

**SUPPLEMENTARY PROSPECTUS DATED 7 JUNE 2024 TO THE PROSPECTUS DATED 28
MARCH 2024**

ITV PLC

(incorporated with limited liability under the laws of England and Wales with registered number 04967001)

€3,000,000,000

Euro Medium Term Note Programme

This Supplement (the **Supplement**) to the prospectus dated 28 March 2024, which comprises a base prospectus (the **Prospectus**) for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the **UK Prospectus Regulation**), constitutes a supplementary prospectus for the purposes of Article 23 of the UK Prospectus Regulation, and is prepared in connection with the €3,000,000,000 Euro Medium Term Note Programme (the **Programme**) established by ITV plc (the **Issuer**).

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and the documents incorporated by reference therein. Capitalised terms used in this Supplement but not defined herein shall have the meanings ascribed to them in the Prospectus.

This Supplement has been approved by the Financial Conduct Authority (the **FCA**), as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the quality of the Notes that are the subject of this Supplement and the Prospectus, and investors should make their own assessment as to the suitability of investing in any Notes issued under the Programme.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import.

PURPOSE OF THE SUPPLEMENT

The purpose of this Supplement is to:

- (a) incorporate by reference into the Prospectus:
 - a. the Issuer's Q1 2024 Trading Update (as defined below), save for the "Outlook" section as outlined below;
 - b. the audited consolidated annual financial statements of the Issuer for the financial years ended 31 December 2021, prepared in accordance with UK-adopted international accounting standards and in accordance with the provisions of the Companies Act 2006, 31 December 2020, prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and 31 December 2019, prepared in accordance with

International Financial Reporting Standards as adopted by the European Union;
and

- c. certain parts of the Issuer's Social Purpose Impact Report 2023 and the Issuer's Social Purpose Impact Report 2022 (each as defined below) as outlined below;
- (b) update the confirmation of use of proceeds of issues of Notes by the Group; and
- (c) update the no significant change statement of the Issuer and its subsidiaries (the **Group**).

DOCUMENTS INCORPORATED BY REFERENCE

By virtue of this Supplement:

- (a) the Issuer's unaudited Q1 Trading Update for the three months ended 31 March 2024 published on 9 May 2024 (RNS Number 6805N) and available at <https://www.itvplc.com/~media/Files//ITV-PLC-V2/documents/reports-and-results/ITV%20Plc%20Q1%202024%20Trading%20Update.pdf> (the **Q1 2024 Trading Update**), except that the section titled "Outlook" on pages 1 and 2 of the Q1 Trading Update shall not be deemed to be incorporated in, and shall not be deemed to form part of, this Supplement or the Prospectus;
- (b) the audited consolidated annual financial statements of the Issuer for the financial year ended 31 December 2021, prepared in accordance with UK-adopted international accounting standards and in accordance with the provisions of the Companies Act 2006 including the auditor's report thereon and the notes thereto as set out on pages 163 to 260 (inclusive) and, separately, the glossary set out at page 261, of the Issuer's Annual Report & Accounts for the financial year ended 31 December 2021, published on 21 March 2022 (RNS Number 3278F), and available at <https://www.itvplc.com/~media/Files//ITV-PLC-V2/documents/investors/result-centre/reports-and-results/annual-report-2021.pdf>;
- (c) the audited consolidated annual financial statements of the Issuer for the financial year ended 31 December 2020, prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006, including the KPMG LLP independent auditor's report thereon and the notes thereto as set out on pages 157 to 245 (inclusive) and, separately, the glossary set out at page 246, of the Issuer's Annual Report & Accounts for the financial year ended 31 December 2020, published on 24 March 2021 (RNS Number 3262T), and available at <https://www.itvplc.com/~media/Files//ITV-PLC-V2/documents/investors/result-centre/reports-and-results/annual-report-2020.pdf>;
- (d) the audited consolidated annual financial statements of the Issuer for the financial year ended 31 December 2019, prepared in accordance with International Financial Reporting Standards as adopted by the European Union, including the KPMG LLP independent auditor's report thereon and the notes thereto as set out on pages 149 to 235 (inclusive) and, separately, the glossary set out at page 236, of the Issuer's Annual Report & Accounts for the financial year ended 31 December 2019, published on 23 March 2020

(RNS Number 1212H), and available at <https://www.itvplc.com/~media/Files//ITV-PLC/documents/reports-and-results/annual-report-2019.pdf>;

- (e) the sections entitled “Welcome” and “Climate Action” of the Issuer’s Social Purpose Impact Report for 2023, as set out on pages 3 to 6 and 20 to 34 respectively, published on 25 March 2024 and available at <https://www.itvplc.com/~media/Files//ITV-PLC-V2/documents/2023-itv-social-purpose-report.pdf>; and
- (f) the section entitled “Welcome” of the Issuer’s Social Purpose Impact Report for 2022, as set out on pages 3 to 6, published on 20 March 2022 and available at <https://www.itvplc.com/~media/Files//ITV-PLC/download/2022-itv-social-purpose-report.pdf>,

(collectively the “**Newly Incorporated Documents**”) shall be deemed to be incorporated in, and form part of, the Prospectus and supplement the section entitled “Documents Incorporated by Reference” on pages 34 to 36 of the Prospectus.

Any non-incorporated parts of a document (which, for the avoidance of doubt, applies to any section of the Newly Incorporated Documents which is not listed above) referred to herein is either not deemed relevant for an investor or is otherwise covered elsewhere in the Prospectus. Any documents themselves incorporated by reference in the Newly Incorporated Documents shall not form part of this Supplement or the Prospectus.

USE OF PROCEEDS

The statements in the section of the Prospectus entitled "Use of Proceeds" on page 135 of the Prospectus, shall be deleted in their entirety and replaced with the following:

“The net proceeds from each issue of Notes will be applied by the Issuer for its general corporate purposes, which include making a profit and may include refinancing existing indebtedness, including the Issuer’s €600m 1.375 per cent. Notes due 2026 and existing term loan facilities. If, in respect of an issue, there is a particular identified use of proceeds, this will be stated in the applicable Final Terms or the applicable Pricing Supplement, as the case may be.”

NO SIGNIFICANT OR MATERIAL CHANGE

The statement under the section headed "Significant or Material Change" on page 152 of the Prospectus shall be deleted in its entirety and replaced with the following:

“Save as disclosed in the Recent Developments section of this Prospectus and the Issuer’s Q1 2024 Trading Update (to the extent incorporated by reference into this Prospectus), there has been no significant change in the financial performance or financial position of the Group since 31 December 2023 and there has been no material adverse change in the prospects of the Issuer since 31 December 2023.”

GENERAL INFORMATION

The Issuer will provide, without charge, to each person to whom a copy of this Supplement has been delivered, upon the oral or written request of such person, a copy of any or all of the documents which are incorporated in whole or in part by reference herein or in the Prospectus. Written or oral requests for such documents should be directed to the Issuer at its principal office at White City Place, 201 Wood Lane, London, W12 7RU.

Copies of this Supplement and all documents incorporated by reference in this Supplement can also be viewed on the website of the Issuer at <https://www.itvplc.com/investors>.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in or incorporated by reference into the Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or material inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.