



## **STV Group plc**

### **2023 Annual General Meeting Results Update Statement**

At the Annual General Meeting of STV Group plc (the 'Company') held on 27 April 2023 (the 'AGM') all resolutions were passed with the requisite majority of votes with only one exception, Resolution 15 (to authorise the Directors to disapply statutory pre-emption rights in respect of 5% of the Company's issued share capital). Resolution 15 was a special resolution requiring the support of 75% of those voting and received slightly below this threshold with 74.245% votes cast in favour.

Four Resolutions were passed with the requisite majority, but had more than 20% votes cast against. As such, and in accordance with Provision 4 of the Corporate Governance Code, the Company is today providing an update on the views received from shareholders and actions taken as a result of the votes received.

#### Resolution 2, to approve the Directors' Annual Report on Remuneration for the year ended 31 December 2022 (approved by 74.841% of votes cast)

This was an advisory vote, and the voting outcome reflects a pattern of votes cast in recent years. Since the AGM, a new Chair of the Remuneration Committee, Naomi Climer CBE, has been appointed and has engaged with key shareholders to understand their views. This information will be considered as the Remuneration Committee undertake the triennial review of the Remuneration Policy which will be presented to shareholders at the 2024 AGM. The policy review will provide an opportunity to seek to address the points underpinning the Resolution 2 voting outcome.

#### Resolution 4, to approve the re-election of Paul Reynolds as a Director (approved by 76.026% of votes cast)

The Company understands that the reason for the voting outcome was primarily due to the position taken by one major shareholder. We have held discussions with this shareholder on the matter and we note that the Chairman retains broad support among the wider shareholder base.

#### Resolution 13, to authorise the Company to make political donations and incur political expenditure (approved by 73.529% of votes cast)

As set out in the Notice of AGM 2023, the Company does not make and does not intend to make cash political donations to any political parties or organisations or to incur political expenditure, and shareholders have been assured of this through ongoing engagement since the AGM.

Resolution 13 was proposed recognising that the definitions of political donations and political expenditure used in the Companies Act 2006 are broad. In line with UK market practice, the authority under Resolution 13 was therefore sought only as a precautionary measure to ensure that the Company and its subsidiaries do not inadvertently breach the relevant provisions of this legislation.

Resolution 14, Directors' authority to allot shares (approved by 76.595% of votes cast), and Resolution 15, Directors' authority to disapply pre-emption rights (approved by 74.245% votes cast)

With respect to Resolution 14, the voting outcome was presented to shareholders in accordance with the Investment Association share capital management guidelines and prevailing voting guidelines of leading corporate governance agencies applicable to UK listed companies.

With respect to Resolution 15, which was not passed, the authority requested was a general authority to disapply pre-emption rights and was in line with the threshold contained in the Pre-emption Group's 2015 Statement of Principles ('2015 Principles') and standard market practice seen in the UK in previous years, noting the Pre-emption Group represents the Investment Association and the Pension and Lifetime Savings Association. The Board considered it to be appropriate to continue to apply the lower limit of 5% of the issued share capital, rather than seeking the higher limit of 10% of the issued share capital as set out in the revised statement of principles and template resolutions published by the Pre-emption Group in November 2022 ('2022 Principles').

The Company had not proposed at the 2023 AGM to seek an additional disapplication of pre-emption rights in connection with an acquisition or specified capital investment to approximately 5% of the total issued ordinary share capital contained in the 2015 Principles or to propose the higher limit of 10% of the issued share capital as set out in the 2022 Principles.

Whilst the Board believe that the authority sought under Resolution 14 and Resolution 15 was appropriate to maintain flexibility and to be in the best interests of the Company, Resolution 15 was not passed.

The Company will continue to engage with shareholders and their respective bodies on remuneration and other governance matters and will provide a final summary in the Company's 2023 Annual Report.

**26 October 2023**