Vote withheld” box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of the proportion of votes for and against the resolution. If you validly mark either the “Discretionary” box or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- For a proxy for the meeting to be appointed using this proxy form, it must be:
 - Completed and signed/executed in accordance with these Notes (in particular, in accordance with Note 7 below, if applicable);
 - Sent or delivered to the Company’s registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR (together with any document required by Note 8, if applicable); and
 - Received by the Company’s registrars no later than 48 hours before the time appointed for the meeting, or any adjourned meeting.
- In the case of a shareholder which is a corporation, this proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the corporation or an attorney for it.
- 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 it.
- CREST members who wish to appoint a proxy or proxies using the CREST electronic appointment service may do so by following the instructions given in notes to the Notice of General Meeting. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it relates to the appointment of a proxy, the revocation of a proxy appointment or to an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the Issuers Agent (7RA36) by the latest time(s) for receipt of proxy appointments specified in Note 6 above.
- Shareholders wishing to vote online should visit www.shareregistrars.uk.com and follow the instructions. 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.
- 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). Votes exercised by any joint holder in person will be accepted to the exclusion of any proxy for a joint holder in respect of the joint holding.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that shareholders shall only be entitled to vote at the meeting in respect of the number of shares registered in their name as at 6:00 p.m. on 21 July 2017. Changes to entries on the register of members of the Company after that time shall be disregarded in determining the rights of any person to vote at the meeting.
- If you submit more than one valid proxy appointment in respect of the same share(s), the appointment received last before the latest time for the receipt of proxies (regardless of its date of dispatch or of the date of its signature) will take precedence over any other in respect of that share or those shares. If latest date of receipt cannot be determined, none of the relevant appointments shall be treated as valid.



Business Reply
Licence Number
RTUJ-ZUTR-YXAU



Share Registrars Ltd
The Courtyard
17 West Street
Farnham
GU9 7DR