

**STV Group plc**  
**(Company)**  
**Registered in Scotland No. SC203873**

At the Annual General Meeting of the Company duly convened and held at 11.00 am on Thursday 27 April 2023 at the offices of the Company, Pacific Quay, Glasgow G51 1PQ the following resolutions were duly passed in connection with special business:

**Ordinary Resolutions**

2. To approve the Directors' annual report on remuneration set out on pages 72 to 87 (inclusive) (excluding a summary of the Directors' remuneration policy set out on pages 75 and 76) of the Company's Annual Report and Accounts for the year ended 31 December 2022.
3. To declare a final dividend of 7.4p per ordinary share in the Company in respect of the year ended 31 December 2022.
13. That, in accordance, with Sections 366 and 367 of the Companies Act 2006 (the 'Act'), the Company and any company which is, or becomes, a subsidiary of the Company during the period in relation to which this Resolution has effect, be generally and unconditionally authorised to:
  - a. make political donations to political parties or independent election candidates not exceeding £50,000 in aggregate.
  - b. make donations to political organisations other than political parties not exceeding £50,000 in aggregate; and
  - c. incur political expenditure not exceeding £50,000 in aggregate,(as such terms are defined in the Act) provided that the aggregate of amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to paragraphs (a), (b) and (c) shall not exceed £50,000 in total from the date this Resolution is passed to the conclusion of the next AGM or, if earlier, close of business on 26 July 2024.
14. That, in substitution for all existing authorities and without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company:
  - a. up to an aggregate nominal amount of £7,787,083; and
  - b. comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £7,787,083 in connection with an offer by way of a rights issue,

such authorities to apply until the earlier of the conclusion of the next Annual General Meeting or close of business on 26 July 2024 unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires, and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired. References in this Resolution 14 to the nominal amount of rights to subscribe or convert any security into shares (including where such rights are referred to as equity securities as defined in section 560(1) of the Act) are to the nominal amount of shares that may be allotted pursuant to the rights.

For the purposes of this Resolution 14 'rights issue' means an offer to:

i ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

ii. holders of other equity securities, as required by the rights of those securities, or, subject to such rights, as the Directors otherwise consider necessary,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, including an offer to which the Directors may impose any limits or restrictions or make any other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

### **Special Resolutions**

16. That the Company be and is hereby generally and unconditionally authorised pursuant to Section 701 of the Companies Act 2006 (the 'Act') to make one or more market purchases (as defined in Section 693(4) of the Act) of ordinary shares of 50p each in the capital of the Company, on such terms and in such manner as the Directors may from time to time determine, provided that:

- a. the maximum aggregate number of ordinary shares hereby authorised to be acquired is 4,672,248 representing approximately 10% of the issued ordinary share capital of the Company as at 13 March 2023 (being the latest practicable date prior to the publication of this document);
- b. the minimum (excluding expenses) which may be paid for any such ordinary share is 50p;
- c. the maximum price (excluding expenses) which may be paid for any such share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 16 will be carried out;
- d. the authority hereby conferred shall expire on the earlier of the date of the next Annual General Meeting of the Company or close of business on 26 July 2024, whichever is earlier, unless previously renewed, varied or revoked by the Company in general meeting; and
- e. the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

17. That a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

27 April 2023



Eileen Malcolmson  
Company Secretary