

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 1 May 2024 at the offices of the Company, Pacific Quay, Glasgow G51 1PQ the following resolutions were duly passed:

Ordinary Resolutions

2. To approve the Directors' Remuneration Policy set out on pages 91 to 95 (inclusive) of the Company's Annual Report and Financial Statements for the year ended 31 December 2023.
14. That the rules of the STV Group plc 2015 Long Term Incentive Plan (the 'LTIP') be amended as set out in the copy of the rules of the LTIP produced to the Meeting and initialled by the Chairman for the purpose of identification and that the Board (or a duly authorised committee of the Board) be authorised to do all acts and things which it considers necessary or desirable to give effect to those amendments.
15. That the rules of the STV Group plc Sharesave Scheme (the 'Scheme') be amended as set out in the copy of the rules of the Scheme produced to the Meeting and initialled by the Chairman for the purpose of identification to permit options to be granted under the Scheme for a period of 10 years from the date of the Meeting and that the Board (or a duly authorised committee of the Board) be authorised to do all acts and things which it considers necessary or desirable to give effect to this amendment.

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 11 March 2024 (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 30 July 2025, 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.

1 May 2024



B Eileen Malcolmson
Company Secretary