UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2022 OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________ to __________

Commission File Number 001-10701

THE E.W. SCRIPPS COMPANY

(Exact name of registrant as specified in its charter)

Ohio	31-1223339
(State or other jurisdiction of incorporation or organization)	*(IRS Employer Identification Number)*

312 Walnut Street
Cincinnati, Ohio 45202
(Address of principal executive offices) *(Zip Code)*

Registrant's telephone number, including area code: (513) 977-3000
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Class A Common Stock, par value $0.01 per share	SSP	NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☑ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☑

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☑	Accelerated filer	☐	Non-accelerated filer	☐	Smaller reporting company	☐	Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☑

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☑

The aggregate market value of Class A Common shares of the registrant held by non-affiliates of the registrant, based on the $12.47 per share closing price for such stock on June 30, 2022, was approximately $719,000,000. All Class A Common shares beneficially held by executives and directors of the registrant and descendants of Edward W. Scripps have been deemed, solely for the purpose of the foregoing calculation, to be held by affiliates of the registrant. There is no active market for our Common Voting shares.

As of January 31, 2023, there were 71,644,745 of the registrant's Class A Common shares, $0.01 par value per share, outstanding and 11,932,722 of the registrant's Common Voting shares, $0.01 par value per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Certain information required for Part III of this report is incorporated herein by reference to the proxy statement for the 2023 annual meeting of shareholders.

Index to The E.W. Scripps Company Annual Report
on Form 10-K for the Year Ended December 31, 2022

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As used in this Annual Report on Form 10-K, the terms “Scripps,” “Company,” “we,” “our” or “us” may, depending on the context, refer to The E.W. Scripps Company, to one or more of its consolidated subsidiary companies, or to all of them taken as a whole.

Additional Information

Our Company website is http://www.scripps.com. Copies of all of our SEC filings filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are available free of charge on this website as soon as reasonably practicable after we electronically file the material with, or furnish it to, the SEC. Our website also includes copies of the charters for our Compensation, Nominating & Governance and Audit Committees, our Corporate Governance Principles, our Insider Trading Policy, our Ethics Policy and our Code of Ethics for the CEO and Senior Financial Officers. All of these documents are also available to shareholders in print upon request or by request via e-mail to secretary@scripps.com.

Forward-Looking Statements

Our Annual Report on Form 10-K contains certain forward-looking statements related to the Company's businesses that are based on management’s current expectations. Forward-looking statements are subject to certain risks, trends and uncertainties, including changes in advertising demand and other economic conditions that could cause actual results to differ materially from the expectations expressed in forward-looking statements. Such forward-looking statements are made as of the date of this document and should be evaluated with the understanding of their inherent uncertainty. A detailed discussion of principal risks and uncertainties that may cause actual results and events to differ materially from such forward-looking statements is included in the section titled “Risk Factors.” The Company undertakes no obligation to publicly update any forward-looking statements to reflect events or circumstances after the date the statement is made.

PART I

Item 1. Business

We are a 144-year-old media enterprise with interests in local and national media brands. Founded in 1878, our motto is "Give light and the people will find their own way." Our mission is to do well by doing good — creating value for customers, employees and owners by informing, engaging and empowering those we serve. We serve audiences and businesses in our Local Media division through a portfolio of 61 local television stations in 41 markets. Our local stations have programming agreements with ABC, NBC, CBS, FOX and the CW. In our Scripps Networks division, we operate nine national news and entertainment networks - ION, Bounce, Court TV, Defy TV, Grit, ION Mystery, Laff, Scripps News and TrueReal – each reaches well over 90% of U.S. television households over-the-air. Effective the beginning of 2023, we merged our nationally focused news resources into a Scripps News division. Scripps News combines the development and distribution of Newsy programming content, the Local Media national desk and our award-winning investigative reporting newsroom in Washington, D.C. into one coordinated organization. The combined operation will more efficiently serve national audiences and our local television stations. We also serve as the longtime steward of one of the nation's largest, most successful and longest-running educational programs, the Scripps National Spelling Bee. Additionally, we provide consumers DVR product solutions to watch and record free over-the-air HDTV on connected devices through our Nuvyyo business. For a full listing of our outlets, visit http://www.scripps.com.

In December of 2022, we launched our Scripps Sports division to further leverage our local market depth and national broadcast reach for partnerships with sports leagues, conferences and teams. In addition to the market depth of our 61 local television stations, ION boasts the fifth-largest national broadcast viewership and its network of owned and operated and affiliate stations reaches 100% of U.S. television households through broadcast, cable/satellite and connected TV platforms, providing it the opportunity to run localized, regionalized and national programming. Our sports division will be comprised of a limited number of personnel that will seek and negotiate sports rights for the benefit of our Local Media and Scripps Networks businesses. The revenues earned and any sports rights fees or other direct expenses incurred will reside within those respective businesses.

Scripps is a leader in free, ad-supported television. All of our local stations and national networks reach consumers over-the-air, and all of our television brands can also be found on free streaming platforms. During 2022, we continued to expand in the fast-growing connected television marketplace, as well as continued to leverage our leadership position in the growing over-the-air marketplace. Currently, one in three non pay-TV homes is watching television over the air alongside their subscription services, and industry data shows the use of free television over antenna is expected to surpass 50 million households in 2025. Scripps has launched a major national consumer marketing campaign to broaden antenna use even more, as well as working with key partners in retail, manufacturing and antenna installation, to help television owners understand the quality and quantity of programming available over the air and the ease of antenna use.

In January of 2023, we announced a strategic restructuring and reorganization of the Company that will further leverage our strong position in the U.S. television ecosystem and propel our growth across new distribution platforms and emerging media marketplaces. Lisa Knutson was named chief operating officer, assuming responsibility for the Local Media and Scripps Networks operating divisions, and was tasked with leading the Company’s restructuring efforts. The restructuring aims to create a leaner and more agile operating structure through the centralization of certain services and the consolidation of layers of management across our operating businesses and corporate office.

Financial information for each of our business segments can be found under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the Notes to Consolidated Financial Statements of this Form 10-K.

LOCAL MEDIA

Our Local Media segment is comprised of our 61 local broadcast television stations and their related digital operations. We have operated broadcast television stations since 1947, when we launched Ohio's first television station, WEWS, in Cleveland. Our television station group reaches approximately 25% of the nation's television households and includes 18 ABC affiliates, 11 NBC affiliates, nine CBS affiliates and four FOX affiliates. We also have 12 CW affiliates - four on full power stations and eight on multicast; five independent stations and 10 additional low power stations.

We produce high-quality news, information and entertainment content that informs and engages our local communities. We distribute our content on multiple platforms, including broadcast, digital, mobile, social and over-the-top ("OTT"). It is our objective to develop content and applications designed to enhance the user experience on each of those platforms. Our ability to cover our communities across various digital platforms allows us to expand our audiences beyond traditional broadcast television.

We believe the most critical component of our product mix is compelling news content, which is an important link to the community and aids our stations' efforts to retain and expand viewership. We have trained employees in our news departments to be multi-media journalists, allowing us to pursue a "hyper-local" strategy by having more reporters covering local news for our over-the-air and digital platforms.

In addition to news programming, our television stations run network programming, syndicated programming and original programming. Our strategy is to balance syndicated programming with original programming that we control. We believe this strategy improves our Local Media division's financial performance. Original shows we produce ourselves or in partnership with others include:

- *The List*, an Emmy-award winning infotainment show, is available in 39 markets reaching viewers in approximately 26% of the country.
- *The Race* is a weekly 30-minute show that focuses on the issues impacting Americans. We travel to communities across the country to talk about jobs, health care, inflation and more. No pundits, politicians or pollsters, just people. The show is available in 47 markets on broadcast and OTT and airs on Scripps News OTA every Sunday morning.
- *RightThisMinute* was a daily entertainment program featuring consumer-generated viral videos. The show completed its 11-year run when the final season ended in September 2022.

Revenue cycles and sources

Core Advertising

Our core advertising is comprised of sales to local and national customers. The advertising includes a combination of broadcast spots, as well as digital and OTT advertising. Our core advertising revenues accounted for 42% of our Local Media segment's revenues in 2022. Pricing of broadcast spot advertising is based on audience size and share, the demographics of our audiences and the demand for our limited inventory of commercial time. Our stations compete for advertising revenues with other sources of local media, including competitors' television stations in the same markets, radio stations, cable television systems, newspapers, digital platforms and direct mail.

Local advertising time is sold by each station's local sales staff who call upon advertising agencies and local businesses, which typically include advertisers such as car dealerships, health-care facilities and other service providers. We seek to attract new advertisers to our television stations and to increase the amount of advertising sold to existing local advertisers by relying on experienced local sales forces with strong community ties, producing news and other programming with local advertising appeal and sponsoring or promoting local events and activities.

National advertising time is generally sold through national sales representative firms that call upon advertising agencies, whose clients typically include automobile manufacturers and dealer groups, telecommunications companies and insurance providers.

Digital revenues are primarily generated from the sale of advertising to local and national customers on our local television websites, smartphone apps, tablet apps and other platforms.

Cyclical factors influence revenues from our core advertising categories. Some of the cycles are periodic and known well in advance, such as election campaign seasons and special programming events (e.g. the Olympics or the Super Bowl). For

example, our NBC affiliates benefit from incremental advertising demand from the coverage of the Olympics. Economic cycles are less predictable and beyond our control.

Due to increased demand in the spring and holiday seasons, the second and fourth quarters normally have higher advertising revenues than the first and third quarters.

Political Advertising

Political advertising is generally sold through our Washington D.C. sales office. Advertising is sold to presidential, gubernatorial, Senate and House of Representative candidates, as well as for state races and local issues. It is also sold to political action groups (PACs) or other advocacy groups. Political advertising revenues were 13% of our Local Media segment's revenues in 2022.

Political advertising revenues increase significantly during even-numbered years when local, state and federal elections occur. In addition, every four years, political spending is typically elevated further due to the advertising for the presidential election. Because of the cyclical nature of each political election cycle, there has been a significant difference in our operating results when comparing the performance in even-numbered years to that in odd-numbered years. Additionally, our operating results are impacted by the number, importance and competitiveness of individual political races and issues discussed in our local markets.

Distribution Revenues

We earn revenues from cable operators, satellite carriers, other multi-channel video programming distributors (collectively "MVPDs"), other online video distributors and subscribers for access rights to our broadcast signals. Distribution revenues were 44% of our Local Media segment's revenues in 2022. These arrangements are generally governed by multi-year contracts and the fees we receive are typically based on the number of subscribers the respective distributor has and the contracted rate per subscriber. Approximately 75% of subscribers within our retransmission consent agreements are subject to negotiation in 2023.

Expenses

Employee costs accounted for 38% of our Local Media segment's costs and expenses in 2022.

We centralize certain functions, such as master control, traffic, graphics, research and political advertising, at company-owned hubs that do not require a presence in the local markets. This approach enables each of our stations to focus local resources on the creation of content and revenue-producing activities. We expect to continue to look for opportunities to centralize functions that do not require a local market presence.

Programming costs, which include network affiliation fees, syndicated programming and shows produced for us or in partnership with others, were 43% of our Local Media segment's costs and expenses in 2022.

Our network-affiliated stations broadcast programming that is supplied to us by the networks in various dayparts. Under each affiliation agreement, the station broadcasts all of the programs transmitted by the network. In exchange, we pay affiliation fees to the network and the network sells a substantial majority of the advertising time during these broadcasts. We expect our network affiliation agreements to be renewed upon expiration.

Information concerning our full-power television stations, their network affiliations and the markets in which they operate is as follows:

Station	Market	Network Affiliation/ DTV Channel	Affiliation Agreement Expires in	FCC License Expires in	Market Rank[1]
WMYD-TV	Detroit, Ch. 20	Ind/21	N/A	2029	11
WXYZ-TV	Detroit, Ch. 7	ABC/41	2026	2029	11
KNXV-TV	Phoenix, Ch. 15	ABC/15	2026	(2)	12
KASW -TV	Phoenix, Ch. 61	CW/27	2024	2030	12
WSFL-TV	Miami, Ch. 39	CW/27	2024	2029	15
WFTS-TV	Tampa, Ch. 28	ABC/29	2026	2029	16
KMGH-TV	Denver, Ch. 7	ABC/7	2026	2030	17
KCDO-TV	Denver, Ch. 3	Ind/3	N/A	2030	17
WEWS-TV	Cleveland, Ch. 5	ABC/15	2026	2029	19
WMAR-TV	Baltimore, Ch. 2	ABC/38	2026	2028	25
WRTV-TV	Indianapolis, Ch. 6	ABC/25	2026	2029	27
WTVF-TV	Nashville, Ch. 5	CBS/25	2024	2029	28
KGTV-TV	San Diego, Ch. 10	ABC/10	2026	2030	30
WPTV-TV	W. Palm Beach, Ch. 5	NBC/12	2024	2029	31
WHDT-TV	W. Palm Beach, Ch. 9	Ind/34	N/A	2029	31
KMCI-TV	Kansas City, Ch. 38	Ind/41	N/A	2030	32
KSHB-TV	Kansas City, Ch. 41	NBC/42	2024	2030	32
WCPO-TV	Cincinnati, Ch. 9	ABC/22	2026	2029	33
KSTU-TV	Salt Lake City, Ch. 13	FOX/28	2026	(2)	34
WTMJ-TV	Milwaukee, Ch. 4	NBC/28	2024	2029	35
KTNV-TV	Las Vegas, Ch. 13	ABC/13	2026	2030	41
WGNT-TV	Norfolk, Ch. 27	CW/50	2024	2028	42
WTKR-TV	Norfolk, Ch. 3	CBS/40	2026	2028	42
WXMI-TV	Grand Rapids, Ch. 17	FOX/19	2026	2029	43
WFTX-TV	Fort Myers/Naples, Ch. 4	FOX/35	2026	2029	49
WKBW-TV	Buffalo, Ch. 7	ABC/38	2026	2023	51
WTVR-TV	Richmond, Ch. 6	CBS/25	2026	2028	55
KJRH-TV	Tulsa, Ch. 2	NBC/8	2024	2030	61
WGBA-TV	Green Bay/Appleton, Ch. 26	NBC/41	2024	2029	65
WACY-TV	Green Bay/Appleton, Ch. 32	Ind/27	N/A	2029	65
WLEX-TV	Lexington, Ch. 18	NBC/39	2024	2029	67
KMTV-TV	Omaha, Ch. 3	CBS/45	2026	2030	73
KWBA-TV	Tucson, Ch. 58	CW/44	2024	2030	80
KGUN-TV	Tucson, Ch. 9	ABC/9	2026	2030	80
KOAA-TV	Colorado Springs, Ch.5	NBC/42	2024	2030	87
KXXV-TV	Waco, Ch.25	ABC/26	2026	(2)	93
KIVI-TV	Boise, Ch. 6	ABC/24	2026	2030	107
WSYM-TV	Lansing, Ch. 47	FOX/38	2026	2029	109
WTXL-TV	Tallahassee, Ch. 27	ABC/27	2026	2029	114
KERO-TV	Bakersfield, Ch. 23	ABC/10	2026	(2)	122
KATC-TV	Lafayette, Ch. 3	ABC/28	2026	2029	123
KSBY-TV	San Luis Obispo/Santa Barbara, Ch. 6	NBC/15	2024	(2)	126
KRIS-TV	Corpus Christi, Ch. 6	NBC/13	2024	2030	131
KPAX-TV	Missoula, Ch. 8	CBS/7	2024	2030	163
KTVQ-TV	Billings, Ch. 2	CBS/10	2024	2030	167
KXLF-TV	Butte-Bozeman, Ch. 4	CBS/5	2024	2030	187
KRTV-TV	Great Falls, Ch. 3	CBS/7	2024	2030	195
KTVH-TV	Helena, Ch. 12	NBC/12	2024	2030	205

(1) Market rank is based on the 2022 Comscore HH Universe estimates.
(2) Application for renewal of the license was submitted timely to the FCC. Under FCC rules, the license expiration date is automatically extended pending FCC review of and action on the renewal application. Historically, we have been successful in renewing our FCC licenses.

Federal Regulation of Broadcasting — Broadcast television is subject to the jurisdiction of the FCC pursuant to the Communications Act of 1934, as amended ("Communications Act"). The Communications Act prohibits the operation of broadcast stations except in accordance with a license issued by the FCC and empowers the FCC to revoke, modify and renew broadcast licenses, approve the transfer of control of any entity holding such a license, determine the location of stations, regulate the equipment used by stations and adopt and enforce necessary regulations. As part of its obligation to ensure that broadcast licensees serve the public interest, the FCC exercises limited authority over broadcast programming by, among other things, requiring certain children's television programming and limiting commercial content therein, requiring the identification of program sponsors, including specific rules related to identifying programming sponsored or provided by foreign governments, regulating the sale of political advertising and the distribution of emergency information, and restricting indecent programming. The FCC also requires television broadcasters to close caption their programming for the benefit of persons with hearing impairment and to ensure that any of their programming that is later transmitted via the Internet is captioned. Network-affiliated television broadcasters in larger markets must also offer audio narration of certain programming for the benefit of persons with visual impairments. Reference should be made to the Communications Act, the FCC's rules and regulations, and the FCC's public notices and published decisions for a fuller description of the FCC's extensive regulation of broadcasting.

Broadcast licenses are granted for a term of up to eight years and are renewable upon request, subject to FCC review of the licensee's performance. While there can be no assurance regarding the renewal of our broadcast licenses, we have never had a license revoked, have never been denied a renewal, and all previous renewals have been for the maximum term.

FCC regulations govern the ownership of television stations, and the agency is required by statute to periodically review these rules. In November 2017, the FCC adopted significant changes to its local television ownership rules. Those rules were vacated by a reviewing court in late 2019 but reinstated by the Supreme Court in early 2021. One of these changes was the relaxation of the television "duopoly rule" to allow ownership of two television stations in the same market as long as at least one of the stations is not among the "top-four" rated stations in the market, as measured at the time an application to acquire the second station is filed. Acquisition of two "top-four" stations in the same market is allowed only pursuant to waiver. In addition to upholding changes to the duopoly rule, the United States Supreme Court also affirmed the FCC's elimination of its newspaper/broadcast cross-ownership rule, its radio/television cross-ownership rule, and its determination that stations in joint advertising sales agreements should not be treated as if they were under common ownership.

With respect to national television ownership, the FCC voted in December 2017 to consider whether and how it might revisit its rule preventing applicants from obtaining an ownership interest in television stations whose total national audience reach would exceed 39% of all television households. Earlier in that year, the FCC also reinstated the 50% discount applied to the number of households deemed covered by UHF television stations. Scripps' current national audience reach is 38.0% of television households after application of the "UHF discount."

In December 2018, the FCC began another of its statutorily required reviews of its multiple ownership rule, including a broad review of whether all the current local radio and television rules continue to serve the public interest. This proceeding remains open, and the FCC in 2021 requested that parties refresh the record in that proceeding, although the FCC has not proposed any specific rule changes. The Communications Act requires the FCC to conduct such a review every four years, and as such the FCC opened a new proceeding in December 2022 requesting that parties update the record and submit comments on the broadcast ownership rules and the media marketplace.

We cannot predict the outcome of these open proceedings, the expected court reviews of any changes to the FCC's television ownership rules, or the effect of further FCC rule revisions on our stations' operations or our business.

The restrictions imposed by the FCC's ownership rules may apply to a corporate licensee due to the ownership interests of its officers, directors or significant shareholders. If such parties meet the FCC's criteria for holding an attributable interest in the licensee, they are likewise expected to comply with the ownership limits, as well as other licensee requirements such as compliance with certain criminal, antitrust and antidiscrimination laws.

In order to provide additional spectrum for mobile broadband and other services, the FCC in 2017 conducted an incentive spectrum auction in which some television broadcasters agreed to voluntarily give up spectrum in return for a share of the auction proceeds. No Scripps station went off-air or relinquished a UHF-band allocation for a VHF-band allocation as a result of the auction, but many of Scripps' full-power, Class A, and low-power and translator stations relocated to new channels in the reduced broadcast spectrum band. All Scripps stations completed this transition timely.

Broadcasters are continuing to deploy a new voluntary digital television standard, ATSC 3.0. This Internet-protocol based transmission method permits television stations to offer enhanced and innovative services coupled with much improved

broadcast signal reception, particularly by mobile devices. The new standard, however, is incompatible with both existing television receivers and with a station's ability to continue offering its service via the current ATSC 1.0 digital standard. To avoid loss of service to those viewers who lack a new receiver, stations switching to ATSC 3.0 transmission are required to arrange for a local station that continues to use the current 1.0 standard to air (on a subchannel) programming "substantially similar" to that offered by the switching station on its 3.0 channel. In return, the 3.0 station could host the 3.0 signal of its 1.0 "host" station. This "simulcasting" requirement will sunset in July 2023, unless extended by the FCC. Scripps stations in several markets are operating with the new transmission protocol.

The FCC remains committed to permitting non-broadcast spectrum use in the "white spaces" between television stations' protected service areas despite broadcasters' concerns about the possibility of harmful interference to their existing service and to the potential for innovative uses of their broadcast spectrum in the future. In 2015, the FCC proposed to reserve a 6 MHz "vacant channel" in each market for non-broadcast, unlicensed services (including wireless microphones) which, if adopted, would have further reduced the spectrum available for television broadcasting. The reservation of spectrum in the "broadcast" band for interference-protected non-broadcast services could have had a particularly adverse effect on the ability of low-power and translator television stations to offer service since these stations enjoy only "secondary" status that offers no protection from interference caused by a full-power station. In late 2020, the FCC declined to adopt its own vacant channel proposal, although petitions for reconsideration of this decision remain pending. We cannot predict the outcome of these proceedings or their possible impact on the Company.

In 2022, Congress passed the Low Power Protection Act, which directs the FCC to adopt rules that will allow certain low-power television stations to apply for "Class A" regulatory status, which will provide those stations with increased protection from interference. While certain low power television stations owned by the Company may qualify for this status, the FCC has not yet adopted rules implementing the Low Power Protection Act and we cannot predict the outcome of those proceedings or their possible impact on the Company.

Full-power broadcast television stations generally enjoy "must-carry" rights on any cable television system defined as "local" with respect to the station. Stations may waive their must-carry rights and instead negotiate retransmission consent agreements with local cable companies. Similarly, satellite video providers are required to carry the signal of those television stations that request carriage and that are located in markets in which the satellite carrier chooses to retransmit at least one local station. Satellite video providers may not carry a broadcast station without its consent. For stations that do not elect mandatory carriage, FCC rules most recently revised in 2020 require parties to negotiate in "good faith" for retransmission consent agreements, and the FCC has imposed significant fines on parties who have been found to have violated these requirements. The Company has elected to negotiate retransmission consent agreements with cable operators and satellite video providers for the majority of both our network-affiliated stations and our independent stations. Prior to the Company's 2021 acquisition of ION, only two Scripps stations had elected "must-carry" status, but all acquired ION stations rely on "must carry" to ensure carriage.

Other proceedings before the FCC and the courts have reexamined the policies that protect television stations' rights to control the distribution of their programming within their local service areas. For example, the FCC in 2014 initiated a rulemaking proceeding on the degree to which an entity relying upon the Internet to deliver video programming should be subject to the regulations that apply to multi-channel video programming distributors ("MVPDs"), such as cable operators and satellite systems. While the major broadcast networks secured a victory in their lawsuit against the streaming service Locast, with the court finding that its retransmission of local television stations' signals without their consent violated copyright law, the application of copyright law to other potential streaming services remains uncertain. We cannot predict the outcome of any FCC initiatives to address the use of new technologies to challenge traditional means of redistributing television broadcast programming or their possible impact on the Company.

The FCC may impose substantial penalties for violations of its rules and policies. While uncertainty continues regarding the scope of the FCC's authority to regulate indecent programming, the agency has increased its enforcement efforts regarding other programming issues such as sponsorship identification, broadcasting improper emergency alerts and extending service to persons with disabilities. We cannot predict the effect of the FCC's expanded enforcement efforts on the Company.

SCRIPPS NETWORKS

Our Scripps Networks segment is comprised of nine national television networks - ION, Bounce, Court TV, Defy TV, Grit, ION Mystery, Laff, Scripps News and TrueReal. The networks reach nearly every U.S. television home through free over-the-air ("OTA") broadcast, cable/satellite, connected TV and digital distribution.

The segment generates revenue principally from the sale of advertising time on the national television networks. Advertising revenue generated by our networks depends on viewership ratings and advertising rates paid by advertisers for delivery of advertisements to certain viewer demographics. Advertising revenue is sold in the upfront, scatter (together called general market), direct response and connected TV markets. In the upfront market, advertisers buy advertising time for upcoming seasons and, by committing to purchase in advance, lock in the advertising rates they will pay for the upcoming year. In the scatter market, advertisers buy their spots closer to the time when the spots will run. The mix of upfront and scatter market advertising time sold is based upon the economic conditions at the time the sales take place, impacting the sell-out levels management is willing or able to obtain. The demand in the scatter market then impacts the pricing achieved for our remaining general market advertising inventory. Scatter market pricing can vary from upfront pricing and can be volatile. In most cases, advertising sales in the upfront and scatter markets are subject to ratings guarantees that require us to provide additional advertising time if the guaranteed audience levels are not achieved. Similar to the scatter market, direct response advertisers buy their spots closer to the time when the spots will run and pricing can vary based on demand. Direct response advertisers buy spots based on expected performance, giving advertisers an efficient and measured way to reach their customers. Direct response advertising is not subject to ratings guarantees.

Revenue from advertising is subject to seasonality, market-based variations and general economic conditions. Due to increased demand in the spring and holiday seasons, the second and fourth quarters normally have higher advertising revenues than the first and third quarters.

Programming expenses, employee costs and sales and marketing expenses are the primary operating costs of our Scripps Networks segment. Programming expenses accounted for 53% of our Scripps Networks segment's costs and expenses in 2022, reflecting both the costs of investing in quality programming and costs of distribution from carriage agreements with local television broadcasters and cable and satellite providers. The national networks are carried on both our owned and operated television stations and from carriage agreements with other broadcast stations. Our OTA television networks are well-positioned to capitalize on cord-cutting trends and provide a platform for delivering mass audiences to national advertisers.

ION

Our ION national television network reaches around 80 million domestic homes through its 44 owned and operated OTA broadcast TV stations, on pay TV platforms and independent broadcast affiliates that carry the ION programming. ION broadcasts popular scripted crime and justice procedural programming and has the fifth-largest average prime-time audience among all broadcast networks on television. ION elects government-mandated must-carry provisions, thereby ensuring its programming is available on cable and satellite systems. In 2022, ION was launched as a free advertising-supported streaming television ("FAST") channel with distribution across multiple streaming services.

Bounce

Bounce is available in approximately 98% of U.S. television broadcast homes. Bounce is an African American broadcast network dedicated to inspiring, empowering and entertaining viewers. Bounce programming represents a rich mosaic of the African American community, featuring both licensed and original dramas, sitcoms, movies and specials. Original programming includes hit series such as *Johnson and Finding Happy*. In the fourth quarter of 2021, Bounce XL was launched as a FAST channel with distribution on multiple streaming services. It is also available on multiple streaming services as an app.

Court TV

Court TV is available in approximately 98% of U.S. television broadcast homes. Court TV is devoted to live, gavel-to-gavel coverage, in-depth legal reporting and expert analysis of the nation's most important and compelling trials. Court TV is also available as either an app or FAST channel with distribution on multiple streaming services.

Defy TV

Defy TV reaches approximately 98% of U.S. television broadcast homes and features male-centric programming that includes reality-based series such as *Pawn Stars*, *Forged in Fire*, *American Pickers* and *The Curse of Oak Island*.

Grit

Grit is available in approximately 99% of U.S. television broadcast homes and appeals more strongly to male viewers. Grit's programming line-up is primarily iconic Western series and movies. In 2022, Grit Xtra was launched as a FAST channel with distribution across multiple streaming services.

ION Mystery

ION Mystery is available in approximately 99% of U.S. television broadcast homes and its programming is anchored in popular true-crime and justice procedural programming. Programming on ION Mystery includes *Bones*, *Scorpion*, and *CSI* franchises. In 2022, ION Mystery was launched as a FAST channel with distribution across multiple streaming services.

Laff

Laff is available in approximately 98% of U.S. television broadcast homes and targets comedy-lovers in the 18 to 49 age range. Programming on Laff includes popular sitcoms including *Home Improvement*, *How I Met Your Mother* and *According to Jim*.

Scripps News (formerly Newsy)

Scripps News is our national news network focused on bringing objective, fact-based reporting and analysis on world and national news, including politics, entertainment, science and technology. During the first six months of 2021, we exited the cable and satellite distribution of the network as part of a strategy to relaunch as an over-the-air network, which happened in October 2021. Scripps News remains the nation's only free 24/7 broadcast news network, available in approximately 96% of U.S. television broadcast homes. Scripps News is also available on multiple streaming services as either an app or FAST channel. The network's programming lineup includes *Morning Rush*, *In the Loop with Christian Bryant*, *Scripps News Reports with Chance Seales* and *Scripps News Showcase*.

TrueReal

TrueReal reaches approximately 95% of U.S. television broadcast homes and features female-centric programming that includes reality-based shows such as *Storage Wars*, *Married at First Sight*, *Hoarders and Little Women: LA*.

Information concerning our Scripps Networks FCC licensed television stations and the markets in which they operate is as follows:

Station	Market	DTV Channel	FCC License Expires in	Market Rank[1]
WPXN	New York, NY	34	2023	1
KILM	Los Angeles, CA	24	2030	2
KPXN	Los Angeles, CA	24	(2)	2
WCPX	Chicago, IL	34	2029	3
WPPX	Philadelphia, PA	34	2023	4
WBPX	Boston, MA	22	2023	5
WDPX	Boston, MA	22	2023	5
WPXG	Boston, MA	23	2023	5
KPXD	Dallas-Ft. Worth, TX	25	2030	6
WPXW	Washington, DC-Hagerstown, MD	35	2028	7
WWPX	Washington, DC-Hagerstown, MD	13	2028	7
KKPX	San Francisco-Oakland-San Jose, CA	33	2030	8
KPXB	Houston, TX	32	2030	9
WPXA	Atlanta, GA	16	2029	10
KWPX	Seattle-Tacoma, WA	33	2023	13
KPXM	Minneapolis-St. Paul, MN	16	(2)	14
WPXM	Miami-Ft.Lauderdale, FL	21	2029	15
WXPX	Tampa-St. Petersburg, FL	29	2029	16
WOPX	Orlando-Daytona, FL	14	2029	18
KSPX	Sacramento-Stockton-Modesto,CA	21	(2)	20
WINP	Pittsburgh, PA	16	2023	21
WRBU	St. Louis, MO	28	2029	23
WFPX	Raleigh-Durham, NC	32	2028	24
WRPX	Raleigh-Durham, NC	32	2028	24
KPXG	Portland,OR	22	2023	26
WNPX	Nashville, TN	32	2029	28
KUPX	Salt Lake City, UT	29	2030	34
WPXE	Milwaukee, WI	30	2029	35
WSFJ	Columbus, OH	19	2029	36
KPXL	San Antonio, TX	26	2030	37
KMCC	Las Vegas, NV	32	(2)	41
WPXC	Jacksonville, FL-Brunswick, GA	24	2029	44
WPXQ	Providence, RI	17	2023	53
WPXL	New Orleans, LA	33	2029	54
WQPX	Wilkes Barre-Scranton, PA	33	2023	57
WPXK	Knoxville, TN	18	2029	59
KTPX	Tulsa, OK	28	2030	61
WKOI	Dayton, OH	31	2029	62
WIPL	Portland-Auburn, ME	24	2023	69
KFPX	Des Moines-Ames, IA	36	2030	72
WLPX	Charleston-Huntington, WV	18	2028	74
WPXR	Roanoke, VA	27	2028	75
WZRB	Columbia, SC	25	2028	79
WSPX	Syracuse, NY	36	2023	82
KPXR	Cedar Rapids, IA	22	2030	94
WEPX	Greenville-New Bern, NC	36	2028	97
WPXU	Greenville-New Bern, NC	16	2028	97
WTPX	Wausau-Rhinelander, WI	19	2029	135

(1) Market rank is based on the 2022 Comscore HH Universe estimates.
(2) Application for renewal of the license was submitted timely to the FCC. Under FCC rules, the license expiration date is automatically extended pending FCC review of and action on the renewal application.

Employees and Human Capital Resource Management

Scripps operates under the fundamental philosophy that people are our most valuable asset. Identifying quality talent is at the heart of everything we do and our business success is dependent upon our ability to attract, develop and retain highly qualified employees. Our core values of courage, compassion, excellence, fairness, integrity and respect establish the foundation on which the culture is built and represent the key expectations we have of our employees. Our goal is to hire the best, to spark their passion for the job and then to nourish their career with tools that will help them learn and excel. We believe our culture and commitment to our employees help us attract and retain our qualified talent, while simultaneously providing significant value to Scripps and its shareholders.

Employees

As of December 31, 2022, we had approximately 5,700 full-time equivalent employees, of whom approximately 4,400 were with Local Media and 900 with Scripps Networks. Various labor unions represent approximately 400 employees, all of which are in Local Media. We have not experienced any work stoppages at our current operations since 1985. We consider our relationships with our employees to be good.

Equity, Diversity and Inclusion

Scripps is committed to an equitable, diverse and inclusive workplace that reflects the communities where we live, work and play. Our goal is to support all employees with the resources and development opportunities they need to write their own stories. Our overarching Equity, Diversity and Inclusion ("EDI") strategy focuses on building awareness of the importance of EDI in our workplaces and communities, empowering leaders to employ EDI practices in their business units or reporting structures, and tracking its equity, diversity and inclusion efforts, which culminates in regulatory reporting (Equal Employment Opportunity-1 reports), divisional analysis and regular reports to the Company’s Board of Directors.

The EDI team has developed plans to direct our Company based on our guiding principles:

- Culture - To foster a culture that embraces each person's diversity and empowers employees to reach their full potential,

- People - To attract and retain diverse talent through strategic recruiting practices and professional development to reflect the communities we serve, and

- Business - to create additional value for Scripps and drive stronger business results by leveraging new ideas and innovation that stem from a culture of inclusion.

Leading Scripps’ diversity, equity and inclusion strategies across the enterprise is a chief diversity officer. She and her team partner with business and human resources leaders to develop and implement the EDI strategy as well as action plans that continually evolve Scripps’ EDI commitment. The components of these plans include:

- HR/EDI Strategic Purpose/Enterprise HR Objective: Foster diverse, inclusive, respectful workplaces focused on recruiting and developing talent that drives a high-performance, mission-oriented culture to support business objectives.

- EDI Mission: Cultivate a culture of inclusion where everyone is valued, informed and empowered to fully realize their Scripps story.

- EDI Vision: Transforming our business and the communities where we live, work and play by acknowledging, incorporating and uplifting our increasingly diverse world.

Our four diversity pillars are: Race, Gender, LGBTQ+ and veterans. As a key focus of our EDI journey, we have labored to help both employees and external stakeholders understand how and why Scripps is focused on a more equitable, diverse and inclusive workplace. The awareness and educational part of our strategy is foundational to improving representation in our workforce. We celebrate our history and heritage months and ensure ongoing learning opportunities through The Welcome Table, which highlights educational awareness; Courageous Conversations, showcasing robust, candid discourse among employees and speakers; EDI Academy, which promotes intimate topical exchanges; and our annual Diversity Symposium. To engage employees deeper in our organization, we’ve also introduced our EDI Advisory Council, which will leverage employee

perspectives on our EDI strategy and supporting tactics. Our Employee Resource Groups have increased across the organization, with each diversity pillar represented.

We kicked off several new opportunities in 2022, including incorporating EDI discussions into the onboarding process, ensuring each new employee has a firm grasp of our EDI strategy and regularly offering unconscious bias trainings to all employees. We also have been focused on evolving our television programming through the lens of our EDI goals. In 2022, we created a dedicated position to lead efforts in inclusive journalism, helping our news markets better connect with their audiences. This person partners with news leaders in implementing the company's audience and demographic research findings, developing EDI best practices and placing a greater emphasis on representing all sectors of our audiences.

In 2022, we held our second annual EDI Symposium, which is our annual, weeklong event featuring internal and external speakers talking to our employees about topics related to EDI. More than 3,800 employees joined 14 inspiring sessions – a 31% increase over last year's symposium. Of those, 42% were in manager and executive roles.

At its core, our EDI work is about engaging every employee and helping them to participate at work at their fullest level, to achieve the satisfaction of belonging and performing well.

Compensation and Benefits

Critical to our success is identifying, recruiting, retaining and incentivizing our existing and future employees. We strive to attract and retain the most talented employees in the industry by offering competitive compensation and benefits. Our compensation philosophy is based on rewarding each employee's individual contributions and striving to achieve equal pay for equal work regardless of gender, race or ethnicity. We use a combination of fixed and variable pay, including base salary, bonus, commissions and merit increases, which vary across the business and by role. In addition, as part of our long-term incentive plan for executives and certain employees, we provide share-based compensation to foster our merit-based culture, align our business leaders' interests with those of our shareholders, and attract, retain and motivate our key leaders.

As the success of our business is fundamentally connected to the well-being of our people, we offer benefits that support their physical, financial and emotional well-being. We provide our employees with access to flexible and convenient medical programs intended to meet their needs and the needs of their families. In addition to standard medical coverage, we offer eligible employees dental and vision coverage, health savings and flexible spending accounts, paid time off, employee assistance programs, voluntary identity theft protection, access to student loan assistance programs, voluntary short-term and long-term disability insurance and term life insurance. We also offer a voluntary Employee Stock Purchase Plan ("ESPP") whereby employees can elect to participate through payroll deductions to purchase Company stock at a discounted price. Additionally, we offer a 401(k) Defined Contribution Plan to employees and an Executive Deferred Compensation Plan to certain senior-level employees. Financial counseling is available at no cost to our employees providing access to confidential, one-on-one financial coaching and online resources to help with every day financial decisions and planning for life events. Through the Scripps Howard Fund, our employees have opportunities to apply for grants to support their volunteer efforts in local communities as well as charitable contribution matching gifts. Our benefits vary by location and are designed to meet or exceed local laws and to be competitive in the marketplace.

Commitment to Values and Ethics

Along with our core values, we demonstrate a commitment to operate at the highest ethical standards by enforcing the principles in Scripps' Code of Conduct, which is applicable to all employees and sets forth expectations and guidance for employees to make appropriate decisions. Our Code of Conduct covers topics related to accounting and auditing matters, antitrust activity, confidentiality and privacy, conflict of interest, discrimination or harassment, diverting of product or business activity, embezzlement, employee relations, falsification of contracts, reports or records, gifts or entertainment, improper supplier or contractor activity, leadership or management issues, securities law violations, sexual harassment, substance abuse, theft, and unsafe working conditions, among other things. The Code of Conduct reflects our commitment to operating in a fair, honest, responsible and ethical manner and also establishes a means for employees to submit confidential and anonymous reports of suspected or alleged violations of our policies (including through an anonymous hotline). Our executive officers and supervisors maintain "open door" policies and any form of retaliation is strictly prohibited. Additionally, the Company has in place a Code of Business Conduct and Ethics for the Chief Executive Officer and the Senior Financial and Accounting Officers. We also require our journalists to read and sign our Journalism Code of Ethics, and we provide Social Media Guidelines that help our employees understand how to protect the reputations of themselves and the Company on social media platforms.

Professional Development and Training

We believe a key factor in employee retention is training and professional development for our talent. We have training programs across all levels of Scripps to meet the needs of various roles, specialized skill sets and departments across the Company. We use certain employee turnover rates in assessing our employee programs to ensure that they are structured to instill high levels of employee tenure, low levels of voluntary turnover and optimal productivity and performance across our workforce. In 2022, we implemented quarterly all-employee engagement surveys. Data is aggregated and shared with management to help us understand priorities and opportunities that our employees find beneficial to their everyday work life. To assist us with helping employees' career growth and exploration, we invited employees to update their experience, skills and interests in our human capital management system. Additionally, we utilize a performance evaluation program that adopts a modern approach to valuing and strengthening individual performance through on-going interactive progress assessments related to established goals and objectives.

Communication and Engagement

We strongly believe Scripps' success depends on employees understanding how their work contributes to the Company's overall strategy. To that end, we communicate with our workforce through a variety of channels and encourage open and direct communication, including frequent emails and videos from corporate leaders to all employees; daily company social media postings; annual all-employee awards program; employee engagement surveys; and regular town hall meetings with the CEO and other executives. In addition, Scripps employees across the country are giving back in their local communities through reporting on critical issues, entertaining audiences with quality content, fundraising to help those in need and volunteering for important causes.

Item 1A. Risk Factors

For an enterprise as large and complex as ours, a wide range of factors could materially affect future developments and performance. The most significant factors affecting our operations include the following:

Risks Related to Our Businesses

We expect to derive the majority of our revenues from advertising spending, which is affected by numerous factors. Declines in advertising revenues will adversely affect the profitability of our business.

The demand for advertising is sensitive to a number of factors, both locally and nationally, including the following:

- The advertising and marketing spending by customers can be subject to seasonal and cyclical variations and is likely to be adversely affected during economic downturns.

- Programming and content offered by our businesses may not achieve desired ratings or may decline in popularity with its audience.

- Linear TV viewing levels have declined in recent years due to cord-cutting and a migration of viewing to streaming platforms. A continuation of these trends could adversely impact the size and demographic profile of our audiences and put pressure on advertising rates. The largest Subscription Video on Demand services have introduced advertising-supported versions that could take advertising dollars from linear TV.

- Television advertising revenues in even-numbered years benefit from political advertising, which is affected by campaign finance laws, as well as the competitiveness of specific political races in the markets where our television stations operate.

- Continued consolidation and contraction of local advertisers in our local markets could adversely impact our operating results, given that we expect the majority of our advertising to be sold to local businesses in our markets.

- Television stations have significant exposure to advertising in the automotive, retail and services industries. Our national networks have significant exposure to advertising in the consumer-packaged goods, pharmaceutical and insurance industries. Advertising within these industries may decline and we may not be able to secure replacement advertisers.

- Several national advertising agencies are employing an automated process known as “programmatic buying” to gain efficiencies and reduce costs related to buying advertising. Growth in advertising revenues will rely in part on the ability to maintain and expand relationships with existing and future advertisers. The implementation of a programmatic model or other similar solution, where automation replaces existing pricing and allocation methods, could turn advertising inventory into a price-driven commodity. These automated solutions could reduce the value of relationships with advertisers as well as result in downward pricing pressure.

- The TV industry is on the verge of adopting new measurement currencies, and Nielsen is also making methodological changes to the way it measures viewing by incorporating set top box and smart TV data. The emerging currencies generally undercount over-the-air ("OTA") viewing, and Nielsen has not prioritized OTA enhancements. If measurement evolves in a direction that is unfavorable to OTA it could reduce the attractiveness of our audiences to advertisers.

- Catastrophic events or geopolitical conditions that disrupt domestic or international economies.

If we are unable to respond to any or all of these factors, our advertising revenues could decline and affect our profitability.

The growth of direct content-to-consumer delivery channels may fragment our television audiences. This fragmentation could adversely impact advertising rates as well as cause a reduction in the revenues we receive from retransmission consent agreements, resulting in a loss of revenue that could materially adversely affect our broadcast operations.

We deliver our television programming to our audiences primarily over-the-air and through cable and satellite service providers. Our television audience is being fragmented by the digital delivery of content directly to the consumer audience. Content providers, such as the "Big 4" broadcast networks, cable networks and other content developers, distributors and syndicators can deliver their programming directly to consumers via the internet concurrently with our distribution via over-the-air and cable and satellite. The delivery of content directly to consumers allows such distributors to compete with the programming we deliver, which may impact our audience size. Fragmentation of our audiences could impact the rates we receive from our advertisers, as well as shift advertisers away from traditional linear advertising to digital advertising. In addition, reduction in the number of subscribers to cable and satellite service providers could impact the revenue we receive under retransmission consent agreements. The reduction of our advertising and distribution revenues from these factors would affect our profitability.

The loss of affiliation and carriage agreements or the costs of renewals could adversely affect our operating results.

Eighteen of our stations have affiliations with the ABC television network, eleven with the NBC television network, nine with the CBS television network and four with the FOX television network. Additionally, we have affiliations with the CW television network. These television networks produce and distribute programming which our stations commit to air at specified times. Networks sell commercial advertising time during their programming, and the "Big 4" networks, ABC, NBC, CBS and FOX, also require stations to pay fees for the right to carry their programming. These fees may be a percentage of retransmission revenues that the stations receive (see below) or may be fixed amounts based on the number of households or subscribers in a market. These fees have been increasing from renewal to renewal over the past several years.

ION's broadcast stations are carried by cable and satellite operators in their local television markets pursuant to the FCC’s “must carry” rules. Additionally, in certain of our markets, our national networks are carried by local television broadcasters and cable and satellite operators pursuant to negotiated carriage agreements. These contracts typically require us to make fixed fee payments and generally have three to five-year terms.

There is no assurance that we will be able to reach network affiliation or carriage agreements in the future. The non-renewal or termination of our network affiliation agreements would prevent us from being able to carry programming of the respective network. Loss of a network affiliation would require us to obtain replacement programming, which may not be as attractive to target audiences and could result in lower advertising revenues. In addition, loss of any of the "Big 4" network affiliations would result in materially lower retransmission revenue. The loss of carriage agreements for our national networks would reduce our advertising revenues and affect our profitability.

Our retransmission consent revenue may be adversely affected by renewals of retransmission consent agreements, by declines in the number of subscribers to multichannel video programming distributor ("MVPD") services, by new technologies for the distribution of video programming, or by revised government regulations.

As our retransmission consent agreements expire, there can be no assurance that we will be able to renew them at comparable or better rates. As a result, retransmission revenues could decrease and retransmission revenue growth could decline over time.

In recent years, the number of subscribers to MVPD services has declined, as the growth of direct internet streaming of video programming to televisions and mobile devices has incentivized consumers to discontinue their cable or satellite service subscriptions. Decreases in the number of MVPD subscribers reduces the revenue we earn under our retransmission agreements.

The use of new technologies to redistribute broadcast programming, such as those that rely upon the Internet to deliver video programming or those that receive and record broadcast signals over the air via an antenna and then retransmit that information digitally to customers’ television sets, specialty set-top boxes, or computer or mobile devices, could adversely affect our retransmission revenue if such technologies are not found to be subject to copyright or other legal restrictions or to regulations that apply to MVPDs such as cable operators or satellite carriers.

Changes in the Communications Act of 1934, as amended (the “Communications Act”) or the FCC’s rules with respect to the negotiation of retransmission consent agreements between broadcasters and MVPDs could also adversely impact our ability to negotiate acceptable retransmission consent agreements. In addition, continued consolidation among cable television operators could adversely impact our ability to negotiate acceptable retransmission consent agreements.

We make investments in television programming ("content") in advance of knowing whether that particular content will be popular enough for us to recoup our costs. Additionally, if costs to acquire this content increase or this content becomes more difficult to obtain, our operating results may be adversely affected.

We incur significant costs for the purchase of television programming. We may have to purchase content several years in advance or enter into multi-year agreements, resulting in the commitment of significant costs in advance of knowing whether the content will be popular with its audience. If this acquired content is not sufficiently popular among audiences in relation to the cost we invest in the content, or if we need to replace content that is performing poorly, we may not be able to produce enough revenue to recover our costs. Additionally, increased competition for content from entrants into the market and the exclusive use of content on streaming services owned by content creators could reduce content availability or increase our content costs. Any of these factors could reduce our revenues, result in the incurrence of impairment charges or otherwise cause our costs to escalate relative to revenues.

Our television stations will continue to be subject to government regulations which, if revised, could adversely affect our operating results.

- Pursuant to FCC rules, local television stations must elect every three years to either (1) require cable operators and/or direct broadcast satellite carriers to carry the stations’ over-the-air signals or (2) enter into retransmission consent negotiations for carriage. If our retransmission consent agreements are terminated or not renewed, or if our broadcast signals are distributed on less-favorable terms, our ability to compete effectively may be adversely affected.

- If we cannot renew our FCC broadcast licenses, our broadcast operations will be impaired. Our business depends upon maintaining our broadcast licenses from the FCC, which has the authority to revoke licenses, not renew them, or renew them only with significant qualifications, including renewals for less than a full term. We cannot assure that future renewal applications will be approved, or that the renewals will not include conditions or qualifications that could adversely affect operations. If the FCC fails to renew any of these licenses, it could prevent us from operating the affected stations. If the FCC renews a license with substantial conditions or modifications (including renewing the license for a term of fewer than eight years), it could have a material adverse effect on the affected station’s revenue potential.

- As also discussed under Federal Regulation of Broadcasting, the FCC has adopted broadcasters' proposal to permit the voluntary use of a new digital television transmission standard, ATSC 3.0, that is incompatible with the existing standard. Much uncertainty exists concerning the costs, benefits, and public acceptance of the services expected to become possible under this new standard, and television stations could be adversely affected by moving either too quickly or too slowly towards its adoption.

- The FCC and other government agencies are continually considering proposals intended to promote consumer interests. New government regulations affecting the television industry could raise programming costs, restrict broadcasters' operating flexibility, reduce advertising revenues, raise the costs of delivering broadcast signals, or otherwise affect operating results. We cannot predict the nature or scope of future government regulation or its impact on our operations.

The loss of skilled employees or an inability to attract and retain skilled employees could adversely affect our business.

To execute our strategic plan and maintain business continuity, we must attract and retain personnel with appropriate talent and skills. If we are unable to hire and retain employees capable of performing key functions in our business, or if measures we take to respond to a decrease in labor availability prove ineffective or have unintended negative consequences, our business could be adversely affected. We are experiencing an increasingly competitive labor market, and have had higher turnover rates and more open positions since the COVID-19 pandemic than during pre-pandemic years. Sustained labor shortages or increased turnover rates, whether caused by the pandemic, general macroeconomic factors or dynamics within our industry (including a shrinking pool of new talent interested in the media business), could lead to increased costs, such as increased wage rates to attract and retain employees, could negatively affect our revenue and profits and could have an impact on our operations and business continuity.

Acquisitions, joint ventures and strategic alliances involve risks and, if said risks are not managed effectively, our operating results could be negatively affected.

We expect to continue making acquisitions and entering into joint ventures and strategic alliances as part of our long-term business strategy. Acquisitions and other strategic transactions involve inherent risks, such as increasing leverage and debt service requirements and combining company cultures, facilities and systems, which could have a material adverse effect on our results of operations. Additionally, our revenues and profitability could be adversely affected if we are unable to implement effective cost controls, achieve expected synergies, or increase revenues as a result of these transactions. Such transactions can also result in unexpected liabilities and potentially divert management's attention from the operation of our business.

We may evaluate strategic acquisitions and investments in the future, and there are various risks associated with an investment strategy.

We have pursued and may selectively continue to pursue strategic transactions, subject to market conditions, our liquidity, and the availability of attractive investment candidates, with the goal of improving our business. We may not be able to identify other attractive acquisition and investment targets or some of our competitors may have greater financial or managerial resources with which to pursue strategic targets we may pursue. Therefore, even if we are successful in identifying attractive investment targets, we may face considerable competition and be unsuccessful in acquiring such targets.

Acquisitions of television stations are subject to the approval of the FCC and the Antitrust Division of the Department of Justice. Current or future policies of these regulatory authorities could restrict our ability to pursue or consummate future transactions and could require us to divest certain television stations if an acquisition under contract would result in excessive concentration in a market or fail to comply with FCC ownership limitations. There can be no assurance that an acquisition will be approved by these regulatory authorities, or that a requirement to divest existing stations will not have an adverse effect on the transaction or our business.

We will continue to face cybersecurity and similar risks, which could result in the disclosure of confidential information, disruption of operations, damage to our brands and reputation, legal exposure and financial losses.

Security breaches, malware or other "cyber attacks" could harm our business by disrupting delivery of services, jeopardizing our confidential information and that of our vendors and clients, and damaging our reputation. Our operations are routinely involved in receiving, storing, processing and transmitting sensitive information. Although we monitor security measures regularly, any unauthorized intrusion, malicious software infiltration, theft of data, network disruption, denial of service, or similar act by any party could disrupt the integrity, continuity, and security of our systems or the systems of our

clients or vendors. These events, or our failure to employ new technologies, revise processes and invest in people to sustain our ability to defend against cyber threats, could create financial liability, regulatory sanction, or a loss of confidence in our ability to protect information, and adversely affect our revenue by causing the loss of current or potential clients.

We have issued $600 million in preferred shares, the terms of which restrict us from undertaking certain actions while such preferred shares are outstanding.

Berkshire Hathaway Inc. ("Berkshire Hathaway") provided $600 million of financing for the ION acquisition in exchange for Series A Preferred Shares of the Company. The preferred shares are redeemable at the option of Scripps beginning on January 7, 2026, and redeemable at the option of the holders in the event of a Change of Control (as defined in the terms of the preferred shares), in each case at a redemption price of 105% of the face value, plus accrued and unpaid dividends (whether or not declared). As long as Scripps pays quarterly dividends in cash on the preferred shares, the dividend rate will be 8% per annum. If dividends on the preferred shares, which compound quarterly, are not paid in full in cash, the rate will increase to 9% per annum for the rest of time that the preferred shares are outstanding. Under the terms of the preferred shares, Scripps is subject to certain restrictions, including being prohibited from paying dividends on and purchasing its common shares until all preferred shares are redeemed. While the preferred shares are outstanding, we may also not issue any additional preferred shares or any shares of any other series of preferred without the consent of Berkshire Hathaway. These restrictions may limit our flexibility to pursue other strategic opportunities.

Risks Related to the Ownership of Scripps Class A Common Shares

Certain descendants of Edward W. Scripps own approximately 93% of Scripps' Common Voting shares and are signatories to the Scripps Family Agreement, which governs the transfer and voting of Common Voting shares held by them.

As a result of the foregoing, these descendants have the ability to elect two-thirds of the Board of Directors and to direct the outcome of any matter on which the Ohio Revised Code ("ORC") does not require a vote of our Class A Common shares. Under our articles of incorporation, holders of Class A Common shares vote only for the election of one-third of the Board of Directors and are not entitled to vote on any matter other than a limited number of matters expressly set forth in the ORC as requiring a separate vote of both classes of stock. Because this concentrated control could discourage others from initiating any potential merger, takeover or other change of control transaction, the market price of our Class A Common shares could be adversely affected.

We have the ability to issue preferred stock, which could affect the rights of holders of our Class A Common shares.

Our articles of incorporation allow the Board of Directors to issue and set the terms of 25 million shares of preferred stock. The terms of any such preferred stock, if issued, may adversely affect the dividend, liquidation and other rights of holders of our Class A Common shares.

The public price and trading volume of our Class A Common shares may be volatile.

The price and trading volume of our Class A Common shares may be volatile and subject to fluctuation. Some of the factors that could cause fluctuation in the stock price or trading volume of Class A Common shares include:

- major world events and geopolitical conditions;
- general market and economic conditions and market trends, including in the television broadcast industry, the national media marketplace and the financial markets generally;
- the political, economic and social situation in the United States;
- variations in quarterly operating results;
- inability to meet revenue forecasts;
- announcements by us or competitors of significant acquisitions, strategic partnerships, joint ventures, capital commitments or other business developments;
- adoption of new accounting standards affecting the media industry;

- operations of competitors and the performance of competitors' common stock;
- litigation and governmental action involving or affecting us or our subsidiaries;
- changes in financial estimates and recommendations by securities analysts;
- loss of key personnel;
- purchases or sales of blocks of our Class A Common shares;
- operating and stock performance of companies that investors may consider to be comparable to us; and
- changes in the regulatory environment, including rulemaking or other actions by the FCC or the SEC.

There can be no assurance that the price of our Class A Common shares will not fluctuate or decline significantly. The stock market may experience considerable price and volume fluctuations that could be unrelated or disproportionate to the operating performance of individual companies and that could adversely affect the price of our Class A Common shares, regardless of the Company's operating performance. Stock price volatility might be higher if the trading volume of our Class A Common shares is low. Furthermore, shareholders may initiate securities class action lawsuits if the market price of our Class A Common shares declines significantly, which may cause us to incur substantial costs and divert the time and attention of our management.

Risks Related to Our Indebtedness

We have substantial debt and have the ability to incur significant additional debt. The principal and interest payment obligations on such debt may restrict our future operations and impair our ability to meet our long-term obligations.

As of December 31, 2022, we had approximately $2.9 billion in aggregate principal amount of outstanding indebtedness, approximately $818 million of which constituted senior unsecured debt, $523 million of which constituted senior secured debt and $1.6 billion of which constituted the aggregate principal amount of term loans under our Credit Agreement. We have the ability to incur up to $400 million of indebtedness under our Credit Agreement, all of which is secured indebtedness, effectively ranking senior to unsecured indebtedness to the extent of the value of the assets securing such indebtedness.

Our outstanding debt could have the following consequences:

- require us to dedicate a substantial portion of any cash flow from operations to the payment of interest and principal due under our debt, which would reduce funds available for other business purposes, including capital expenditures and acquisitions;
- place us at a competitive disadvantage compared to some of our competitors that may have less debt and better access to capital resources;
- make us more vulnerable to economic downturns and adverse industry conditions and limit our flexibility to plan for, or react to, changes in our business or industry;
- limit our ability to obtain additional financing required to fund acquisitions, working capital and capital expenditures and for other general corporate purposes; and
- make it more difficult for us to satisfy our financial obligations.

Our ability to service our significant financial obligations depends on our ability to generate significant cash flow. This is partially subject to general economic, financial, competitive, legislative, regulatory, and other factors that are beyond our control. We cannot assure you that our business will generate cash flow from operations, that future borrowings will be available to us under our Credit Agreement or any other credit facilities, or that we will be able to complete any necessary financings, in amounts sufficient to enable us to fund our operations or pay our debts and other obligations, or to fund other liquidity needs. If we are not able to generate sufficient cash flow to service our obligations, we may need to refinance or restructure our debt, sell assets, reduce or delay capital investments, or seek to raise additional capital. Additional debt or equity financing may not be available in sufficient amounts, at times or on terms acceptable to us, or at all. Specifically, volatility in the capital markets may also impact our ability to obtain additional financing, or to refinance our existing debt, on terms or at times favorable to us. If we are unable to implement one or more of these alternatives, we may not be able to service our debt or

other obligations, which could result in us being in default thereon, in which circumstances our lenders could cease making loans to us, and lenders or other holders of our debt could accelerate and declare due all outstanding obligations under the respective agreements, which would likely have a material adverse effect on us.

The agreements governing our various debt obligations impose restrictions on our operations and limit our ability to undertake certain corporate actions.

The agreements governing our various debt obligations, including the indenture that governs senior indebtedness and the agreements governing our Credit Agreement, include covenants imposing significant restrictions on our operations. These restrictions may affect our ability to operate our business and may limit our ability to take advantage of potential business opportunities as they arise. These covenants place restrictions, subject to certain limitations, on our ability to, among other things:

- incur additional debt;
- declare or pay dividends, redeem stock or make other distributions to shareholders;
- make investments or acquisitions;
- create liens or use assets as security in other transactions;
- issue guarantees;
- merge or consolidate, or sell, transfer, lease or dispose of substantially all of our assets;
- engage in transactions with affiliates; and
- purchase, sell or transfer certain assets.

Any of these restrictions and limitations could make it more difficult for us to execute our business strategy.

Our Credit Agreement requires us to comply with certain financial ratios and covenants; our failure to do so will result in a default thereunder, which would have a material adverse effect on us.

We are required to comply with certain financial covenants under our Credit Agreement. Our ability to comply with these requirements may be affected by events affecting our business, but beyond our control, including prevailing general economic, financial and industry conditions. These covenants could have an adverse effect on us by limiting our ability to take advantage of financing, merger and acquisition or other corporate opportunities. The breach of any of these covenants or restrictions could result in a default under the applicable senior credit facility. Upon a default under any of our debt agreements, the lenders or debt holders thereunder could have the right to declare all amounts outstanding, together with accrued and unpaid interest, to be immediately due and payable, which could, in turn, trigger defaults under other debt obligations and could result in the termination of commitments of the lenders to make further extensions of credit under such senior credit facility. If we were unable to repay our secured debt to our lenders, or were otherwise in default under any provision governing our outstanding secured debt obligations, our secured lenders could proceed against us and subsidiary guarantors and against the collateral securing that debt. Any default resulting in an acceleration of outstanding indebtedness, a termination of commitments under our financing arrangements or lenders proceeding against the collateral securing such indebtedness would likely result in a material adverse effect on our business, financial condition and results of operations.

Our variable rate indebtedness subjects us to interest rate risk, which could cause our annual debt service obligations to increase significantly.

Borrowings under our Credit Agreement are at variable rates of interest and expose us to interest rate risk. Interest rates may increase in the future. If rates were to increase, debt service obligations on our variable rate indebtedness would increase even though the amount borrowed remained the same, and our net income and cash available to service our obligations would decrease. Additionally, upon the incurrence of certain indebtedness under our Credit Agreement, the interest rates on our existing term loans would increase.

The phase-out of LIBOR could affect interest rates under our Senior Secured Credit Facilities.

The United Kingdom’s Financial Conduct Authority announced the intent to phase out LIBOR. LIBOR was no longer used to price new loans starting in 2022, and the index will formally be phased out in the United States by June 30, 2023. The United States has identified the Secured Overnight Financing Rate (“SOFR”) as the replacement for LIBOR. Our Credit Agreement has replacement rate language in place that will provide for transition to the new SOFR benchmark, but an

amendment will be required. The utilization of SOFR may produce higher rates than those that would have been in effect prior to any LIBOR phase-out, which could negatively impact our interest expense, results of operations and cash flow.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

We lease our principal executive offices in a building located at 312 Walnut Street, Cincinnati, OH 45202.

We own or lease the facilities and equipment used by our television stations. We own, lease or co-own with other broadcast television stations, the towers used to transmit our television signals.

Our Scripps Networks business primarily leases their facilities. This includes facilities for executive offices, sales offices and studio space.

All of our owned and leased properties are in good condition, and suitable for the conduct of our present business. We believe that suitable additional or alternative space, including those under lease options, will be available at commercially reasonable terms for future expansion.

Item 3. Legal Proceedings

We are involved in litigation arising in the ordinary course of business, such as defamation actions and governmental proceedings primarily relating to renewal of broadcast licenses, none of which is expected to result in material loss.

Item 4. Mine Safety Disclosures

None.

Executive Officers of the Company — Executive officers serve at the pleasure of the Board of Directors.

Name	Age	Position
Adam P. Symson	48	President and Chief Executive Officer (since August 2017)
Jason Combs	46	Executive Vice President and Chief Financial Officer (since January 2021); Vice President, Financial Planning & Analysis (April 2015 to January 2021)
Lisa A. Knutson	57	Chief Operating Officer (since January 2023); President, Scripps Networks (since January 2021); Executive Vice President, Chief Financial Officer (October 2017 to January 2021)
Brian G. Lawlor	56	President, Scripps Sports (since December 2022); President, Local Media (since August 2017)
Laura M. Tomlin	47	Executive Vice President, Chief Administrative Officer (since January 2021); Executive Vice President, National Media (November 2019 to January 2021), Senior Vice President, National Media (2017 to 2019)
William Appleton	74	Executive Vice President, General Counsel (since August 2017)
Daniel W. Perschke	43	Vice President, Controller (Principal Accounting Officer) (since November 2020); Vice President, Assistant Controller (January 2018 to November 2020)

PART II

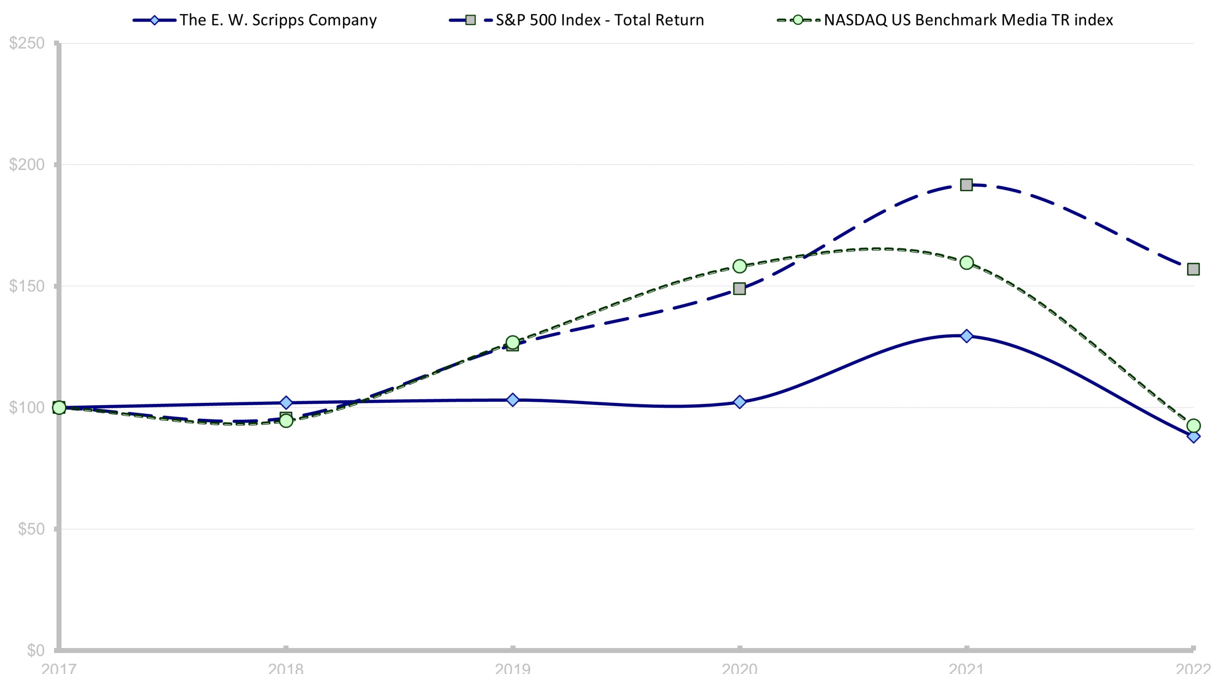
Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our Class A Common shares are traded on the NASDAQ Global Select Market (“NASDAQ”) under the symbol “SSP.” As of December 31, 2022, there were approximately 14,500 owners of our Class A Common shares, based on security position listings, and approximately 50 owners of our Common Voting shares (which do not have a public market).

There were no sales of unregistered equity securities during the quarter for which this report is filed.

Under the terms of the preferred stock issued in 2021 to Berkshire Hathaway, Inc., we are prohibited from repurchasing our common shares until all preferred shares are redeemed. See Note 18. Capital Stock and Share-Based Compensation Plans in the Notes to Consolidated Financial Statements in Part II, Item 8 of this Form 10-K for more information.

Performance Graph — Set forth below is a line graph comparing the cumulative return on the Company's Class A Common shares, assuming an initial investment of $100 as of December 31, 2017, and based on the market prices at the end of each year and assuming dividend reinvestment, with the cumulative total return of the S&P 500 Index and the cumulative total return of the NASDAQ US Benchmark Media TR Index.



ASSUMES $100 INVESTED ON DEC.31, 2017
ASSUMES DIVIDEND REINVESTED
FISCAL YEAR ENDING DEC.31, 2022

	12/31/2017	12/31/2018	12/31/2019	12/31/2020	12/31/2021	12/31/2022
The E.W. Scripps Company	$ 100.00	$ 101.99	$ 103.14	$ 102.28	$ 129.44	$ 88.22
S&P 500 Index	100.00	95.62	125.72	148.85	191.58	156.88
NASDAQ US Benchmark Media TR Index	100.00	94.55	126.84	158.13	159.60	92.58

Item 6. [Reserved]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's Discussion and Analysis of Financial Condition and Results of Operations required by this item is filed as part of this Form 10-K. See Index to Consolidated Financial Statement Information at page F-1 of this Form 10-K.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The market risk information required by this item is filed as part of this Form 10-K. See Index to Consolidated Financial Statement Information at page F-1 of this Form 10-K.

Item 8. Financial Statements and Supplementary Data

The Financial Statements and Supplementary Data required by this item are filed as part of this Form 10-K. See Index to Consolidated Financial Statement Information at page F-1 of this Form 10-K.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

The Controls and Procedures required by this item are filed as part of this Form 10-K. See Index to Consolidated Financial Statement Information at page F-1 of this Form 10-K.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Information regarding executive officers is included in Part I of this Form 10-K as permitted by General Instruction G(3).

Information required by Item 10 of Form 10-K relating to directors is incorporated by reference to the material captioned “Election of Directors” in our definitive proxy statement for the Annual Meeting of Shareholders (“Proxy Statement”). Information regarding Section 16(a) compliance is incorporated by reference to the material captioned “Delinquent Section
16 Reports” in the Proxy Statement.

We have adopted a code of conduct that applies to all employees, officers and directors of Scripps. We also have a code of ethics for the CEO and Senior Financial Officers that meets the requirements of Item 406 of Regulation S-K and the NASDAQ listing standards. Copies of our codes of ethics are posted on our website at http://www.scripps.com.

Information regarding our audit committee financial expert is incorporated by reference to the material captioned “Corporate Governance” in the Proxy Statement.

The Proxy Statement will be filed with the Securities and Exchange Commission in connection with our 2023 Annual Meeting of Shareholders.

Item 11. Executive Compensation

The information required by Item 11 of Form 10-K is incorporated by reference to the material captioned “Compensation Discussion and Analysis” and “Compensation Tables” in the Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by Item 12 of Form 10-K is incorporated by reference to the material captioned “Report on the Security Ownership of Certain Beneficial Owners,” “Report on the Security Ownership of Management,” and “Equity Compensation Plan Information” in the Proxy Statement.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by Item 13 of Form 10-K is incorporated by reference to the materials captioned “Corporate Governance” and “Report on Related Party Transactions” in the Proxy Statement.

Item 14. Principal Accounting Fees and Services

The information required by Item 14 of Form 10-K is incorporated by reference to the material captioned “Report of the Audit Committee of the Board of Directors” in the Proxy Statement.

PART IV

Item 15. Exhibits and Financial Statement Schedules

Documents filed as part of this report:

(a) The Consolidated Financial Statements of The E.W. Scripps Company are filed as part of this Form 10-K. See Index to Consolidated Financial Statement Information at page F-1.

The reports of Deloitte & Touche LLP, an Independent Registered Public Accounting Firm, dated February 24, 2023, are filed as part of this Form 10-K. See Index to Consolidated Financial Statement Information at page F-1.

(b) There are no supplemental schedules that are required to be filed as part of this Form 10-K.

(c) An exhibit index required by this item appears below.

Item 16. Form 10-K Summary

None.

The E.W. Scripps Company
Index to Consolidated Financial Statement Schedules

Exhibit Number	Exhibit Description	Form	File Number	Exhibit	Report Date
2.01	Agreement and Plan of Merger by and among The E.W. Scripps Company, Scripps Media, Inc., Scripps Faraday, Inc., ION Media Networks, Inc., and BD ION Equityholder Rep LLC, dated September 23, 2020	8-K/A	001-10701	2.1	9/23/2020
3.01	Amended Articles of Incorporation of The E.W. Scripps Company	8-K	000-16914	99.03	2/17/2009
3.02	Amended and Restated Code of Regulations of The E.W. Scripps Company	8-K	000-16914	10.02	5/10/2007
3.03	Amendment to Amended Articles of Incorporation of The E. W. Scripps Company	8-K	000-16914	3.1	3/11/2015
3.04	Amendment to Articles of Incorporation	8-K	001-10701	4.2	1/4/2021
4.01	Warrant Agreement dated January 7, 2021, by and between The E.W. Scripps Company and Berkshire Hathaway, Inc.	8-K	001-10701	4.1	1/4/2021
4.02	First Amendment to Warrant Agreement dated as of May 14, 2021	8-K	001-10701	4.2	5/14/2021
10.01	The E.W. Scripps Company 2010 Long-Term Incentive Plan (Amended and Restated as of May 6, 2019)	10-K	001-10701	10.01	12/31/2019
10.02	Amendment No. 1 to The E.W. Scripps Company 2010 Long-Term Incentive Plan	10-Q	000-16914	10.02	9/30/2017
10.03	Form of Independent Director Nonqualified Stock Option Agreement	8-K	000-16914	10.03B	2/9/2005
10.04	The E.W. Scripps Company Executive Annual Incentive Plan	10-K	001-10701	10.04	12/31/2019
10.05	Scripps Executive Severance and Change in Control Plan (Effective as of February 25, 2020)	*	001-10701	10.05	12/31/2022
10.06	Second Amended and Restated Scripps Family Agreement	SC 13D/A	005-43473	99.1	4/5/2021
10.07	1997 Deferred Compensation and Stock Plan for Directors, as amended	8-K	000-16914	10.61	5/8/2008
10.08	Scripps Supplemental Executive Retirement Plan as Amended and Restated effective February 23, 2015	10-Q	000-16914	10.10	9/30/2017
10.09	Employment Agreement between the Company and Adam P. Symson	8-K	001-10701	10.1	8/2/2022
10.10	Scripps Executive Deferred Compensation Plan, Amended and Restated as of February 23, 2015	10-Q	000-16914	10.14	9/30/2017
10.11	The E.W. Scripps Company Restricted Share Unit Agreement (Non-Employee Directors)	10-Q	000-16914	10.15	9/30/2017
10.12	Employee Restricted Share Unit Agreement	10-Q	000-16914	10.16	9/30/2017
10.13	CEO Performance-Based Restricted Share Unit Agreement	8-K	001-10701	10.2	8/2/2022
10.14	CEO Time-Based Restricted Share Unit Agreement	8-K	001-10701	10.3	8/2/2022
10.15	5.125% Senior Notes due 2025 Purchase Agreement dated April 20, 2017	8-K	000-16914	10.1	4/20/2017
10.16	Indenture dated as of April 28, 2017	8-K	000-16914	10.1	4/28/2017
10.17	Third Amended and Restated Credit Agreement dated as of April 28, 2017 (as amended by the First Amendment, dated as of October 2, 2017, the Second Amendment, dated as of April 3, 2018, the Third Amendment, dated as of November 20, 2018 and the Fourth Amendment, dated as of May 1, 2019, the Fifth Amendment, dated as of December 18, 2019 and the Sixth Amendment, dated as of January 7, 2021)	8-K	001-10701	10.1	1/4/2021
10.18	Indenture dated as of July 26, 2019	8-K	001-10701	10.1	7/26/2019
10.19	Secured Senior Notes Indenture dated as of December 30, 2020	8-K	001-10701	10.1	12/30/2020
10.20	Unsecured Senior Notes Indenture dated as of December 30, 2020	8-K	001-10701	10.2	12/30/2020
10.21	Securities Purchase Agreement, by and between The E.W. Scripps Company and Berkshire Hathaway, Inc., dated September 23, 2020	8-K	001-10701	10.2	9/23/2020
10.22	Registration Rights Agreement dated January 7, 2021, by and between The E.W. Scripps Company and Berkshire Hathaway, Inc.	8-K	001-10701	10.3	1/4/2021
14	The E.W. Scripps Company Code of Business Conduct and Ethics for the Chief Executive Officer and Senior Financial Officers	*	001-10701	14	12/31/2022
21	Subsidiaries of the Company	*			
23	Consent of Independent Registered Public Accounting Firm	*			
31(a)	Section 302 Certifications	*			
31(b)	Section 302 Certifications	*			
32(a)	Section 906 Certifications	*			
32(b)	Section 906 Certifications	*			
101.INS	iXBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document	*			
101.SCH	Inline XBRL Taxonomy Extension Schema Document	*			
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	*			
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	*			

101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	*
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	*
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibits 101)	*

* - As filed herewith

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

	THE E. W. SCRIPPS COMPANY
Dated: February 24, 2023	By: /s/ Adam P. Symson
	Adam P. Symson
	President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities indicated, on February 24, 2023.

Signature	Title
/s/ Adam P. Symson Adam P. Symson	President and Chief Executive Officer (Principal Executive Officer)
/s/ Jason Combs Jason Combs	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Daniel W. Perschke Daniel W. Perschke	Vice President, Controller (Principal Accounting Officer)
/s/ Marcellus W. Alexander, Jr. Marcellus W. Alexander, Jr.	Director
/s/ Charles L. Barmonde Charles L. Barmonde	Director
/s/ Kelly P. Conlin Kelly P. Conlin	Director
/s/ Lauren R. Fine Lauren R. Fine	Director
/s/ John W. Hayden John W. Hayden	Director
/s/ Burton Jablin Burton Jablin	Director
/s/ Anne M. La Dow Anne M. La Dow	Director
/s/ Leigh Radford Leigh Radford	Director
/s/ R. Michael Scagliotti R. Michael Scagliotti	Director
/s/ Kim Williams Kim Williams	Chair of the Board of Directors

The E.W. Scripps Company
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Management's Discussion and Analysis of Financial Condition and Results of Operations

The Consolidated Financial Statements and Notes to Consolidated Financial Statements are the basis for our discussion and analysis of financial condition and results of operations. You should read this discussion in conjunction with those financial statements.

This section of the Form 10-K omits discussion of year-to-year comparisons between 2021 and 2020, which may be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of our 2021 Form 10-K.

Forward-Looking Statements

Our Annual Report on Form 10-K contains certain forward-looking statements related to the Company's businesses that are based on management's current expectations. Forward-looking statements are subject to certain risks, trends and uncertainties, including changes in advertising demand and other economic conditions that could cause actual results to differ materially from the expectations expressed in forward-looking statements. Such forward-looking statements are made as of the date of this document and should be evaluated with the understanding of their inherent uncertainty. A detailed discussion of principal risks and uncertainties that may cause actual results and events to differ materially from such forward-looking statements is included in the section titled "Risk Factors." The Company undertakes no obligation to publicly update any forward-looking statements to reflect events or circumstances after the date the statement is made.

Executive Overview

The E.W. Scripps Company ("Scripps") is a diverse media enterprise that serves audiences and businesses through a portfolio of local television stations and national news and entertainment networks. We serve audiences and businesses in our Local Media division through a portfolio of 61 local television stations in 41 markets. Our local stations have programming agreements with ABC, NBC, CBS, FOX and the CW. In our Scripps Networks division, we operate nine national news and entertainment networks - ION, Bounce, Court TV, Defy TV, Grit, ION Mystery, Laff, Scripps News and TrueReal – each reaches well over 90% of U.S. television households over-the-air. Effective the beginning of 2023, we merged our nationally focused news resources into a Scripps News division. Scripps News combines the development and distribution of Newsy programming content, the Local Media national desk and our award-winning investigative reporting newsroom in Washington, D.C. into one coordinated organization. The combined operation will more efficiently serve national audiences and our local television stations. We also serve as the longtime steward of one of the nation's largest, most successful and longest-running educational programs, the Scripps National Spelling Bee. Additionally, we provide consumers DVR product solutions to watch and record free over-the-air HDTV on connected devices through our Nuvyyo business.

In December of 2022, we launched our Scripps Sports division to further leverage our local market depth and national broadcast reach for partnerships with sports leagues, conferences and teams. In addition to the market depth of our 61 local television stations, ION boasts the fifth-largest national broadcast viewership and its network of owned and operated and affiliate stations reaches 100% of U.S. television households through broadcast, cable/satellite and connected TV platforms, providing it the opportunity to run localized, regionalized and national programming. Our sports division will be comprised of a limited number of personnel that will seek and negotiate sports rights for the benefit of our Local Media and Scripps Networks businesses. The revenues earned and any sports rights fees or other direct expenses incurred will reside within those respective businesses.

Scripps is a leader in free, ad-supported television. All of our local stations and national networks reach consumers over-the-air, and all of our television brands can also be found on free streaming platforms. During 2022, we continued to expand in the fast-growing connected television marketplace, as well as continued to leverage our leadership position in the growing over-the-air marketplace. Currently, one in three non pay-TV homes is watching television over the air alongside their subscription services, and industry data shows the use of free television over antenna is expected to surpass 50 million households in 2025. Scripps has launched a major national consumer marketing campaign to broaden antenna use even more, as well as working with key partners in retail, manufacturing and antenna installation, to help television owners understand the quality and quantity of programming available over the air and the ease of antenna use. In 2022, we incurred $13.2 million of costs related to this advertising campaign.

During 2022, we redeemed $59.0 million of the 2027 Senior Notes at a weighted-average redemption price equal to 97.77% of the aggregate principal amount plus accrued and unpaid interest, $26.6 million of the 2029 Senior Notes at a weighted-average redemption price equal to 93.59% of the aggregate principal amount plus accrued and unpaid interest and

$85.9 million of the 2031 Senior Notes at a weighted-average redemption price equal to 89.51% of the aggregate principal amount plus accrued and unpaid interest. The redemptions resulted in a gain on extinguishment of debt of $8.6 million, as the notes were redeemed for total consideration below par value of the notes. The notes were redeemed with cash on hand. During 2022, we also made additional principal payments on the 2028 term loan totaling $100 million.

Preferred stock dividends paid in 2022 and 2021 totaled $48.0 million and $45.1 million, respectively. Dividends paid to shareholders of our common stock totaled $16.6 million in 2020. Under the terms of Berkshire Hathaway's preferred equity investment in Scripps, we are prohibited from paying dividends on and repurchasing our common shares until all preferred shares are redeemed.

In January of 2023, we announced a strategic restructuring and reorganization of the Company that will further leverage our strong position in the U.S. television ecosystem and propel our growth across new distribution platforms and emerging media marketplaces. Lisa Knutson was named chief operating officer, assuming responsibility for the Local Media and Scripps Networks operating divisions, and was tasked with leading the Company's restructuring efforts. The restructuring aims to create a leaner and more agile operating structure through the centralization of certain services and the consolidation of layers of management across our operating businesses and corporate office. We currently anticipate this effort will result in at least $40 million in annual savings, which will include reductions in a variety of areas.

Results of Operations

The trends and underlying economic conditions affecting operating performance and future prospects differ for each of our business segments. Accordingly, you should read the following discussion of our consolidated results of operations in conjunction with the discussion of the operating performance of our individual business segments that follows.

Consolidated Results of Operations

Consolidated results of operations were as follows:

	For the years ended December 31,				
(in thousands)	2022	Change	2021	Change	2020
Operating revenues	$ 2,453,215	7.4 %	$ 2,283,532	22.9 %	$ 1,857,478
Cost of revenues, excluding depreciation and amortization	(1,233,769)	11.5 %	(1,106,226)	19.0 %	(929,748)
Selling, general and administrative expenses, excluding depreciation and amortization	(623,161)	4.7 %	(595,105)	19.6 %	(497,748)
Acquisition and related integration costs	(1,642)		(40,373)		(18,678)
Restructuring costs	—		(9,436)		—
Depreciation and amortization of intangible assets	(160,433)		(161,922)		(107,155)
Gains (losses), net on disposal of property and equipment	(5,866)		30,275		(661)
Operating income	428,344		400,745		303,488
Interest expense	(161,130)		(165,164)		(92,994)
Gain (loss) on extinguishment of debt	8,589		(15,347)		—
Defined benefit pension plan income (expense)	2,613		(343)		(4,388)
Gain on sale of Triton business	—		81,784		—
Losses on stock warrant	—		(99,118)		—
Miscellaneous, net	(1,953)		(15,469)		2,914
Income from continuing operations before income taxes	276,463		187,088		209,020
Provision for income taxes	(80,561)		(71,189)		(55,456)
Income from continuing operations, net of tax	195,902		115,899		153,564
Income from discontinued operations, net of tax	—		6,813		115,769
Net income	$ 195,902		$ 122,712		$ 269,333

On January 7, 2021, we acquired the national broadcast network, ION Media Networks, Inc., on March 31, 2021, we completed the sale of our Triton business and on December 30, 2020, we completed the sale of our WPIX television station.

The inclusion or exclusion of operating results from these businesses for the periods subsequent to the acquisition or disposition impacts the comparability of our consolidated and segment operating results.

2022 compared with 2021

Operating revenues increased $170 million or 7.4% in 2022 compared to 2021. Revenue benefited from higher political and distribution revenues in our Local Media group.

Cost of revenues, which is comprised of programming costs and costs associated with distributing our content, increased $128 million or 12% in 2022 compared to 2021. Programming costs, the primary driver of fluctuations in cost of revenues, increased $95.1 million year-over-year, attributed to higher network affiliation fees at our Local Media stations and Scripps Networks, reflecting contractual rate increases. Additionally, syndicated programming expense increased at Scripps Networks attributable to the new networks launched in 2021, continued investment in new series programming for the networks and an increase in production of our original programming.

Selling, general and administrative expenses are primarily comprised of sales, marketing and advertising expenses, research costs and costs related to corporate administrative functions. Selling, general and administrative expenses increased $28.1 million or 4.7% in 2022 compared to 2021, primarily attributed to higher business costs across various categories as employees have returned to our station and office locations and resumed more normal operating procedures.

Acquisition and related integration costs were $1.6 million in 2022. The acquisition and related integration costs of $40.4 million in 2021 primarily reflect investment banking, legal and professional service costs incurred to complete and integrate the ION acquisition.

Restructuring costs totaled $9.4 million in 2021. In connection with the Newsy restructuring plan, we incurred charges in the first quarter of 2021 totaling $7.1 million for the write-downs of both capitalized carriage agreement payments and certain Newsy intangible assets. The additional restructuring charges in 2021 were primarily attributed to employee severance, relocation costs and Nielsen contract costs.

Depreciation and amortization expense decreased slightly at $160 million in 2022 compared to $162 million in 2021.

Gains from the disposal of property and equipment in 2021 primarily reflect a $32.6 million gain from the sale of our KMGH Denver station's building.

Interest expense decreased $4.0 million in 2022 when compared to the prior year due to the additional term loan B payments and bond repurchases made during the second half of 2021 and throughout 2022. The impact of rising interest rates during 2022 partially offset the reduction in interest expense attributed to lower outstanding debt balances.

During 2022, we redeemed $59.0 million of the 2027 Senior Notes, $26.6 million of the 2029 Senior Notes and $85.9 million of the 2031 Senior Notes. The redemptions resulted in a gain on extinguishment of debt of $8.6 million, as the notes were redeemed for total consideration below par value of the notes. In 2021, we redeemed the outstanding principal amount of our 2025 Senior Notes, $15.4 million of our 2027 Senior Notes and $22.0 million of our 2031 Senior Notes. These 2021 redemptions resulted in a loss on extinguishment of debt of $15.3 million, representing the premiums paid on the notes and write-offs of unamortized debt financing costs.

In 2021, we recognized an $81.8 million pre-tax gain from the disposition of the Triton business. The transaction closed on March 31, 2021 for total net proceeds of $225 million.

In 2021, we incurred a $99.1 million non-cash charge related to our outstanding common stock warrant. The warrant obligation was being marked-to-market each reporting period with the increase in our common stock price being the significant contributor to a higher valuation. Following an amendment to the common stock warrant agreement on May 14, 2021, the fair value of the warrant was reclassified to equity and is no longer marked-to-market each reporting period.

The effective income tax rate was 29% and 38% for 2022 and 2021, respectively. Differences between our effective income tax rate and the U.S. federal statutory rate are due to the impact of state taxes, foreign taxes, non-deductible expenses, changes in reserves for uncertain tax positions, excess tax benefits or expense from the exercise and vesting of share-based compensation awards ($1.0 million benefit in 2022 and $1.7 million benefit in 2021), state deferred rate changes ($3.4 million expense in 2022) and state NOL valuation allowance changes. Additionally, a non-deductible expense of $102.6 million was

recorded in 2021 related to preferred stock issuance costs and unrealized losses on mark-to-market adjustments recorded on the common stock warrant issued in connection with the ION acquisition.

Discontinued Operations

Discontinued operations reflect the historical results of our Stitcher operations. During the second quarter of 2020, our Board of Directors approved the sale of our Stitcher podcasting business and we signed a definitive agreement for its sale on July 10, 2020. The transaction closed on October 16, 2020.

Business Segment Results — As discussed in the Notes to Consolidated Financial Statements, our chief operating decision maker evaluates the operating performance of our business segments using a measure called segment profit. Segment profit excludes interest, defined benefit pension plan amounts, income taxes, depreciation and amortization, impairment charges, divested operating units, restructuring activities, investment results and certain other items that are included in net income (loss) determined in accordance with accounting principles generally accepted in the United States of America.

Items excluded from segment profit generally result from decisions made in prior periods or from decisions made by corporate executives rather than the managers of the business segments. Depreciation and amortization charges are the result of decisions made in prior periods regarding the allocation of resources and are therefore excluded from the measure. Generally, our corporate executives make financing, tax structure and divestiture decisions. Excluding these items from measurement of our business segment performance enables us to evaluate business segment operating performance based upon current economic conditions and decisions made by the managers of those business segments in the current period.

Our respective business segment results reflect the impact of intercompany carriage agreements between our local broadcast television stations and our national networks. We also allocate a portion of certain corporate costs and expenses, including accounting, procurement, human resources, employee benefit and information technology to our business segments. These intercompany agreements and allocations are generally amounts agreed upon by management, which may differ from an arms-length amount.

The other segment caption aggregates our operating segments that are too small to report separately. Costs for centrally provided services and certain corporate costs that are not allocated to the business segments are included in shared services and corporate costs. These unallocated corporate costs would also include the costs associated with being a public company. Corporate assets are primarily cash and cash equivalents, restricted cash, property and equipment primarily used for corporate purposes and deferred income taxes.

Information regarding the operating performance of our business segments and a reconciliation of such information to the Consolidated Financial Statements is as follows:

	For the years ended December 31,				
(in thousands)	2022	Change	2021	Change	2020
Segment operating revenues:					
Local Media	$ 1,494,357	13.3 %	$ 1,319,468	(11.3)%	$ 1,488,237
Scripps Networks	961,242	1.0 %	951,883		309,076
Other	14,628	(45.7)%	26,924	(63.1)%	73,010
Intersegment eliminations	(17,012)	15.4 %	(14,743)	14.8 %	(12,845)
Total operating revenues	$ 2,453,215	7.4 %	$ 2,283,532	22.9 %	$ 1,857,478
Segment profit (loss):					
Local Media	$ 386,369	44.1 %	$ 268,140	(39.6)%	$ 444,243
Scripps Networks	310,336	(20.3)%	389,278		28,324
Other	(18,140)		359	(98.0)%	18,173
Shared services and corporate	(82,280)	8.9 %	(75,576)	24.4 %	(60,758)
Acquisition and related integration costs	(1,642)		(40,373)		(18,678)
Restructuring costs	—		(9,436)		—
Depreciation and amortization of intangible assets	(160,433)		(161,922)		(107,155)
Gains (losses), net on disposal of property and equipment	(5,866)		30,275		(661)
Interest expense	(161,130)		(165,164)		(92,994)
Gain (loss) on extinguishment of debt	8,589		(15,347)		—
Defined benefit pension plan income (expense)	2,613		(343)		(4,388)
Gain on sale of Triton business	—		81,784		—
Losses on stock warrant	—		(99,118)		—
Miscellaneous, net	(1,953)		(15,469)		2,914
Income from continuing operations before income taxes	$ 276,463		$ 187,088		$ 209,020

Local Media — Our Local Media segment includes our 61 local broadcast stations and their related digital operations. It is comprised of 18 ABC affiliates, 11 NBC affiliates, nine CBS affiliates and four FOX affiliates. We also have 12 CW affiliates - four on full power stations and eight on multicast; five independent stations and 10 additional low power stations. Our Local Media segment earns revenue primarily from the sale of advertising to local, national and political advertisers and retransmission fees received from cable operators, telecommunication companies, satellite carriers and over-the-top virtual MVPDs.

National television networks offer affiliates a variety of programming and sell the majority of advertising within those programs. In addition to network programs, we broadcast internally produced local and national programs, syndicated programs, sporting events and other programs of interest in each station's market. News is the primary focus of our locally-produced programming.

The operating performance of our Local Media group is most affected by local and national economic conditions, particularly conditions within the services and automotive categories, and by the volume of advertising purchased by campaigns for elective office and political issues. The demand for political advertising is significantly higher in the third and fourth quarters of even-numbered years.

Operating results for our Local Media segment were as follows:

(in thousands)	For the years ended December 31, 2022	Change	2021	Change	2020
Segment operating revenues:					
Core advertising	$ 626,095	(5.7)%	$ 663,864	8.9 %	$ 609,537
Political	198,519		22,693	(91.5)%	266,683
Distribution	655,499	6.2 %	617,305	3.8 %	594,509
Other	14,244	(8.7)%	15,606	(10.9)%	17,508
Total operating revenues	1,494,357	13.3 %	1,319,468	(11.3)%	1,488,237
Segment costs and expenses:					
Employee compensation and benefits	425,840	(1.9)%	433,989	(3.1)%	447,669
Programming	481,712	9.8 %	438,719	8.2 %	405,604
Other expenses	200,436	12.2 %	178,620	(6.3)%	190,721
Total costs and expenses	1,107,988	5.4 %	1,051,328	0.7 %	1,043,994
Segment profit	$ 386,369	44.1 %	$ 268,140	(39.6)%	$ 444,243

On December 30, 2020, we completed the sale of our WPIX television station. The exclusion of operating results from WPIX for the periods subsequent to the disposition impacts the comparability of our Local Media segment operating results.

2022 compared with 2021

Revenues

Total Local Media revenues increased $175 million or 13% in 2022 compared to 2021 driven by year-over-year increases of $38.2 million in distribution revenues and $176 million in political revenues during this election year. While distribution revenues have been affected by subscriber losses by the MVPDs, particularly among cable and satellite providers, rate increases have more than offset those subscriber declines. Core advertising revenues decreased $37.8 million or 5.7% in 2022 compared to 2021. Strong core performance in the first quarter of 2022 was offset by softness during the remainder of 2022, reflecting the impact of macroeconomic conditions and the displacement of spots from political advertisements.

Costs and expenses

Employee compensation and benefits decreased $8.1 million or 1.9% in 2022 compared to 2021, reflecting lower bonus, stock compensation and employee benefit costs.

Programming expense increased $43.0 million or 9.8% in 2022 compared to 2021. Network affiliation fees have been increasing industry-wide due to higher rates on renewals, as well as contractual rate increases during the terms of the affiliation agreements.

Other expenses increased $21.8 million or 12% in 2022 compared to 2021. The increase reflects an increase in business costs across various categories as employees have returned to our station locations and resumed more normal operating procedures.

Scripps Networks — Our Scripps Networks segment is comprised of nine national television networks - ION, Bounce, Court TV, Defy TV, Grit, ION Mystery, Laff, Scripps News and TrueReal. The networks reach nearly every U.S. television home through free over-the-air broadcast, cable/satellite, connected TV and digital distribution. Our Scripps Networks group earns revenue primarily through the sale of advertising. The advertising received by our national networks can be subject to seasonal and cyclical variations and is most impacted by national economic conditions.

Operating results for our Scripps Networks segment were as follows:

	For the years ended December 31,				
(in thousands)	2022	Change	2021	Change	2020
Total operating revenues	$ 961,242	1.0 %	$ 951,883		$ 309,076
Segment costs and expenses:					
Employee compensation and benefits	120,202	16.0 %	103,624	87.3 %	55,330
Programming	342,835	18.8 %	288,484		137,305
Other expenses	187,869	10.2 %	170,497	93.5 %	88,117
Total costs and expenses	650,906	15.7 %	562,605		280,752
Segment profit	$ 310,336	(20.3)%	$ 389,278		$ 28,324

On January 7, 2021, we acquired the national broadcast network, ION Media Networks, Inc. The inclusion of operating results from this business for the periods subsequent to the acquisition impacts the comparability of our consolidated and segment operating results.

2022 compared with 2021

Revenues

Scripps Networks revenues, which are primarily comprised of advertising revenues, increased $9.4 million or 1.0% in 2022 compared to 2021. The amount of advertising revenue we earn is a function of the pricing negotiated with advertisers, the number of advertising spots sold and the audience impressions delivered. During 2022, our Scripps Networks brands experienced softness within the national advertising marketplace as macroeconomic challenges, such as cost inflation and supply chain disruptions, impacted advertiser budgets. Scripps Networks revenues reflect the benefits of year-over-year increases in advertising spots available for sale, the expanded distribution of our networks on connected TV ("CTV") platforms and higher overall pricing in general market advertising, offset by the impacts of lower ratings in our key monetized demographics and a decline in direct response advertising rates that reflects the softness in the national advertising marketplace. Revenues in 2022 also reflect the benefit of incremental revenues earned from the July 2021 launch of the Defy TV and TrueReal networks and the acquisition of ION, which closed on January 7, 2021.

Cost and Expenses

Employee compensation and benefits increased $16.6 million or 16% in 2022 compared to 2021, reflecting additional hiring to support both the continued investment in our national news networks and the 2021 network launches.

Programming expense increased $54.4 million or 19% in 2022 compared to 2021. The increase is driven by the launch of two new networks in July 2021, continued investment in new series and additional seasons of programming for the networks, increased production of original programming and higher affiliate fees reflecting both contractual rate increases and increased distribution across the Scripps Networks' businesses.

Other expenses increased $17.4 million or 10% in 2022 compared to 2021. The increase is partly due to higher rating services costs, reflecting increases from the contractual fees that are tied to our revenues as well as additional network ratings added during the year. The increase is also driven by the addition of new networks in 2021, higher hosting fees tied to CTV revenue growth and the incurrence of higher costs supporting the growth of our Scripps Networks' businesses as well as the return to more normal business operating procedures.

Shared services and corporate

We centrally provide certain services to our business segments. Such services include accounting, tax, cash management, procurement, human resources, employee benefits and information technology. The business segments are allocated costs for such services at amounts agreed upon by management. Such allocated costs may differ from amounts that might be negotiated at arms-length. Costs for such services that are not allocated to the business segments are included in shared services and corporate costs. Shared services and corporate also includes unallocated corporate costs, such as costs associated with being a public company.

Shared services and corporate expenses were up year-over-year with $82.3 million in 2022 and $75.6 million in 2021, reflecting increases in employee compensation and professional and miscellaneous services.

Liquidity and Capital Resources

Our primary source of liquidity is our available cash and borrowing capacity under our revolving credit facility. Our primary source of cash is generated from our ongoing operations and can be affected by various risks and uncertainties. At the end of December 2022, we had $18.0 million of cash on hand and $393 million of additional borrowing capacity under our revolving credit facility. Based on our current business plan, we believe our cash flow from operations will provide sufficient liquidity to meet the Company's operating needs for the next 12 months.

Cash Flows

	For the years ended December 31,	
(in thousands)	2022	2021
Net cash provided by operating activities	$ 311,423	$ 237,000
Net cash used in investing activities	(66,393)	(2,455,996)
Net cash provided by (used in) financing activities	(327,483)	693,475
Effect of foreign exchange rates on cash, cash equivalents and restricted cash	—	(20)
Decrease in cash, cash equivalents and restricted cash	$ (82,453)	$ (1,525,541)

Cash flows from operating activities

Cash provided by operating activities increased $74.4 million in 2022 compared to 2021. Year-over-year change in cash provided by operating activities was favorably impacted from a $14.1 million year-over-year increase in segment profit, a cash outlay decrease of $32.1 million for programming investments in excess of programming amortization and a $38.7 million decrease in acquisition and related integration costs. These favorable operating cash impacts were partially offset by a $24.5 million increase in interest paid. In January 2022, all three of our senior notes had interest payments due versus only one having a payment due in January 2021.

Cash flows from investing activities

Cash used in investing activities was $66.4 million in 2022 compared to $2.5 billion in 2021. Investing activities in 2022 reflect the $13.8 million acquisition of Nuvyyo. Investing activities in 2021 reflect the $2.7 billion acquisition of ION, $225 million of net proceeds from the sale of our Triton business and $34.3 million of proceeds from the building sale at our Denver KMGH television station. Capital expenditures totaled $45.8 million in 2022 and $60.7 million in 2021.

Cash flows from financing activities

Cash used in financing activities was $327 million in 2022 compared to cash provided by financing activities of $693 million in 2021. During the full year of 2022, we redeemed $59.0 million of our 2027 Senior Notes, $26.6 million of our 2029 Senior Notes, $85.9 million of our 2031 Senior Notes and made additional principal payments on the 2028 term loan totaling $100 million. On January 7, 2021, we issued an $800 million term loan B and $600 million of preferred equity shares to Berkshire Hathaway in connection with the closing of the ION acquisition. During 2021, we redeemed the $400 million outstanding principal amount of our 2025 Senior Notes, $15.4 million of the 2027 Senior Notes, $22.0 million of the 2031 Senior Notes and made additional principal payments on term loans totaling $125 million. Preferred stock dividends were $48.0 million and $45.1 million in 2022 and 2021, respectively.

Debt

On January 7, 2021, we entered into the Sixth Amendment to the Third Amended Restated Credit Agreement ("Sixth Amendment"). Under the Sixth Amendment, we have a $400 million Revolving Credit Facility that matures on the earlier of January 2026 or 91 days prior to the stated maturity date for any of our existing loans and our existing unsecured notes that mature within the facility's term. In connection with our credit agreement, we also have $1.6 billion of outstanding balance on our term loans. The annual required principal payments on these term loans total $18.6 million and the earliest maturity date for any of the loans is October of 2024.

As of December 31, 2022, we also have $1.3 billion of senior notes outstanding. Senior secured notes totaling $523 million bear interest at a rate of 3.875% per annum and mature on January 15, 2029. Senior unsecured notes have a total outstanding principal balance of $818 million. The senior notes that mature on July 15, 2027 bear interest at 5.875% per annum and the senior notes that mature on January 15, 2031 bear interest at a rate of 5.375% per annum.

Debt Covenants

Our term loans and notes do not have maintenance covenants. The earliest maturity of our term loans and notes is the fourth quarter of 2024. Our revolving credit facility permits maximum leverage of 4.5 times the two-year average earnings before interest, taxes, depreciation and amortization (EBITDA) as defined by our credit agreement. Based upon our current outlook, we expect to be in compliance with that covenant.

Debt Repurchase Program

In February 2023, our Board of Directors provided a new debt repurchase authorization, pursuant to which we may reduce, through redemptions or open market purchases and retirement, a combination of the outstanding principal balance of our senior secured and senior unsecured notes. The authorization permits an aggregate principal amount reduction of up to $500 million and expires on March 1, 2026. Our previous debt repurchase authorization was due to expire on March 1, 2023.

Equity

With the closing of the ION acquisition, we entered into a Securities Purchase Agreement with Berkshire Hathaway Inc., ("Berkshire Hathaway"), pursuant to which Berkshire Hathaway provided $600 million of financing in exchange for 6,000 Series A Preferred Shares of the Company. The Preferred Shares, having a face value of $100,000 per share, are perpetual and will be redeemable at the option of the Company beginning on the fifth anniversary of issuance, and redeemable at the option of the holders in the event of a Change of Control (as defined in the terms of the Preferred Shares), in each case at a redemption price of 105% of the face value, plus accrued and unpaid dividends (whether or not declared). Preferred stock dividends paid in 2022 and 2021 totaled $48.0 million and $45.1 million, respectively. Berkshire Hathaway also received a warrant to purchase up to 23.1 million Class A shares, at an exercise price of $13 per share.

Under the terms of the Preferred Shares, we are prohibited from paying dividends on and repurchasing our common shares until all Preferred Shares are redeemed.

Contractual Obligations

The following table summarizes contractual cash obligations as of December 31, 2022:

(in thousands)	Less than 1 Year	Years 2 & 3	Years 4 & 5	Over 5 Years	Total
Long-term debt: (a)					
Principal amounts	$ 18,612	$ 312,474	$ 1,155,268	$ 1,434,427	$ 2,920,781
Interest on debt	174,891	323,808	212,922	85,911	797,532
Programming: (b)					
Program licenses, network affiliations and other programming commitments	793,599	1,270,457	403,542	33,693	2,501,291
Employee compensation and benefits:					
Deferred compensation and other post-employment benefits	1,302	2,884	2,833	19,542	26,561
Employment and talent contracts (c)	92,084	84,444	6,216	2	182,746
Pension obligations (d)	1,411	13,911	30,728	5,450	51,500
Leases (e)	28,566	47,545	37,189	136,378	249,678
Other purchase and service commitments (f)	62,953	45,162	3,971	62	112,148
Total contractual cash obligations	$ 1,173,418	$ 2,100,685	$ 1,852,669	$ 1,715,465	$ 6,842,237

(a) — Refer to Note 11. Long-Term Debt of the Notes to Consolidated Financial Statements (Part II, Item 8 of this Form 10-K). Interest amounts included in the table may differ from amounts actually paid due to changes in LIBOR.

(b) — Program licenses generally require payments over the terms of the licenses. Licensed programming includes both programs that have been delivered and are available for telecast and programs that have not yet been produced. It also includes payments for our broadcast television station network affiliation agreements and Scripps Networks carriage agreements with local television broadcasters. If the programs are not produced, our commitments would generally expire without obligation. Fixed fee amounts payable under our network affiliation and carriage agreements are also included. Variable amounts in excess of the contractual amounts payable to the networks and broadcasters are not included in the amounts above.

(c) — We secure on-air talent for our television stations through multi-year talent agreements. Certain agreements may be terminated under certain circumstances or at certain dates prior to expiration. We expect our employment and talent contracts will be renewed or replaced with similar agreements upon their expiration. Amounts due under the contracts, assuming the contracts are not terminated prior to their expiration, are included in the contractual obligations table.

(d) — Contractual commitments summarized include payments to meet minimum funding requirements of our defined benefit pension plans and estimated benefit payments for our unfunded SERPs. Contractual pension obligations reflect anticipated minimum statutory pension contributions as of December 31, 2022, based upon pension funding regulations in effect at the time and our current pension assumptions regarding discount rates and returns on plan assets. Actual funding requirements may differ from amounts presented due to changes in discount rates, returns on plan assets or pension funding regulations that are in effect at the time. Payments for the SERPs have been estimated over a ten-year period. Accordingly, the amounts in the "over 5 years" column include estimated payments for the periods of 2028-2032. While benefit payments under these plans are expected to continue beyond 2032, we do not believe it is practicable to estimate payments beyond this period.

(e) — Refer to Note 9. Leases of the Notes to Consolidated Financial Statements (Part II, Item 8 of this Form 10-K).

(f) — We obtain audience ratings, market research and certain other services under multi-year agreements. These agreements are generally not cancelable prior to expiration of the service agreement. We may also enter into contracts with certain vendors and suppliers. These contracts typically do not require the purchase of fixed or minimum quantities and generally may be terminated at any time without penalty. Included in the table are purchase orders placed as of December 31, 2022. The table does not include any reserves for income taxes recognized because we are unable to reasonably predict the ultimate amount or timing of settlement of our reserves for income taxes. As of December 31, 2022, our reserves for income taxes totaled $14.1 million, which is reflected as a long-term liability in our Consolidated Balance Sheet.

Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP") requires us to make a variety of decisions that affect reported amounts and related disclosures, including the selection of appropriate accounting principles and the assumptions on which to base accounting estimates. In reaching such decisions, we apply judgment based on our understanding and analysis of the relevant circumstances, including our historical experience, actuarial studies and other assumptions. We are committed to incorporating accounting principles, assumptions and estimates that promote the representational faithfulness, verifiability, neutrality and transparency of the accounting information included in the financial statements.

Note 1 to our Consolidated Financial Statements describes the significant accounting policies we have selected for use in the preparation of our financial statements and related disclosures. We believe the following to be the most critical accounting policies, estimates and assumptions affecting our reported amounts and related disclosures.

Acquisitions — The accounting for a business combination requires tangible and intangible assets acquired and liabilities assumed to be recorded at estimated fair value. With the assistance of third party appraisals, we generally determine fair values using comparisons to market transactions and a discounted cash flow analysis. The use of a discounted cash flow analysis requires significant judgment to estimate the future cash flows derived from the asset and the expected period of time over which those cash flows will occur and to determine an appropriate discount rate. Changes in such estimates could affect the amounts allocated to individual identifiable assets. While we believe our assumptions are reasonable, if different assumptions were made, the amount allocated to intangible assets could differ substantially from the reported amounts.

Goodwill and Other Indefinite-Lived Intangible Assets — Goodwill for each reporting unit must be tested for impairment on an annual basis or when events occur or circumstances change that would indicate the fair value of a reporting unit is below its carrying value. If the fair value of the reporting unit is less than its carrying value, we would be required to record an impairment charge.

The following is goodwill by reporting unit as of December 31, 2022:

(in thousands)		
Local Media	$	905,494
Scripps Networks		2,007,890
Other		7,190
Total goodwill	$	2,920,574

For our annual goodwill impairment testing, we utilized the quantitative approach for performing our test. Under that approach, we determine the fair value of our reporting unit generally using market data, appraised values and discounted cash flow analyses. The use of a discounted cash flow analysis requires significant judgment to estimate the future cash flows derived from the business and the period of time over which those cash flows will occur, as well as to determine an appropriate discount rate. The determination of the discount rate is based on a cost of capital model, using a risk-free rate, adjusted by a stock-beta adjusted risk premium and a size premium. While we believe the estimates and judgments used in determining the fair values were appropriate, different assumptions with respect to future cash flows, long-term growth rates and discount rates, could produce a different estimate of fair value. The estimate of fair value assumes certain growth of our businesses, which, if not achieved, could impact the fair value and possibly result in an impairment of the goodwill. Our annual impairment testing for goodwill indicated that the fair value of our Local Media reporting unit exceeded its carrying value by 30% and the fair value of our Scripps Networks reporting unit exceeded its carrying value by 2.5%. A 50 basis point increase in the discount rate or a decrease of $25 million in the annual cash flows used in the discounted cash flow analysis could result in the fair value of the Scripps Networks reporting unit being less than carrying value.

We have determined that our FCC licenses are indefinite lived assets and not subject to amortization. At December 31, 2022, the carrying value of our television FCC licenses was $780 million, which are tested for impairment annually, or more frequently if events or changes in circumstances indicate that they might be impaired. We compare the estimated fair value of each individual FCC license to its carrying amount. If the carrying amount of an indefinite-lived intangible asset exceeds its fair value, an impairment loss is recognized. Fair value is estimated for our FCC licenses using a method referred to as the "Greenfield Approach". This approach uses a discounted cash flow model that incorporates multiple assumptions relating to the future prospects of each individual FCC license, including market revenues, long-term growth projections, and estimated cash flows based on market size and station type. The fair value of the FCC license is sensitive to each of the assumptions used in the Greenfield Approach and a change in any individual assumption could result in the fair value being less than the carrying

value of the asset and an impairment charge being recorded. For example, a 50 basis point increase in the discount rate would reduce the aggregate fair value of the FCC licenses by approximately $125 million.

Pension Plans — We sponsor a noncontributory defined benefit pension plan as well as non-qualified Supplemental Executive Retirement Plans ("SERPs"). Both the defined benefit plan and the SERPs have frozen the accrual of future benefits.

The measurement of our pension obligation and related expense is dependent on a variety of estimates, including: discount rates; expected long-term rate of return on plan assets; and employee turnover, mortality and retirement ages. We review these assumptions on an annual basis and make modifications to the assumptions based on current rates and trends when appropriate. In accordance with accounting principles, we record the effects of these modifications currently or amortize them over future periods. We consider the most critical of our pension estimates to be our discount rate and the expected long-term rate of return on plan assets.

The assumptions used in accounting for our defined benefit pension plan for 2022 and 2021 are as follows:

	2022	2021
Discount rate for expense	2.95 %	2.64 %
Discount rate for obligation	5.47 %	2.95 %
Long-term rate of return on plan assets for expense	5.50 %	5.50 %

The discount rate used to determine our future pension obligation is based upon a dedicated bond portfolio approach that includes securities rated Aa or better with maturities matching our expected benefit payments from the plans. The rate is determined each year at the plan measurement date and affects the succeeding year’s pension cost. Discount rates can change from year to year based on economic conditions that impact corporate bond yields. A 50 basis point increase or decrease in the discount rate would decrease or increase our pension obligation as of December 31, 2022 by approximately $22.3 million and decrease or increase 2023 pension expense by approximately $1.0 million.

Under our asset allocation strategy, approximately 55% of plan assets are invested in a portfolio of fixed income securities with a duration approximately that of the projected payment of benefit obligations. The remaining 45% of plan assets are invested in equity securities and other return-seeking assets. The expected long-term rate of return on plan assets is based primarily upon the target asset allocation for plan assets and capital markets forecasts for each asset class employed. A decrease in the expected rate of return on plan assets increases pension expense. A 50 basis point change in the 2023 expected long-term rate of return on plan assets would increase or decrease our 2023 pension expense by approximately $2.3 million.

We had unrecognized accumulated other comprehensive loss related to net actuarial losses for our pension plan and SERPs of $102.4 million at December 31, 2022. Unrealized actuarial gains and losses result from deferred recognition of differences between our actuarial assumptions and actual results. In 2022, we had an actuarial loss of $9.1 million.

Recent Accounting Guidance

Refer to Note 2. Recently Adopted and Issued Accounting Standards of the Notes to Consolidated Financial Statements (Part II, Item 8 of this Form 10-K) for further discussion.

Quantitative and Qualitative Disclosures about Market Risk

Earnings and cash flow can be affected by, among other things, economic conditions and interest rate changes. We are also exposed to changes in the market value of our investments.

Our objectives in managing interest rate risk are to limit the impact of interest rate changes on our earnings and cash flows, and to reduce overall borrowing costs. We may use derivative financial instruments to modify exposure to risks from fluctuations in interest rates. In accordance with our policy, we do not use derivative instruments unless there is an underlying exposure, and we do not hold or enter into financial instruments for speculative trading purposes.

We are subject to interest rate risk associated with our credit agreement, as borrowings bear interest at LIBOR plus respective fixed margin spreads or spreads determined relative to our Company’s leverage ratio. Accordingly, the interest we pay on our borrowings is dependent on interest rate conditions and the timing of our financing needs. A 100 basis point increase in LIBOR would increase annual interest expense on our variable rate borrowings by approximately $15.8 million.

The following table presents additional information about market-risk-sensitive financial instruments:

	As of December 31, 2022		As of December 31, 2021	
(in thousands)	Cost Basis	Fair Value	Cost Basis	Fair Value
Financial instruments subject to interest rate risk:				
Revolving credit facility	$ —	$ —	$ —	$ —
Senior secured notes, due in 2029	523,356	426,535	550,000	553,377
Senior unsecured notes, due in 2027	425,667	384,697	484,655	508,282
Senior unsecured notes, due in 2031	392,071	316,107	477,958	488,712
Term loan, due in 2024	284,250	279,631	287,250	286,999
Term loan, due in 2026	736,437	725,850	744,049	744,168
Term loan, due in 2028	559,000	545,025	667,000	667,740
Long-term debt, including current portion	$ 2,920,781	$ 2,677,845	$ 3,210,912	$ 3,249,278
Financial instruments subject to market value risk:				
Investments held at cost	$ 20,890	(a)	$ 15,431	(a)

(a) Includes securities that do not trade in public markets, thus the securities do not have readily determinable fair values. We estimate the fair value of these securities approximates their carrying value.

Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) was evaluated as of the date of the financial statements. This evaluation was carried out under the supervision of and with the participation of management, including the Chief Executive Officer and the Chief Financial Officer. Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures are effective. There were no changes to the Company's internal controls over financial reporting (as defined in Exchange Act Rule 13a-15(f)) during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Management’s Report on Internal Control Over Financial Reporting

Scripps’ management is responsible for establishing and maintaining adequate internal controls designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America (“GAAP”). The Company’s internal control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and the directors of the Company; and

3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company’s assets that could have a material effect on the financial statements.

All internal control systems, no matter how well designed, have inherent limitations, including the possibility of human error, collusion and the improper overriding of controls by management. Accordingly, even effective internal control can only provide reasonable, but not absolute assurance with respect to financial statement preparation. Further, because of changes in conditions, the effectiveness of internal control may vary over time.

As required by Section 404 of the Sarbanes Oxley Act of 2002, management assessed the effectiveness of The E.W. Scripps Company and subsidiaries' (the “Company”) internal control over financial reporting as of December 31, 2022. Management’s assessment is based on the criteria established in the *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based upon our assessment, management believes that the Company maintained effective internal control over financial reporting as of December 31, 2022.

The Company’s independent registered public accounting firm has issued an attestation report on our internal control over financial reporting as of December 31, 2022. This report appears on page F-18.

Date: February 24, 2023

BY:

/s/ Adam P. Symson

Adam P. Symson
President and Chief Executive Officer

/s/ Jason Combs

Jason Combs
Executive Vice President and Chief Financial Officer

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of The E.W. Scripps Company

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of The E.W. Scripps Company and subsidiaries (the "Company") as of December 31, 2022 and 2021, the related consolidated statements of operations, comprehensive income (loss), cash flows and equity, for each of the three years in the period ended December 31, 2022, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 24, 2023, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Valuation of Scripps Networks' Goodwill — Refer to Note 10 to the financial statements

Critical Audit Matter Description

The Company tests goodwill for impairment, including within the Scripps Networks reporting unit ("Scripps Networks"), on at least an annual basis, with an annual impairment testing date during the fourth quarter of each year. Within the Company's quantitative annual impairment testing, the fair value of Scripps Networks is compared to its carrying value. As of December 31, 2022, Scripps Networks' goodwill balance was approximately $2 billion.

We identified the valuation of Scripps Networks as a critical audit matter because of the significant estimates and assumptions management utilized in determining such fair value. These estimates and assumptions required a high degree of auditor judgment and an increased extent of effort when performing audit procedures to evaluate the reasonableness of management's forecasts of future cash flows as well as the selection of the discount rate and long-term growth rate, including the need to involve our fair value specialists.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the projected future cash flows as well as the selection of the discount rate and long-term growth rate for purposes of estimating the fair value of Scripps Networks included the following, among others:

- We inquired of management to understand the process being used by the Company to determine the valuation of Scripps Networks.
- We tested the design and operating effectiveness of the Company's internal controls over the valuation of Scripps Networks, including controls over forecasts of projected future cash flows as well as the selection of the discount rate and long-term growth rate.
- We evaluated the reasonableness of management's projected future cash flows by comparing the forecasts to:
    - Historical cash flows.
    - Underlying analysis detailing business strategies and growth plans, including consideration of the current economic environment.
    - Internal communications to management and the Board of Directors.
    - Forecasted information included in analyst and industry reports for the Company and certain of its peer companies.
- With the assistance of our fair value specialists, we evaluated the reasonableness of the valuation methodologies utilized along with valuation assumptions including the discount rate and long-term growth rate selected by:
    - Testing the source information underlying the determination of the discount rate and long-term growth rate and testing the mathematical accuracy of the calculations.
    - Developing a range of independent estimates for the discount rate and comparing those to the rate selected by management.
    - Utilizing industry and market-specific growth trends to assess the reasonableness of the long-term growth rate selected by management.

/s/ Deloitte & Touche LLP

Cincinnati, Ohio
February 24, 2023

We have served as the Company's auditor since at least 1959; however, an earlier year could not be reliably determined.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of The E.W. Scripps Company

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of The E.W. Scripps Company and subsidiaries (the "Company") as of December 31, 2022, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control — Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2022, of the Company and our report dated February 24, 2023, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Cincinnati, Ohio
February 24, 2023

The E.W. Scripps Company
Consolidated Balance Sheets

(in thousands, except share data)	As of December 31, 2022	2021
Assets		
Current assets:		
Cash and cash equivalents	$ 18,027	$ 66,223
Restricted cash	—	34,257
Accounts receivable (less allowances — $4,963 and $4,256)	600,098	572,525
FCC repack receivable	—	773
Miscellaneous	25,816	28,503
Total current assets	643,941	702,281
Investments	23,144	21,632
Property and equipment	458,600	456,945
Operating lease right-of-use assets	117,869	124,821
Goodwill	2,920,574	2,913,384
Other intangible assets	1,821,254	1,910,311
Programming	427,962	510,316
Miscellaneous	17,661	18,624
Total Assets	$ 6,431,005	$ 6,658,314
Liabilities and Equity		
Current liabilities:		
Accounts payable	$ 82,710	$ 83,931
Unearned revenue	18,183	20,000
Current portion of long-term debt	18,612	18,612
Accrued liabilities:		
Employee compensation and benefits	44,590	68,545
Programming liability	167,131	180,269
Accrued interest	31,087	34,973
Miscellaneous	52,891	50,667
Other current liabilities	69,801	54,883
Total current liabilities	485,005	511,880
Long-term debt (less current portion)	2,853,793	3,129,393
Deferred income taxes	370,457	356,777
Operating lease liabilities	106,866	113,892
Other liabilities (less current portion)	484,059	575,938
Commitments and contingencies (Note 17)		
Equity:		
Preferred stock, $0.01 par — authorized: 25,000,000 shares; none outstanding	—	—
Preferred stock — Series A, $100,000 par; 6,000 shares issued and outstanding	412,244	409,939
Common stock, $0.01 par:		
Class A — authorized: 240,000,000 shares; issued and outstanding: 2022 - 71,649,335 shares; 2021 - 70,646,007 shares	717	707
Voting — authorized: 60,000,000 shares; issued and outstanding: 2022 - 11,932,722 shares; 2021 - 11,932,722 shares	119	119
Total preferred and common stock	413,080	410,765
Additional paid-in capital	1,444,501	1,428,460
Retained earnings	350,715	205,118
Accumulated other comprehensive loss, net of income taxes	(77,471)	(73,909)
Total equity	2,130,825	1,970,434
Total Liabilities and Equity	$ 6,431,005	$ 6,658,314

See Notes to Consolidated Financial Statements.

The E.W. Scripps Company
Consolidated Statements of Operations

	For the years ended December 31,		
(in thousands, except per share data)	2022	2021	2020
Operating Revenues:			
Advertising	$ 1,757,389	$ 1,614,814	$ 1,187,581
Distribution	660,317	620,454	592,514
Other	35,509	48,264	77,383
Total operating revenues	2,453,215	2,283,532	1,857,478
Operating Expenses:			
Cost of revenues, excluding depreciation and amortization	1,233,769	1,106,226	929,748
Selling, general and administrative expenses, excluding depreciation and amortization	623,161	595,105	497,748
Acquisition and related integration costs	1,642	40,373	18,678
Restructuring costs	—	9,436	—
Depreciation	61,943	58,357	50,416
Amortization of intangible assets	98,490	103,565	56,739
Losses (gains), net on disposal of property and equipment	5,866	(30,275)	661
Total operating expenses	2,024,871	1,882,787	1,553,990
Operating income	428,344	400,745	303,488
Interest expense	(161,130)	(165,164)	(92,994)
Gain (loss) on extinguishment of debt	8,589	(15,347)	—
Defined benefit pension plan income (expense)	2,613	(343)	(4,388)
Gain on sale of Triton business	—	81,784	—
Losses on stock warrant	—	(99,118)	—
Miscellaneous, net	(1,953)	(15,469)	2,914
Income from continuing operations before income taxes	276,463	187,088	209,020
Provision for income taxes	80,561	71,189	55,456
Income from continuing operations, net of tax	195,902	115,899	153,564
Income from discontinued operations, net of tax	—	6,813	115,769
Net income	195,902	122,712	269,333
Preferred stock dividends	(50,305)	(49,372)	—
Net income attributable to the shareholders of The E.W. Scripps Company	$ 145,597	$ 73,340	$ 269,333
Net income per basic share of common stock attributable to the shareholders of The E.W. Scripps Company:			
Income from continuing operations	$ 1.71	$ 0.79	$ 1.84
Income from discontinued operations	—	0.08	1.39
Net income per basic share of common stock attributable to the shareholders of The E.W. Scripps Company	$ 1.71	$ 0.87	$ 3.23
Net income per diluted share of common stock attributable to the shareholders of The E.W. Scripps Company:			
Income from continuing operations	$ 1.62	$ 0.74	$ 1.83
Income from discontinued operations	—	0.08	1.39
Net income per diluted share of common stock attributable to the shareholders of The E.W. Scripps Company	$ 1.62	$ 0.81	$ 3.21
Weighted average shares outstanding:			
Basic	83,220	82,327	81,418
Diluted	87,346	87,979	81,831

See Notes to Consolidated Financial Statements.
The sum of net income per share from continuing and discontinued operations may not equal the reported total net income per share as each is calculated independently.

The E.W. Scripps Company
Consolidated Statements of Comprehensive Income (Loss)

	For the years ended December 31,		
(in thousands)	2022	2021	2020
Net income	$ 195,902	$ 122,712	$ 269,333
Changes in defined benefit pension plans, net of tax of $(1,158), $8,086, and $(328)	(3,614)	26,076	(1,055)
Other, net of tax of $17, $42 and $(23)	52	134	(75)
Total comprehensive income attributable to preferred and common stockholders	$ 192,340	$ 148,922	$ 268,203

See Notes to Consolidated Financial Statements.

The E.W. Scripps Company
Consolidated Statements of Cash Flows

	For the years ended December 31,		
(in thousands)	2022	2021	2020
Cash Flows from Operating Activities:			
Net income	$ 195,902	$ 122,712	$ 269,333
Income from discontinued operations, net of tax	—	6,813	115,769
Income from continuing operations, net of tax	195,902	115,899	153,564
Adjustments to reconcile net income from continuing operations to net cash flows from operating activities:			
Depreciation and amortization	160,433	161,922	107,155
Losses (gains), net on disposal of property and equipment	5,866	(30,275)	661
Loss (gain) on extinguishment of debt	(8,589)	15,347	—
Gain on sale of Triton business	—	(81,784)	—
Losses on stock warrant	—	99,118	—
Programming assets and liabilities	(27,144)	(59,233)	(16,966)
Restructuring impairment charges	—	7,050	—
Deferred income taxes	12,915	9,725	80,641
Stock and deferred compensation plans	19,461	25,963	17,859
Pension contributions, net of income/expense	(29,196)	(24,707)	(29,687)
Other changes in certain working capital accounts, net	(35,800)	(4,221)	34,094
Miscellaneous, net	17,575	(3,867)	8,009
Net cash provided by operating activities from continuing operations	311,423	230,937	355,330
Net cash provided by (used in) operating activities from discontinued operations	—	6,063	(77,936)
Net operating activities	311,423	237,000	277,394
Cash Flows from Investing Activities:			
Acquisitions, net of cash acquired	(13,797)	(2,677,755)	(7,103)
Proceeds from sale of Triton Digital, net of cash disposed	—	224,990	—
Proceeds from sale of WPIX television station	—	—	83,738
Additions to property and equipment	(45,792)	(60,744)	(44,949)
Acquisition of intangible assets	—	(430)	(1,883)
Purchase of investments	(7,373)	(12,030)	(8,309)
Proceeds from FCC repack	2,670	20,062	28,365
Miscellaneous, net	(2,101)	39,911	5,319
Net cash provided by (used in) investing activities from continuing operations	(66,393)	(2,465,996)	55,178
Net cash provided by investing activities from discontinued operations	—	10,000	262,244
Net investing activities	(66,393)	(2,455,996)	317,422
Cash Flows from Financing Activities:			
Proceeds from issuance of long-term debt	—	800,000	1,050,000
Proceeds from issuance of preferred stock	—	600,000	—
Payments on long-term debt	(278,095)	(580,999)	(10,612)
Premium paid on debt extinguishment	—	(11,106)	—
Payments for capitalized preferred stock issuance costs	—	(11,526)	—
Payments on financing costs	—	(50,597)	—
Dividends paid on common and preferred stock	(48,000)	(45,067)	(16,574)
Tax payments related to shares withheld for vested stock and RSUs	(8,872)	(7,174)	(2,881)
Miscellaneous, net	7,484	(56)	(21,754)
Net cash provided by (used in) financing activities from continuing operations	(327,483)	693,475	998,179
Effect of foreign exchange rates on cash, cash equivalents and restricted cash	—	(20)	58
Increase (decrease) in cash, cash equivalents and restricted cash	(82,453)	(1,525,541)	1,593,053
Cash, cash equivalents and restricted cash:			
Beginning of year	100,480	1,626,021	32,968
End of year	$ 18,027	$ 100,480	$ 1,626,021
Supplemental Cash Flow Disclosures			
Interest paid	$ 150,796	$ 126,257	$ 82,532
Income taxes paid (refunded)	$ 61,744	$ 102,473	$ (13,222)
Non-cash investing and financing information			
Capital expenditures included in accounts payable	$ 2,254	$ 4,145	$ 2,511
Accrued debt issuance costs	$ —	$ —	$ 45,243

See Notes to Consolidated Financial Statements.

The E.W. Scripps Company
Consolidated Statements of Equity

(in thousands, except share data)	Preferred Stock	Common Stock	Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss) ("AOCI")	Total Equity
As of December 31, 2019	$ —	$ 810	$ 1,117,095	$ (120,981)	$ (98,989)	$ 897,935
Comprehensive income (loss)	—	—	—	269,333	(1,130)	268,203
Cash dividend: declared and paid - $0.20 per share	—	—	—	(16,574)	—	(16,574)
Compensation plans: 767,393 net shares issued *	—	7	13,694	—	—	13,701
As of December 31, 2020	—	817	1,130,789	131,778	(100,119)	1,163,265
Comprehensive income (loss)	—	—	—	122,712	26,210	148,922
Issuance of preferred stock, net of discount and issuance costs	407,634	—	—	—	—	407,634
Preferred stock dividends, $7,511 per share	2,305	—	—	(49,372)	—	(47,067)
Stock warrant	—	—	279,958	—	—	279,958
Compensation plans: 851,090 net shares issued *	—	9	17,713	—	—	17,722
As of December 31, 2021	409,939	826	1,428,460	205,118	(73,909)	1,970,434
Comprehensive income (loss)	—	—	—	195,902	(3,562)	192,340
Preferred stock dividends, $8,000 per share	2,305	—	—	(50,305)	—	(48,000)
Compensation plans: 1,003,328 net shares issued *	—	10	16,041	—	—	16,051
As of December 31, 2022	$ 412,244	$ 836	$ 1,444,501	$ 350,715	$ (77,471)	$ 2,130,825

** Net of tax payments related to shares withheld for vested stock and RSUs of $8,872 in 2022, $7,174 in 2021 and $2,881 in 2020.*

See Notes to Consolidated Financial Statements.

1. Summary of Significant Accounting Policies

As used in the Notes to Consolidated Financial Statements, the terms “Scripps,” “Company,” “we,” “our,” or “us” may, depending on the context, refer to The E.W. Scripps Company, to one or more of its consolidated subsidiary companies or to all of them taken as a whole.

Nature of Operations — We are a diverse media enterprise, serving audiences and businesses through a portfolio of local television stations and national news and entertainment networks. All of our businesses provide content and services via digital platforms, including the Internet, smartphones and tablets. Our media businesses are organized into the following reportable business segments: Local Media, Scripps Networks and Other. Additional information for our business segments is presented in the Notes to Consolidated Financial Statements.

Basis of Presentation — Certain amounts in the prior periods have been reclassified to conform to the current period's presentation.

Our presentation for operating revenues in 2022 includes a new caption titled “Distribution” revenues. This caption includes amounts that were previously reported within our “Retransmission and carriage” revenue caption and also includes subscription revenues that were previously captured within our “Other” revenue caption. Amounts previously reported in 2021 and 2020 within these prior revenue captions have been reclassified to conform to the 2022 presentation.

Concentration Risks — Our operations are geographically dispersed and we have a diverse customer base. We believe bad debt losses resulting from default by a single customer, or defaults by customers in any depressed region or business sector, would not have a material effect on our financial position, results of operations or cash flows.

We derive approximately 72% of our operating revenues from advertising. Changes in the demand for such services, both nationally and in individual markets, can affect operating results.

Use of Estimates — Preparing financial statements in accordance with accounting principles generally accepted in the United States of America requires us to make a variety of decisions that affect the reported amounts and the related disclosures. Such decisions include the selection of accounting principles that reflect the economic substance of the underlying transactions and the assumptions on which to base accounting estimates. In reaching such decisions, we apply judgment based on our understanding and analysis of the relevant circumstances, including our historical experience, actuarial studies and other assumptions.

Our financial statements include estimates and assumptions used in accounting for our defined benefit pension plans; the periods over which long-lived assets are depreciated or amortized; the fair value of long-lived assets, goodwill and indefinite lived assets; the liability for uncertain tax positions and valuation allowances against deferred income tax assets; the fair value of assets acquired and liabilities assumed in business combinations; and self-insured risks.

While we re-evaluate our estimates and assumptions on an ongoing basis, actual results could differ from those estimated at the time of preparation of the financial statements.

Consolidation — The Consolidated Financial Statements include our accounts and those of our wholly-owned and majority-owned subsidiaries and variable interest entities ("VIEs") for which we are the primary beneficiary. We are the primary beneficiary of a VIE when we have the power to direct the activities of the VIE that most significantly impact the economic performance of the VIE and have the obligation to absorb losses or the right to receive returns that would be significant to the VIE. Noncontrolling interest represents an owner’s share of the equity in certain of our consolidated entities. All intercompany transactions and account balances have been eliminated in consolidation.

Investments in entities over which we have significant influence but not control are accounted for using the equity method of accounting. Income from equity method investments represents our proportionate share of net income generated by equity method investees.

Nature of Products and Services — The following is a description of principal activities from which we generate revenue.

Core Advertising **—** Core advertising is comprised of sales to local and national customers. The advertising includes a combination of broadcast air time, as well as digital advertising. Pricing of advertising time is based on audience size and share, the demographic of our audiences and the demand for our limited inventory of commercial time. Advertising time is sold through a combination of local and national sales staff and national sales representative firms. Digital revenues are primarily generated from the sale of advertising to local and national customers on our local television websites, smartphone apps, tablet apps and other platforms.

Political Advertising **—** Political advertising is generally sold through our Washington D.C. sales office. Advertising is sold to presidential, gubernatorial, Senate and House of Representative candidates, as well as for state and local issues. It is also sold to political action groups (PACs) or other advocacy groups.

Distribution Revenues **—** We earn revenues from cable operators, satellite carriers, other multi-channel video programming distributors (collectively "MVPDs"), other online video distributors and subscribers for access rights to our broadcast signals. These arrangements are generally governed by multi-year contracts and the fees we receive are typically based on the number of subscribers the respective distributor has and the contracted rate per subscriber.

Refer to Note 16. Segment Information for further information, including revenue by significant product and service offering.

Revenue Recognition — Revenue is measured based on the consideration we expect to be entitled to in exchange for promised goods or services provided to customers, and excludes any amounts collected on behalf of third parties. Revenue is recognized upon transfer of control of promised products or services to customers.

Advertising **—** Advertising revenue is recognized, net of agency commissions, over time primarily as ads are aired or impressions are delivered and any contracted audience guarantees are met. We apply the practical expedient to recognize revenue at the amount we have the right to invoice, which corresponds directly to the value a customer has received relative to our performance. For advertising sold based on audience guarantees, audience deficiency may result in an obligation to deliver additional advertisements to the customer. To the extent that we do not satisfy contracted audience ratings, we record deferred revenue until such time that the audience guarantee has been satisfied.

Distribution **—** Our primary source of distribution revenue is from retransmission consent contracts with MVPDs. Retransmission revenues are considered licenses of functional intellectual property and are recognized at the point in time the content is transferred to the customer. MVPDs report their subscriber numbers to us generally on a 30- to 90-day lag. Prior to receiving the MVPD reporting, we record revenue based on estimates of the number of subscribers, utilizing historical levels and trends of subscribers for each MVPD.

Cost of Revenues — Cost of revenues reflects the cost of providing our broadcast signals, programming and other content to respective distribution platforms. The costs captured within the cost of revenues caption include programming, content distribution, satellite transmission fees, production and operations and other direct costs.

Cash Equivalents — Cash equivalents represent highly liquid investments with maturity of less than three months when acquired.

Contract Balances — Timing of revenue recognition may differ from the timing of cash collection from customers. We record a receivable when revenue is recognized prior to cash receipt, or unearned revenue when cash is collected in advance of revenue being recognized.

We extend credit to customers based upon our assessment of the customer’s financial condition. Collateral is generally not required from customers. Payment terms may vary by contract type, although our terms generally include a requirement of payment within 30 to 90 days. In instances where the timing of revenue recognition differs from the timing of invoicing, we have determined our contracts do not include a significant financing component. The primary purpose of our invoicing terms is to provide customers with simplified and predictable ways of purchasing our products and services.

The allowance for doubtful accounts reflects our best estimate of probable losses inherent in the accounts receivable balance. We determine the allowance based on known troubled accounts, historical experience and other currently available evidence. A rollforward of the allowance for doubtful accounts is as follows:

(in thousands)	
January 1, 2020	$ 3,346
Charged to costs and expenses	3,305
Amounts charged off, net	(3,208)
Balance as of December 31, 2020	3,443
Charged to costs and expenses	1,987
Amounts charged off, net	(1,174)
Balance as of December 31, 2021	4,256
Charged to costs and expenses	1,674
Amounts charged off, net	(967)
Balance as of December 31, 2022	$ 4,963

We record unearned revenue when cash payments are received in advance of our performance. We generally require advance payment for advertising contracts with political advertising customers. Unearned revenue totaled $18.2 million at December 31, 2022 and is expected to be recognized within revenue over the next 12 months. Unearned revenue totaled $20.0 million at December 31, 2021. We recorded $16.4 million of revenue in 2022 that was included in unearned revenue at December 31, 2021.

Assets Recognized from the Costs to Obtain a Contract with a Customer — We recognize an asset for the incremental costs of obtaining a contract with a customer if we expect the benefit of those costs to be longer than one year. We apply and use the practical expedient in the revenue guidance to expense costs as incurred for costs to obtain a contract when the amortization period is one year or less. This expedient applies to advertising sales commissions since advertising contracts are short-term in nature.

Investments — From time to time, we make investments in private companies. Investment securities can be impacted by various market risks, including interest rate risk, credit risk and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term. Such changes could materially affect the amounts reported in our financial statements.

We record investments in private companies not accounted for under the equity method at cost, net of impairment write-downs, because no readily determinable market price is available.

We regularly review our investments to determine if there has been any other-than-temporary decline in value. These reviews require management judgments that often include estimating the outcome of future events and determining whether factors exist that indicate impairment has occurred. We evaluate, among other factors, the extent to which cost exceeds fair value; the duration of the decline in fair value below cost; and the current cash position, earnings and cash forecasts and near-term prospects of the investee. We reduce the cost basis when a decline in fair value below cost is determined to be other than temporary, with the resulting adjustment charged against earnings.

Property and Equipment — Property and equipment is carried at cost less depreciation. We compute depreciation using the straight-line method over estimated useful lives as follows:

Buildings and improvements	15 to 45 years
Leasehold improvements	Shorter of term of lease or useful life
Broadcast transmission towers and related equipment	15 to 35 years
Other broadcast and program production equipment	3 to 15 years
Computer hardware	3 to 5 years
Office and other equipment	3 to 10 years

Programming — Programming includes the cost of national television network programming, programming produced by us or for us by independent production companies and programs licensed under agreements with independent producers.

Our network affiliation agreements require the payment of affiliation fees to the network. Network affiliation fees consist of pre-determined fixed fees in all cases and variable payments based on a share of retransmission revenues above the fixed fees for some of our agreements.

Program licenses principally consist of television series and films. Program licenses generally have fixed terms, limit the number of times we can air the programs and require payments over the terms of the licenses. We record licensed program assets and liabilities when the license period has commenced and the programs are available for broadcast. We do not discount program licenses for imputed interest. We amortize program licenses based upon expected cash flows over the term of the license agreement.

The costs of programming produced by us or for us by independent production companies is charged to expense over estimated useful lives based upon expected future cash flows. The realizable value of internal costs incurred for trial footage at Court TV, including employee compensation and benefits, are capitalized and amortized based upon expected future cash flows. All other internal costs to produce daily or live broadcast shows, such as news, sports or daily magazine shows, are expensed as incurred.

Progress payments on programs not yet available for broadcast are recorded as deposits within programming assets.

Program assets are predominantly monetized as a group on each of our respective national networks, broadcast television stations and digital content offerings. For program assets predominantly monetized within a network or television station group, when an event or change in circumstances indicates a change in the expected usefulness of the content or that the fair value may be less than unamortized costs, fair value of the content is aggregated at the group level by considering expected future revenue generation. Estimates of future revenues consider historical airing patterns and future plans for airing content, including any changes in strategy. An impairment charge is recorded if the fair value of a film group is less than the film group's carrying value. Programming and development costs for programs we have determined will not be produced, are fully expensed in the period the determination is made.

For our program assets available for broadcast, estimated amortization for each of the next five years is $149.9 million in 2023, $106.1 million in 2024, $64.8 million in 2025, $45.3 million in 2026, $23.6 million in 2027 and $11.3 million thereafter. Actual amortization in each of the next five years will exceed the amounts currently recorded as program assets available for broadcast, as we will continue to produce and license additional programs. The unamortized balance of program assets are classified as non-current assets in our Consolidated Balance Sheets.

Program rights liabilities payable within the next twelve months are included as current liabilities and noncurrent program rights liabilities are included in other noncurrent liabilities.

FCC Repack — In April 2017, the Federal Communications Commission ("FCC") began a process of reallocating the broadcast spectrum ("repack"). Specifically, the FCC is requiring certain television stations to change channels and/or modify their transmission facilities. The U.S. Congress passed legislation which provides the FCC with a fund to reimburse all reasonable costs incurred by stations operating under a full power license and a portion of the costs incurred by stations operating under a low power license that are reassigned to new channels.

We recorded a FCC repack receivable for the amount of reimbursable costs due from the FCC, which totaled $0.8 million at December 31, 2021. The total amount of consideration currently due or that has been collected from the FCC is recorded as a deferred liability and will be recognized against depreciation expense in the same manner that the underlying FCC repack fixed assets are depreciated. Deferred FCC repack income totaled $46.2 million at December 31, 2022 and $48.0 million at December 31, 2021.

Leases — We determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets, other current liabilities and operating lease liabilities in our Consolidated Balance Sheets. Finance leases are included in property and equipment, other current liabilities and other long-term liabilities in our Consolidated Balance Sheets.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. As the implicit rate is not readily determinable for most of our leases, we use our incremental borrowing rate when determining the present value of lease payments. The incremental borrowing rate represents an estimate of the interest rate we would incur at lease commencement to borrow an amount equal to

the lease payments on a collateralized basis over the term of the lease. The operating lease ROU asset also includes any payments made at or before commencement and is reduced by any lease incentives. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

Goodwill and Other Indefinite-Lived Intangible Assets — Goodwill represents the cost of acquisitions in excess of the acquired businesses' tangible assets and identifiable intangible assets.

FCC licenses represent the value assigned to the broadcast licenses of acquired broadcast television stations. Broadcast television stations are subject to the jurisdiction of the FCC, which prohibits the operation of stations except in accordance with an FCC license. FCC licenses stipulate each station's operating parameters as defined by channels, effective radiated power and antenna height. FCC licenses are granted for a term of up to eight years, and are renewable upon request. We have never had a renewal request denied and all previous renewals have been for the maximum term.

We do not amortize goodwill or our FCC licenses, but we review them for impairment at least annually or any time events occur or conditions change that would indicate it is more likely than not the fair value of a reporting unit is below its carrying value. We perform our annual impairment review during the fourth quarter of each year in conjunction with our annual planning cycle. We also assess, at least annually, whether our FCC licenses, classified as indefinite-lived intangible assets, continue to have indefinite lives.

We review goodwill for impairment based upon our reporting units, which are defined as operating segments or groupings of businesses one level below the operating segment level. Reporting units with similar economic characteristics are aggregated into a single unit when testing goodwill for impairment. Our reporting units are Local Media, Scripps Networks and Nuvyyo.

Amortizable Intangible Assets — Television network affiliations represents the value assigned to an acquired broadcast television station's relationship with a national television network. Television stations affiliated with national television networks typically have greater profit margins than independent television stations, primarily due to audience recognition of the television station as a network affiliate. We amortize these network affiliation relationships on a straight-line basis over estimated useful lives of 20 years.

We amortize customer lists and other intangible assets in relation to their expected future cash flows over estimated useful lives of up to 20 years.

Impairment of Long-Lived Assets — We review long-lived assets (primarily property and equipment and amortizable intangible assets) for impairment whenever events or circumstances indicate the carrying amounts of the assets may not be recoverable. Recoverability is determined by comparing the aggregate forecasted undiscounted cash flows derived from the operation of the assets to the carrying amount of the assets. If the aggregate undiscounted cash flow is less than the carrying amount of the assets, then amortizable intangible assets are written down first, followed by other long-lived assets, to fair value. We determine fair value based on discounted cash flows or appraisals. We report long-lived assets to be disposed of at the lower of carrying amount or fair value less costs to sell.

Self-Insured Risks — We are self-insured, up to certain limits, for general and automobile liability, employee health, disability and workers' compensation claims and certain other risks. Estimated liabilities for unpaid claims totaled $10.4 million at December 31, 2022 and $10.2 million at December 31, 2021. We estimate liabilities for unpaid claims using actuarial methodologies and our historical claims experience. While we re-evaluate our assumptions and review our claims experience on an ongoing basis, actual claims paid could vary significantly from estimated claims, which would require adjustments to expense.

Income Taxes — We recognize deferred income taxes for temporary differences between the tax basis and reported amounts of assets and liabilities that will result in taxable or deductible amounts in future years. We establish a valuation allowance if we believe that it is more likely than not that we will not realize some or all of the deferred tax assets.

We record a liability for unrecognized tax benefits resulting from uncertain tax positions taken or that we expect to take in a tax return. Interest and penalties associated with such tax positions are included in the tax provision. The liability for additional taxes and interest is included in other liabilities in the Consolidated Balance Sheets.

Risk Management Contracts — We do not hold derivative financial instruments for trading or speculative purposes and we do not hold leveraged contracts. From time to time, we may use derivative financial instruments to limit the impact of interest rate fluctuations on our earnings and cash flows.

Stock-Based Compensation — We have a Long-Term Incentive Plan (the “Plan”) which is described more fully in Note 18. The Plan provides for the award of incentive and nonqualified stock options, stock appreciation rights, restricted stock units ("RSUs") and unrestricted Class A Common shares and performance units to key employees and non-employee directors.

We recognize compensation cost based on the grant-date fair value of the award. We determine the fair value of awards that grant the employee the underlying shares by the fair value of a Class A Common share on the date of the award.

Certain awards of RSUs have performance conditions under which the number of shares granted is determined by the extent to which such performance conditions are met (“Performance Shares”). Compensation costs for such awards are measured by the grant-date fair value of a Class A Common share and the number of shares earned. In periods prior to completion of the performance period, compensation costs are based upon estimates of the number of shares that will be earned.

Compensation costs are recognized on a straight-line basis over the requisite service period of the award. The impact of forfeitures is recognized as they occur. The requisite service period is generally the vesting period stated in the award. Grants to retirement-eligible employees are expensed immediately and grants to employees who will become retirement eligible prior to the end of the stated vesting period are expensed over such shorter period because stock compensation grants vest upon the retirement eligibility of the employee.

Earnings Per Share (“EPS”) — Unvested awards of share-based payments with rights to receive dividends or dividend equivalents, such as our RSUs, are considered participating securities for purposes of calculating EPS. Under the two-class method, we allocate a portion of net income to these participating securities and therefore exclude that income from the calculation of EPS for common stock. We do not allocate losses to the participating securities.

The following table presents information about basic and diluted weighted-average shares outstanding:

	For the years ended December 31,		
(in thousands)	2022	2021	2020
Numerator (for basic and diluted earnings per share)			
Income from continuing operations, net of tax	$ 195,902	$ 115,899	$ 153,564
Less income allocated to RSUs	(3,662)	(1,855)	(3,711)
Less preferred stock dividends	(50,305)	(49,372)	—
Numerator for basic and diluted earnings per share	$ 141,935	$ 64,672	$ 149,853
Denominator			
Basic weighted-average shares outstanding	83,220	82,327	81,418
Effect of dilutive securities	4,126	5,652	413
Diluted weighted-average shares outstanding	87,346	87,979	81,831

For the years ended December 31, 2022 and 2020, there were 0.1 million and 0.4 million of outstanding RSUs that were anti-dilutive. On May 14, 2021, we amended our common stock warrant agreement with Berkshire Hathaway. Prior to the May 14, 2021 amendment of the common stock warrant agreement, the basic and dilutive EPS calculations excluded the impact of the common stock warrant as the effect would have been anti-dilutive. Following the amendment date, the EPS calculations include the dilutive impact of the common stock warrant.

2. Recently Adopted and Issued Accounting Standards

In November 2021, the Financial Accounting Standards Board ("FASB") issued new guidance for entities to provide certain disclosures for material government assistance transactions that are accounted for by applying a grant or contribution accounting model by analogy. The guidance was effective for our 2022 annual reporting period and did not have a material impact on our Consolidated Financial Statements and related disclosures.

In October 2021, the FASB issued new guidance requiring entities to recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with the revenue from contracts with customers accounting standard. The guidance will generally result in an entity recognizing contract assets and contract liabilities at amounts consistent with those recorded by the acquiree immediately before the acquisition date rather than at fair value. The guidance is effective on a prospective basis for fiscal years beginning after December 15, 2022, with early adoption permitted. We adopted the new
guidance effective January 1, 2022. The adoption of the guidance did not have an impact on our Consolidated Financial Statements.

In May 2021, the FASB issued new guidance that clarifies an issuer's accounting for certain modifications or exchanges of freestanding equity-classified written call options that remain equity classified after modification or exchange. Specifically, the guidance provides a "principles-based framework to determine whether an issuer should recognize the modification or exchange as an adjustment to equity or an expense." The guidance was effective for all entities with fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. We adopted the new guidance effective January 1, 2022. The adoption of the guidance did not have an impact on our Consolidated Financial Statements.

In March 2020, the FASB issued new guidance that provides optional expedients and exceptions to certain accounting requirements to facilitate the transition away from the use of the London Interbank Offered Rate ("LIBOR") and other interbank offered rates. The guidance was effective as of March 12, 2020 and the sunset date of the guidance was deferred to December 31, 2024, subject to meeting certain criteria, that have contracts, hedging relationships and other transactions that reference LIBOR or another reference rate expected to be discontinued because of reference rate reform. We evaluate transactions and contract modifications occurring as a result of reference rate reform and determine whether to apply the optional guidance on an ongoing basis.

3. Acquisitions

Nuvyyo Acquisition

On January 5, 2022, we acquired Nuvyyo for net cash consideration totaling $13.8 million. Nuvyyo provides consumers DVR product solutions to watch and record free over-the-air HDTV on connected devices. The final purchase price allocation assigned $7.2 million to intangible assets with useful lives ranging from three to five years, $7.2 million to goodwill and the remainder was allocated to various working capital and deferred tax liability accounts. The goodwill, which is not tax deductible, reflects the synergies and increased market penetration expected from combining the operations of Nuvyyo with Scripps. We allocated the goodwill to our Other segment.

ION Acquisition

On January 7, 2021, we completed the acquisition of national broadcast network ION Media Networks, Inc. ("ION") for $2.65 billion. ION is a national network of broadcast stations and is the largest holder of U.S. broadcast television spectrum. The business distributes its programming through owned Federal Communications Commission-licensed television stations as well as affiliated TV stations, reaching 100 million of U.S. homes through its over-the-air broadcast and pay TV platforms. The acquisition of ION enabled us to create a full-scale national television networks business by combining the ION network with our other news and entertainment networks.

The transaction was financed with a combination of cash, debt financing and preferred equity financing, including Berkshire Hathaway's $600 million preferred equity investment in Scripps. Berkshire Hathaway also received a warrant to purchase up to 23.1 million Class A shares, at an exercise price of $13 per share.

To comply with ownership rules of the Federal Communications Commission, we simultaneously divested 23 of ION's television stations for a total consideration of $30 million, which were purchased by INYO Broadcast Holdings, LLC upon completion of the acquisition. These divested stations became independent affiliates of ION pursuant to long-term affiliation agreements.

The following table summarizes the net cash consideration for the ION transaction.

(in thousands)	
Total purchase price	$ 2,650,000
Plus: Cash acquired	14,493
Plus: Working capital	57,755
Total transaction gross cash consideration	2,722,248
Less: Proceeds from ION stations divested	(30,000)
Total transaction net cash consideration	2,692,248
Less: Cash acquired	(14,493)
Total consideration, net of cash acquired	$ 2,677,755

The following table summarizes the final fair values of the ION assets acquired and liabilities assumed at the closing date.

(in thousands)	
Accounts receivable	$ 135,006
Other current assets	25,353
Programming rights	169,027
Property and equipment	122,520
Operating lease right-of-use assets	72,717
Other assets	2,295
Goodwill	1,796,148
Indefinite-lived intangible assets - FCC licenses	424,200
Amortizable intangible assets:	
INYO affiliation agreement	422,000
Other affiliation relationships	22,000
Advertiser relationships	143,000
Trade names	72,000
Accounts payable	(9,674)
Unearned revenue	(13,043)
Accrued expenses	(15,814)
Current portion of programming liabilities	(92,721)
Other current liabilities	(24,810)
Programming liabilities	(191,837)
Deferred tax liabilities	(265,291)
Operating lease liabilities	(78,438)
Other long-term liabilities	(36,883)
Total consideration, net of cash acquired	$ 2,677,755

Of the value allocated to amortizable intangible assets, the INYO affiliation agreement has an estimated amortization period of 20 years, advertiser relationships have an estimated amortization period of 7 years, other affiliation relationships have an estimated amortization period of 10 years and the value allocated to trade names has an estimated amortization period of 10 years.

The goodwill of $1.8 billion arising from the transactions consists largely of synergies, economies of scale and other benefits of a larger national broadcast footprint and becoming the largest holder of broadcast spectrum. We allocated the goodwill to our Scripps Networks segment. The transaction is accounted for as a stock acquisition which applies carryover tax basis to the assets and liabilities acquired. The goodwill is not deductible for income tax purposes.

KCDO Television Station

On November 20, 2020, we closed on the acquisition of the KCDO television station in the Denver, Colorado market. Included in the sale was KSBS-CD, a lower power translator of KCDO. Consideration for the transaction totaled $9.6 million. The purchase price allocation attributed value of $6.9 million to the acquired FCC license, $1.7 million to goodwill, $0.9 million to property and equipment and the remainder to various working capital accounts.

Pro forma results of operations

Pro forma results of operations, assuming the ION acquisition had taken place at the beginning of 2020, are presented in the following table. The pro forma results do not include Nuvyyo or KCDO, as the impact of these acquisitions, individually or in the aggregate, is not material to prior year results of operations. The pro forma information includes the historical results of operations of Scripps and ION (excluding the results of the divested stations sold to INYO), as well as adjustments for additional depreciation and amortization of the assets acquired, additional interest expense related to the financing of the transactions and other transactional adjustments. The pro forma results do not include efficiencies, cost reductions or synergies expected to result from the acquisition, or retrospective fair value adjustments to the warrant. The unaudited pro forma financial information is not necessarily indicative of the results that actually would have occurred had the acquisition been completed at the beginning of the period.

	For the years ended December 31,	
(in thousands, except per share data) (unaudited)	2021	2020
Operating revenues	$ 2,290,254	$ 2,395,650
Net income attributable to Scripps shareholders	101,146	275,658
Net income per share:		
Basic	$ 1.19	$ 3.30
Diluted	1.12	3.29

Pro forma results in 2020 include $47.5 million of non-recurring transaction costs. The pro forma results in 2021 reflect a $38.1 million reversal of ION transaction costs incurred that were already captured in the 2020 pro forma results.

4. Asset Write-Downs and Other Charges and Credits

Income from continuing operations before income taxes was affected by the following:

2022 — Acquisition and related integration costs were $1.6 million during 2022.

During 2022, we redeemed $59.0 million of the 2027 Senior Notes, $26.6 million of the 2029 Senior Notes and $85.9 million of the 2031 Senior Notes. The redemptions resulted in a gain on extinguishment of debt of $8.6 million, as the notes were redeemed for total consideration below par value of the notes.

2021 —Acquisition and related integration costs of $40.4 million primarily reflect investment banking, legal and professional service costs incurred to complete and integrate the ION Media Networks, Inc. ("ION") acquisition, which closed on January 7, 2021.

Restructuring costs totaled $9.4 million in 2021 due to the Newsy restructuring plan. In the first quarter, we incurred costs of $7.1 million for the write-downs of both capitalized carriage agreement payments and certain Newsy intangible assets. The additional Newsy restructuring charges were primarily attributed to employee severance, relocation costs and Nielsen contract costs.

We completed the building sale for our Denver KMGH television station in the third quarter of 2021. The sale resulted in recognition of a pre-tax gain totaling $32.6 million.

We redeemed the outstanding principal amount of our 2025 Senior Notes during the second quarter of 2021. Additionally,

during the fourth quarter of 2021, we redeemed $15.4 million of the 2027 Senior Notes and $22.0 million of the 2031 Senior Notes. These redemptions resulted in a loss on extinguishment of debt of $15.3 million, representing the premiums paid on the notes and write-offs of unamortized debt financing costs.

During the first quarter of 2021, we completed the sale of our Triton business. The sale generated total net proceeds of $225 million and we recognized a pre-tax gain from disposition totaling $81.8 million.

Related to our outstanding common stock warrant, we recognized non-cash charges totaling $99.1 million in 2021. The warrant obligation was being marked-to-market each reporting period with the increase in our common stock price being the significant contributor to higher valuation. Following an amendment to the common stock warrant agreement on May 14, 2021, the fair value of the warrant was reclassified to equity and is no longer marked-to-market each reporting period.

2020 — Acquisition and related integration costs of $18.7 million reflect contract termination costs and professional service costs incurred to integrate the Cordillera and Nexstar-Tribune television stations, as well as costs incurred leading up to the ION acquisition, which closed on January 7, 2021.

5. Income Taxes

We file a consolidated federal income tax return, consolidated unitary returns in certain states, other separate state income tax returns for certain of our subsidiary companies, and applicable foreign returns.

The provision for income taxes from continuing operations consisted of the following:

	For the years ended December 31,		
(in thousands)	2022	2021	2020
Current:			
Federal	$ 56,236	$ 52,145	$ (13,235)
State and local	11,411	9,096	2,478
Foreign	—	(48)	107
Total current income tax provision (benefit)	67,647	61,193	(10,650)
Deferred:			
Federal	2,882	6,616	57,755
State and local	10,770	3,087	8,902
Foreign	(738)	293	(551)
Total deferred income tax provision	12,914	9,996	66,106
Provision for income taxes	$ 80,561	$ 71,189	$ 55,456

The difference between the statutory rate for federal income tax and the effective income tax rate was as follows:

	For the years ended December 31,		
	2022	2021	2020
Statutory rate	21.0 %	21.0 %	21.0 %
Effect of:			
State and local income taxes, net of federal tax benefit	7.0	5.6	4.5
Non-deductible mark-to-market losses	—	11.5	—
Excess tax benefits from stock-based compensation	(0.3)	(0.9)	0.5
Nondeductible expenses	0.2	0.2	0.4
Reserve for uncertain tax positions	0.7	(0.8)	0.7
Other	0.5	1.5	(0.6)
Effective income tax rate	29.1 %	38.1 %	26.5 %

A non-deductible expense of $102.6 million was recorded in 2021 related to preferred stock issuance costs and unrealized losses on mark-to-market adjustments recorded on the common stock warrant issued in connection with the ION acquisition.

The approximate effect of the temporary differences giving rise to deferred income tax assets (liabilities) were as follows:

	As of December 31,	
(in thousands)	2022	2021
Temporary differences:		
Property and equipment	$ (46,710)	$ (54,292)
Goodwill and other intangible assets	(390,105)	(378,978)
Investments, primarily gains and losses not yet recognized for tax purposes	5,165	2,886
Accrued expenses not deductible until paid	7,897	10,867
Deferred compensation and retiree benefits not deductible until paid	32,174	37,317
Operating lease right-of-use assets	(36,843)	(31,507)
Operating lease liabilities	39,099	33,174
Interest limitation carryforward	6,375	7
Other temporary differences, net	7,305	12,354
Total temporary differences	(375,643)	(368,172)
Federal and state net operating loss carryforwards	20,283	23,863
Valuation allowance for state deferred tax assets	(15,097)	(12,468)
Net deferred tax liability	$ (370,457)	$ (356,777)

Total state operating loss carryforwards were $436 million at December 31, 2022. Our state tax loss carryforwards expire through 2041. Because we file separate state income tax returns for certain of our subsidiary companies, we are not able to use state tax losses of a subsidiary company to offset state taxable income of another subsidiary company.

The Company recognizes state net operating loss carryforwards as deferred tax assets, subject to valuation allowances. At each balance sheet date, we estimate the amount of carryforwards that are not expected to be used prior to expiration of the carryforward period. The tax effect of the carryforwards that are not expected to be used prior to their expiration is included in the valuation allowance.

The Company has not provided for income taxes, including withholding tax, U.S. state taxes, or tax on foreign exchange rate changes, associated with the undistributed earnings of our non-U.S. subsidiaries because we plan to indefinitely reinvest the unremitted earnings in these entities.

On March 27, 2020, the Coronavirus Aid, Relief and Economic Security Act (the "CARES Act") was enacted and signed into law. The CARES Act includes several provisions for corporations including increasing the amount of deductible interest, allowing companies to carryback certain net operating losses (“NOLs”) and increasing the amount of NOLs that corporations can use to offset income. The CARES Act did not materially affect our year-to-date income tax provision. We received an additional tax refund of $14.0 million from the carryback of NOLs to prior periods in October 2020.

On December 27, 2020, the Consolidated Appropriations Act, 2021 was signed and enacted into law, which provided an additional stimulus package providing financial relief for individuals and small businesses. The Appropriations Act contains a variety of tax provisions, including full expensing of business meals in 2021 and 2022, an expansion of the Paycheck Protection Program, and expansion of the employee retention tax credit. We continue to evaluate the Appropriations Act, but do not currently expect it to have a material impact on our income tax provision.

In July and August 2022, the CHIPS and Science Act, (the “CHIPS Act”), and the Inflation Reduction Act of 2022, (the “IRA”), were signed into law. The IRA introduced a 15% corporate alternative minimum tax, or CAMT, on adjusted financial statement income for corporations with profits in excess of $1 billion, effective for tax years after December 31, 2022. While further guidance on the implementation of the CAMT is expected, we do not expect it will have a material impact to our 2023 effective tax rate. We also do not expect that CHIPS will have a material impact. The IRA also includes a stock buyback excise tax of 1% on share repurchases, which will apply to net stock buybacks after December 31, 2022. We do not expect this to have a material impact if and when share repurchases are resumed.

A reconciliation of the beginning and ending balances of the total amounts of gross unrecognized tax benefits is as follows:

	For the years ended December 31,		
(in thousands)	2022	2021	2020
Gross unrecognized tax benefits at beginning of year	$ 10,572	$ 2,376	$ 576
Increases in tax positions for prior years	2,965	22,348	166
Decreases in tax positions for prior years	(390)	—	(141)
Increases in tax positions for current years	796	3,164	1,661
Increases (decreases) from lapse in statute of limitations	(173)	(4,234)	114
Decreases due to settlements with taxing authorities	(1,646)	(13,082)	—
Gross unrecognized tax benefits at end of year	$ 12,124	$ 10,572	$ 2,376

The total amount of net unrecognized tax benefits that, if recognized, would affect the effective tax rate was $12.1 million at December 31, 2022. We accrue interest and penalties related to unrecognized tax benefits in our provision for income taxes. At December 31, 2022 and 2021, we had accrued interest related to unrecognized tax benefits of $0.9 million and $1.5 million, respectively, and penalties of $1.2 million and $0.9 million, respectively.

We file income tax returns in the U.S., Canada and in various state and local jurisdictions. We are routinely examined by tax authorities in these jurisdictions. At December 31, 2022, we are no longer subject to federal income tax examinations for years prior to 2018. For state and local jurisdictions, we are generally no longer subject to income tax examinations for years prior to 2018.

Due to the potential for resolution of federal and state examinations, and the expiration of various statutes of limitation, it is reasonably possible that our gross unrecognized tax benefits balance may change within the next twelve months by as much as $0.6 million.

6. Restricted Cash

At December 31, 2021, we had restricted cash of $34.3 million. The balance reflected restricted cash held in escrow from the KMGH Denver television station building sale, which was received in January 2022.

7. Investments

Investments consisted of the following:

(in thousands)	As of December 31, 2022	2021
Investments held at cost	$ 20,890	$ 15,431
Equity method investments	2,254	6,201
Total investments	$ 23,144	$ 21,632

Our investments do not trade in public markets, thus they do not have readily determinable fair values. We estimate the fair values of the investments to approximate their carrying values at December 31, 2022 and 2021.

8. Property and Equipment

Property and equipment consisted of the following:

(in thousands)	As of December 31, 2022	2021
Land and improvements	$ 65,559	$ 65,559
Buildings and improvements	245,531	204,819
Equipment	580,001	575,920
Computer software	29,702	29,029
Total	920,793	875,327
Accumulated depreciation	462,193	418,382
Net property and equipment	$ 458,600	$ 456,945

9. Leases

We have operating leases for office space, data centers and certain equipment. We also have finance leases for office space. Our leases have remaining lease terms of 1 year to 36 years, some of which may include options to extend the leases for up to 5 years, and some of which may include options to terminate the leases within 1 year. Operating lease costs recognized in our Consolidated Statements of Operations for the years ended December 31, 2022 and 2021 totaled $25.9 million and $24.3 million, including short-term lease costs of $1.7 million and $1.8 million, respectively. Amortization of the right-of-use asset for our finance lease totaled $0.1 million in 2022 and interest expense on the finance lease liability totaled $0.2 million in 2022.

Other information related to our leases was as follows:

	As of December 31,	
(in thousands, except lease term and discount rate)	2022	2021
Balance Sheet Information		
Operating Leases		
Right-of-use assets	$ 117,869	$ 124,821
Other current liabilities	19,599	20,066
Operating lease liabilities	106,866	113,892
Finance Leases		
Property and equipment, at cost	28,321	—
Accumulated depreciation	69	—
Property and equipment, net	28,252	—
Other current liabilities	426	—
Other liabilities	28,063	—
Weighted Average Remaining Lease Term		
Operating leases	8.22 years	8.35 years
Finance leases	35.50 years	—
Weighted Average Discount Rate		
Operating leases	4.34 %	4.16 %
Finance leases	7.10 %	—

	For the years ended December 31,	
(in thousands)	2022	2021
Supplemental Cash Flows Information		
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from operating leases	$ 24,073	$ 22,477
Operating cash flows from finance leases	—	—
Financing cash flows from finance leases	—	—
Right-of-use assets obtained in exchange for new operating lease obligations	6,217	17,835
Right-of-use assets obtained in exchange for new finance lease obligations	28,321	—

Future minimum lease payments under non-cancellable leases as of December 31, 2022 were as follows:

(in thousands)	Operating Leases	Finance Leases
2023	$ 28,140	$ 426
2024	24,395	1,302
2025	20,072	1,776
2026	18,016	1,824
2027	15,474	1,875
Thereafter	44,328	92,050
Total future minimum lease payments	150,425	99,253
Less: Imputed interest	(23,960)	(70,764)
Total	$ 126,465	$ 28,489

10. Goodwill and Other Intangible Assets

Goodwill by business segment was as follows:

(in thousands)	Local Media	Scripps Networks	Other	Total
Gross balance as of December 31, 2019	$ 1,143,859	$ 232,742	$ 85,992	$ 1,462,593
Accumulated impairment losses	(216,914)	(21,000)	—	(237,914)
Net balance as of December 31, 2019	926,945	211,742	85,992	1,224,679
Television stations acquisitions adjustments	2,500	—	—	2,500
KCDO acquisition	1,679	—	—	1,679
Sale of WPIX	(24,997)	—	—	(24,997)
Sale of Weathersphere	(633)	—	—	(633)
Omny acquisition adjustment	—	—	(16)	(16)
Balance as of December 31, 2020	$ 905,494	$ 211,742	$ 85,976	$ 1,203,212
Gross balance as of December 31, 2020	$ 1,122,408	$ 232,742	$ 85,976	$ 1,441,126
Accumulated impairment losses	(216,914)	(21,000)	—	(237,914)
Net balance as of December 31, 2020	905,494	211,742	85,976	1,203,212
ION acquisition	—	1,796,148	—	1,796,148
Sale of Triton	—	—	(85,976)	(85,976)
Balance as of December 31, 2021	$ 905,494	$ 2,007,890	$ —	$ 2,913,384
Gross balance as of December 31, 2021	$ 1,122,408	$ 2,028,890	$ —	$ 3,151,298
Accumulated impairment losses	(216,914)	(21,000)	—	(237,914)
Net balance as of December 31, 2021	905,494	2,007,890	—	2,913,384
Nuvyyo acquisition	—	—	7,190	7,190
Balance as of December 31, 2022	$ 905,494	$ 2,007,890	$ 7,190	$ 2,920,574
Gross balance as of December 31, 2022	$ 1,122,408	$ 2,028,890	$ 7,190	$ 3,158,488
Accumulated impairment losses	(216,914)	(21,000)	—	(237,914)
Net balance as of December 31, 2022	$ 905,494	$ 2,007,890	$ 7,190	$ 2,920,574

Other intangible assets consisted of the following:

(in thousands)	As of December 31, 2022	2021
Amortizable intangible assets:		
Carrying amount:		
Television network affiliation relationships	$ 1,060,244	$ 1,060,244
Customer lists and advertiser relationships	220,997	217,400
Other	136,100	130,265
Total carrying amount	1,417,341	1,407,909
Accumulated amortization:		
Television network affiliation relationships	(222,092)	(168,021)
Customer lists and advertiser relationships	(106,654)	(77,711)
Other	(47,156)	(32,881)
Total accumulated amortization	(375,902)	(278,613)
Net amortizable intangible assets	1,041,439	1,129,296
Indefinite-lived intangible assets — FCC licenses	779,815	781,015
Total other intangible assets	$ 1,821,254	$ 1,910,311

Estimated amortization expense of intangible assets for each of the next five years is $94.1 million in 2023, $92.7 million in 2024, $89.6 million in 2025, $86.1 million in 2026, $83.2 million in 2027 and $595.7 million in later years.

Goodwill and indefinite-lived intangible assets are tested for impairment annually and any time events occur or conditions change that would indicate it is more likely than not the fair value of a reporting unit, or respective indefinite-lived intangible assets, is below its carrying value. Such indicators of impairment include, but are not limited to, changes in business climate or other factors resulting in low cash flow related to such assets. We determine fair values using market data, appraised values and discounted cash flow analyses. The use of a discounted cash flow analysis requires significant judgment to estimate the future cash flows derived from the business and the period of time over which those cash flows will occur, as well as to determine an appropriate discount rate. The determination of the discount rate is based on a cost of capital model, using a risk-free rate, adjusted by a stock-beta adjusted risk premium and a size premium. While we believe the estimates and judgments used in determining the fair values were appropriate, different assumptions with respect to future cash flows, long-term growth rates and discount rates, could produce different estimates of fair value. If the fair value of a reporting unit, or respective FCC license, is less than its carrying value, then an impairment exists and an impairment charge is recorded.

11. Long-Term Debt

Long-term debt consisted of the following:

(in thousands)	As of December 31, 2022	As of December 31, 2021
Revolving credit facility	$ —	$ —
Senior secured notes, due in 2029	523,356	550,000
Senior unsecured notes, due in 2027	425,667	484,655
Senior unsecured notes, due in 2031	392,071	477,958
Term loan, due in 2024	284,250	287,250
Term loan, due in 2026	736,437	744,049
Term loan, due in 2028	559,000	667,000
Total outstanding principal	2,920,781	3,210,912
Less: Debt issuance costs and issuance discounts	(48,376)	(62,907)
Less: Current portion	(18,612)	(18,612)
Net carrying value of long-term debt	2,853,793	3,129,393
Fair value of long-term debt *	$ 2,677,845	$ 3,249,278

* The fair values of debt are estimated based on either quoted private market transactions or observable estimates provided by third party financial professionals, and as such, are classified within Level 2 of the fair value hierarchy.

Scripps Senior Secured Credit Agreement

On January 7, 2021, we entered into the Sixth Amendment to the Third Amended Restated Credit Agreement ("Sixth Amendment"). Under the Sixth Amendment, we have a $400 million revolving credit facility ("Revolving Credit Facility") that matures on the earlier of January 2026 or 91 days prior to the stated maturity date for any of our existing loans and our existing unsecured notes that mature within the facility's term. Commitment fees of 0.30% to 0.50% per annum, based on our leverage ratio, of the total unused commitment are payable under the Revolving Credit Facility. Interest is payable on the Revolving Credit Facility at rates based on LIBOR, plus a margin based on our leverage ratio, ranging from 1.75% to 2.50%. The weighted-average interest rate over the period during which we had a drawn revolver balance in 2022 was 4.65%. As of December 31, 2022, we had no borrowings under the Revolving Credit Facility. As of December 31, 2022 and 2021, we had outstanding letters of credit totaling $7.1 million and $6.9 million, respectively, under the Revolving Credit Facility.

On October 2, 2017, we issued a $300 million term loan B which matures in October 2024 ("2024 term loan"). Interest is currently payable on the 2024 term loan at a rate based on LIBOR, plus a fixed margin of 2.00%. Interest will reduce to a rate of LIBOR plus a fixed margin of 1.75% if the Company's total net leverage, as defined by the amended agreement, is below 2.75. The 2024 term loan requires annual principal payments of $3 million.

As of December 31, 2022 and 2021, the interest rate on the 2024 term loan was 6.38% and 2.10%, respectively. The weighted-average interest rate on the 2024 term loan was 5.67% and 2.09% in 2022 and 2021, respectively.

On May 1, 2019, we issued a $765 million term loan B ("2026 term loan") that matures in May 2026. Interest is currently payable on the 2026 term loan at a rate based on LIBOR, plus a fixed margin of 2.56%. The 2026 term loan requires annual principal payments of $7.6 million. Deferred financing costs and an original issuance discount totaled approximately $23.0 million with this term loan, which are being amortized over the life of the loan.

As of December 31, 2022 and 2021, the interest rate on the 2026 term loan was 6.95% and 3.31%, respectively. The weighted-average interest rate on the 2026 term loan was 6.23% and 3.31% in 2022 and 2021, respectively.

Under the Sixth Amendment, we also issued an $800 million term loan B ("2028 term loan") that contributed to the financing of the ION acquisition. The term loan matures in 2028 with interest payable at rates based on LIBOR, plus a fixed margin of 3.00%. Additionally, the Sixth Amendment provided that the LIBOR rate could not be less than 0.75% for our term loans that mature in 2026 and 2028. The 2028 term loan requires annual principal payments of $8.0 million. We incurred deferred financing costs totaling $23.4 million related to this term loan and the amendment to the Revolving Credit Facility, which are being amortized over the life of the term loan.

As of December 31, 2022 and 2021, the interest rate on the 2028 term loan was 7.13% and 3.75%, respectively. The weighted-average interest rate on the 2028 term loan was 6.42% and 3.75% in 2022 and 2021, respectively.

The Senior Secured Credit Agreement contains covenants that limit our ability to incur additional debt and provides for restrictions on certain payments (dividends and share repurchases). Additionally, we must be in compliance with certain leverage ratios in order to proceed with acquisitions. Our credit agreement also includes a provision that in certain circumstances we must use a portion of excess cash flow to repay debt. We granted the lenders pledges of our equity interests in our subsidiaries and security interests in substantially all other personal property including cash, accounts receivables and equipment. In addition, the Revolving Credit Facility contains a covenant to comply with a maximum first lien net leverage ratio of 4.50 to 1.0 when we have outstanding borrowings on the facility. As of December 31, 2022, we were in compliance with our financial covenants.

2029 Senior Secured Notes

On December 30, 2020, we issued $550 million of senior secured notes (the "2029 Senior Notes"), which bear interest at a rate of 3.875% per annum and mature on January 15, 2029. The proceeds of the 2029 Senior Notes were deposited into a segregated escrow account. The escrow account was subsequently released on January 7, 2021 and used toward the financing of the ION acquisition (See Note 3). The 2029 Senior Notes were priced at 100% of par value and interest is payable semi-annually on January 15 and July 15, commencing on July 15, 2021. Prior to January 15, 2024 we may redeem up to 40% of the aggregate principal amount of the 2029 Senior Notes at a redemption price of 103.875% of the principal amount plus accrued and unpaid interest, if any, to the date of redemption. We may also redeem some or all of the 2029 Senior Notes before January 15, 2024 at a redemption price of 100%

of the principal amount, plus accrued and unpaid interest, if any, to the redemption date plus a "make whole" premium. On or after January 15, 2024 and before January 15, 2026, we may redeem the notes, in whole or in part, at applicable redemption prices noted in the indenture agreement. If we sell certain of our assets or have a change of control, the holders of the 2029 Senior Notes may require us to repurchase some or all of the notes. Our credit agreement also includes a provision that in certain circumstances we must use a portion of excess cash flow to repay debt. The 2029 Senior Notes are guaranteed by us and the majority of our subsidiaries and are secured on equal footing with the obligations under the Senior Secured Credit Agreement. Following the release of the proceeds from escrow on January 7, 2021, the notes became secured, on a first lien basis, from pledges of equity interests in our subsidiaries and by substantially all of the existing and future assets of Scripps. The 2029 Senior Notes contain covenants with which we must comply that are typical for borrowing transactions of this nature.

We incurred approximately $13.8 million of deferred financing costs in connection with the issuance of the 2029 Senior Notes, which are being amortized over the life of the notes.

2027 Senior Unsecured Notes

On July 26, 2019, we issued $500 million of senior unsecured notes, which bear interest at a rate of 5.875% per annum and mature on July 15, 2027 ("the 2027 Senior Notes"). The 2027 Senior Notes were priced at 100% of par value and interest is payable semi-annually on July 15 and January 15. We may redeem the notes before July 15, 2025, in whole or in part, at applicable redemption prices noted in the indenture agreement. If we sell certain of our assets or have a change of control, the holders of the 2027 Senior Notes may require us to repurchase some or all of the notes. The 2027 Senior Notes are fully and unconditionally guaranteed on a senior unsecured basis by certain of our existing and future domestic restricted subsidiaries. The 2027 Senior Notes contain covenants with which we must comply that are typical for borrowing transactions of this nature. There are no registration rights associated with the 2027 Senior Notes.

We incurred approximately $10.7 million of deferred financing costs in connection with the issuance of the 2027 Senior Notes, which are being amortized over the life of the notes.

2031 Senior Unsecured Notes

On December 30, 2020, we issued $500 million of senior unsecured notes (the "2031 Senior Notes"), which bear interest at a rate of 5.375% per annum and mature on January 15, 2031. The proceeds of the 2031 Senior Notes were deposited into a segregated escrow account. The escrow account was subsequently released on January 7, 2021 and used toward the financing of the ION acquisition (See Note 3). The 2031 Senior Notes were priced at 100% of par value and interest is payable semi-annually on January 15 and July 15, commencing on July 15, 2021. Prior to January 15, 2024 we may redeem up to 40% of the aggregate principal amount of the 2031 Senior Notes at a redemption price of 105.375% of the principal amount plus accrued and unpaid interest, if any, to the date of redemption. We may also redeem some or all of the 2031 Senior Notes before January 15, 2026 at a redemption price of 100% of the principal amount, plus accrued and unpaid interest, if any, to the redemption date plus a "make whole" premium. On or after January 15, 2026 and before January 15, 2029, we may redeem the notes, in whole or in part, at applicable redemption prices noted in the indenture agreement. If we sell certain of our assets or have a change of control, the holders of the 2031 Senior Notes may require us to repurchase some or all of the notes. The 2031 Senior Notes are also guaranteed by us and the majority of our subsidiaries. The 2031 Senior Notes contain covenants with which we must comply that are typical for borrowing transactions of this nature.

We incurred approximately $12.5 million of deferred financing costs in connection with the issuance of the 2031 Senior Notes, which are being amortized over the life of the notes.

Debt Repurchase Authorization

In February 2023, our Board of Directors provided a new debt repurchase authorization, pursuant to which we may reduce, through redemptions or open market purchases and retirement, a combination of the outstanding principal balance of our senior secured and senior unsecured notes. The authorization permits an aggregate principal amount reduction of up to $500 million and expires on March 1, 2026. Our previous debt repurchase authorization was due to expire on March 1, 2023.

Debt Repurchase Transactions

During the first quarter of 2022, we redeemed $42.2 million of our 2027 Senior Notes at a weighted-average redemption price equal to 100.61% of the aggregate principal amount plus accrued and unpaid interest, $26.6 million of our 2029 Senior Notes at a weighted-average redemption price equal to 93.59% of the aggregate principal amount plus accrued and unpaid interest and $54.5 million of our 2031 Senior Notes at a weighted-average redemption price equal to 95.73% of the aggregate principal amount plus accrued and unpaid interest. The redemptions resulted in a gain on extinguishment of debt of $1.2 million, as the notes were redeemed for total consideration below par value of the notes.

During the fourth quarter of 2022, we redeemed $16.8 million of our 2027 Senior Notes at a weighted-average redemption price equal to 90.63% of the aggregate principal amount plus accrued and unpaid interest and $31.4 million of our 2031 Senior Notes at a weighted-average redemption price equal to 78.71% of the aggregate principal amount plus accrued and unpaid interest. The redemptions resulted in a gain on extinguishment of debt of $7.4 million, for a total gain on extinguishment of debt of $8.6 million for the year ended December 31, 2022.

During 2022, we made additional principal payments on the 2028 term loan totaling $100 million and wrote-off $1.1 million of deferred financing costs related to this term loan to interest expense.

On May 15, 2021, we redeemed the $400 million outstanding principal amount of our senior unsecured notes that were due to mature in 2025. The redemption price was equal to 102.563% of the aggregate principal amount plus accrued and unpaid interest. The redemption resulted in a loss on extinguishment of debt of $13.8 million, representing the premium paid to retire the notes and write-off of unamortized debt financing costs.

During the fourth quarter of 2021, we redeemed $15.4 million of our 2027 Senior Notes at a weighted-average redemption price equal to 103.94% of the aggregate principal amount plus accrued and unpaid interest and $22.0 million of our 2031 Senior Notes at a weighted-average redemption price equal to 101.13% of the aggregate principal amount plus accrued and unpaid interest. The redemptions resulted in a loss on extinguishment of debt of $1.5 million, for a total loss on extinguishment of debt of $15.3 million for the year ended December 31, 2021.

During 2021, we made additional principal payments on the 2028 term loan totaling $125 million and wrote-off $3.1 million of deferred financing costs related to this term loan to interest expense.

12. Fair Value Measurement

We measure certain financial assets and liabilities at fair value on a recurring basis, such as cash equivalents. The fair values of these financial assets were determined based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value. These levels of input are as follows:

- Level 1 — Quoted prices in active markets for identical assets or liabilities.
- Level 2 — Inputs, other than quoted market prices in active markets, that are observable either directly or indirectly.
- Level 3 — Unobservable inputs based on our own assumptions.

The following tables set forth our assets that are measured at fair value on a recurring basis at December 31, 2022 and 2021:

	December 31, 2022			
(in thousands)	Total	Level 1	Level 2	Level 3
Cash equivalents	$ 27	$ 27	$ —	$ —

	December 31, 2021			
(in thousands)	Total	Level 1	Level 2	Level 3
Cash equivalents	$ 32,536	$ 32,536	$ —	$ —

13. Other Liabilities

Other liabilities consisted of the following:

	As of December 31,	
(in thousands)	2022	2021
Employee compensation and benefits	$ 25,916	$ 29,175
Deferred FCC repack income	46,205	47,977
Programming liability	263,093	352,686
Liability for pension benefits	78,279	102,831
Liabilities for uncertain tax positions	14,144	12,280
Finance leases	28,063	—
Other	28,359	30,989
Other liabilities (less current portion)	$ 484,059	$ 575,938

14. Supplemental Cash Flow Information

The following table presents additional information about the change in certain working capital accounts:

	For the years ended December 31,		
(in thousands)	2022	2021	2020
Accounts receivable	$ (26,875)	$ (31,624)	$ (40,524)
Other current assets	5,653	12,488	22,644
Accounts payable	7,313	18,534	19,520
Accrued employee compensation and benefits	(24,080)	4,073	11,915
Accrued interest	(3,886)	18,459	1,162
Other accrued liabilities	4,991	2,336	(5,918)
Unearned revenue	(3,115)	(7,080)	3,397
Other, net	4,199	(21,407)	21,898
Total	$ (35,800)	$ (4,221)	$ 34,094

The following table reconciles cash and cash equivalents and restricted cash in the Consolidated Balance Sheets to cash, cash equivalents and restricted cash per the Consolidated Statements of Cash Flows.

	As of December 31,		
(in thousands)	2022	2021	2020
Cash and cash equivalents	$ 18,027	$ 66,223	$ 576,021
Restricted cash	—	34,257	1,050,000
Total cash, cash equivalents and restricted cash, end of year	$ 18,027	$ 100,480	$ 1,626,021

As disclosed in Note 6. Restricted Cash, the December 31, 2021 restricted cash balance reflects cash held in escrow from the KMGH Denver television station building sale, which was received in January 2022. The December 31, 2020 restricted cash balance represents the senior secured notes and senior unsecured notes proceeds that were segregated as financing for the January 7, 2021 closing of the ION Media Networks, Inc. acquisition.

15. Employee Benefit Plans

We sponsor a noncontributory defined benefit pension plan and non-qualified Supplemental Executive Retirement Plans ("SERPs"). Both the defined benefit plan and the SERPs have frozen the accrual of future benefits.

We sponsor a defined contribution plan covering substantially all non-union and certain union employees. We match a portion of employees' voluntary contributions to this plan.

Other union-represented employees are covered by defined benefit pension plans jointly sponsored by us and the union, or by union-sponsored multi-employer plans.

We use a December 31 measurement date for our retirement plans. Retirement plans expense is based on valuations as of the beginning of each year.

The components of the expense consisted of the following:

	For the years ended December 31,		
(in thousands)	2022	2021	2020
Interest cost	$ 17,332	$ 16,465	$ 19,799
Expected return on plan assets, net of expenses	(24,900)	(23,235)	(21,016)
Amortization of actuarial loss and prior service cost	4,034	6,210	4,672
Total for defined benefit plans	(3,534)	(560)	3,455
Multi-employer plans	—	—	5
SERPs	921	903	933
Defined contribution plan	15,257	14,394	14,074
Net periodic benefit cost	12,644	14,737	18,467
Allocated to discontinued operations	—	—	(522)
Net periodic benefit cost - continuing operations	$ 12,644	$ 14,737	$ 17,945

Other changes in plan assets and benefit obligations recognized in other comprehensive income (loss) were as follows:

	For the years ended December 31,		
(in thousands)	2022	2021	2020
Actuarial gain/(loss)	$ (12,703)	$ 27,318	$ (5,296)
Amortization of actuarial loss and prior service cost	4,034	6,210	4,672
Total	$ (8,669)	$ 33,528	$ (624)

In addition to the amounts summarized above, amortization of actuarial losses related to our SERPs recognized through other comprehensive income was $0.3 million in 2022, 2021 and 2020. We recognized actuarial gains for our SERPs of $3.6 million and $0.3 million in 2022 and 2021, respectively, and an actuarial loss of $1.0 million in 2020.

Assumptions used in determining the annual retirement plans expense were as follows:

	2022	2021	2020
Discount rate	2.95 %	2.64%	3.40%
Long-term rate of return on plan assets	5.50 %	5.50 %	5.50 %

The discount rate used to determine our future pension obligations is based on a dedicated bond portfolio approach that includes securities rated Aa or better with maturities matching our expected benefit payments from the plans.

The expected long-term rate of return on plan assets is based upon the weighted-average expected rate of return and capital market forecasts for each asset class employed.

Changes in other key actuarial assumptions affect the determination of the benefit obligations as of the measurement date and the calculation of net periodic benefit costs in subsequent periods.

Obligations and Funded Status — The defined benefit pension plan obligations and funded status are actuarially valued as of the end of each year. The following table presents information about our employee benefit plan assets and obligations:

	Defined Benefit Plan		SERPs	
	For the years ended December 31,			
(in thousands)	2022	2021	2022	2021
Change in projected benefit obligation:				
Projected benefit obligation at beginning of year	$ 603,309	$ 637,165	$ 18,023	$ 18,890
Interest cost	17,332	16,465	509	473
Benefits paid	(33,521)	(31,616)	(1,541)	(1,028)
Actuarial (gains)/losses	(137,098)	(18,705)	(3,598)	(312)
Projected benefit obligation at end of year	450,022	603,309	13,393	18,023
Plan assets:				
Fair value at beginning of year	517,148	492,827	—	—
Actual return on plan assets	(124,901)	31,848	—	—
Company contributions	24,999	24,089	1,541	1,028
Benefits paid	(33,521)	(31,616)	(1,541)	(1,028)
Fair value at end of year	383,725	517,148	—	—
Funded status	$ (66,297)	$ (86,161)	$ (13,393)	$ (18,023)
Amounts recognized in Consolidated Balance Sheets:				
Current liabilities	$ —	$ —	$ (1,411)	$ (1,353)
Noncurrent liabilities	(66,297)	(86,161)	(11,982)	(16,670)
Total	$ (66,297)	$ (86,161)	$ (13,393)	$ (18,023)
Amounts recognized in accumulated other comprehensive loss consist of:				
Net actuarial loss	$ 98,884	$ 90,197	$ 3,467	$ 7,364
Prior service cost	352	370	—	—

During 2022 and 2021, net actuarial gains decreased our benefit obligation primarily due to a year-over-year increase in the discount rate assumption. The recognized actuarial gains/losses are recorded in accumulated other comprehensive income (loss) and are reflected in the table above.

Information for plans with an accumulated benefit obligation and projected benefit obligation in excess of plan assets was as follows:

	Defined Benefit Plan		SERPs	
	As of December 31,			
(in thousands)	2022	2021	2022	2021
Accumulated benefit obligation	$ 450,022	$ 603,309	$ 13,393	$ 18,023
Projected benefit obligation	450,022	603,309	13,393	18,023
Fair value of plan assets	383,725	517,148	—	—

Assumptions used to determine the defined benefit pension plan benefit obligation were as follows:

	2022	2021	2020
Weighted average discount rate	5.47 %	2.95 %	2.64 %

In 2023, we expect to contribute $1.4 million to fund our SERPs. We have met regulatory funding requirements for our qualified defined benefit pension plan and do not have a mandatory contribution in 2023.

Estimated future benefit payments expected to be paid from the plans for the next ten years are $33.3 million in 2023, $33.9 million in 2024, $34.4 million in 2025, $34.7 million in 2026, $35.1 million in 2027 and a total of $175.9 million for the five years ending 2032.

Plan Assets and Investment Strategy

Our long-term investment strategy for pension assets is to earn a rate of return over time that minimizes future contributions to the plan while reducing the volatility of pension assets relative to pension liabilities. The strategy reflects the fact that we have frozen the accrual of service credits under our plans which cover the majority of employees. We evaluate our asset allocation target ranges for equity, fixed income and other investments annually. We monitor actual asset allocations quarterly and adjust as necessary. We control risk through diversification among multiple asset classes, managers and styles. Risk is further monitored at the manager and asset class level by evaluating performance against appropriate benchmarks.

Information related to our pension plan asset allocations by asset category were as follows:

	Target allocation	Percentage of plan assets as of December 31,	
	2023	2022	2021
US equity securities	13 %	13 %	15 %
Non-US equity securities	27 %	31 %	35 %
Fixed-income securities	55 %	55 %	49 %
Other	5 %	1 %	1 %
Total	100 %	100 %	100 %

U.S. equity securities include common stocks of large, medium and small capitalization companies, which are predominantly U.S. based. Non-U.S. equity securities include companies domiciled outside of the U.S. and American depository receipts. Fixed-income securities include securities issued or guaranteed by the U.S. government, mortgage backed securities and corporate debt obligations. Other investments include real estate funds and cash equivalents.

Under our asset allocation strategy, approximately 55% of plan assets are invested in a portfolio of fixed income securities with a duration approximately that of the projected payment of benefit obligations. The remaining 45% of plan assets are invested in equity securities and other return-seeking assets. The expected long-term rate of return on plan assets is based primarily upon the target asset allocation for plan assets and capital markets forecasts for each asset class employed.

The following table presents our plan assets as of December 31, 2022 and 2021:

	As of December 31,	
(in thousands)	2022	2021
Equity securities		
Common/collective trust funds	$ 170,867	$ 261,810
Fixed income		
Common/collective trust funds	210,226	252,731
Cash equivalents	2,632	2,607
Fair value of plan assets	$ 383,725	$ 517,148

Our investments are valued using net asset value as a practical expedient as allowed under U.S. GAAP and therefore are not valued using the fair value hierarchy.

Equity securities-common/collective trust funds and fixed income-common/collective trust funds are comprised of shares or units in commingled funds that are not publicly traded. The underlying assets in these funds (equity securities and fixed income securities) are publicly traded on exchanges and price quotes for the assets held by these funds are readily available. Common/collective trust funds are typically valued at their net asset values that are calculated by the investment manager or sponsor of the fund and have daily or monthly liquidity.

16. Segment Information

We determine our business segments based upon our management and internal reporting structure, as well as the basis that our chief operating decision maker makes resource allocation decisions.

Our Local Media segment includes our 61 local broadcast stations and their related digital operations. It is comprised of 18 ABC affiliates, 11 NBC affiliates, nine CBS affiliates and four FOX affiliates. We also have 12 CW affiliates - four on full power stations and eight on multicast; five independent stations and 10 additional low power stations. Our Local Media segment earns revenue primarily from the sale of advertising to local, national and political advertisers and retransmission fees received from cable operators, telecommunication companies, satellite carriers and over-the-top virtual MVPDs.

Our Scripps Networks segment is comprised of nine national television networks that reach nearly every U.S. television home through free over-the-air broadcast, cable/satellite, connected TV and digital distribution. These operations earn revenue primarily through the sale of advertising.

Our respective business segment results reflect the impact of intercompany carriage agreements between our local broadcast television stations and our national networks. We also allocate a portion of certain corporate costs and expenses, including accounting, procurement, human resources, employee benefit and information technology to our business segments. These intercompany agreements and allocations are generally amounts agreed upon by management, which may differ from an arms-length amount.

The other segment caption aggregates our operating segments that are too small to report separately. Costs for centrally provided services and certain corporate costs that are not allocated to the business segments are included in shared services and corporate costs. These unallocated corporate costs would also include the costs associated with being a public company. Corporate assets are primarily cash and cash equivalents, restricted cash, property and equipment primarily used for corporate purposes and deferred income taxes.

Our chief operating decision maker evaluates the operating performance of our business segments and makes decisions about the allocation of resources to our business segments using a measure called segment profit. Segment profit excludes interest, defined benefit pension plan amounts, income taxes, depreciation and amortization, impairment charges, divested operating units, restructuring activities, investment results and certain other items that are included in net income (loss) determined in accordance with accounting principles generally accepted in the United States of America.

Information regarding our business segments is as follows:

(in thousands)	For the years ended December 31, 2022	2021	2020
Segment operating revenues:			
Local Media	$ 1,494,357	$ 1,319,468	$ 1,488,237
Scripps Networks	961,242	951,883	309,076
Other	14,628	26,924	73,010
Intersegment eliminations	(17,012)	(14,743)	(12,845)
Total operating revenues	$ 2,453,215	$ 2,283,532	$ 1,857,478
Segment profit (loss):			
Local Media	$ 386,369	$ 268,140	$ 444,243
Scripps Networks	310,336	389,278	28,324
Other	(18,140)	359	18,173
Shared services and corporate	(82,280)	(75,576)	(60,758)
Acquisition and related integration costs	(1,642)	(40,373)	(18,678)
Restructuring costs	—	(9,436)	—
Depreciation and amortization of intangible assets	(160,433)	(161,922)	(107,155)
Gains (losses), net on disposal of property and equipment	(5,866)	30,275	(661)
Interest expense	(161,130)	(165,164)	(92,994)
Gain (loss) on extinguishment of debt	8,589	(15,347)	—
Defined benefit pension plan income (expense)	2,613	(343)	(4,388)
Gain on sale of Triton business	—	81,784	—
Losses on stock warrant	—	(99,118)	—
Miscellaneous, net	(1,953)	(15,469)	2,914
Income from continuing operations before income taxes	$ 276,463	$ 187,088	$ 209,020
Depreciation:			
Local Media	$ 40,479	$ 39,368	$ 42,934
Scripps Networks	19,360	17,109	5,133
Other	189	382	854
Shared services and corporate	1,915	1,498	1,495
Total depreciation	$ 61,943	$ 58,357	$ 50,416
Amortization of intangible assets:			
Local Media	$ 35,461	$ 40,315	$ 37,848
Scripps Networks	56,836	58,599	9,460
Other	1,870	2,147	8,077
Shared services and corporate	4,323	2,504	1,354
Total amortization of intangible assets	$ 98,490	$ 103,565	$ 56,739

A disaggregation of the principal activities from which we generate revenue is as follows:

	For the years ended December 31,		
(in thousands)	2022	2021	2020
Operating revenues:			
Core advertising	$ 1,549,277	$ 1,592,121	$ 915,515
Political	208,112	22,693	272,066
Distribution	660,317	620,454	592,514
Other	35,509	48,264	77,383
Total operating revenues	$ 2,453,215	$ 2,283,532	$ 1,857,478

The following table presents additions to property and equipment by segment:

	For the years ended December 31,		
(in thousands)	2022	2021	2020
Additions to property and equipment:			
Local Media	$ 58,350	$ 35,963	$ 42,611
Scripps Networks	13,444	23,871	2,020
Other	54	430	1,200
Shared services and corporate	374	2,114	646
Total additions to property and equipment	$ 72,222	$ 62,378	$ 46,477

Total assets by segment for the years ended December 31 were as follows:

	As of December 31,		
(in thousands)	2022	2021	2020
Assets:			
Local Media	$ 2,391,703	$ 2,431,730	$ 2,463,064
Scripps Networks	3,915,374	3,865,046	526,887
Other	52,571	27,582	198,215
Shared services and corporate	71,357	333,956	1,671,220
Total assets	$ 6,431,005	$ 6,658,314	$ 4,859,386

17. Commitments and Contingencies

In the ordinary course of business, we enter into contractual commitments for network affiliation agreements, the acquisition of programming and for other purchase and service agreements. Minimum payments on such contractual commitments at December 31, 2022 were: $856.5 million in 2023, $752.3 million in 2024, $563.3 million in 2025, $321.5 million in 2026, $86.0 million in 2027 and $33.8 million in later years. We expect these contracts will be replaced with similar contracts upon their expiration.

We are involved in litigation arising in the ordinary course of business, such as defamation actions and governmental proceedings primarily relating to renewal of broadcast licenses, none of which is expected to result in material loss.

18. Capital Stock and Share-Based Compensation Plans

Capital Stock — We have two classes of common shares, Common Voting shares and Class A Common shares. The Class A Common shares are only entitled to vote on the election of the greater of three or one-third of the directors and other matters as required by Ohio law.

In connection with the January 7, 2021 closing of the ION acquisition, we entered into a Securities Purchase Agreement with Berkshire Hathaway Inc., ("Berkshire Hathaway"), pursuant to which Berkshire Hathaway provided $600 million of financing in exchange for 6,000 Series A Preferred Shares of the Company. The Preferred Shares, having a face value of $100,000 per share, are perpetual and will be redeemable at the option of the Company beginning on the fifth anniversary of issuance, and redeemable at the option of the holders in the event of a Change of Control (as defined in the terms of the Preferred Shares), in each case at a redemption price of 105% of the face value, plus accrued and unpaid dividends (whether or not declared). As long as the Company pays quarterly dividends in cash on the Preferred Shares, the dividend rate will be 8% per annum. If dividends on the Preferred Shares, which compound quarterly, are not paid in full in cash, the rate will increase to 9% per annum for the remaining period of time that the Preferred Shares are outstanding. Preferred stock dividends were $48.0 million and $45.1 million in 2022 and 2021, respectively.

Class A Common Shares Stock Warrant — In connection with the Preferred Shares issuance, Berkshire Hathaway also received a warrant to purchase up to 23.1 million Class A shares, at an exercise price of $13 per share. The warrant is exercisable at the holder's option at any time or from time to time, in whole or in part, until the first anniversary of the date on which no Preferred Shares remain outstanding. Since the holder had the option to settle the warrant through cash payment of the exercise price and/or through surrendering portions of their Preferred Shares for the stated par value, a liability was recognized for the fair value of the warrant. The valuation model, classified within Level 3 of the fair value hierarchy, included inputs for the estimated term of the warrant, the historical volatility rate of Scripps common stock and the exercise price for the warrant. At time of issuance, the fair value of the warrant totaled $181 million and was being remeasured each reporting period with the changes in fair value of the warrant captured in the gains/losses on stock warrant caption in the Consolidated Statements of Operations.

On May 14, 2021, the warrant agreement was amended to only permit settlement of the warrant through cash payment of the exercise price. Following the warrant amendment, the warrant is no longer accounted for as a liability award where mark-to-market changes in the fair value of the warrant are captured as gains or losses in our operating results. The fair value of the warrant was remeasured on May 14, 2021 at $280 million. The increase in our stock price during 2021 was the primary contributor to the increase in the fair value of the warrant. The value of the liability on the amendment date was reclassified to equity within the caption Additional Paid-in Capital.

Share Repurchase Plan — Shares may be repurchased from time to time at management's discretion. Shares can be repurchased under the authorization via open market purchases or privately negotiated transactions, including accelerated stock repurchase transactions, block trades, or pursuant to trades intending to comply with Rule 10b5-1 of the Securities Exchange Act of 1934. In November 2016, our Board of Directors authorized a share repurchase program of up to $100 million of our Class A Common shares. We repurchased a total of $50.3 million of shares under this authorization prior to its expiration on March 1, 2020. In February 2020, our Board of Directors authorized a new share repurchase program of up to $100 million of our Class A Common shares through March 1, 2022. No shares were repurchased under either authorization during 2022, 2021 or 2020. Under the terms of the Preferred Shares, we are prohibited from paying dividends on and repurchasing our common shares until all Preferred Shares are redeemed.

Incentive Plans — The Company has a long-term incentive plan (the "Plan") that permits the granting of incentive and nonqualified stock options, stock appreciation rights, restricted stock units ("RSUs"), restricted and unrestricted Class A Common shares and performance units to key employees and non-employee directors.

We satisfy stock option exercises and vested stock awards with newly issued shares. We have not issued any new stock options since 2008. As of December 31, 2022, approximately 4.6 million shares were available for future stock compensation awards.

Restricted Stock Units — Awards of RSUs generally require no payment by the employee. RSUs are converted into an equal number of Class A Common shares when vested. These awards generally vest over a three or four year period, conditioned upon the individual's continued employment through that period. Awards vest immediately upon the retirement, death or disability of the employee or upon a change in control of Scripps or in the business in which the individual is employed. Unvested awards may be forfeited if employment is terminated for other reasons. Awards are nontransferable during the vesting period, but the awards are entitled to all the rights of an outstanding share, including receiving stock dividend equivalents. There are no post-vesting restrictions on awards granted to employees and non-employee directors.

Long-term incentive compensation includes performance share awards. Performance share awards represent the right to receive an award of RSUs if certain performance measures are met. Each award specifies a target number of shares to be issued and the specific performance criteria that must be met. The number of shares that an employee receives may be less or more than the target number of shares depending on the extent to which the specified performance measures are met or exceeded.

The following table summarizes our RSU activity:

	Number of Shares	Fair Value: Weighted Average	Fair Value: Range of Prices
Unvested at December 31, 2019	1,358,438	$ 18.68	$ 11-24
Awarded	1,588,134	8.86	7-12
Vested	(739,633)	11.52	7-17
Forfeited	(15,280)	13.37	8-23
Unvested at December 31, 2020	2,191,659	12.22	7-23
Awarded	1,375,565	22.63	14-23
Vested	(1,060,685)	20.32	15-24
Forfeited	(121,043)	16.19	9-23
Unvested at December 31, 2021	2,385,496	17.25	9-23
Awarded	1,867,083	19.19	14-22
Vested	(1,147,220)	21.20	11-22
Forfeited	(57,074)	20.07	9-23
Unvested at December 31, 2022	3,048,285	18.57	9-23

The following table summarizes additional information about RSU vesting:

(in thousands)	For the years ended December 31, 2022	2021	2020
Fair value of RSUs vested	$ 24,321	$ 21,548	$ 8,518
Tax benefits realized on vesting	5,902	5,101	2,019

Share-based Compensation Costs

Share-based compensation costs were as follows:

(in thousands)	For the years ended December 31, 2022	2021	2020
Total share-based compensation	$ 21,596	$ 22,334	$ 14,507
Included in discontinued operations	—	—	(492)
Included in continuing operations	$ 21,596	$ 22,334	$ 14,015
Share-based compensation, net of tax	$ 16,355	$ 17,047	$ 10,694

As of December 31, 2022, $33.1 million of total unrecognized compensation costs related to RSUs and performance shares is expected to be recognized over a weighted-average period of 2.3 years.

19. Accumulated Other Comprehensive Income (Loss)

Changes in the accumulated other comprehensive income (loss) ("AOCI") balance by component consisted of the following for the respective years:

(in thousands)	Defined Benefit Pension Items	Other	Total
As of December 31, 2020	$ (99,789)	$ (330)	$ (100,119)
Other comprehensive income (loss) before reclassifications, net of tax of $6,540 and $42	21,090	134	21,224
Amounts reclassified from AOCI, net of tax of $1,546	4,986	—	4,986
Net current-period other comprehensive income (loss)	26,076	134	26,210
As of December 31, 2021	(73,713)	(196)	(73,909)
Other comprehensive income (loss) before reclassifications, net of tax of $(2,209) and $17	(6,895)	52	(6,843)
Amounts reclassified from AOCI, net of tax of $1,051	3,281	—	3,281
Net current-period other comprehensive income (loss)	(3,614)	52	(3,562)
As of December 31, 2022	$ (77,327)	$ (144)	$ (77,471)

Amounts reclassified to net earnings for defined benefit pension items relate to the amortization of actuarial gains (losses) and settlement charges. These amounts are included within the defined benefit pension plan expense caption on our Consolidated Statements of Operations. See Note 15. Employee Benefit Plans for additional information.

20. Assets Held for Sale and Discontinued Operations

Stitcher

On October 16, 2020, we closed on the sale of our Stitcher podcasting business. Stitcher is classified as discontinued operations in our Consolidated Financial Statements.

Operating results of our discontinued Stitcher business were as follows:

	For the years ended December 31,	
(in thousands)	2021	2020
Operating revenues	$ —	$ 57,573
Total costs and expenses	(600)	(88,599)
Depreciation and amortization of intangible assets	—	(1,157)
Other, net	—	(174)
Loss from operations	(600)	(32,357)
Pretax gain on disposal	9,572	182,589
Gain from discontinued operations before income taxes	8,972	150,232
Provision for income taxes	(2,159)	(34,463)
Income from discontinued operations, net of tax	$ 6,813	$ 115,769

During 2021, the estimate for the contingent earnout consideration was increased by $9.1 million. In the third quarter of 2021, we received payment of $19.1 million for the 2020 earnout period. No value was assigned to the 2021 contingent earnout consideration. Stitcher’s discontinued operating results in 2020 included a contract termination charge that totaled $12 million. The 2020 gain on disposal for Stitcher reflected a $10 million fair value estimate for the contingent earnout consideration.

Triton Digital

During the first quarter of 2021, our Board of Directors approved the sale of our Triton Digital business. On February 16, 2021, we signed a definitive agreement to sell the business and the transaction closed on March 31, 2021. The sale generated total net proceeds of $225 million and we recognized a pre-tax gain from disposition totaling $81.8 million.

WPIX

When we acquired the Nexstar-Tribune television stations in 2019, we granted Nexstar the option to repurchase WPIX, the CW-affiliated station in New York City. The option was exercisable from March 31, 2020, through the end of 2021, and was assignable by Nexstar to a third party. In July 2020, Nexstar assigned their option to repurchase WPIX to Mission Broadcasting, Inc., and Mission immediately exercised the option. The option price was $75 million plus accrued interest, to be calculated on the period between September 19, 2019, the purchase date of WPIX, and the option sale closing date. The transaction closed on December 30, 2020 for cash consideration of $83.7 million. Including interest income of $7.6 million, we recognized gains from the WPIX disposition totaling $6.5 million in the fourth quarter of 2020. These gains are included within the miscellaneous, net caption on our Consolidated Statements of Operations.

SCRIPPS EXECUTIVE SEVERANCE
AND CHANGE IN CONTROL PLAN
(Effective as of February 25, 2020)

1. Establishment and Purpose of Plan. As of the Effective Date (as defined below), The E.W. Scripps Company established the Scripps Executive Severance and Change in Control Plan. The Plan is designed to provide severance protection to certain employees of the Company and its Subsidiaries who are expected to make substantial contributions to the success of the Company and thereby provide for stability and continuity of management. The benefits provided under this Plan shall be available to all Employees who, at or after the Effective Date, meet the eligibility requirements of Section 3. The Plan supersedes and replaces The E.W. Scripps Company Executive Severance Plan and the Scripps Senior Executive Change in Control Plan with respect to all Participants, effective as of the Effective Date.

2. Definitions. For purposes of the Plan, the following terms have the meanings set forth below:

"Accrued Rights" has the meaning given that term in Section 4(a) hereof.

"Annual Base Salary" means the Participant's annual rate of base salary in effect as of the Termination Date, and if the Termination Date occurs during a Change in Control Protection Period, prior to any reduction that would qualify as a Good Reason termination event.

"Cause" means: (a) embezzlement, fraud or other conduct that would constitute a felony (other than traffic-related citations); (b) willful unauthorized disclosure of confidential information; (c) gross misconduct or gross neglect in the performance of a Participant's duties; (d) willful failure to cooperate with a bona fide internal investigation or investigation by regulatory or law enforcement authorities, after being instructed by the Company to cooperate, or the willful destruction or failure to preserve documents or other material reasonably known to be relevant to such an investigation, or the willful inducement of others to fail to cooperate or to destroy or fail to produce documents or other material; (e) willful and material violation of the Company's written conduct policies, including but not limited to the Company's Employment Handbook and Ethics Code; or (f) failure by the Participant to perform the Participant's duties with the Company or its Subsidiaries in any material respect (other than any such failure resulting from the Participant's incapacity due to physical or mental illness). The Company will give a Participant written notice prior to termination of employment pursuant to sub-paragraphs (c), (d), (e) or (f) of the foregoing, setting forth the nature of any alleged failure, breach or refusal in reasonable detail and the conduct required to cure. Except for a failure, breach or refusal which, by its nature, cannot reasonably be expected to be cured, a Participant shall have 20 business days from the giving of such notice within which to cure any failure, breach or refusal under sub-paragraphs (c), (d), (e) or (f) of the foregoing; provided, however, that, if the Company reasonably expects irreparable injury from a delay of 20 business days, the Company may give a Participant notice of such shorter period within which to cure as is reasonable under the circumstances.

"Change in Control" means (a) any Person (within the meaning of Section 3(a)(9) of the Securities Exchange Act of 1934, as amended ("Exchange Act"), and as used in Sections 13(d) and 14(d) of the Exchange Act, including a "group" within the meaning of Section 13(d) of the Exchange Act) becomes a Beneficial Owner (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of a majority of the outstanding common voting shares, $.01 par value, of the Company (or shares of capital stock of the Company with comparable or unlimited voting

rights), excluding, however, any person that is or becomes a party to the Scripps Family Agreement, dated October 15, 1992, as amended currently and as it may be amended from time to time in the future (the "Family Agreement"); (b) individuals who, as of the Effective Date, constitute the Board (the "Incumbent Board") cease for any reason to constitute at least a majority of the Board; provided, however, that any individual becoming a director subsequent to the Effective Date whose election, or nomination for election by the Company's shareholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of the Incumbent Board, but excluding, for this purpose, any such individual whose initial assumption of office occurs as a result of an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board; or (c) assets of the Company accounting for 90% or more of the Company's revenues are disposed of pursuant to a merger, consolidation, sale, or plan of liquidation and dissolution (unless the parties to the Family Agreement have Beneficial Ownership of, directly or indirectly, a controlling interest (defined as owning a majority of the voting power) in the entity surviving such merger or consolidation or acquiring such assets upon such sale or in connection with such plan of liquidation and dissolution).

"Change in Control Protection Period" means the period beginning upon the occurrence of a Change in Control through and until the second anniversary of the occurrence of such Change in Control.

"COBRA" has the meaning given that term in Section 4(b)(iv) hereof.

"Code" means the Internal Revenue Code of 1986, as amended from time to time.

"Committee" means the Compensation Committee of the Board of Directors of the Company.

"Company" means The E.W. Scripps Company and any successor to its business or assets, by operation of law or otherwise.

"Disability" shall be defined by reference to the Company employee long-term disability plan covering the Participant.

"Effective Date" means February 25, 2020.

"Employee" means a full-time salaried employee of the Company or its Subsidiaries.
"ERISA" means the Employee Retirement Income Security Act of 1974, as amended.

"Good Reason" means the occurrence of any of the following events during a Change in Control Protection Period, without the Participant's consent: (a) a material diminution in the Participant's Annual Base Salary or Target Annual Incentive below the amount of Annual Base Salary or Target Annual Incentive in effect immediately prior to such Change in Control; (b) a material diminution in the Participant's authority, duties, or responsibilities as compared to his or her authority, duties, or responsibilities immediately prior to such Change in Control; (c) a material diminution in the authority, duties, or responsibilities of the supervisor to whom the Participant is required to report; (d) a material diminution in the budget over which the

Participant retains authority as compared to the budget over which he or she had authority immediately prior to such Change in Control; (e) a material change in geographic location at which the Participant is principally employed as compared to the geographic location immediately prior to such Change in Control; or (f) the Company's material breach of this Plan or any material term, provision or condition of employment of the Participant, unless the Participant's employment is terminated for Cause within the applicable cure period set forth below. A termination of the Participant's employment shall not be deemed to be for Good Reason unless (x) the Participant gives written notice to the Company of the existence of the event or condition constituting Good Reason within 30 calendar days after becoming aware of the initial occurrence or existence of such event or condition, and (y) the Company fails to cure such event or condition within 30 calendar days after receiving such notice. Additionally, should the Company fail to reasonably cure such event or condition, the Participant must terminate his employment within 90 calendar days after becoming aware of the initial occurrence or existence of the event or condition constituting Good Reason for such termination to be "Good Reason" hereunder.

"Participant" means an Employee who meets the eligibility requirements of Section 3 hereof.

"Plan" means the Scripps Executive Severance and Change in Control Plan as set forth herein and as from time to time in effect.

"Pro-Rated Annual Incentive" has the meaning given that term in Section 4(b) hereof.

"Qualified Termination" means any termination of a Participant's employment: (a) at any time by the Company without Cause (and not as a result of the Participant's Disability or death); or (b) solely during the Change in Control Protection Period, by the Participant for Good Reason.

"Release" has the meaning given that term in Section 5 hereof.

"Section 409A" means Section 409A of the Code and any proposed, temporary or final regulations, or any other guidance, promulgated with respect to such Section 409A by the U.S. Department of Treasury or the Internal Revenue Service.

"Separation from Service" means a Participant's separation from service from the Company and its Subsidiaries within the meaning of Section 409A.

"Severance Multiple" means, with respect to a Participant, the severance multiple established by the Committee and communicated to the Participant by the Company. The Committee shall establish two different Severance Multiples for each Participant, so that one Severance Multiple applies to the Participant's Qualified Termination other than during a Change in Control Protection Period, and the other one applies to a Qualified Termination that occurs during a Change in Control Protection Period. The Severance Multiple is set forth on Exhibit A, as amended from time to time.

"Subsidiary" means a corporation, partnership, joint venture, unincorporated association or other entity in which the Company owns, directly or indirectly, an equity interest of fifty percent or more.

"Target Annual Incentive" means the amount of cash compensation that would be payable to the Participant under the annual incentive plan applicable to the Participant for the performance period during which the Termination Date occurs, computed assuming that the "target" level of performance has been achieved, and if the Termination Date occurs during a Change in Control Protection Period, prior to any reduction that would qualify as a Good Reason termination event.

"Termination Date" means the date on which a Participant has a Separation from Service.

3. Eligibility.

(a) Participation. Each person who is an Employee and who is designated by the Committee to be a Participant in this Plan shall be a Participant commencing on the date established by the Committee. In lieu of expressly designating Employees for participation in the Plan, the Committee may establish eligibility criteria providing for participation of all Employees who satisfy such criteria. Notwithstanding the foregoing, an Employee who is subject to an employment agreement with the Company or a Subsidiary shall not be eligible to participate in the Plan.

(b) Duration of Participation. A Participant shall cease to be a Participant and shall have no rights hereunder, without further action, when (i) he or she ceases to be an Employee, unless such Participant is then entitled to a severance payment as provided in Section 4 hereof, (ii) the Committee designates a Participant to be ineligible to continue to participate in this Plan as a result of a change in the Participant's job title or duties, or for any other reason, in accordance with Section 15 hereof, or (iii) the Plan terminates in accordance with Section 15 hereof. Notwithstanding the foregoing, a Participant entitled to a severance payment under Section 4 shall remain a Participant in this Plan until the full amount of the severance payment has been paid to the Participant.

(c) Employment Rights. Participation in the Plan does not alter the status of a Participant as an at-will employee, and nothing in the Plan will reduce or eliminate the right of the Company and its Subsidiaries to terminate a Participant's employment at any time for any reason or the right of a Participant to resign at any time for any reason.

4. Termination of Employment.

(a) Termination by the Company for Cause; Voluntary Resignation by the Participant. If a Participant's employment is terminated either (x) by the Company or its Subsidiaries for Cause at any time or (y) other than during a Change in Control Protection Period, by resignation of the Participant for any reason or no reason, or (z) during a Change in Control Protection Period, by resignation of the Participant without Good Reason, the Participant will not be entitled to any compensation or benefits under the Plan other than the sum of (i) the portion of the Participant's base salary earned through the Termination Date, to the extent not theretofore paid; (ii) the amount of any incentive compensation under the annual incentive plan applicable to the Participant that has been earned by the Participant for a completed performance period preceding the Termination Date, but has not yet been paid to the Participant; and (iii) any accrued paid-time off to the extent not theretofore paid (the sum of the amounts described in clauses (i), (ii) and (iii) shall be hereinafter referred to as the "Accrued Rights"). The Accrued

Rights will be paid to the Participant in a single lump sum within 30 calendar days after the Participant's Termination Date (but in no event later than March 15 of the calendar year immediately following the year in which the amounts are earned), or as otherwise may be provided in a valid deferral election made pursuant to the terms of the Company's deferred compensation plan.

(b) Qualified Termination Other Than During a Change in Control Protection Period. If a Participant incurs a Qualified Termination other than during a Change in Control Protection Period, then the Participant will be entitled to receive the following payments:

(i) Accrued Rights. The Accrued Rights, payable in a single lump sum within 30 calendar days after the Participant's Termination Date (but in no event later than March 15 of the calendar year immediately following the year in which the amounts are earned).

(ii) Pro-Rated Annual Incentive. If and only if the Termination Date occurs after the first 45 calendar days of a performance period, a lump sum payment equal to the annual incentive that would have been payable under the annual incentive plan covering the Participant for that performance period, based on actual performance during the entire performance period and without regard to any discretionary adjustments that have the effect of reducing the amount of the annual incentive (other than discretionary adjustments applicable to all similarly-situated executives who did not terminate employment), pro-rated for the portion of the performance period through the Termination Date (the "Pro-Rated Annual Incentive"). Such payment shall be made at the same time that payments are made to other participants in the annual incentive plan for that performance period and shall be in lieu of any annual incentive that the Participant would have otherwise been entitled to receive under the terms of the annual incentive plan covering the Participant for the performance period during which the Termination Date occurs.

(iii) Severance Payment. Subject to Section 5 hereof, a lump sum payment equal to the product of (A) the sum of the Participant's Annual Base Salary and Target Annual Incentive, multiplied by (B) the Participant's Severance Multiple applicable to a Qualified Termination that occurs other than during a Change in Control Protection Period, payable within 20 calendar days after the Release described in Section 5 becomes effective and irrevocable in accordance with its terms.

(iv) Health Care Coverage. Subject to Section 5 hereof, an amount equal to the product of (A) the Participant's Severance Multiple applicable to a Qualified Termination that occurs other than during a Change in Control Protection Period (or, if greater, the number 1), multiplied by (B) the annual cost payable by the Participant, as measured as of his or her Termination Date, to obtain coverage under the Consolidated Omnibus Budget Reconciliation Act ("COBRA") for the Participant and, if applicable, his or her spouse and eligible dependents under the Company's employee group health plan at the level in effect on such Termination Date. Such amount shall be payable in a single lump sum within 20 calendar days after the Release described in Section 5 becomes effective and irrevocable in accordance with its terms. Such amount shall be payable whether or not the Participant and his or her spouse and eligible dependents elect to continue medical care coverage under the Company's group health care plans under COBRA.

(v) Equity Awards. Subject to Section 5 hereof, all outstanding and unvested equity awards of the Company granted to the Participant shall become immediately vested and exercisable; *provided* that, any such awards with respect to which the number of shares underlying the award depends upon performance shall vest as if the Participant had remained employed for the entire applicable performance period, determined based upon actual performance during the entire performance period, and shall become payable at the same time that the applicable awards are payable to other active-employee participants for that performance period. In addition, and subject to Section 5 hereof, all outstanding and vested Company stock

options (including those that vest pursuant to the operation of the immediately preceding sentence) will remain exercisable for the full duration of their term.

(vi) Financial Planning. Subject to Section 5 hereof, the Company shall, at its sole expense as incurred, continue to provide the Participant with financial planning services, under the terms, and subject to the conditions, of the financial planning policy applicable to Participant on the Termination Date, through the end of the year in which the Termination Date occurs.

(c) Death or Disability. In the event of the termination of a Participant's employment with the Company and its Subsidiaries at any time (including during the Change in Control Protection Period) as a result of death or Disability, the Participant will be entitled to receive the following payments:

(i) Accrued Rights. The Accrued Rights, payable in a single lump sum within 60 calendar days after the Participant's Termination Date (but in no event later than March 15 of the calendar year immediately following the year in which the amounts are earned).

(ii) Pro-Rated Annual Incentive. If and only if the Termination Date occurs after the first 45 calendar days of a performance period, a Pro-Rated Annual Incentive for that performance period, payable at the same time that payments are made to other participants in the annual incentive plan covering the participant for the performance period in which the Termination Date occurs. Such payment shall be in lieu of any annual incentive that the Participant would have otherwise been entitled to receive under the terms of the annual incentive plan covering the Participant for the performance period during which the Termination Date occurs.

(iii) Annual Base Salary. Subject to Section 5 hereof, a lump sum payment equal to the Participant's Annual Base Salary, payable in a single lump sum within 60 calendar days after the Participant's Termination Date (which payment shall serve as an offset to any salary continuation benefits provided under the applicable Company employee long-term disability plan to the extent provided in that plan).

(d) Qualified Termination During a Change in Control Protection Period. If a Participant incurs a Qualified Termination during a Change in Control Protection Period, then, subject to Section 5 hereof, the Participant will be entitled to receive the following payments:

(i) Severance. The Company shall pay or provide, or cause to be paid or provided, to the Participant the payments and benefits set forth in Section 4(b) above, provided that (A) the Severance Multiple referenced in Sections 4(b)(iii)(B) and 4(b)(iv)(A) of the Plan shall mean the Severance Multiple applicable to the Participant in the event a Qualified Termination occurs during a Change in Control Protection Period; (B) the Pro-Rated Annual Incentive shall be calculated assuming that "target" performance had been achieved for each performance goal, rather than based on actual performance results (and shall be payable even if the Termination Date occurs within the first 45 calendar days of the performance period); and (C) unless the provisions of Section 4(b)(v) hereof provide a greater benefit to the Participant (in which case those provisions shall control), the vesting of equity awards shall be governed by the terms of the applicable Company equity plan and award agreements in lieu of the treatment provided in Section 4(b)(v).

(ii) SERP Enhancement. In addition to the payments and benefits set forth in Section 4(b) of the Plan (as modified by Section 4(d)(i) above), the Company shall pay, or cause to be paid, to the Participant an amount equal to the excess, if any, of (A) the actuarial equivalent of the benefit under the Company's Supplemental Executive Retirement Plan that the Participant would receive under the terms of that plan as in effect on the Change in Control if the Participant's age (but not his years of service) were increased by the number of years equal to his Severance Multiple that applies to a Qualified Termination that occurs during a Change in Control Protection Period, over (B) the actuarial equivalent of the Participant's actual benefit under the Supplemental Executive Retirement Plan as of the Termination Date (the "SERP

Enhancement”), which amount shall be payable within 20 calendar days after the Release described in Section 5 becomes effective and irrevocable in accordance with its terms. In calculating the SERP Enhancement, the Company shall use actuarial assumptions no less favorable to the Participant than the most favorable of those in effect under the Company’s qualified defined benefit plan applicable to the Participant at any time from the day immediately prior to the Change in Control.

(e) Section 280G. Notwithstanding anything in this Plan to the contrary, in the event it shall be determined that any payment or distribution by the Company or any of its affiliated companies to or for the benefit of the Participant (whether paid or payable or distributed or distributable pursuant to the terms of this Plan or otherwise) (a “Payment”) would be an excess parachute payment within the meaning of section 280G of the Code (such excess only, an “Excess Payment”), then the Participant shall forfeit the Excess Payments to the extent the after-tax value to the Participant of the Payments as reduced by such forfeiture would be greater than the after-tax value to the Participant of the Payments absent such forfeiture. The forfeiture of Excess Payments, if applicable, shall be applied by: first reducing the cash severance described in Section 4(d)(i)(A) hereof, then to cancellation of accelerated vesting of performance-based equity awards (based on the reverse order of the date of grant), then to cancellation of accelerated vesting of other equity awards (based on the reverse order of the date of grant), and then to any other Payments on a pro-rata basis. All determinations required to be made under this Section 4(e), and the assumptions to be used in arriving at such determination, shall be made by a major accounting firm with expertise in such matters designated by the Company (the “Accounting Firm”), which shall provide detailed supporting calculations both to the Company and the Participant. In connection with making determinations under this Section 4(e), the Accounting Firm shall take into account the value of any reasonable compensation for services to be rendered by the Participant before or after the change in control, including any noncompetition provisions that may apply to the Participant (whether or not set forth in this Plan), and the Company shall cooperate in the valuation of any such services, including any noncompetition provisions. Any determination by the Accounting Firm in good faith shall be binding upon the Company and the Participant. All fees and expenses of the Accounting Firm for services performed pursuant to this Section 4(e) shall be borne solely by the Company.

5. Release. The compensation and benefits to be provided under Sections 4(b)(iii), 4(b)(iv), 4(b)(v), 4(c)(iii), 4(d)(i) or 4(d)(ii) hereof shall be provided only if the Participant (or, in the case of death or Disability of the Participant, the Participant’s legal representative, if applicable) timely executes and does not timely revoke a release of claims on a form provided by the Company (the “Release”). The Release must be signed by the Participant or his or her legal representative, if applicable, and become effective and irrevocable in accordance with its terms (taking into account any applicable revocation period set forth therein), within 52 days after the Termination Date. If the Participant fails to execute and furnish the Release, or if the Release furnished by the Participant has not become effective and irrevocable in accordance with its terms (taking into account any applicable revocation period set forth therein) by the 52nd day after the Participant’s Termination Date, the Participant will not be entitled to any payment or benefit under the Plan other than the Accrued Rights and the Pro-Rated Annual Incentive. The Company’s payment obligations and the Participant’s right to any severance benefits under Sections 4(b)(iii), 4(b)(iv), 4(b)(v), 4(c)(iii), 4(d)(i) and 4(d)(ii) hereof shall cease in the event the Participant breaches the Release. Any such cessation of payment shall not reduce any monetary damages that may be available to the Company as a result of such breach.

6. No Mitigation. In no event shall the Participant be obligated to seek other employment or take any other action by way of mitigation of the amounts payable to the Participant under any of the provisions of this Plan and such amounts shall not be reduced whether or not the Participant obtains other employment.

7. Effect on Other Plans, Agreements and Benefits. Except to the extent expressly set forth herein, any benefit or compensation to which a Participant is entitled under any agreement between the Participant and the Company or any of its Subsidiaries or under any plan maintained by the Company or any of its Subsidiaries in which the Participant participates or participated shall not be modified or lessened in any way, but shall be payable or provided according to the terms of the applicable plan or agreement. Further, the Participant's voluntary termination of employment, with or without Good Reason, shall in no way affect the Participant's ability to terminate employment by reason of the Participant's "retirement" under, or to be eligible to receive benefits under, any compensation and benefits plans, programs or arrangements of the Company, including, without limitation, any retirement or pension plans or arrangements or substitute plans adopted by the Company, and any termination which otherwise qualifies as Good Reason shall be treated as such even if it is also a "retirement" for purposes of any such plan. Notwithstanding the foregoing, any benefits received by a Participant pursuant to this Plan shall be in lieu of any severance benefits to which the Participant would otherwise be entitled under any general severance policy or other severance plan maintained by the Company for its management personnel (other than a stock option, restricted stock, supplemental retirement, deferred compensation or similar plan or agreement which may contain provisions operative on a termination of the Participant's employment or may incidentally refer to accelerated vesting or accelerated payment upon a termination of employment). Any economic or other benefit to a Participant under this Plan, other than the Accrued Rights, will not be taken into account in determining any benefits to which the Participant may be entitled under any profit-sharing, retirement or other benefit or compensation plan maintained by the Company and its Subsidiaries, unless provided otherwise in any such plan.

8. Administration. The Plan shall be administered by the Committee, which shall be the plan administrator for purposes of ERISA. The Committee shall have complete discretion to interpret where necessary all provisions of the Plan (including, without limitation, by supplying omissions from, correcting deficiencies in, or resolving inconsistencies or ambiguities in, the language of the Plan), to make factual findings with respect to any issue arising under the Plan, to determine the rights and status under the Plan of Participants or other persons, to resolve questions (including factual questions) or disputes arising under the Plan and to make any determinations with respect to the benefits payable under the Plan and the persons entitled thereto as may be necessary for the purposes of the Plan. Without limiting the generality of the foregoing, the Committee is hereby granted the authority (a) to determine whether a particular employee is a Participant, and (b) to determine if a person is entitled to benefits hereunder and, if so, the amount and duration of such benefits. This provision is included in the Plan for the express purpose of giving and granting to the Committee the maximum discretionary authority possible under *Firestone Tire and Rubber Company v. Bruch*, 489 U.S. 101 (1989). The Committee's determination of the rights of any person hereunder shall be final and binding on all persons, subject only to the provisions of Section 9 hereof. The Committee may delegate any of its administrative duties, including, without limitation, duties with respect to the processing, review, investigation, approval and payment of benefits, to a named administrator or administrators.

9. Claims Procedure.

(a) In General. Any person who thinks that he or she is entitled to receive a benefit under the Plan shall make application in writing on the form and in the manner prescribed by the Committee. If any claim for benefits filed by any person under the Plan (the "claimant") is denied in whole or in part, the Committee shall issue a written notice of such adverse benefit determination to the claimant. The notice shall be issued to the claimant within a reasonable

period of time but in no event later than 90 calendar days from the date the claim for benefits was filed. The notice issued by the Committee shall be written in a manner calculated to be understood by the claimant, and shall include the following: (i) the specific reason or reasons for any adverse benefit determination; (ii) the specific Plan provisions on which any adverse benefit determination is based; (iii) a description of any further material or information that is necessary for the claimant to perfect his or her claim and an explanation of why the material or information is needed; and (iv) an explanation of the Plan's claim review procedure and time limits applicable to the Plan's claim review procedures, including a statement of the claimant's right to bring a civil action under Section 502(a) of ERISA following an adverse benefit determination on review. The Committee shall comply with the additional requirements prescribed by DOL Reg. 2560.503-1 for claims including a determination of Disability.

(b) Appeal. If the Committee denies a claim for benefits in whole or in part, or the claim is otherwise deemed to have been denied, the claimant or his or her duly authorized representative may submit to the Committee a written request for review of the claim denial within 60 calendar days of the receipt of the notice of adverse benefit determination, which request shall contain the following information: (i) the date on which the claimant's request was filed with the Committee; provided, however, that the date on which the claimant's request for review was in fact filed with the Committee shall control in the event that the date of the actual filing is later than the date stated by the claimant pursuant to this clause (i); (ii) the specific portions of the adverse benefit determination which the claimant requests the Committee to review; (iii) a statement by the claimant setting forth the basis upon which he or she believes the Committee should reverse the previous adverse benefit determination and accept his or her claim as made; and (iv) any written material (offered as exhibits) which the claimant desires the Committee to examine in its consideration of his or her position as stated pursuant to clause (iii) of this paragraph. The claimant or his or her duly authorized representative may: (x) submit written comments, documents, records and other information relating to the claim for benefits, and (y) review pertinent documents, including, upon request in the manner and form prescribed by the Committee and free of charge, be provided reasonable access to, and copies of, all documents, records, and other information relevant to the claimant's claim for benefits.

(c) Review. The review by the Committee shall take into account all comments, documents, records, and other information submitted by the claimant relating to the claim, without regard to whether such information was submitted or considered in the initial benefit determination. The Committee shall furnish a written decision on review not later than 60 calendar days after receipt of the written request for review of the adverse benefit determination, unless special circumstances require an extension of the time for processing the appeal. If an extension of time for review is required because of special circumstances, written notice of the extension shall be furnished to the claimant prior to the commencement of the extension, and the Committee shall furnish a written decision on review not later than 120 calendar days after receipt of the written request for review of the adverse benefit determination. The decision on review shall be in writing, shall be written in a manner calculated to be understood by the claimant, and, in the case of an adverse benefit determination on review, shall include (i) specific reasons for the adverse benefit determination, (ii) references to the specific Plan provisions on which the decision is based, (iii) a statement that the claimant is entitled to receive, upon request and free of charge, reasonable access to, and copies of, all documents, records and other information relevant to the claimant's claim for benefits, (iv) a statement that there is no voluntary appeal procedure offered by the Plan, and (v) a statement of the claimant's right to bring a civil action under Section 502(a) of ERISA following an adverse benefit determination on review. The Committee shall comply with the additional requirements prescribed by DOL Reg. 2560.503-1 for review of claims including a determination of Disability.

10. Participants Deemed to Accept Plan. By accepting any benefit under the Plan, each Participant and each person claiming under or through any such Participant shall be conclusively deemed to have indicated his or her acceptance and ratification of, and consent to, all of the terms and conditions of the Plan and any action taken under the Plan by the Committee or the Company or its Subsidiaries, in any case in accordance with the terms and conditions of the Plan.

11. Successors.

(a) Company Successors. This Plan shall bind any successor of the Company, its assets or its businesses (whether direct or indirect, by purchase, merger, consolidation or otherwise), in the same manner and to the same extent that the Company would be obligated under this Plan if no succession had taken place. In the case of any transaction in which a successor would not by the foregoing provision or by operation of law be bound by this Plan, the Company shall require such successor expressly and unconditionally to assume and agree to perform the Company's obligations under this Plan, in the same manner and to the same extent that the Company would be required to perform if no such succession had taken place. The term "Company," as used in this Plan, shall mean the Company as heretofore defined and any successor or assignee to the business or assets which by reason hereof becomes bound by this Plan.

(b) Participant Successors. This Plan shall inure to the benefit of and be enforceable by the Participant's personal or legal representatives, executors, administrators, successors, heirs, distributees and/or legatees. The rights under this Plan are personal in nature and neither the Company nor any Participant shall, without the consent of the other, assign, transfer or delegate any rights or obligations hereunder except as expressly provided in this Section 11. Without limiting the generality of the foregoing, the Participant's right to receive a benefits hereunder shall not be assignable, transferable or delegable, whether by pledge, creation of a security interest or otherwise, other than by a transfer by his or her will or by the laws of descent and distribution and, in the event of any attempted assignment or transfer contrary to this Section 11(b), the Company shall have no liability to pay any amount so attempted to be assigned, transferred or delegated.

12. Unfunded Plan Status. All payments pursuant to the Plan shall be made from the general funds of the Company and no special or separate fund shall be established or other segregation of assets made to assure payment. No Participant or other person shall have under any circumstances any interest in any particular property or assets of the Company as a result of participating in the Plan.

13. Withholding. The Company may deduct and withhold from any amounts payable under the Plan such federal, state, local, foreign or other taxes as are required to be withheld pursuant to any applicable law or regulation.

14. Notice. All notices and other communications provided for in this Plan shall be in writing and shall be given to the other party by hand delivery, by electronic mail, or by private overnight delivery, in each case with proof of receipt, addressed as follows: (i) if to a Participant, at the most recent address in the records of the Company, and (ii) if to the Company, The E. W. Scripps Company, 28th Floor, 312 Walnut Street, Cincinnati, Ohio, 45202, Attention: General Counsel or Chief Executive Officer. Notice and communications shall be effective when actually received by the addressee.

15. Amendment and Termination.

(a) Amendment. The Committee expressly reserves the right, at any time and from time to time, without either the consent of or any prior notification to Participants, to amend, suspend or terminate the Plan, in whole or in part.

(b) Effect of Amendment or Termination. Notwithstanding the foregoing, (i) no amendment or termination of the Plan shall impair the rights of a Participant who is entitled to a severance payment as provided in Section 4 unless such amendment or termination is agreed to in a writing signed by the Participant (or his or her legal representative) and the Company; and (ii) the Company shall provide written notice to each affected Participant, in accordance with Section 14 hereof, at least ninety (90) calendar days prior to the effectiveness of the termination of the Plan, the removal of an individual as a Participant in the Plan, or any other amendment to the Plan that materially impairs the rights of the Participant under the Plan. Notwithstanding the foregoing, during a Change in Control Protection Period, the Plan shall not be subject to termination, modification or amendment in any respect which materially impairs the rights of the Participants hereunder (including the removal of an individual as a Participant) without the consent of each Participant so affected.

16. Governing Law. Except to the extent preempted by federal law, the provisions of the Plan shall be governed and construed in accordance with the laws of the State of Ohio.

17. Validity and Severability. The invalidity or unenforceability of any provision of the Plan shall not affect the validity or enforceability of any other provision of the Plan, which shall remain in full force and effect, and any prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

18. Headings; Interpretation. Headings in this Plan are inserted for convenience of reference only and are not to be considered in the construction of the provisions hereof. Unless the context clearly requires otherwise, the masculine pronoun wherever used herein shall be construed to include the feminine pronoun.

19. Section 409A. It is intended that the payments provided under Section 4 of this Plan shall be exempt from the application of the requirements of Section 409A. This Plan shall be construed, administered, and governed in a manner that effects such intent, and the Committee shall not take any action that would be inconsistent with such intent. Specifically, any taxable benefits or payments provided under this Plan are intended to be separate payments that qualify for the "short-term deferral" exception to Section 409A to the maximum extent possible, and to the extent they do not so qualify, are intended to qualify for the separation pay exceptions to Section 409A, to the maximum extent possible. If none of these exceptions (or any other available exception) applies, then notwithstanding anything contained herein to the contrary, and to the extent required to comply with Section 409A, the payment shall be made on the first business day of the seventh month following the Termination Date. To the extent that the period during which a Participant's Release must become effective and irrevocable pursuant to Section 5 hereof begins in one calendar year and ends in a second calendar year, any payments subject to Section 409A shall be made or commence, to the extent required to comply with Section 409A, in the second calendar year and after the Participant's Release has become effective and irrevocable in accordance with its terms. The payments and benefits provided under this Plan may not be deferred, accelerated, extended, paid out or modified in a manner that would result in the imposition of an additional tax under Section 409A upon Participants. Although the Company will use its best efforts to avoid the imposition of taxation, interest and penalties under Section 409A, the tax treatment of the benefits provided under this Plan is not warranted or guaranteed. Neither the Company, its Subsidiaries nor their respective directors, officers,

employees or advisers shall be held liable for any taxes, interest, penalties or other monetary amounts owed by a Participant (or any other individual claiming a benefit through the Participant) as a result of this Plan.

Exhibit A
Severance Multiple

[Name of Participant]	Qualified Termination **other than** during a Change in Control Protection Period	Qualified Termination that occurs **during a** Change in Control Protection Period
Severance Multiple	0.5x	1.0x

The E. W. Scripps Company
Code of Business Conduct and Ethics
for the Chief Executive Officer and Senior Financial Officers

A. Introduction

This Code of Business Conduct and Ethics for the Chief Executive Officer and Senior Financial Officers (“Code”) requires that The E. W. Scripps Company’s (“Scripps”) chief executive officer, chief financial officer, controller and other senior financial officers adhere to and advocate that the principles and responsibilities identified in Section C govern their professional and ethical conduct.

Those who violate the standards in the Code will be subject to disciplinary action up to and including the ending of their employment and may also be subject to civil and criminal penalties.

B. Adoption Date

The Audit Committee of Scripps board of directors adopted this Code on October 28, 2003. The Nominating and Governance committee of the Scripps Board of Directors reviews this Code on an annual basis and has revised this Code on February 24, 2020 and again on February 15, 2023.

C. Principles and Responsibilities

1. Senior Financial Officers shall act with honesty and integrity and shall avoid actual or perceived conflicts of interest in their personal and professional relationships. Senior Financial Officers shall disclose to the appropriate person (as identified in Section D of this Code) any material transaction or relationship that reasonably could be expected to give rise to such a conflict or perception of a conflict.

2. Senior Financial Officers shall provide information that is full, fair, accurate, timely, and understandable in all periodic reports and disclosures to the U. S. Securities and Exchange Commission and all other constituents.

3. Senior Financial Officers shall comply with the rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies.

4. Senior Financial Officers shall act in good faith, responsibly, with due care, competence, and diligence. They shall not misrepresent material facts or allow their independent judgments to be subordinated.

5. Senior Financial Officers shall respect the confidentiality of information acquired in the course of their work except when authorized or otherwise legally obligated to disclose. They shall not use confidential information acquired in the course of their work for personal advantage or share such information with third parties.

6. Senior Financial Officers shall proactively promote ethical behavior as a responsible partner among peers, in the work environment, and the community.

7. Senior Financial Officers shall act responsibly in their use of and control over all assets and resources.

D. Reporting of material transactions or relationships that reasonably could be expected to give rise to a conflict of interest or other violation of this Code.

Senior Financial Officers are encouraged to promptly talk to supervisors, human resources business partner, chief ethics officer or other appropriate personnel about observed and/or reported illegal or unethical behavior and when in doubt about the best course of action in a particular situation. Scripps prohibits retaliation against anyone who, in good faith,

reports misconduct by others or who participates in an investigation of such behavior. Senior Financial Officers are expected to cooperate in internal investigations of misconduct.

Compliance steps to keep in mind:

1. Make sure you have all the facts.

2. Discuss the issue with your supervisor, human resources business partner, chief ethics officer or another appropriate manager.

3. Seek help from Scripps resources. In the rare cases where it may not be appropriate to discuss an issue with your supervisor or where you do not feel comfortable approaching your supervisor with your question, discuss the matter locally with another member of management. If that is not appropriate, contact Dan Perschke, Vice President, Controller, at 513/898-4050; David Giles, Senior Vice President, Deputy General Counsel and Chief Ethics Officer, at 513/977-3891; Mark Koors, Vice President, Audit and Compliance, 513/977-3930: or William Appleton, Executive Vice President and General Counsel, at 513/977-3993.

4. If for any reason you are unable to use Scripps resources, Senior Financial Officers are encouraged to utilize either the EthicsPoint Internet portal or a toll-free telephone number as reporting vehicles. The Company has contracted with Navex, Inc, which operates EthicsPoint, a web portal that offers an anonymous reporting solution for employees and non-employees. The telephone number is 888/397-4911 and the website is www.ethicspoint.com. The anonymous company-monitored Ethics hotline is 513/977-3886. These anonymous reporting vehicles are offered so that employees have a confidential method to report a situation that maybe in violation of Scripps policies or local or federal law or regulations. Use of these vehicles can assure access to the Scripps Board of Directors through its Audit Committee or Nominating and Governance Committee.

E. Compliance with the Code of Business Conduct and Ethics for the Chief Executive Officer and Senior Financial Officers

Scripps chief executive officer, chief financial officer and other senior financial officers are required at least annually to review this Code. Annually, such persons are required to sign a compliance statement reflecting their conformity with this Code.

F. Waivers of the Code

Any waiver of this Code may be made only by the Scripps Board of Directors or a board committee and will be promptly disclosed as required by law or stock exchange rules.

I have received a copy of The E.W. Scripps Company Code of Business Conduct and Ethics for the Chief Executive Officer and Senior Financial Officers ("Code"). I have read and understand the principles and responsibilities of the Code and will comply with them at all times.

Receipt Acknowledged By:

________________________________ ______________________
Signature Date

____
Title

Exhibit 21

MATERIAL SUBSIDIARIES OF THE COMPANY

Name of Subsidiary	Jurisdiction of Incorporation
Scripps Media, Inc.	Delaware

Exhibit 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 333-257236 and 333-234635 on Form S-8 of our reports dated February 24, 2023, relating to the financial statements of The E.W. Scripps Company (the "Company") and the effectiveness of the Company's internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP

Cincinnati, Ohio
February 24, 2023

Exhibit 31(a)
Section 302 Certifications

Certifications

I, Adam P. Symson, certify that:

1. I have reviewed this annual report on Form 10-K of The E.W. Scripps Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f)) and 15d-15(f) for the registrant and have:
   a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
   a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2023

BY: /s/ Adam P. Symson
Adam P. Symson
President and Chief Executive Officer

Exhibit 31(b)
Section 302 Certifications

Certifications

I, Jason Combs, certify that:

1. I have reviewed this annual report on Form 10-K of The E.W. Scripps Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f)) and 15d-15(f) for the registrant and have:
    a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
    a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2023

BY: /s/ Jason Combs
Jason Combs
Executive Vice President and Chief Financial Officer

Exhibit 32(a)
Section 906 Certifications

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act Of 2002

I, Adam P. Symson, President and Chief Executive Officer of The E.W. Scripps Company (the “Company”), hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Annual Report on Form 10-K of the Company for the year ended December 31, 2022 (the “Report”), which this certification accompanies, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Adam P. Symson
Adam P. Symson
President and Chief Executive Officer
February 24, 2023

Exhibit 32(b)
Section 906 Certifications

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act Of 2002

I, Jason Combs, Executive Vice President and Chief Financial Officer of The E.W. Scripps Company (the “Company”), hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Annual Report on Form 10-K of the Company for the year ended December 31, 2022 (the “Report”), which this certification accompanies, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Jason Combs
Jason Combs
Executive Vice President and Chief Financial Officer
February 24, 2023