

ITV plc

Annual General Meeting - Thursday 12 May 2016

Final Results

Res

No:	Description	For	% For (including Discretion) (1)	Against	% Against (1)	Total Votes validly cast	Total votes cast as % of share capital	Withheld
1	Report and Accounts	3,159,600,937	99.70%	9,491,241	0.30%	3,169,092,178	78.73%	4,601,004
2	Remuneration Report	3,002,101,203	96.15%	120,053,675	3.85%	3,122,154,878	77.56%	51,538,304
3	Declaration of Final Dividend	3,173,469,443	100.00%	14,705	0.00%	3,173,484,148	78.84%	207,412
4	Declaration on a Special Dividend	3,172,695,453	99.98%	775,100	0.02%	3,173,470,553	78.84%	222,629
5	Elect Anna Manz	3,172,701,422	99.98%	637,024	0.02%	3,173,338,446	78.83%	354,607
6	Re-elect Peter Bazalgette	3,167,387,051	99.81%	5,966,934	0.19%	3,173,353,985	78.83%	339,068
7	Re-elect Adam Crozier	3,167,604,468	99.82%	5,785,919	0.18%	3,173,390,387	78.83%	302,795
8	Re-elect Roger Faxon	3,169,661,105	99.88%	3,661,442	0.12%	3,173,322,547	78.83%	367,108
9	Re-elect Ian Griffiths	3,167,563,903	99.82%	5,802,416	0.18%	3,173,366,319	78.83%	323,336
10	Re-elect Mary Harris	3,020,846,171	99.45%	16,645,742	0.55%	3,037,491,913	75.46%	136,201,140
11	Re-elect Andy Haste	3,076,841,921	96.96%	96,471,761	3.04%	3,173,313,682	78.83%	375,973
12	Re-elect John Ormerod	3,165,455,059	99.75%	7,909,329	0.25%	3,173,364,388	78.83%	328,794
13	Re-appoint KPMG LLP	3,111,294,503	98.04%	62,110,755	1.96%	3,173,405,258	78.83%	284,526
14	Auditors' remuneration	3,169,485,818	99.88%	3,889,441	0.12%	3,173,375,259	78.83%	314,570
15	Authority to allot shares	2,963,904,663	93.89%	192,760,906	6.11%	3,156,665,569	78.42%	17,027,613
16	Disapplication of pre-emption rights (2)	2,899,558,902	95.46%	137,908,749	4.54%	3,037,467,651	75.46%	136,221,943
17	Political Donations	3,140,570,205	99.50%	15,889,854	0.50%	3,156,460,059	78.41%	17,232,303
18	Purchase of own shares (2)	3,126,201,391	98.51%	47,178,686	1.49%	3,173,380,077	78.83%	309,100
19	Notice period for General Meetings (2)	2,906,477,364	92.11%	248,973,857	7.89%	3,155,451,221	78.39%	18,232,634
20	Articles of Association (2)	3,152,202,955	99.92%	2,388,222	0.08%	3,154,591,177	78.37%	19,098,746
21	Share Incentive Plan	3,167,400,755	99.89%	3,593,236	0.11%	3,170,993,991	78.77%	2,696,132

(1) Votes as a percentage of the total For, Discretion and Against. Votes Withheld are not a vote in law and are not counted in the overall voting figures.

(2) Special Resolution requires at least 75% of votes in favour.

(3) One vote per share

(4) Number of ordinary shares in issue at date of meeting 4,025,409,194

(5) Number of shareholders at the meeting 125

(6) Number of issued ordinary shares represented at the meeting 884,630