

This document is important and requires your immediate attention. If you are in any doubt as to what action you should take, you are recommended to seek your own independent advice from your stockbroker, solicitor, accountant or other professional adviser immediately. If you have sold or transferred all of your ITV plc ordinary shares please forward this document, together with the accompanying documents, as soon as possible to the purchaser or transferee or to the agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.



ITV plc

Annual General Meeting

Thursday, 14 May 2009

Notice of Annual General Meeting and Chairman's explanatory letter



26 March 2009

Dear Shareholder,

Annual General Meeting 2009

The Annual General Meeting ("AGM") of the Company will be held on Thursday, 14 May 2009 at 11.00 am in the Whittle Room at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE.

Dividend

The Board is recommending the suspension of the final dividend. This is not a decision taken lightly. The Board's judgment is that it represents the prudent course in present conditions.

Resolutions

As you can see from the Notice of Meeting which follows this letter, as well as routine business, there will be six items of special business at this year's AGM, all of which are explained below. A copy of the Annual Report and Accounts of ITV plc for the year ended 31 December 2008 is enclosed.

The Companies Act 2006 (the "2006 Act") will be fully implemented by October 2009. Although we are not asking shareholders at this AGM to approve any amendments to our Articles of Association to reflect the changes which will come into force in October 2009, it is likely that we will be proposing further amendments to our Articles of Association at the AGM in 2010 to deal with the final implementation of the 2006 Act.

Voting

Voting on all resolutions will be by way of a poll. In line with many other public companies, we will be giving shareholders who attend the AGM in person or by proxy the opportunity to vote on resolutions using a hand held electronic voting system. This will record all votes cast on each resolution and display them on a screen providing indicative results for shareholders to see.

Recommendation

Your directors consider that all the proposals to be considered at the AGM are in the best interests of the Company and its shareholders as a whole. They recommend that you vote in favour of the resolutions to be proposed at the AGM, as they intend to do in respect of their own beneficial holdings.

Action to be taken

Enclosed with this circular is a Form of Proxy for the resolutions to be proposed at the AGM. You are requested to complete, sign and return the Form of Proxy in accordance with the directions on it as soon as possible and, in any event, so that it is received not less than 48 hours before the time appointed for the AGM. Completion and return of the Form of Proxy will not prevent you from attending the AGM and voting in person should you wish to do so.

You may also complete the Form of Proxy on the Internet by logging on to www.capitashareportal.com. You will need your investor code which is printed on the enclosed Form of Proxy or on your share certificate.

If you are planning to attend the AGM, please bring your attendance card with you. The card is attached to the enclosed Form of Proxy. A light sandwich lunch will be available for shareholders after the meeting.

I look forward to seeing you at the AGM.

Yours faithfully,

Michael Grade
Executive Chairman

ITV plc

200 Gray's Inn Road London WC1X 8HF Tel: +44(0)20 7156 6000

Registered Office: As above. Registered No: 4967001 England

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the sixth Annual General Meeting of ITV plc will be held in the Whittle Room at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Thursday, 14 May 2009 at 11.00 am in order to transact the following business:

Ordinary business

Resolution 1

To receive and adopt the audited financial statements for the year ended 31 December 2008 and the reports of the directors and auditors thereon.

Resolution 2

To approve the Remuneration report as set out in the audited financial statements for the year ended 31 December 2008.

Resolution 3

To re-elect Mike Clasper as a non-executive director.

Resolution 4

To re-elect John Cresswell as a director.

Resolution 5

To elect Ian Griffiths as a director.

Resolution 6

To elect Andy Haste as a non-executive director.

Resolution 7

To re-appoint KPMG Audit Plc as auditors.

Resolution 8

To authorise the directors to determine the auditors' remuneration.

Special business

To consider and if thought fit pass the following Resolutions of which Resolutions 9, 11 and 12 will be proposed as Ordinary Resolutions and Resolutions 10, 13 and 14 will be proposed as Special Resolutions:

Resolution 9 – Authority to allot shares – Ordinary Resolution

That:

- (a) the authority conferred on the directors by Article 7.1 of the Company's Articles of Association shall apply and be exercisable (unless previously renewed, varied or revoked) for a period commencing on the date of the passing of this resolution and ending on the earlier of the date of the Company's AGM in 2010 or 13 August 2010 (which shall be the prescribed period for the purposes of Article 7.4) in respect of a nominal amount of £129 million (which shall be the section 80 amount for the purposes of Article 7.4 for that prescribed period); and
- (b) in addition and without prejudice to the authority renewed in resolution 9(a) above, the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (within the meaning of section 94 of the Companies Act 1985 (the "1985 Act") in connection with a rights issue (as defined in the Listing Rules of the United Kingdom Listing Authority) by the Company of

ordinary shares up to an aggregate nominal amount of £129 million, provided that this authority shall expire on 13 May 2010, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Resolution 10 – Disapplication of pre-emption rights – Special Resolution

That:

- (a) the power conferred on the directors by Article 7.2 shall apply and be exercisable (unless previously renewed, varied or revoked) for a period commencing on the date of the passing of this resolution and ending on the earlier of the date of the Company's AGM in 2010 or 13 August 2010 (which shall be the prescribed period for the purposes of Article 7.4) in respect of a nominal amount of £19.4 million (which shall be the section 89 amount for the purposes of Article 7.4 for that prescribed period); and
- (b) subject to the passing of resolution 9 above, the directors be and are hereby empowered pursuant to section 95 of the 1985 Act to allot equity securities (within the meaning of section 94 of the 1985 Act) for cash pursuant to the authorities conferred by Resolution 9 above as if sub-section (1) of section 89 of the 1985 Act did not apply to any such allotment, provided that this power shall expire on 13 May 2010, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Resolution 11 – Increase in share capital – Ordinary Resolution

That the authorised share capital of the Company be increased from £582,637,762.70 to £800,000,000 by the creation of 2,173,622,373 ordinary shares of 10 pence each.

Resolution 12 – Political donations – Ordinary Resolution

That in accordance with sections 366 and 367 of the Companies Act 2006 (the "2006 Act"), the Company and any company which is, or becomes, a subsidiary of the Company during the period to which this resolution relates, be and is hereby authorised to:

- (a) make political donations to political parties or independent election candidates;
- (b) make political donations to political organisations other than political parties; and
- (c) incur political expenditure,

as defined in sections 363 and 364 of the 2006 Act, not exceeding £100,000 in total during the period beginning with the date of this resolution up to and including the conclusion of the AGM to be held in 2010 or 13 August 2010, whichever is earlier.

Notice of Annual General Meeting (continued)

All existing authorisations and approvals relating to political donations or expenditure are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval.

Resolution 13 – Purchase of own shares – Special Resolution

That the Company be and is hereby generally and unconditionally authorised pursuant to Article 46, and in accordance with section 166 of the 1985 Act, to make market purchases of its own shares (as defined in section 163 of the 1985 Act) subject to the following conditions:

- (a) this authority will expire at the conclusion of the AGM to be held in 2010 or on 13 August 2010, if earlier, (except in relation to the purchase of ordinary shares, the contract for which was concluded prior to the expiry of this authority and which will or may be executed wholly or partly after the expiry of this authority);
- (b) the maximum aggregate number of shares purchased will be 388.9 million ordinary shares (representing just under 10% of the Company's issued ordinary share capital);
- (c) the minimum price per ordinary share, exclusive of any expenses payable is 10 pence;
- (d) the maximum price per ordinary share, exclusive of expenses shall be the higher of:
 - (i) 5% above the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days' immediately preceding the day on which any purchase by the Company of shares is made; and
 - (ii) that stipulated by Article 5(1) of the Buy-back and Stabilisation Regulations 2003, and
- (e) the Company shall be entitled, before its expiry, to enter into any contract for the purchase of its own shares which might be executed and completed wholly or partly after its expiry and to make purchases of its own shares in pursuance of any such contract or contracts.

Resolution 14 – Length of notice period for general meetings – Special Resolution

That, in accordance with Article 50.1 of the Company's Articles of Association, a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

James Tibbitts
Company Secretary
Registered Office
200 Gray's Inn Road
London WC1X 8HF

26 March 2009

Explanatory notes to the Resolutions

Resolution 1

The directors are required to present to the AGM the audited financial statements for the year ended 31 December 2008.

Resolution 2

The Remuneration report is included on page 98 of the Report and Accounts and sets out the Company's policy on remuneration. It provides details of directors' emoluments and share scheme awards.

Resolutions 3 to 6

Under the Company's Articles of Association, directors are required to seek election at the AGM following their appointment and to seek re-election at three year intervals. At the AGM, Ian Griffiths and Andy Haste are seeking election following their appointment to the Board on 9 September 2008 and 11 August 2008 respectively. Mike Clasper and John Cresswell are seeking re-election.

Biographical details for the directors seeking election and re-election are set out on page 40 and 41 of the Report and Accounts which are enclosed with this document.

A Board evaluation was undertaken in respect of the financial year ended 31 December 2008. The results of that evaluation, which noted the contributions to the proceedings of the directors, were considered and approved by the Board at a meeting in early 2009. Further details about the evaluation process are given in the Corporate Governance section on page 93 of the Report and Accounts. In the Board's view, the directors seeking election and re-election continue to be effective and demonstrate commitment to the role. The Board therefore recommends the election or re-election of each of the directors.

All directors are subject to re-election at three year intervals.

Resolutions 7 and 8

Auditors have to be appointed at every general meeting at which accounts are presented. It is normal practice for a company's directors to be authorised to agree auditors' remuneration.

Resolution 9

This resolution, if passed, will renew the directors' authority to allot securities in the capital of the Company, pursuant to section 80 of the 1985 Act, up to a nominal value of £129 million (1.29 billion ordinary shares), and up to a further nominal value of £129 million (1.29 billion ordinary shares) where the allotment is in connection with an offer by way of rights issue, each such amount being equal to approximately one-third of the Company's issued ordinary share capital as at 16 March 2009.

The Board is seeking to renew this resolution to ensure that the Company has maximum flexibility in managing the Group's resources. The Board would use this authority only if satisfied at the time that to do so would be in the interests of the Company.

The Company does not currently hold any shares as treasury shares within the meaning of section 162A of the 1985 Act ("Treasury Shares") and therefore may use this authority in respect of its obligations under the Company's employee share plans.

Resolution 10

The directors' authority to issue new shares in return for cash, otherwise than in accordance with the statutory pre-emption provisions of the 1985 Act, will expire at the conclusion of the AGM.

The effect of this resolution is to renew the authority conferred on the Board to allot equity securities for cash without the need to offer such shares first to existing shareholders.

This renewed authority will empower the directors to issue shares (including Treasury Shares) for cash to holders of ordinary shares in connection with a rights issue otherwise than on a pre-emptive basis subject to special arrangements relating to fractional entitlements or practical problems.

In addition, the directors will be authorised to issue shares (including Treasury Shares) for cash otherwise than on a pre-emptive basis up to an aggregate nominal value of £19.4 million (194 million ordinary shares), representing approximately 5% of the Company's issued share capital as at 16 March 2009.

The Board is seeking to renew this resolution to ensure that the Company has maximum flexibility in managing the Group's resources. The Board would use this authority only if satisfied at the time that to do so would be in the interests of the Company.

Resolution 11

The directors are proposing that the share capital be increased by the creation of 2,173,622,373 ordinary shares of 10 pence each. This represents an increase of approximately 37% to the existing authorised share capital of 5,826,377,627 ordinary shares of 10 pence each. This resolution, if passed, will ensure that the Company has enough authorised but unissued share capital to allot securities up to a nominal value of £258 million pursuant to resolutions 9 and 10.

Resolution 12

There is no present intention on behalf of the Company or any of its subsidiaries to make cash donations to any political party or to incur any political expenditure. Part 14 of the 2006 Act, amongst other things, prohibits the Company and its subsidiaries from making political donations or from incurring political expenditure in respect of a political party, other political organisations or independent election candidates unless authorised by the Company's shareholders.

However, within the normal activities of the Company's national and regional news gathering activity there are occasions when the Company may on an individual or group basis provide some hospitality at functions where politicians are present. The Company, as part of its normal industry activities, is keen to maintain contact with all political parties to ensure that they are aware of the key issues affecting its business. Details of relevant expenditure in excess of £200 are set on page 44 of the Report and Accounts.

Explanatory notes to the Resolutions continued

The 2006 Act defines “political party”, “political organisation”, “political donation” and “political expenditure” widely, and accordingly, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breaches of the 2006 Act through the undertaking of routine activities, which would not normally be considered to result in the making of political donations and political expenditure being incurred.

As permitted by the 2006 Act, the resolution extends not only to the Company but also covers all companies which are subsidiaries of the Company at any time the authority is in place.

As required by the 2006 Act, the resolution is in general terms and does not purport to authorise particular donations.

Resolution 13

The Company’s Articles of Association contain a provision allowing the repurchase of the Company’s shares subject to the prior approval of its members having been obtained. In accordance with the Association of British Insurers Guidelines this will be by special resolution. The directors have no current intention to use this authority but consider it prudent to obtain it so as to preserve flexibility.

It is intended that purchases would only be made on the London Stock Exchange. Purchases would only be made after the most careful consideration, where the directors believed that an increase in earnings or net assets per share would result and where purchases were, in the opinion of the directors, in the interests of the Company. The authority sought covers up to a maximum of 388.9 million ordinary shares, representing just under 10% of the issued share capital as at 16 March 2009.

The total number of options to subscribe for ordinary shares outstanding at 16 March 2009 was 106 million representing 2.75% of the issued share capital of the Company as at that date. If the Company was to purchase the maximum number of ordinary shares permitted pursuant to the authority conferred by this resolution then these options would represent 3.06% of the reduced issued share capital (excluding Treasury Shares).

Resolution 14

This resolution is proposed as a result of the proposed implementation in August 2009 of the Shareholder Rights Directive (the “Directive”). The regulation implementing this Directive will increase the notice period for general meetings of the Company to 21 days. The Company is currently able to call general meetings (other than an AGM) on 14 clear days’ notice and would like to preserve this flexibility. In order to be able to do so after 3 August 2009, shareholders must have approved the calling of meetings on 14 days’ notice. Resolution 14 seeks such approval. The approval will be effective until the Company’s next AGM, when it is intended that a similar resolution will be proposed. The Company will also need to continue to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days’ notice.

Resolutions

A special resolution requires 75% of the shares voting on the resolution to be in favour. An ordinary resolution requires a simple majority of the shares voting on the resolution to be in favour.

Other notes to the Notice of Meeting

1. Voting

1.1 Proxies:

- 1.1.1 A member entitled to attend, speak and vote at the AGM may appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at the AGM. Where more than one proxy is appointed, each proxy must be appointed for different shares. A proxy does not need to be a member of the Company but must attend the AGM to represent you. You may not appoint more than one proxy to exercise rights attached to any one share. Details of how to appoint the Chairman of the AGM or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy. If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instruction directly to them.

In order for a proxy appointment to be valid a Form of Proxy must be completed and returned by one of the following methods:

- Using the reply paid card enclosed and addressed to Capita Registrars
- By logging on to www.capitashareportal.com and following the instructions
- In the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In each case the Form of Proxy must be received by Capita Registrars by 11.00 am on Tuesday, 12 May 2009.

- 1.1.2 The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the 2006 Act (“nominated persons”). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy or to give instructions to the person holding the shares as to the exercise of voting rights.
- 1.1.3 A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

1.2 Corporate representatives:

In order to facilitate voting by corporate representatives at the AGM, arrangements will be put in place at the meeting so that

- 1.2.1 if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
- 1.2.2 if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative; a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in 1.2.1 above.

1.3 CREST:

- 1.3.1 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 1.3.2 In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK and Ireland Limited specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer’s agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointees by other means.

Other notes to the Notice of Meeting continued

1.3.3 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

1.3.4 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK and Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

1.4 Eligibility:

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the Register of Members of the Company as at 6.00 pm on 12 May 2009, or if this meeting is adjourned, at 6.00 pm on the day two days prior to the adjourned meeting, shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their names at that time. Changes to entries on the Register of Members after 6.00 pm on 12 May 2009 shall be disregarded in determining the rights of any person to attend or vote at the AGM.

2. Documents for inspection

The following documents may be inspected at the registered office of the Company during normal business hours from the date of this notice to the date of the AGM (Saturdays, Sundays and public holidays excepted) and at the place of the AGM from 9.00 am until the conclusion of the AGM:

- Executive directors' service contracts;
- Directors' deeds of indemnity; and
- The terms and conditions of appointment of the Company's non-executive directors.

3. Total voting rights

At 16 March 2009 the Company's issued share capital consisted of 3,889,129,751 ordinary shares of 10 pence each. Each share carries one vote.

4. Shareholder documents

4.1 Electronic:

If you would be prepared to receive information from the Company in electronic form then please register your email address with Capita Registrars at www.capitashareportal.com. Should you wish to receive hard copies of any documents or information these can be requested from the Company Secretary free of charge at any time.

4.2 Other formats:

If you would like a copy of the Notice of Meeting or Annual Report in large print or audio version please contact the Company Secretary.

5. Nominated persons

If you are not the registered shareholder but have been nominated to receive general shareholder communications directly from the Company it is important to remember that your main contact in terms of your investment remains as it was. Any changes or queries relating to your personal details and holding must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error.

6. Meeting information

Location: The Queen Elizabeth II Conference Centre – address and map on reverse of the enclosed attendance card

Date: Thursday, 14 May 2009

Time: 11.00 am (doors open at 9.00 am)

Security: All hand baggage may be subject to examination. Please leave all bulky items in the cloakroom situated on the ground floor. Security staff will be on duty to assist shareholders.

Facilities: The following will be available at the Centre:

- Sound amplification/hearing loop
- Wheelchair access
- Sign language interpreters