

**FORM OF PROXY
CENTAUR MEDIA PLC**

Form of Proxy for use by members of Centaur Media plc at the Annual General Meeting to be held at Wells Point, 79 Wells Street, London W1T 3QN at 11.30am on 13 May 2015

I/We being a member/members of the above-named 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)

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

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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 11.30am on 13 May 2015 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	Withheld
1. To receive the Company’s annual accounts and the Directors’ and Auditors’ reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve to Directors remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To declare a final dividend on 1.3p per ordinary share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Ron Sandler as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Christopher Satterthwaite as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Robert Boyle as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Rebecca Miskin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Mark Kerswell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Andria Vidler as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-appoint PricewaterhouseCoopers LLP as auditors to the Company and authorise the Directors to fix their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To authorise the Directors to allot shares or grant subscription rights under section 551 Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To disapply statutory pre-emption rights under section 570 Companies Act 2006 (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the Company to make market purchases of its own ordinary shares (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To permit general meetings to be called on 14 clear days' notice (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or electronically to proxies@shareregistrars.uk.com so as to arrive by 11.30am on 11 May 2015.

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 notorially certified copy of such power or authority must be received by Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL by not later than 11.30am on 11 May 2015.
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.