



£1,500,000,000 EURO MEDIUM TERM NOTE PROGRAMME

This Base Prospectus Supplement is supplemental to and must be read in conjunction with the Base Prospectus dated 10 August 2007 (the "**Base Prospectus**") prepared by ITV plc (the "**Issuer**") in connection with the application made for notes issued from time to time under the Issuer's £1,500,000,000 Euro Medium Term Note Programme (the "**Programme**") 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**"). Capitalised terms included in this Base Prospectus Supplement and not otherwise defined have the meanings given to them in the Base Prospectus.

This Base Prospectus Supplement constitutes a base prospectus supplement for the purposes of section 87G of the FSMA and Article 16 of the Prospectus Directive.

**CONTINUATION OF GUARANTEE BY CARLTON COMMUNICATIONS LIMITED ("CARLTON")
OF CERTAIN OBLIGATIONS OF THE ISSUER UNDER THE PROGRAMME**

Reference is made to the €500,000,000 notes due 2011, the £325,000,000 notes due 2015, and the £250,000,000 notes due 2017 issued under the Programme (the "**Notes**").

The Notes benefit from a guarantee by Carlton, a subsidiary of the Issuer (the "**Guarantee**"). The Issuer and Carlton have the option to request the Security Trustee to release Carlton from its obligations under the Guarantee upon the maturity of the Issuer's £250,000,000 notes due 2 March 2009.

On 2 July 2008, the Issuer announced a further issuance of £110,000,000 Floating Rate Notes due 20 March 2013 under the Programme, which notes will benefit from the Guarantee in a form which will not include the option to release, referred to above. The Issuer at the same time announced that it does not intend to request the removal of the Guarantee with respect to the Notes which, accordingly, are intended to benefit from the Guarantee up to the earlier of (i) the maturity date or (ii) early redemption in full of the £110,000,000 Floating Rate Notes due 2013.

INCORPORATION BY REFERENCE

The following documents, each of which has been filed with the UK Listing Authority, shall be incorporated in, and form part of, this Base Prospectus Supplement:

1. the audited annual consolidated financial statements of the Issuer and its subsidiaries for the year ended 31 December 2007; and
2. the Interim Management Statement of the Issuer dated 15 May 2008,

save that any statement contained in a document which is deemed to be incorporated by reference in the Base Prospectus shall be deemed to be modified or superseded for the purpose of the Base Prospectus to the extent that a statement contained in this Base Prospectus Supplement, any further Base Prospectus Supplement and any other document which is incorporated by reference in the Base Prospectus by way of a further supplement modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of the Base Prospectus.

Copies of documents incorporated by reference in this Base Prospectus Supplement can be obtained from the registered office of the Issuer and from the specified offices of the Paying Agent set out in the Base Prospectus.

Save in respect of the matters referred to above, no significant new factor has arisen since publication of the Base Prospectus that would require the publication of a supplement to the Base Prospectus under section 87G of the FSMA or Article 16 of the Prospectus Directive.

The Issuer and the Guarantor accept responsibility for the information contained in this Base Prospectus Supplement and, having taken all reasonable care to ensure that such is the case, the information contained in this Base Prospectus Supplement 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.

Investors should be aware of their rights under Section 87Q(4) of the FSMA.

The date of this Base Prospectus Supplement is 3 July 2008.