



ITV plc
Annual General Meeting
Thursday 4 May 2023

Notice of Annual General Meeting and Chairman's Explanatory Letter

Notice of Availability

Please note that the following documents are now available on the ITV plc website:

2022 Annual Report and Accounts
Notice of Annual General Meeting
Form of Proxy

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 any accompanying documents, as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer so that they can pass the documents to the person who now holds the shares.

Chairman's Explanatory Letter

20 March 2023

Dear Shareholder

Annual General Meeting 2023

The Annual General Meeting (AGM) of ITV plc (the Company) will be held at 11 a.m. on Thursday 4 May 2023 in the Maynard Theatre, at The King's Fund, No. 11 Cavendish Square, London W1G 0AN (please see the back page of this Notice for directions to the venue).

The Board is looking forward to once again welcoming shareholders to the AGM in person.

Any shareholder attending the meeting has the right to ask questions and arrangements have been made to allow shareholders to submit questions in advance of the meeting. A guide on how to submit your questions can be found on page 9 of this Notice and on the AGM page of our website www.itvplc.com/investors/shareholder-information/aggm.

Final dividend

The Board proposes a final dividend of 3.3 pence per ordinary share for the year ended 31 December 2022. If approved the recommended final dividend will be paid on 25 May 2023 to all shareholders who are on the register of members at the close of business on 14 April 2023.

Resolutions and recommendation

The resolutions to be proposed at the AGM are set out on pages 3 and 4 of this Notice. Your Directors believe 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 all of the resolutions, as they intend to do in respect of their own beneficial holdings.

Action to be taken

Your vote is important to us. If you are unable to attend the AGM in person, we strongly encourage you to vote in advance by appointing the Chairman or another duly nominated person as your proxy. Details of how to appoint a proxy are set out on page 7 of this Notice. Our registrar, Link Group, must receive your online or postal proxy appointment and voting instructions at least 48 hours before the time of the meeting, i.e. by 11.00 a.m. on Tuesday 2 May 2023 or at least 72 hours before the meeting for the Corporate Sponsored Nominee, i.e. Friday 28 April 2023 to ensure that your vote is counted.

All resolutions for consideration at the AGM will be voted on a poll and all valid proxy votes cast will count towards the poll votes. Voting on a poll reflects best practice and means that all the votes cast, and not just those of the shareholders present, are taken into account. The voting results will be announced via a regulatory announcement to the London Stock Exchange and will be published on the Company's website as soon as reasonably practicable after the AGM. Details of how to vote are set out on pages 7 and 8 of this Notice.

Yours faithfully

Andrew Cosslett CBE

Chair

Registered Office: ITV White City, 201 Wood Lane, London W12 7RU: Registered Number: 04967001 England

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the twentieth Annual General Meeting of ITV plc will be held in the Maynard Theatre at The King's Fund, No. 11 Cavendish Square, London W1G 0AN on Thursday 4 May 2023 at 11.00 a.m. to consider and, if thought fit, to pass Resolutions 1 to 18 (inclusive) and 23 as ordinary resolutions and Resolutions 19 to 22 (inclusive) as special resolutions.

Resolution 1

To receive and adopt the Annual Report and Accounts for the financial year ended 31 December 2022.

Resolution 2

To receive and adopt the Annual Report on Remuneration set out on pages 143 to 157 of the Remuneration Report contained in the Annual Report and Accounts for the financial year ended 31 December 2022.

Resolution 3

To declare a final dividend of 3.3 pence per ordinary share in respect of the financial year ended 31 December 2022.

Resolution 4

To re-elect Salman Amin as a Non-executive Director.

Resolution 5

To re-elect Edward Bonham Carter as a Non-executive Director.

Resolution 6

To re-elect Graham Cooke as a Non-executive Director.

Resolution 7

To elect Andrew Cosslett as a Non-executive Director.

Resolution 8

To re-elect Margaret Ewing as a Non-executive Director.

Resolution 9

To elect Gidon Katz as a Non-executive Director.

Resolution 10

To re-elect Chris Kennedy as an Executive Director.

Resolution 11

To re-elect Anna Manz as a Non-executive Director.

Resolution 12

To re-elect Carolyn McCall as an Executive Director.

Resolution 13

To re-elect Sharmila Nebhrajani as a Non-executive Director.

Resolution 14

To re-elect Duncan Painter as a Non-executive Director.

 **See pages 11 and 12 of this Notice for the Directors' biographies**

Resolution 15

To reappoint PricewaterhouseCoopers LLP as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

Resolution 16

To authorise the Directors to determine the auditor's remuneration.

Resolution 17 – Political donations

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 in relation to which this Resolution has effect, be authorised to make political donations and incur political expenditure, as defined in Sections 364 and 365 of the 2006 Act, not exceeding £100,000 in total from the date this Resolution is passed to the conclusion of the next AGM or, if earlier, 4 August 2024.

Resolution 18 – Renewal of authority to allot shares

That the Board be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (a) up to a nominal amount of £134 million (such amount to be reduced by any allotments or grants made under paragraph (b) below in excess of such sum); and
- (b) comprising equity securities (as defined in the 2006 Act) up to a nominal amount of £268 million (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary or appropriate;

so that the Board may make such exclusions or other arrangements as it deems necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems under the laws of, or the requirements of, any relevant regulatory body or stock exchange in any territory, or any matter whatsoever, on the following terms:

- (1) this authority expires (unless previously renewed, varied or revoked) on the date of the Company's next AGM or, if earlier, 4 August 2024;
- (2) the Company is entitled to make offers or agreements before the expiry of such authority, which would or might require shares to be allotted or rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant rights pursuant to any such offer or agreement as if this authority had not expired; and
- (3) the authority is in substitution for all existing authorities.

Notice of Annual General Meeting continued

Resolution 19 – Disapplication of pre-emption rights

That, if Resolution 18 is passed, the Board be authorised to allot equity securities (as defined in the 2006 Act) for cash under the authority given by that Resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be limited:

- (a) to the allotment of equity securities and or sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 18 by way of rights issue only) in favour of holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holding and holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary or appropriate, subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems under the laws of, or the requirements of, any relevant regulatory body or stock exchange in any territory, or any other matter; and
- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £20.1 million,

such authority to expire at the end of the next AGM or, if earlier, 4 August 2024 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 20 – Further disapplication of pre-emption rights

That, if Resolution 18 is passed, the Board be authorised in addition to any authority granted under Resolution 19 to allot equity securities (as defined in the 2006 Act) for cash under authority given by that Resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £20.1 million; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within 6 months after the original transaction) a transaction which the Board determines to be an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the end of the next AGM or, if earlier, 4 August 2024 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 21 – Purchase of own shares

That the Company is generally and unconditionally authorised for the purposes of Section 701 of the 2006 Act, to make market purchases (as defined in Section 693(4) of the 2006 Act) of its own shares up to an aggregate number of 402.5 million ordinary shares (representing approximately 10% of the Company's issued ordinary share capital) from the date this Resolution is passed to the conclusion of the next AGM or, if earlier, 4 August 2024 subject to the following conditions:

- (a) the minimum price payable per ordinary share, exclusive of any expenses, is 10 pence;
- (b) the maximum price per ordinary share, exclusive of expenses, shall be the higher of:
 - (i) an amount equal to 5% above the average of the middle market quotations as derived from the London Stock Exchange Daily Official List for an ordinary share of the Company over five business days before the purchase; and
 - (ii) the higher of the price of the last independent trade of an ordinary share of the Company and the highest current independent bid for an ordinary share on the trading venue where the purchase will be carried out; and
- (c) the Company shall be entitled, before the expiry of this authority, to enter into any contract for the purchase of its own shares which might be executed and completed wholly or partly after such expiry and to make purchases of its own shares in pursuance of any such contract or contracts as if the authority had not expired.

Resolution 22 – Length of notice period for general meetings

That, a general meeting other than an AGM may be called on not less than 14 clear days' notice at any time from the date this Resolution is passed to the conclusion of the next AGM or, if earlier, 4 August 2024.

Resolution 23 – Approval of the 2023 ITV plc Sharesave Plan

That:

- (a) the rules of the 2023 ITV plc Sharesave Plan (the Rules) produced to the meeting and initialled by the Chairman for the purposes of identification, the principal terms of which are summarised in the Appendix to this 2023 Notice of AGM, be approved and the Directors authorised to adopt them; and
- (b) the Directors be authorised to do what they consider necessary or expedient to ~~implement the Rules~~ and to establish further plans based on the Rules to take account of local tax, exchange control or securities laws in overseas territories provided that any shares made available under any other such plans count against any limits on individual or overall participation under the Rules.

By order of the Board

Kyla Mullins
General Counsel and Company Secretary

Registered Office:
ITV White City
201 Wood Lane
London W12 7RU

20 March 2023

Registered in England and Wales with registered number 4967001

Explanatory Notes to the Resolutions

Resolution 1 – Annual Report and Accounts

The Directors are required to present to the AGM the audited financial statements for the year ended 31 December 2022.

Resolution 2 – Annual Report on Remuneration

In accordance with Section 439 of the 2006 Act, shareholders are requested to approve the Annual Report on Remuneration, which is set out on pages 143 to 157 of the Remuneration Report contained in the Annual Report and Accounts for the year ended 31 December 2022 (the Report and Accounts). In accordance with Section 439 of the Act, the vote is advisory only and the Directors' entitlement is not conditional on it.

Resolution 3 – Final dividend

The final dividend of 3.3 pence for the year ended 31 December 2022 will be paid on 25 May 2023 to shareholders on the register at the close of business on 14 April 2023, subject to shareholder approval.

Resolutions 4 to 14 – Election and Re-election of Directors

General

In accordance with the UK Corporate Governance Code and in accordance with Article 79 of the Company's Articles of Association, all Directors of the Board are presenting themselves for annual re-election by shareholders.

Following the outcome of the Board evaluation process, the Nominations Committee concluded that each Director is effective in, and continues to show commitment to, their roles. The Board therefore recommends the proposed re-elections be approved.

Biographical details for each Director, together with the reasons their contributions are, and continue to be, important to the Company's long-term sustainable success, are set out on pages 11 and 12 of this Notice.

Time commitments

The Directors have demonstrated a strong commitment to their roles on our Board and Committees. Details on attendance at Board and Committee meetings during the year can be found on page 103 of the Report and Accounts. The Directors have also given careful consideration to their external time commitments to ensure that they are able to devote an appropriate amount of time to their roles at ITV. For each Director, the Board considers that the external time commitments that they are required to devote to those roles do not compromise their commitments to their roles (on the ITV Board, Committees and otherwise). The Nominations Committee reviews, on an ongoing basis, Directors' time commitments against the recommended guidance from investor bodies and ITV's top shareholders, to anticipate any perception of overboarding at the AGM. The Committee was able to confirm that it was fully satisfied with the amount of time each Director devoted to the business.

Resolutions 15 and 16 – Auditor

Auditors have to be appointed at every general meeting at which accounts are presented. Accordingly, the Board, on the recommendation of the Audit and Risk Committee, recommends the reappointment of PricewaterhouseCoopers LLP as auditor to the Company.

It is normal practice for a company's directors to be authorised to agree auditors' remuneration. The Audit and Risk Committee, through its Chair, participates in the negotiation of the audit fee arrangements to ensure that there is an appropriate balance between the scope of work and the cost of assurance. Details of audit fees are set out in the Report and Accounts on page 187.

Resolution 17 – Political donations

There is no present intention 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 political parties, other political organisations or independent election candidates unless authorised by the Company's shareholders. The 2006 Act definitions are wide and 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 or political expenditure being incurred.

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. There has been no relevant expenditure during the year and shareholder approval is therefore being sought on a precautionary basis only.

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

Resolution 18 – Authority to allot shares

Paragraph (a) of the Resolution will give the Directors the authority to allot shares or grant rights to subscribe for or convert any securities into shares up to a nominal amount of £134 million (representing 1.34 billion shares). This amount represents approximately one-third of the issued share capital of the Company as at 10 March 2023, the latest practicable date prior to the publication of this Notice.

Paragraph (b) of the Resolution would give the Directors authority to allot shares or grant rights to subscribe for or convert any securities into shares in connection with a rights issue in favour of ordinary shareholders up to a nominal amount of £268 million (representing 2.68 billion ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (a) of this Resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 10 March 2023, the latest practicable date prior to the publication of this Notice.

The Board has no present intention to exercise the authorities under Resolution 18, except under paragraph (a) to satisfy options under the Company's share option schemes if appropriate and to ensure that the Company has sufficient 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 Directors are aware of the latest Share Capital Management Guidelines published by the Investment Association (the IA) in February 2023, which update the previous guidance to allow this authority to incorporate all fully pre-emptive offers, not just fully pre-emptive rights issues. The Directors have decided that they will propose limiting the relevant limb of the allotment authority to rights issues in line with best practice but intend to keep emerging market practice under review.

As at the date of this Notice, no treasury shares are held by the Company.

Explanatory Notes to the Resolutions continued

Resolutions 19 and 20 – Disapplication of pre-emption rights

These Resolutions, if passed, will give the Directors' authority to allot shares in return for cash, without the need to offer those shares to existing shareholders first.

Under Resolution 19, the Directors' power to allot shares would be limited to (a) allotments or sales in connection with pre-emptive offers and offer to holders of other equity securities if required by the rights of those securities, or as the Board otherwise considers necessary; and (b) otherwise, allotments or sales up to an aggregate nominal value of £20.1 million (201 million ordinary shares) representing approximately 5% of the Company's issued share capital as at 10 March 2023, the latest practicable date prior to the publication of this Notice.

Resolution 20 extends the Directors' authority under Resolution 19 to allot shares for cash up to a further nominal amount of £20.1 million, bringing the combined authority under Resolutions 19 and 20 to a nominal amount of £40.2 million (402 million ordinary shares), representing approximately 10% of the Company's issued share capital as at 10 March 2023, the latest practicable date prior to the publication of this Notice.

The Directors confirm that they will only use the additional authority under Resolution 20 where that allotment is in connection with an acquisition or specified capital investment (within the meaning given in the Pre-Emption Group's Statement of Principles) which is announced contemporaneously with the allotment, or which has taken place in the preceding twelve-month period and is disclosed in the announcement of the allotment.

In addition, the Directors will be empowered to allot shares for cash to holders of ordinary shares in connection with a rights issue or any other pre-emptive offer subject to special arrangements relating to fractional entitlements or practical problems.

The Board is seeking these authorities to ensure that the Company has sufficient 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 Directors have no present intention to exercise the powers sought by resolutions 19 or 20. If the powers are used in relation to a non-pre-emptive offer, the Directors confirm their intention to follow the shareholder protections in Part 2B of the Pre-emption Group's Statement of Principles issued in November 2022 and, where relevant, follow the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the Pre-emption Group's Statement of Principles. Whilst, at this time, the Directors have not proposed the adoption of the increased limits of 10% set out in the Pre-Emption Group's most recent Statement of Principles for the purposes of resolutions 19 and 20, nor are they proposing to provide specifically for follow-on offers, they intend to keep emerging market practice under review.

Resolution 21 – Purchase of own shares

The 2006 Act requires that a company has to be authorised by its shareholders to purchase its own shares. In accordance with the IA Share Capital Management Guidelines, this authorisation 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. Purchases would only be made on the London Stock Exchange and after the most careful consideration, taking into account other investment opportunities and the overall financial position of the Group, where the Directors believed that an increase in earnings per share would result and where purchases were, in the opinion of the Directors, in the interests of the Company and shareholders generally. The Company may either cancel any ordinary shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them).

The authority sought covers up to a maximum of 402.5 million ordinary shares, representing approximately 10% of the issued share capital as at 10 March 2023, the latest practicable date prior to the publication of this Notice with a stated upper and lower limit on price.

The total number of options to subscribe for ordinary shares outstanding at 10 March 2023, the latest practicable date prior to the publication of this Notice, is 50 million representing approximately 1.25% 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 the Resolution, then these options would represent approximately 1.39% of the reduced issued share capital.

Resolution 22 – Notice period for general meetings

The Company would like to preserve the flexibility to call general meetings (other than an AGM) on 14 clear days' notice rather than the 21 days otherwise required under UK company law. The flexibility offered by the Resolution will only be used where, taking into account the circumstances, the Directors consider this appropriate in relation to the business to be considered at the meeting and the Directors believe it to be beneficial to shareholders as a whole.

Resolution 23 – New 2023 ITV plc Sharesave Plan

The Company has previously operated the ITV plc Savings-Related Share Option Scheme (the Scheme) under which employees in the UK enter into a monthly savings contract to buy shares in the Company in three or five years' time, at a discount of up to 20%. The Scheme expires in January 2024 and it is proposed that the 2023 ITV plc Sharesave Plan (the Plan) will replace the Scheme and that the Plan rules are presented to shareholders for approval. Please see the Appendix for a summary of the principal terms of the Plan. A copy of the Plan rules will be available for inspection by shareholders on the National Storage Mechanism (accessible at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>) from the date of publication of this Notice and at the place of the AGM from 15 minutes prior to its commencement until its conclusion.

Other Notes to the Notice of Meeting

1. Voting

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

1.1 Proxies:

- 1.1.1 Members are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the AGM. Where more than one proxy is appointed, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. A proxy need not be a member of the Company. You can submit your proxy vote:
- by logging on to www.myitvshares.com or www.itvplc.com/investors/shareholder-information/agm and following the instructions; or
 - by downloading a form of proxy from the Company's website (www.itvplc.com/investors/shareholder-information/agm) and sending the completed form to Link, our registrars, at the address shown on the form; or
 - by requesting a hard copy of the form of proxy from Link, our registrars, by email at shareholderenquiries@linkgroup.co.uk or by telephone on +44 (0)371 664 0300 and returning the completed form to Link at the address shown on the form; or
 - in the case of institutional investors, by utilising the Proximity platform in accordance with the procedures set out below; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid a proxy must be completed. In each case, the proxy appointment must be received by Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL by 11.00 a.m. on Tuesday 2 May 2023 or by 11.00 a.m. on Friday 28 April 2023 for the Corporate Sponsored Nominee.

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 member by whom he or she was nominated to be appointed (or to have someone else appointed) as a proxy or to give instructions to the member as to the exercise of voting rights.

1.1.3 A vote withheld is not a vote in law, which means that any votes withheld 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:

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

1.3 Joint holders:

In the case of joint holders of a share, the vote of the 'senior' who tenders a vote, whether in person or by proxy, should be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names of the holders stand on the register.

Other Notes to the Notice of Meeting continued

1.4 CREST:

1.4.1 CREST members who wish to appoint a proxy or proxies for the AGM to be held on Thursday 4 May 2023 and any adjournment thereof by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com). 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.

1.4.2 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 & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in this Notice. 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 Company'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 appointee by other means.

1.4.3 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.

1.4.4 CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & International 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 or 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.

1.5 Proxymity:

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by Link. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by the latest time(s) for receipt of proxy appointments specified in this Notice in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

1.6 Eligibility to vote:

Only those shareholders registered on the register of members of the Company as at close of business on Tuesday 2 May 2023, or, if this meeting is adjourned, at close of business on the date which is two days prior to the adjourned meeting, shall be entitled to 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 close of business on Tuesday 2 May 2023 shall be disregarded in determining the rights of any person to vote (and the number of votes they may cast) at the AGM.

1.7 Votes validly counted:

Members have the right to request, in accordance with Section 360BA of the Companies Act 2006, information to enable them to determine that their vote on a poll was validly recorded and counted. Members who wish to do so should contact the Company's registrar, Link Group, by telephone on 0345 608 1476 or by post at Link Group, PXS, 1 Central Square, 29 Wellington Street, Leeds LS1 4DL, in each case no later than 30 days following the date of this year's AGM.

2. Matters relating to audit and requested resolutions

Under Section 527 of the 2006 Act, members meeting the threshold requirements set out in that section have the right to require the Company at no expense to publish on a website a statement setting out any matter relating to the audit of the Company's accounts for the year ended 31 December 2022 (including the auditor's report and the conduct of the audit) that are to be laid before the AGM, or any circumstance connected with an auditor of the Company ceasing to hold office since the previous general meeting at which accounts were laid before the Company. Any such statement will be forwarded to the Company's auditor not later than the time the statement is made available on the website.

The business which may be dealt with at the AGM includes any statement that the Company has been required, under Section 527 of the 2006 Act, to publish on a website.

Under section 338 and section 338A of the 2006 Act, members meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to members of the Company entitled to receive Notice of the Meeting, notice of a resolution which may properly be moved and is intended to be moved at the AGM; and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than the date which is six clear weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

3. Questions at the AGM

Engagement with our shareholders is important to us. Any member attending the meeting has the right to ask questions and arrangements have been made so shareholders can submit questions in advance of the meeting.

A shareholder has the right to ask questions about the business of the meeting. The Company must answer any question relating to the business being dealt with at the meeting but no answer need be given if:

- (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or
- (b) the answer has already been given on a website in the form of an answer to a question; or
- (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

In advance of the meeting: If you wish to raise a question before the AGM please email it to groupsecretariat@itv.com no later than 5.00 p.m. on Thursday 27 April 2023. Questions will be addressed and answered in the manner considered most appropriate by the Company which may be by reply email or, by way of a written Q&A, grouped into themes relevant to the business of the meeting and published on our website no later than 5.00 p.m. on Monday 1 May 2023, ahead of the proxy voting deadline.

Answers to questions sent to groupsecretariat@itv.com after Thursday, 27 April 2023 will either be answered by reply email or published on the Company's website as soon as practicable after the AGM, as appropriate.

A full transcript of the questions asked at the AGM and the answers will be made available on the Company's website as soon as practicable following the conclusion of the meeting.

4. Information available on website

As required by Section 311A of the 2006 Act, the following information can be found on the Company website at www.itvplc.com:

- this Notice of Meeting;
- the form of proxy;
- the total number of shares in the Company in respect of which members are entitled to exercise voting rights at the meeting;
- the total number of votes that members are entitled to exercise in respect of the shares of each class; and
- members' statements, members' resolutions and members' matters of business received by the Company after the first date on which the Notice of Meeting is given (if applicable).

Other Notes to the Notice of Meeting continued

5. Documents for inspection

Copies of the following documents will be available for inspection at an agreed time at the Company's registered office, ITV White City, 201 Wood Lane, London W12 7RU. Please email groupsecretariat@itv.com to book an appointment to view these documents during normal business hours on any weekday (excluding public holidays):

- Executive Directors' service contracts;
- Directors' deeds of indemnity;
- Non-executive Directors' terms and conditions of appointment; and
- The rules of the 2023 ITV plc Sharesave Plan.

6. Total voting rights

At 10 March 2023, the Company's issued share capital consisted of 4,025,409,194 ordinary shares of 10 pence each. Each share carries one vote.

7. Format of documents

If you would like to receive information from the Company in electronic form, please register your email address with Link Group at www.myitvshares.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.

8. 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 the same. 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.

9. Communications

You may not use any electronic address provided in this Notice, or in any related documents including the Form of Proxy, to communicate with the Company for any purposes other than those expressly stated

10. Meeting information

Location: The Maynard Theatre, The King's Fund, No. 11 Cavendish Square, London W1G 0AN. The venue is located within walking distance of Oxford Circus and Bond Street stations. Please see the map on the back page of this Notice.

Date: Thursday 4 May 2023

Time: 11.00 a.m.

Directors' Biographies

In accordance with the UK Corporate Governance Code, the Directors will retire and submit themselves for re-election by the shareholders each year. The Board confirms that, following the outcome of the Board evaluation, all Directors continue to provide effective and valuable contribution to the Board and demonstrate commitment to their roles. In reaching its recommendations the Board considered the individual skills and experience brought by each Director and the overall skill set of the Board.

The Board also carefully considers other commitments held by each Director. Where a Director holds other roles, and prior to accepting any additional roles, attention is paid to ensuring they are able to commit sufficient time to ITV. The Board has determined that each Director has the ability to continue to provide the level of focus and time required to fulfil their individual obligations at ITV notwithstanding their external appointments.

Full biographical details of each director can be viewed on the company website at

 www.itvplc.com/about/board-of-directors.

Committee membership

A Audit and Risk
N Nominations
R Remuneration

Salman Amin

Non-executive Director (tenure < 7 years)

N R

What he brings to the Board: Salman has a wealth of experience in global businesses having worked for over 30 years managing global brand advertising and media spend in the consumer packaged goods sector. He provides a valuable insight into the advertiser's mind set and how advertisers may be impacted by an external situation or Board decision. He is currently Chief Executive Officer at Pladis.

Edward Bonham Carter

Senior Independent Director (tenure < 5 years)

N A

What he brings to the Board: Edward has a wide range of City experience, and a deep understanding of stock markets and investor expectations. As Senior Independent Director, he acts as a trusted intermediary between the Board and Chair. He is also ITV's Workforce Engagement Director and plays a vital role in ensuring that information flows between the Board and the wider workforce. He recently stepped down from his role as Director of Stewardship and Corporate Responsibility (previously Vice Chairman) of Jupiter Fund Management plc, so he brings a much valued shareholder perspective to the Board, and the ability to highlight the current range of issues that matter to shareholders in general.

Graham Cooke

Non-executive Director (tenure < 3 years)

A

What he brings to the Board: Graham has extensive technical and digital experience and an in-depth knowledge of the e-commerce, data and digital sectors and the key players in this space which include ITV's key strategic partners. His contribution to the Board's challenge and setting of strategy has been invaluable as ITV continues to build a digitally led media business and enhances its digital viewing proposition. He is the founder of Qubit, the leading provider of e-commerce personalisation technology, and prior to founding Qubit, spent five years working at Google.

Andrew Cosslett CBE

**Chair, independent on appointment (tenure < 1 year),
Chair of Nominations Committee**

N R

What he brings to the Board: Andrew is an experienced chair who has spent his career in a range of consumer-facing sectors. He has extensive stakeholder management experience and has worked internationally across an extensive range of businesses. He has a strong track record of creating value by leveraging the power of brands alongside executing a programme of significant transformational and cultural change. Since his appointment as Chair in 2022, he has demonstrated strong leadership and is well placed to support the executive team in establishing the ITV Strategy.

Margaret Ewing

Non-executive Director, Chair of the Audit and Risk Committee (tenure < 6 years)

A

What she brings to the Board: Margaret has the wide-ranging skills and expertise across financial and capital markets that has come with previous roles including being a FTSE 100 CFO, an executive member of the Board of Deloitte LLP, and a member (and chair) of audit committees at several FTSE 100 and other high-profile companies. Her extensive experience in financial accounting, corporate finance and strategic and corporate planning make her ideally suited for her role as Chair of the Audit and Risk Committee.

Gidon Katz

Non-executive Director (tenure < 1 year)

What he brings to the Board: Gidon has extensive digital and streaming services experience, along with in-depth knowledge of tech product and platform businesses having been responsible for the transformation of Now TV in the UK and the development and highly successful launch of Peacock. He is currently President of Consumer Experience at Roku.

Chris Kennedy

Group CFO and COO (tenure < 5 years)

What he brings to the Board: Chris has a strong track record in financial leadership at three previous FTSE 100 companies and a great media background having held senior management positions over a 17-year career at EMI. He also has a deep understanding of the workings of investors and of the City of London. His experience in executing and driving strategy continue to play an important role in the delivery of the ITV Strategy and driving a rationalisation/cost savings initiative. As the business continued to evolve and develop, he took on the broader role of Group Chief Finance Officer and Chief Operating Officer in December 2021.

Anna Manz

Non-executive Director (tenure < 8 years)

A R

What she brings to the Board: Anna has over 20 years' consumer, financial and strategic experience having held senior roles both in the UK and internationally at Diageo plc, Johnson Matthey plc and the London Stock Exchange Group where she is currently Chief Financial Officer. Her current executive experience in a FTSE 100 with global operations enables her to bring a strong commercial perspective to Board and Committee discussions.

Directors' Biographies continued

Carolyn McCall

Chief Executive (tenure < 6 years)

What she brings to the Board: Carolyn has an impressive track record in business, including digital and change leadership and running international operations. As Chief Executive, the Board believes Carolyn has made huge progress in evolving the ITV Strategy for the business which addresses the challenges it faces. This, together with her clear strategic acumen and decisive leadership means she is very well placed to deliver sustainable long-term returns to ITV's shareholders.

Sharmila Nebhrajani

Non-executive Director, Chair of the Remuneration Committee (tenure < 3 years)

R


What she brings to the Board: Sharmila's extensive board experience spanning public policy, regulatory and public listed businesses has further strengthened the mix of expertise and experience on the Board. Her strong public sector, commercial, government and non-profit experience across a wide range of sectors makes Sharmila one of the experts on the Board in the environmental, social and governance fields. Sharmila was previously Chief Executive at Wilton Park, an executive agency of the FCO, and prior to that held various roles in public health and medical research.

Duncan Painter

Non-executive Director (tenure < 5 years)

R

What he brings to the Board: Duncan has a broad range of experience particularly in digital media and consumer intelligence systems, and targeted advertising. He is one of the digital data experts on the Board and his counsel is invaluable as ITV continues to build a digitally led media business and undergoes an organisational digital transformation. He is currently Chief Executive Officer of Ascential plc and a Director of Cognitive Logic Inc.

 **Details on the composition of the Board including skills and experience can be found on page 103 of the Annual Report and Accounts.**

Shareholder Information

Company website

Investor and shareholder-related information, including the current price of ITV plc shares, can be found on the Company website at:

 www.itvplc.com

Financial calendar


Ex-date for the final dividend	13 April 2023
Record date for the final dividend	14 April 2023
Annual General Meeting	4 May 2023
Q1 Trading update	11 May 2023
Payment date of the final dividend	25 May 2023
Half year results announcement	27 July 2023

Registrar and transfer office

All administrative enquiries relating to shareholdings and requests to receive corporate documents should, in the first instance, be directed to Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL.

Shareholders who receive duplicate sets of Company mailings because they have multiple accounts should write to Link to have their accounts amalgamated.

They can be contacted by telephone on:

 **+44 (0)371 664 0300**

Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.

Alternatively, you can email Link at:

 shareholderenquiries@linkgroup.co.uk

By logging on to the ITV share portal, www.myitvshares.com, shareholders can benefit from a number of online services as follows:

- Cast your proxy vote online
- Elect to receive shareholder communication electronically
- View your holding balance, indicative share price and valuation
- View transactions on your holding and dividend payments you have received
- Update your address or register a bank mandate instruction to have dividends paid directly to your bank account
- Access a wide range of shareholder information including downloadable forms

To register for the ITV share portal you will need your investor code which can be found on your share certificate(s), Corporate Sponsored Nominee Statement or by contacting our registrars, Link.

Investment scams

Shareholders are advised to be very wary of any unsolicited advice, offers to buy shares at a discount or offers of free company reports by taking the following precautions:

Reject unexpected offers. Scammers often cold call, but contact can also come by email, post, word of mouth or at a seminar. If you have been offered an investment out of the blue, it is probably a high-risk investment or a scam.

Check the Financial Conduct Authority (FCA) warning list to check the risks of a potential investment – you can also search to see if a firm is known to be operating without FCA authorisation.

Get impartial advice before investing. Do not use an adviser from the firm that contacted you.

If you are suspicious, report it to the FCA on 0800 111 6768 or through www.fca.org.uk/scamsmart.

If you have lost money in a scam, contact Action Fraud on 0300 123 2040 or www.actionfraud.police.uk.

Data protection

Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your investor code (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise in accordance with its privacy policy, which can be accessed at www.itvplc.com/site-services/privacy.

ShareGift

ShareGift is a charity share donation scheme for shareholders who may wish to dispose of a small quantity of shares where the market value makes it uneconomic to sell on a commission basis. The scheme is administered by the Orr Mackintosh Foundation and further information can be obtained by contacting them:

 **020 7930 3737**

 www.sharegift.org

Further information on how to deal with the following issues can be found on our website:

- Unsolicited mail
- Unauthorised brokers and boiler room scams
- Identity theft

 www.itvplc.com/investors/shareholder-information

Appendix : The new 2023 ITV plc Sharesave Plan

Summary

The Company has previously operated the ITV plc Savings-Related Share Option Scheme, which expires for the purposes of new options in January 2024. Subject to the approval of the 2023 ITV plc Sharesave Plan (the Plan), it is proposed that the Plan will replace the existing scheme for grants from the 2023 AGM onwards. The Plan is similar to the existing scheme but has been updated to reflect current practice and legislative changes.

1. Overview

- 1.1. The Plan is an 'all employee' share option plan which is intended to satisfy the requirements of Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003 (Schedule 3) and will give participating employees the opportunity to acquire ordinary shares in the Company (Shares). The Plan will be administered by the Board or a committee appointed by the Board, and references in this summary to the Board should be read accordingly.
- 1.2. Shares may be acquired using savings of up to £500 per month or such other amount permitted under the relevant legislation governing UK 'tax-advantaged' sharesave schemes over a period of three or five years.

2. Eligibility

All employees of the Company (and any of its subsidiaries which participates in the Plan) are eligible to participate in the Plan (including Executive Directors). The Board may require employees to have completed a qualifying period of employment of up to five years in order to participate.

3. Savings contracts

Under the Plan employees will be required to make regular savings under a savings contract (a Savings Contract).

4. Exercise price

- 4.1. The proceeds of the Savings Contract can be used to exercise an option to acquire Shares at an exercise price set at the date of invitation. The exercise price may not be less than 80% (or such other percentage as may be permitted by the relevant UK legislation from time to time) of the market value of a Share at the date of invitation, or the date specified in the invitation which may fall between the invitation date and the date on which an option is granted.
- 4.2. When calculating the market value of a Share for setting the exercise price, share prices may only be used from within the six-week period following: (i) the approval of the Plan by shareholders of the Company; (ii) the announcement of the Company's results for any period; (iii) the day on which changes are announced, effected or made to the legislation affecting option schemes which are subject to Schedule 3; (iv) the day on which a new Savings Contract prospectus is announced or comes into effect; or (v) any day on which the Board determines that exceptional circumstances exist.

5. Exercise of options

Ordinarily, an option may only be exercised within six months of the date the Savings Contract matures.

6. Cessation of employment

- 6.1. If an employee's employment ceases, an option may be exercised early for a period of up to six months from the date the employee ceases employment because of: (i) their injury or disability; (ii) redundancy; (iii) retirement; (iv) a relevant transfer within the meaning of the Transfer of Undertakings (Protection of Employment) Regulations 2006; (v) the employing Company ceasing to be an 'Associated Company' for the purposes of the relevant legislation due to a change of control; (vi) the transfer or sale of the business or part of a business in which the participant works is transferred to a person who is not an 'Associated Company' for the purposes of the relevant legislation; or (vii) provided the option has been held for at least three years, any other reason apart from dismissal for misconduct.
- 6.2. If an employee dies whilst holding an option, the participant's personal representatives will normally have up to a year from the date of the participant's death to exercise the option.
- 6.3. If a participant ceases employment with the Company in any other circumstances, any option held by the participant will lapse on the date on which the participant ceases employment.

7. Corporate events

Options may be exercised early in the event of a change of control or winding-up of the Company. Alternatively, options may be exchanged (with the agreement of the acquiring company) for equivalent options over shares in the acquiring company. Options will be exchanged (or will lapse) in the event of an internal reorganisation.

8. Overall dilution limit

- 8.1. In any ten-year period, not more than 10% of the issued ordinary share capital of the Company may be issued or be issuable under the Plan and under all other employees' share plans operated by the Company. This limit does not include options which have lapsed. Treasury Shares will be counted as new Shares for the purposes of this limit so long as this is required by institutional investor representative bodies.
- 8.2. This limit may be adjusted in the event of a variation of the Company's share capital or similar events (see Adjustment below).

9. Adjustment

In the event of any variation of the Company's share capital the Board may make such adjustments as it considers appropriate to the number of Shares subject to an option, the exercise price applicable to an option or the limits on the maximum number of Shares that may be used in connection with the Plan.

10. Amendment, Termination and Further Terms of the Plan

- 10.1. The Board may amend the Plan, provided that prior approval of the Company's shareholders is obtained for amendments to the advantage of participants relating to eligibility, limits, the basis for determining a participant's entitlement to, and the terms of, the Shares subject to an option and the impact of any variation of capital.
- 10.2. The requirement to obtain the prior approval of shareholders will not, however, apply to minor alterations made to benefit the administration of the Plan, to take account of a change in legislation or to obtain or maintain favourable tax treatment, exchange control or regulatory treatment for Plan participants or any company in the Company's group.
- 10.3. The Plan will terminate on the tenth anniversary of its approval by shareholders but the rights of existing participants will not be affected by termination.
- 10.4. Options granted under the Plan are not transferable other than to the participant's personal representatives in the event of death. Options will not form part of pensionable earnings.

The AGM will be held at 11.00 a.m. on Thursday 4 May 2023 in the Maynard Theatre, at The King's Fund, No. 11 Cavendish Square, London W1G 0AN. Note: Please arrive at the entrance in Dean's Mews.



itv

ITV plc
ITV White City
201 Wood Lane
London W12 7RU

 www.itvplc.com