

**ANNUAL GENERAL MEETING OF STV GROUP PLC
TO BE HELD VIRTUALLY
ON THURSDAY 29 APRIL 2021 AT 11 AM**

Good morning and welcome to STV's 2021 AGM. It is extremely disappointing that due to the continuing Covid-19 restrictions, shareholders are once again unable to attend the AGM, particularly since the Board greatly values the opportunity to meet shareholders in person. However, it takes seriously the Company's responsibility to ensure that the measures currently in place are adhered to.

Accordingly, today's meeting is taking place virtually as a closed meeting and the Board thanks shareholders for their understanding in these exceptional times and looks forward to returning to an open AGM format in future years when restrictions are eased. Shareholders have been asked to submit their votes electronically in accordance with the procedures set out in the notes to the Notice of AGM.

As all Directors are present, we have a quorum and can turn to today's business. The Notice of meeting is dated 16 March and I will take it as read. Voting on each resolution will be conducted by way of a poll rather than a show of hands and I will vote as proxy on behalf of the shareholders where I have been appointed to do so. The result of the poll will be published via an RNS and will also be added to the corporate website.

The first item of business is to receive the accounts of the Company for the financial year ended 31 December 2020.

I now propose that the annual accounts of the Company for the financial year ended 31 December 2020, which includes the reports of the Directors and the report by the auditors on the annual accounts and the auditable part of the Directors' remuneration report, be received.

The results of the proxy votes lodged for Resolution 1 are:

For: 32,881,631 (100%)

Against: 229 (0%)

Withheld: 607,802

For the avoidance of doubt and for the record, there were less than 0.01% Chairman's discretionary votes lodged. I would also point out that any votes which have been withheld for this and for all the following resolutions are not included in the votes "For" or "Against".

The next item of business is to approve the annual remuneration report, which sets out payments and awards made to the Directors and details the link between STV's performance and remuneration for the 2020 financial year.

I now propose that the Directors' remuneration report for the financial year ended 31 December 2020, be approved.

The results of the proxy votes lodged for Resolution 2 are:

For: 32,843,803 (98.08%)

Against: 641,796 (1.92%)

Withheld: 4,063

Resolution three seeks approval (on a binding basis) of the remuneration policy governing directors' remuneration and if approved, will be valid for up to three financial years without a new shareholder approval.

I now propose that the Directors' remuneration policy for the financial year ended 31 December 2020, be approved.

The results of the proxy votes lodged for Resolution 3 are:

For: 25,095,568 (74.94%)

Against: 8,390,031 (25.06%)

Withheld: 4,063

Resolution 4 relates to the payment of a dividend

I propose the payment of a dividend of 6.0p per ordinary share for the year ended 31 December 2020 and that this be paid on 28 May 2021 to holders on the register at 16 April 2021.

The results of the proxy votes lodged for Resolution 4 are:

For: 33,489,135 (100%)

Against: 0 (0%)

Withheld: 527

We now come to the appointment of Directors.

The Articles of Association of the Company require that any director appointed since the last annual general meeting shall hold office only until the next following general meeting and accordingly both Paul Reynolds and Aki Mandhar are standing for election following their appointments in February.

I propose Resolution 5, that Paul Reynolds be and is hereby elected as a director of the Company.

I can confirm that Paul continues to meet the independence criteria set out in the UK Corporate Governance Code.

The results of the proxy votes lodged for Resolution 5 are:

For: 33,484,563 (100%)

Against: 283 (0%)

Withheld: 4,816

I propose Resolution 6, that Aki Mandhar be and is hereby elected as a director of the Company.

I can confirm that Aki continues to meet the independence criteria set out in the UK Corporate Governance Code.

The results of the proxy votes lodged for Resolution 6 are:

For: 33,484,509 (100%)

Against: 337 (0%)

Withheld: 4,816

All of our Directors are standing for re-election this year, other than myself as I will be retiring as Chairman after the conclusion of this meeting.

I propose Resolution 7, that Simon Pitts be and is hereby re-elected as a director of the Company.

The results of the proxy votes lodged for Resolution 7 are:

For: 33,484,846 (100%)

Against: 0 (0%)

Withheld: 4,816

I can confirm that following formal performance evaluation, Simon's performance continues to be effective and to demonstrate commitment to the role.

I propose Resolution 8, that Lindsay Dixon be and is hereby re-elected as a director of the Company.

The results of the proxy votes lodged for Resolution 8 are:

For: 33,483,836 100%)

Against: 1,010 (0%)

Withheld: 4,816 (xx%)

I can confirm that following formal performance evaluation, Lindsay's performance continues to be effective and to demonstrate commitment to the role.

I propose Resolution 9, that Simon Miller be and is hereby re-elected as a director of the Company.

The results of the proxy votes lodged for Resolution 9 are:

For: 33,484,563 (100%)

Against: 283 (0%)

Withheld: 4,816

I can confirm that Simon continues to meet the independence criteria set out in the UK Corporate Governance Code and that following formal performance evaluation, his performance continues to be effective and to demonstrate commitment to the role.

I propose Resolution 10, that Anne Marie Cannon be and is hereby re-elected as a director of the Company.

The results of the proxy votes lodged for Resolution 10 are:

For: 32,936,618 (98.36%)

Against: 548,228 (1.64%)

Withheld: 4,816

I can confirm that Anne Marie continues to meet the independence criteria set out in the UK Corporate Governance Code and that following formal performance evaluation, her performance continues to be effective and to demonstrate commitment to the role.

I propose Resolution 11, that Ian Steele be and is hereby re-elected as a director of the Company.

The results of the proxy votes lodged for Resolution 11 are:

For: 33,284,863 (99.40%)

Against: 199,983 (0.60%)

Withheld: 4,816

I can confirm that Ian continues to meet the independence criteria set out in the UK Corporate Governance Code and that following formal performance evaluation, his performance continues to be effective and to demonstrate commitment to the role.

I propose Resolution 12, that David Bergg be and is hereby re-elected as a director of the Company.

The results of the proxy votes lodged for Resolution 12 are:

For: 33,284,809 (99.40%)

Against: 200,037 (0.60%)

Withheld: 4,816

I can confirm that David continues to meet the independence criteria set out in the UK Corporate Governance Code and that following formal performance evaluation, his performance continues to be effective and to demonstrate commitment to the role.

We now turn to Resolutions 13 and 14. In accordance with the Companies Act 2006 it is necessary for Shareholders to re-appoint our auditors and to authorise the Audit & Risk Committee to fix their remuneration:

I now propose that PricewaterhouseCoopers LLP be and are hereby re-appointed as the auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid.

The results of the proxy votes lodged for Resolution 13 are:

For: 32,877,191 (98.18%)

Against: 609,170 (1.82%)

Withheld: 3,301

I now propose that the Audit & Risk Committee be authorised to fix the remuneration of the auditors of the Company.

The results of the proxy votes lodged for Resolution 14 are:

For: 33,484,892 (100%)

Against: 0 (0%)

Withheld: 4,770

Turning to Resolution 15, under the Companies Act 2006, the Directors are unable to allot shares unless they are authorised to do so by the company in general meeting or by the company's articles. We are therefore seeking shareholders' approval to do so.

In accordance with restrictions set down by the Companies Act, the Directors are seeking the authority to allot firstly, up to one third of the issued ordinary share capital, and secondly up to a third pursuant to a fully pre-emptive rights issue of the Company. Each such authority is to last until the date of next year's annual general meeting. The directors do not have any present intention of exercising this authority other than to satisfy awards of shares under the Company's employee share schemes.

I propose the resolution set out as Resolution 15 in the Notice of Meeting.

The results of the proxy votes lodged for Resolution 15 are:

For: 33,392,703 (99.72%)

Against: 93,704 (0.28%)

Withheld: 3,255

Resolutions 16 – 18 are being proposed as special resolutions and therefore must be passed by a majority of not less than 75 per cent of shareholders.

Resolution 16 deals with the disapplication of pre-emption rights on the issue of shares. It will enable the directors to follow normal market practice in the event of an issue of shares by way of a rights issue or other such offer to shareholders. It will also enable shares to be allotted under employees' share schemes and allows the Directors to issue for cash up to 5% of the Company's issued share capital to persons other than existing shareholders.

I propose the resolution set out as Resolution 16 in the Notice of meeting as a special resolution and can confirm it complies with the various investor protection guidelines.

The results of the proxy votes lodged for Resolution 16 are:

For: 27,125,695 (81.01%)

Against: 6,360,437 (18.99%)

Withheld: 3,530

Next, we come to Resolution 17, relating to the Company's ability to purchase its own shares.

Under the Companies Act 2006, a Company can be authorised to purchase its own shares. The number of shares which can be purchased by the Company is restricted to a maximum of 10% of the issued ordinary share capital as at 16 March 2021. The authority is required to lapse on the earlier of the conclusion of the next AGM and 12 months from the date of this meeting.

I propose the resolution set out as Resolution 17 in the Notice of the meeting as a special resolution. Again, I can confirm that it complies with the various investor protection guidelines and that the Board would use this power only if it were in the best interests of shareholders generally.

The results of the proxy votes lodged for Resolution 17 are:

For: 32,658,043 (97.52%)

Against: 831,092 (2.48%)

Withheld: 527

We now come to Resolution 18, which allows general meetings of the shareholders of the Company to be held on 14 days notice.

Although our Articles of Association have for some time allowed us to call general meetings (other than AGMs) on 14 days notice, we are required under the Companies Act 2006, to seek this approval on an annual basis.

I propose the resolution set out as Resolution 18 in the Notice of meeting as a special resolution.

The results of the proxy votes lodged for Resolution 18 are:

For: 33,430,012 (99.82%)

Against: 59,352 (0.18%)

Withheld: 298

That concludes the business of the 2021 Annual General Meeting. Thank you for your continued support and we will advise the result of the poll shortly via an RNS.