



**ITV PLC  
ANNUAL GENERAL MEETING  
THURSDAY 2 MAY 2024**

**NOTICE OF ANNUAL GENERAL MEETING  
AND CHAIR'S EXPLANATORY LETTER**

**Notice of Availability**

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

2023 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.



# CHAIR'S EXPLANATORY LETTER

25 March 2024

Dear Shareholder

## **Annual General Meeting 2024**

The Annual General Meeting (AGM) of ITV plc (the Company) will be held at 11.00 a.m. on Thursday 2 May 2024 in the Maynard Theatre, at The King's Fund, 11 Cavendish Square, London W1G 0AN (please see the inside 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](http://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 2023. If approved the recommended final dividend will be paid on 23 May 2024 to all shareholders who are on the register of members at the close of business on 12 April 2024.

## **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 Chair 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, 30 April 2024 or at least 72 hours before the meeting for the Corporate Sponsored Nominee i.e. Monday, 29 April 2024 to ensure that your vote is counted.

All resolutions for consideration at the AGM will be voted on by 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

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT the twenty-first 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 2 May 2024 at 11.00 a.m. to consider and, if thought fit, to pass Resolutions 1 to 19 (inclusive) as ordinary resolutions and Resolutions 20 to 22 (inclusive) as special resolutions.**

## **Resolution 1**

To receive and adopt the Annual Report and Accounts for the financial year ended 31 December 2023.

## **Resolution 2**

To receive and adopt the Annual Report on Remuneration set out on pages 130 to 142 of the Remuneration Report contained in the Annual Report and Accounts for the financial year ended 31 December 2023.

## **Resolution 3**

To approve the Remuneration Policy set out on pages 122 to 129 of the Remuneration Report contained in the Annual Report and Accounts for the financial year ended 31 December 2023, to take effect from the date on which this resolution is passed.

## **Resolution 4**

To declare a final dividend of 3.3 pence per ordinary share in respect of the financial year ended 31 December 2023.

## **Resolution 5**

To elect Dawn Allen as a Non-executive Director.

## **Resolution 6**

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

## **Resolution 7**

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

## **Resolution 8**

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

## **Resolution 9**

To re-elect Andrew Cosslett as a Non-executive Director.

## **Resolution 10**

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

## **Resolution 11**

To elect Marjorie Kaplan as a Non-executive Director.

## **Resolution 12**

To re-elect Gidon Katz as a Non-executive Director.

## **Resolution 13**

To re-elect Chris Kennedy as an Executive Director.

## **Resolution 14**

To re-elect Carolyn McCall as an Executive Director.

## **Resolution 15**

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

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

## **Resolution 16**

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 17**

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

## **Resolution 18 – 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, 2 August 2025.

## **Resolution 19 – 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 £135 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 £270 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, 2 August 2025;
- (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.

**Resolution 20 – Disapplication of pre-emption rights**

That, if Resolution 19 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 19 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 £20.25 million,

such authority to expire at the end of the next AGM or, if earlier, 2 August 2025 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 – Further disapplication of pre-emption rights**

That, if Resolution 19 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 £20.25 million; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six 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, 2 August 2025 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 22 – 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 405 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, 2 August 2025 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 23 – 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, 2 August 2025.

By order of the Board

**KYLA MULLINS**

GENERAL COUNSEL AND COMPANY SECRETARY

Registered Office:

ITV White City  
201 Wood Lane  
London W12 7RU

25 March 2024

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 2023.

## **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 130 to 142 of the Remuneration Report contained in the Annual Report and Accounts for the year ended 31 December 2023 (the Report and Accounts). In accordance with Section 439 of the 2006 Act, the vote is advisory only and the Directors' entitlement is not conditional on it.

## **Resolution 3 – Remuneration Policy**

The Remuneration Policy is set out on pages 122 to 129 of the Remuneration Report contained in the Report and Accounts. In accordance with section 439A of the 2006 Act, there is a separate resolution to approve the Policy. The vote is binding which means that payments cannot be made under the Policy until it has been approved by shareholders. The Remuneration Committee determined that the Policy approved by shareholders in 2021 continues to provide an appropriate and effective remuneration structure for ITV, and therefore the Policy presented for shareholder approval contains no significant changes from the 2021 Policy. Minor updates have been made to the detail of the Policy to ensure it continues to operate as intended. As part of the review of the Policy, the Remuneration Committee engaged extensively with a number of our largest shareholders to better understand their views around our approach to remuneration. The Remuneration Policy will be in place for a period of up to three years following approval by shareholders.

## **Resolution 4 – Final dividend**

The final dividend of 3.3 pence for the year ended 31 December 2023 will be paid on 23 May 2024 to shareholders on the register at the close of business on 12 April 2024, subject to shareholder approval.

## **Resolutions 5 to 15 – Election and Re-election of Directors**

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 election or 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 82 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 over boarding 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 16 and 17 – 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 auditors to the Company.

It is normal practice for a company's directors to be authorised to agree auditors' remuneration. The Audit and Risk Committee 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 171.

## **Resolution 18 – 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 19 – 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 £135 million (representing 1.35 billion shares). This amount represents approximately one-third of the issued share capital of the Company as at 14 March 2024, 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 £270 million (representing 2.70 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 14 March 2024, the latest practicable date prior to the publication of this Notice.

The Board has no present intention to exercise the authorities under Resolution 19, except under paragraph (a) to satisfy options under the Company's share option schemes if appropriate and 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 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.

### **Resolutions 20 and 21 – Disapplication of pre-emption rights**

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

Under Resolution 20, the Directors' power to allot shares would be limited to (a) allotments or sales in connection with pre-emptive offers and offers 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 £20.25 million (20.5 million ordinary shares) representing approximately 5% of the Company's issued share capital as at 14 March 2024, the latest practicable date prior to the publication of this Notice.

Resolution 21 extends the Directors' authority under Resolution 20 to allot shares for cash up to a further nominal amount of £20.25 million, bringing the combined authority under Resolutions 20 and 21 to a nominal amount of £40.5 million (405 million ordinary shares), representing approximately 10% of the Company's issued share capital as at 14 March 2024, the latest practicable date prior to the publication of this Notice.

The Directors confirm that they will only use the additional authority under Resolution 21 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 six-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 to renew these authorities 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 Directors have no present intention to exercise the powers sought by Resolutions 20 or 21. 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 20 and 21, nor are they proposing to provide specifically for follow-on offers, they intend to keep emerging market practice under review.

### **Resolution 22 – 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.

On 7 March 2024, the Company announced that it was commencing an ordinary share buy-back programme of up to £235 million (the Programme). The Programme commenced on 7 March 2024 and will end no later than 29 August 2025. The purpose of the Programme is to reduce the capital of the Company by returning surplus capital to shareholders. Further details of the Programme are set out in the Company's announcement dated 7 March 2024. Ordinary shares purchased under the Programme may be cancelled or (to the extent permitted by law) held in treasury.

The authority sought covers up to a maximum of 405 million ordinary shares, representing approximately 10% of the issued share capital as at 14 March 2024, 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 14 March 2024, the latest practicable date prior to the publication of this Notice, is 40.2 million representing approximately 0.99% 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 1.10% of the reduced issued share capital.

### **Resolution 23 – 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.

## 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](http://www.myitvshares.com) or [www.itvplc.com/investors/shareholder-information/agm](http://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](http://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](mailto: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 Proxymity 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, 30 April 2024 or by 11.00 a.m. on Monday, 29 April 2024 for the Corporate Sponsored Nominee.
- The return of a completed form of proxy, other such instrument or any CREST Proxy Instruction will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.

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.



#### 1.4 CREST:

1.4.1 CREST members who wish to appoint a proxy or proxies for the AGM to be held on Thursday 2 May 2024 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](http://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](http://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 30 April 2024, 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 30 April 2024 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 0371 664 0300 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.

## OTHER NOTES TO THE NOTICE OF MEETING CONTINUED

### 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 2023 (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](mailto:groupsecretariat@itv.com) no later than 5.00 p.m. on Thursday 25 April 2024. 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 29 April 2024, ahead of the proxy voting deadline.

Answers to questions sent to [groupsecretariat@itv.com](mailto:groupsecretariat@itv.com) after Thursday 25 April 2024 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](http://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).

#### 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](mailto:groupsecretariat@itv.com) to book an appointment to view these documents during normal business hours on any weekday (excluding public holidays), additionally they will be available for inspection during the AGM and 15 minutes prior to the meeting commencing:

- Remuneration Policy;
- Executive Directors' service contracts;
- Directors' deeds of indemnity; and
- Non-executive Directors' terms and conditions of appointment.

#### 6. Total voting rights

At 14 March 2024, the Company's issued share capital consisted of 4,049,514,235 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](http://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.

**Date:** Thursday 2 May 2024

**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](http://www.itvplc.com/about/board-of-directors).

## Committee membership

A Audit and Risk

N Nominations

R Remuneration

## Dawn Allen

**Non-executive Director (tenure < 1 year)**

**A**

**What she brings to the Board:** Dawn has extensive financial, commercial and international experience having held global roles in large scale businesses across consumer-related sector during a 25-year career. She is currently CFO at Tate & Lyle PLC where she has been heavily involved in developing the global strategy, digital capabilities and processes.

## Salman Amin

**Non-executive Director (tenure < 8 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 mindset 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 < 6 years)**

**N A R**

**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 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, Workforce Engagement Director (tenure < 4 years)**

**A N**

**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 5 years working at Google. Additionally, Graham took on the role of Workforce Engagement Director in June 2023, and acts as the designated Board contact with ITV's formal workforce advisory panel (our Ambassador network).

**Andrew Cosslett****Chair, independent on appointment, Chair of Nominations Committee tenure (< 2 years)****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 < 7 years)****A N**

**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. Margaret is stepping down as the IAG Audit and Compliance Committee Chair in September 2024. 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.

**Marjorie Kaplan****Non-executive Director (tenure < 1 year)**

**What she brings to the Board:** Marjorie has extensive brand, content and audience strategy experience and brings 20 years' experience as a senior executive in the global media industry at Discovery, now Warner Bros Discovery. She has substantial experience in both the US and Europe with a track record as a change agent, transforming and growing global brands and businesses, and building vibrant organisations.

**Gidon Katz****Non-executive Director (tenure < 2 years)**

**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 < 6 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.

**Carolyn McCall****Chief Executive (tenure < 7 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 facing the business. 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 < 4 years)****R N**

**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.

► Details on the composition of the Board including skills and experience can be found on page 82 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	11 April 2024
Record date for the final dividend	12 April 2024
Annual General Meeting	2 May 2024
Q1 Trading update	9 May 2024
Payment date of the final dividend	23 May 2024
Half year results announcement	25 July 2024

## 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, Central Square, 10th Floor, 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](http://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](http://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](http://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](http://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](http://www.itvplc.com/investors/shareholder-information)**

The AGM will be held at 11.00 a.m. on Thursday 2 May 2024 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 plc  
ITV White City  
201 Wood Lane  
London W12 7RU

 [www.itvplc.com](http://www.itvplc.com)