ITV M&E Holdings Limited

Strategic Report for the Period from 11 June 2025 to 31 December 2025

The Directors present their Strategic Report for ITV M&E Holdings Limited ("the Company") for the period ended 31 December 2025. The Company is a wholly owned subsidiary of ITV plc and the ultimate parent of the Company is also ITV plc.

Incorporation
The Company was incorporated on 11 June 2025 as ITV M&E Holdings Limited and began trading on the same day. This is the first period for which financial statements of the Company have been prepared and therefore no comparative figures have been presented.

Principal activity
The principal activity of the Company is that of a holding company.

Fair review of the business
The results for the Company show a profit for the period £1 million. At the statement of financial position date the Company had net assets of £393 million.

Corporate restructure
During 2025, the Company's parent entity, ITV plc, restructured its investments to simplify the overall Group holding structure and ensure that businesses within the same segment report to a common parent. This involved ITV plc incorporating the Company, to serve as the parent holding company for the Media & Entertainment business.

As a result of this restructure, the Company now holds all investments in the Media & Entertainment business within the ITV plc Group. As part of this process, the Company issued a loan note of £1,639 million in favour of ITV plc, created a share premium of £100 million, and an undistributable reserve of £292 million. The share premium was subsequently reduced to nil by way of a capital reduction in October 2025. For further detail, see notes 8, 10, 11, and 12.

KPI's
The Directors of the group owned by ITV plc manage the Group’s operations on a divisional basis with this Company being included within the Media and Entertainment division. For this reason, the Company’s Directors use the ITV plc Media and Entertainment division’s Operating and Performance Review in managing and understanding the development, performance and position of the Company. The KPI's and business review is included on pages 22 to 27 of ITV plc’s 2025 Annual Report.

Future developments
The Directors do not anticipate any significant developments or changes to the Company.

Principal risks and uncertainties
The key risk in the Company is the value and performance of its investments. The Directors review the performance of its investments regularly and provide for impairment where necessary.

A comprehensive review of the Company's strategy, outlining the development, performance and position of the Company's business can be found in the Strategic Report of the group in the ITV plc Annual Report. The Annual Report of ITV plc is available to the public and may be obtained from www.itvplc.com or the Company Secretary, ITV White City, 201 Wood Lane, London, W12 7RU.

Directors statement in performance of their duties under section 172(1)
The Board of ITV plc are responsible for governance and oversight across the ITV Group and the duties under Section 172(1) of the Companies Act 2006 ("s172") in respect of ITV plc. As ITV M&E Holdings Limited is part of the ITV Group, its directors (the "Directors") believe that certain matters they are responsible for under s172 in respect of the Company have been considered to an appropriate extent by the Board of ITV plc in relation both to the ITV Group and the Company and reference to this is made below.

During the period, the Directors considered and approved matters that related directly to the Company and its subsidiaries. To the extent necessary for an understanding of the development, performance and position of the Company, an explanation of how the Directors have specifically considered the matters set out in s172 is set out below:

The long term: The Directors remain cognisant of the rapidly evolving competitor and viewer landscape in which the Company operates. The focus during the period has been the Company's role in supercharging ITV's streaming strategy, by driving digital revenues through ITVX and Planet V (ITV's proprietary, self-service programmatic addressable advertising platform) and optimising broadcasting by increasing productivity and efficiency.

• **Business relationships - suppliers, customers**: The Directors are committed to fostering good working business relationships with their key stakeholders which include suppliers, other broadcasters, legislators and regulators. The Directors recognise that an understanding of the issues relating to these stakeholders is fundamental to building and maintaining successful relationships, enabling the Company to take advantage of the strong and mutually beneficial opportunities needed to ensure the success of the Company. As the Company is fully embedded within the ITV Group governance structure, the Directors seek to align themselves with ITV plc's engagement mechanisms and an explanation of how the Directors of ITV plc have had regard to the need to foster the Company's business relationships are set out on pages 64 to 74 of ITV plc's 2025 Annual Report which does not form a part of this report, with detail on viewers page 65, advertisers page 66, citizens page 68 and programme participants on page 70.

• **Community & environment**: The Directors continue to use the Company's platforms to reflect and shape culture on screen. The Directors consider that as a result of being embedded within the ITV Group governance structure, the Directors of ITV plc have taken the lead in carrying out the duties in respect of the community, wider environmental issues and diversity and inclusion targets.

• **High standards of business conduct**: The Directors' intention is to ensure that the Company and its subsidiaries operate in an ethical and responsible way. As a part of the ITV Group, they recognise that a healthy corporate culture is the cornerstone to ensuring high standards of business conduct and governance that also pervade business dealings with stakeholders outside of the organisation. The Directors consider that as a result of being embedded within the ITV Group governance structure, the Directors of ITV plc have taken the lead in promoting these facets and details on how it monitored and assessed culture during the year is set out on pages 75 to 78 in ITV plc's 2025 Annual |Report, which does not form a part of this report. ITV's commitment to high standards of business conduct is also enshrined in the Code of Ethics and Conduct available on the ITV plc website. ITV's culture also pervades its business dealings with stakeholders outside of the organisation, as exemplified by its work with suppliers in relation to modern slavery and membership of the Prompt Payment Code.

Subsequent events

Non adjusting event after the financial period
On 18 March 2026, the Directors approved a bonus issue of an ordinary share involving the capitalisation of other reserves for £292,143,351. The Company subsequently reduced the nominal value of this issued fully paid ordinary share from £292,143,351 to £1, increasing its distributable reserves by £292,143,350.

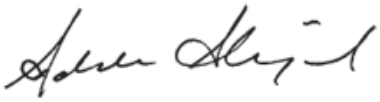
In April 2026, the Company acquired a new investment, SDN Limited, from its subsidiary ITV Holdings (Cayman) Limited for £145 million. Subsequently, the Company transferred its ownership in ITV Holdings (Cayman) Limited to ITV Services Limited for £100 million.

On 23 June 2026, the Company contributed its shareholdings in ITV Consumer Limited, ITV Rights Limited, and BritBox SVOD Limited to its subsidiary, ITV Broadcasting Limited, in exchange for 3 ordinary shares of £1 each, issued at a total premium of £892,453,832.

On 6 July 2026, ITV plc announced the sale of the ITV Media and Entertainment business, which includes the Company, to Sky. The transaction is subject to regulatory approvals. The regulatory process has already started with the UK Competition and Markets Authority ("CMA") launching its review process. Given that this is a media merger, ITV expects the Secretary of State to issue a Public Interest Intervention Notice in due course. The transaction may go to a phase two CMA review and if it does then it is likely that the transaction will complete in H2 2027.

The sale does not impact the operation of the Company and its principal activities as described in these financial statements.

Approved by the Board on 18 September 2026 and signed on its behalf by:



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A Abigail
Director