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SUPPLEMENTARY LISTING PARTICULARS



ITV PLC

**£135,000,000 4.00 PER CENT. GUARANTEED CONVERTIBLE BONDS DUE 2016 (THE "BONDS")
GUARANTEED BY CARLTON COMMUNICATIONS LIMITED (THE "GUARANTOR")
CONVERTIBLE INTO ORDINARY SHARES OF ITV PLC**

These Supplementary Listing Particulars are supplemental to and must be read in conjunction with the Offering Circular dated 4 November 2009 (the "**Offering Circular**") prepared by ITV plc (the "**Issuer**") in connection with the application made for the Bonds to be admitted to the Official List of the UK Listing Authority as competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000 (the "**FSMA**").

These Supplementary Listing Particulars constitute supplementary listing particulars for the purposes of section 81 of the FSMA.

INCORPORATION BY REFERENCE

The Issuer's Interim Management Statement dated 5 November 2009 (the "**IMS**"), which has been filed with the UK Listing Authority, shall by virtue of these Supplementary Listing Particulars be incorporated in, and forms part of, the Offering Circular.

To the extent there is any inconsistency between (a) any statement in these Supplementary Listing Particulars or any statement incorporated by reference in the Offering Circular by these Supplementary Listing Particulars and (b) any other statement in or incorporated by reference in the Offering Circular, the statements in (a) above will prevail.

Copies of the IMS can be obtained from the registered office of the Issuer and from the Issuer's website at www.itvplc.com, and from the specified offices of the Paying Agent set out in the Offering Circular.

The IMS contains certain statements that are or may be forward-looking with respect to the financial condition, results or operations and business of the Issuer and its subsidiaries. By their nature forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements.

Save as disclosed in these Supplementary Listing Particulars, no other significant new factor, material mistake or inaccuracy relating to information included in the Offering Circular has arisen or been noted, as the case may be, since publication of the Offering Circular that would require the publication of supplementary listing particulars under section 81 of the FSMA.

The Issuer and the Guarantor accept responsibility for the information contained in these Supplementary Listing Particulars and, having taken all reasonable care to ensure that such is the case, the information contained in these Supplementary Listing Particulars is, to the best of the knowledge and belief of the Issuer and the Guarantor, in accordance with the facts and contains no omission likely to affect the import of such information.

The date of these Supplementary Listing Particulars is 5 November 2009.