

CENTAUR MEDIA PLC

Form of Proxy

For use at the General Meeting to be held at 11 am on 9 June at Centaur Media Plc's office at Wells Point, 79 Wells Street, London W1T 3QN.

I/we* (block capitals)

of
in respect of ALL my/our shares

OR
insert number of shares if not all
being a member/members of Centaur Media Plc, hereby appoint the Chairman of the General Meeting** or

.....
as my/our proxy to attend, speak and vote for me/us on my/our behalf at the General Meeting to be held at 11 am on 9 June 2014 at Centaur Media Plc's office at Wells Point, 79 Wells Street, London W1T 3QN and at any adjournment thereof.

I/we require my/our proxy to vote in particular as follows:

Resolutions

Please mark 'X' to indicate how you wish to vote:

	For	Against	Vote Withheld***
1. To approve the terms of the Proposed Disposal and the authorisation of the Directors to do or procure to be done all such acts to give effect to the Proposed Disposal			
2. To approve the terms of the Proposed Settlement and the authorisation of the Directors to do or procure to be done all such acts to give effect to the Proposed Settlement			

Signature

Dated this day of 2014

In the absence of instructions, the proxy is authorised to vote (or abstain from voting) at his or her discretion on each specified resolution. The proxy is also authorised to vote (or abstain from voting) at his or her discretion on any business which may properly come before the meeting.

(To be valid, this Proxy Form must be signed and dated)

This Proxy Form must be lodged by 11 am on 7 June 2014.

PROXY FORM NOTES

- *Please complete in block capitals with your full name and address.
- **If you wish to appoint a proxy other than the Chairman of the General Meeting, please delete the words "the Chairman of the General Meeting or" and insert the full name and address of your chosen proxy in block capitals on the line provided and initial alterations. If you sign and return this Proxy Form with no name inserted on the line, the Chairman of the General Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman of the General Meeting, it is your responsibility to ensure that that person attends the meeting and is aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman of the General Meeting and give that person your directions.
- As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend and to speak and vote at a meeting of the Company. A proxy does not need to be a member of the Company. You may appoint more than one proxy in relation to a meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. If you wish to appoint more than one proxy, please photocopy the Proxy Form and lodge all forms together at the address provided, deleting the word "ALL" and specifying (on each form) the number of shares in respect of which that proxy is appointed.
- If you want your proxy to vote in a certain way on each of the Resolutions specified please place a mark in the relevant box. If you fail to select any of the given options your proxy can vote as he or she chooses or can decide not to vote at all. The proxy can also do this on any other business (including a motion to adjourn the General Meeting or to amend a resolution) which may properly come before the General Meeting.
- ***The "Vote Withheld" option is provided to enable you to abstain on any of the Resolutions. However it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" each of the Resolutions.
- To be valid, this Proxy Form must be received by post, electronically (please refer to paragraph 7 below), or (during normal business hours only) by hand at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or by facsimile transmission to 01252 719 232 or it may be scanned and emailed to proxies@shareregistrars.uk.com not later than 11 am on 7 June 2014 (or, in the case of any adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting), together with the power of attorney or other authority (if any) under which it is signed or a duly certified copy such power or authority. The completion and return of this Proxy Form will not, however, preclude you from attending and voting at the General Meeting if you so wish.
- You may also register your vote electronically by visiting the web site of the Company's Registrars (www.shareregistrars.uk.com). Details of how to register can be found under the heading "Account Log In" on the left hand side of the screen. Once you have followed the instructions, an activation letter containing an activation code will be sent to you by first class post at your registered address in order to enable you to complete the registration process and appoint a proxy electronically. For an electronic proxy appointment to be valid your vote must be received by the Company's Registrars, Share Registrars Limited, not later than 11 am on 7 June 2014 (or, in the case of any adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting).
- To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy Proxy Form and would like to change the instructions using another hard-copy Proxy Form, please contact Share Registrars Limited on 01252 821 990.
- Any alterations to this Proxy Form should be initialled.
- In the case of joint holders, the signature of the first named on the Register will be accepted, but the names of all joint holders should be given.
- In order to revoke a proxy instruction you will need to inform the Company using one of the following methods: (i) by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or (ii) by facsimile transmission to 01252 719 232. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. In either case, the revocation notice must be received by Share Registrars Limited not later than 11 am on 7 June 2014. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 11, your proxy appointment will remain valid.
- If you submit more than one valid proxy appointment in respect of the same share for the purposes of the same meeting, the appointment last delivered or received shall prevail in conferring authority on the person named in it to attend the meeting and speak and vote.
- This form must be signed and dated by the member or his or her attorney duly authorised in writing. In the case of a corporation, this Proxy Form should be either given under its common seal or signed on its behalf by an officer or attorney duly authorised.
- You may not use any electronic address provided in this Proxy Form or in any accompanying document for delivering this Proxy Form or communicating with the Company for any purposes other than those expressly stated.
- If posting from within the United Kingdom, please return your signed Proxy Form to the Registrar in a sealed envelope addressed to Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL.

Business Reply
Licence Number
RSKT-LXUZ-ZYKU



Share Registrars Ltd
9 Lion & Lamb Yard
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