

FORM OF PROXY

**Catalyst Media Group plc
(registered in England and Wales with number 03955206)**

FORM OF PROXY FOR USE AT AN ANNUAL GENERAL MEETING

IN BLOCK CAPITALS PLEASE

I/We,..... being (a) holder(s) of ordinary shares of 10p each in the capital of the Company HEREBY APPOINT the Chairman of the Meeting (see Note 1) orto be my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 6 Stratton Street, London W1J 8LD on Wednesday 10th February 2021 at 10.00 a.m. or any adjournment thereof.

I/We request such proxy to vote on the following resolutions as mentioned below request such proxy to vote on the following resolutions as mentioned below as indicated by an X in the appropriate box below and otherwise as my/our proxy shall think fit (see Note 2)

For	Against	Vote Withheld
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ORDINARY RESOLUTIONS

1. To receive the audited financial statements and the report of the directors and the auditors for the Company for the year ended 30 June 2020.
2. To approve the directors' remuneration report for the Company for the year ended 30 June 2020.
3. To reappoint Haysmacintyre LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting.
4. To authorise the directors to fix the remuneration of the auditors.
5. To re-elect Mark Hawtin as a director.

SPECIAL RESOLUTIONS

6. To grant the Company authority to make market purchases of its own ordinary shares

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Signature (see note 4)..... Dated

Notes

1. To appoint as a proxy a person other than the Chairman of the Meeting insert the full name in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
 - (a) To appoint the **Chairman** as your **sole proxy** in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy
 - (b) To appoint a **person other than the Chairman as your sole proxy** in respect of all your shares, delete the words 'the Chairman of the Meeting (or)' and insert the name of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy
 - (c) To appoint **more than one proxy**, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate 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 write 'the Chairman of the Meeting'. All forms must be signed and should be returned together in the same envelope.
2. Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
3. The Form of Proxy below must arrive not later than 48 hours before the time set for the Meeting at Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD during usual business hours accompanied by any Power of attorney under which it is executed (if applicable).
4. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.
5. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you subsequently decide to do so.
6. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD.