



ITV plc
Annual General Meeting
Thursday, 12 May 2016

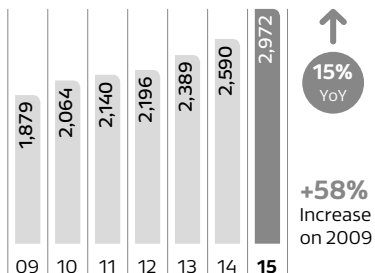
Notice of Annual General Meeting
and Chairman's explanatory letter

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

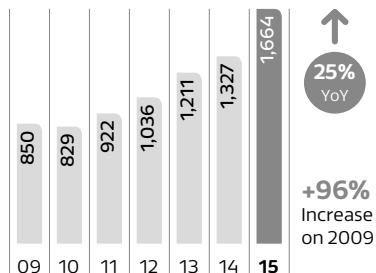
If you are in any doubt as to what action you should take, you are recommended to seek your own independent advice from your stockbroker, solicitor, accountant or other professional adviser immediately. If you have sold or transferred all of your ITV plc ordinary shares please forward this document, together with the 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.

2015 Highlights

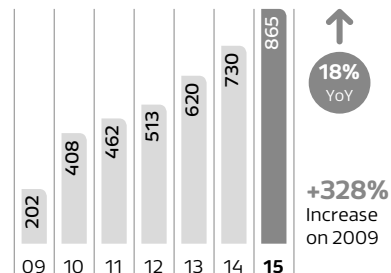
Group external revenue £m £2,972m



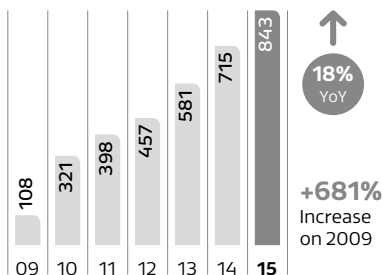
Non-NAR revenue¹ £m £1,664m



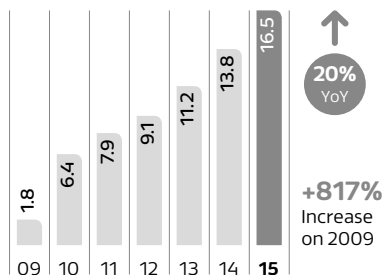
Adjusted EBITA² £m £865m



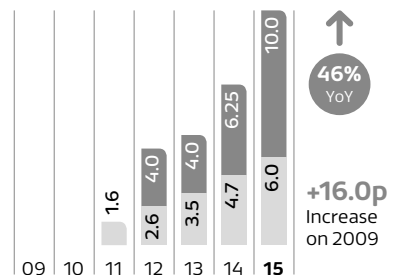
Adjusted profit before tax³ £m £843m



Adjusted EPS⁴ p 16.5p



Dividend per share p 16.0p



Group EBITA margin of

29%

up from 28%
in 2014



Proposed an increase of

28% in the ordinary

dividend and a **10p**
special dividend



Online, Pay
& Interactive
revenue up **23%**

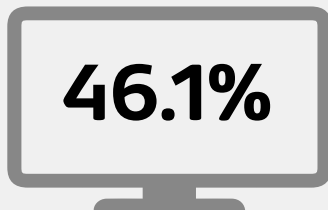
6% growth in NAR

Again outperforming
our estimate of the
total television
advertising market



In 2015 we grew our share
of broadcast to

46.1%



33% growth in total ITV Studios revenue

With over half its revenue
generated outside of the UK

1. Non-Net Advertising Revenue (Non-NAR) includes all ITV revenue, both internal and external, except Net Advertising Revenue (NAR).
2. EBITA before exceptional items has been adjusted to reflect the inclusion of production tax credits ('adjusted EBITA').
3. Profit before tax is £641 million (2014: £605 million).
4. Reported EPS is 12.4p (2014: 11.6p).

Chairman's Explanatory Letter

17 March 2016

Dear shareholder

Annual General Meeting 2016

The Annual General Meeting ('AGM') of the Company will be held at 11.00 a.m. on Thursday, 12 May 2016 in the Mountbatten Room, The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE.

Resolutions

As you can see from the Notice of Meeting which follows this letter, in addition to the routine business there will be seven items of special business, all of which are detailed in the explanatory notes. A copy of the Annual Report and Accounts of ITV plc for the year ended 31 December 2015 is enclosed. Voting on all resolutions will be by way of a poll.

Final dividend

The Board proposes a final dividend of 4.1 pence per ordinary share for the year ended 31 December 2015 giving a full year dividend of 6.0 pence. If approved, the recommended final dividend will be paid on 27 May 2016 to all shareholders who are on the register of members at the close of business on 29 April 2016.

Special dividend

In recognition of the Company's strong performance and much improved balance sheet, the Board proposes a special dividend of 10 pence per share in addition to the final dividend. If approved, the recommended special dividend will be paid on the same basis as the final dividend.

Recommendation

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 the resolutions to be proposed at the AGM, as they intend to do in respect of their own beneficial holdings.

Action to be taken

Enclosed with this circular is a Form of Proxy for the resolutions to be proposed at the AGM. Please sign and return the Form of Proxy in accordance with the directions on it as soon as possible and, in any event, so that it is received not less than 48 hours before the time appointed for the AGM (by 11.00 a.m. on Tuesday, 10 May 2016).

You may also complete the Form of Proxy on the Internet by logging on to www.capitashareportal.com or www.itvplc.com. You will need your investor code which is printed on the enclosed Form of Proxy and on your share certificate.

Completion and return of the Form of Proxy will not prevent you from attending the AGM and voting in person should you wish to do so. If you are planning to attend the AGM, please bring your attendance card with you. The card is attached to the enclosed Form of Proxy.

The results of the AGM will be announced through a Regulatory Information Service and on the Company website, www.itvplc.com, as soon as possible once known.

I look forward to seeing you.

Yours faithfully

Archie Norman

Chairman

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the thirteenth Annual General Meeting of ITV plc will be held in the Mountbatten Room at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Thursday, 12 May 2016 at 11.00 a.m. in order to transact the following business:

Ordinary business

Resolution 1

To receive and adopt the Annual Report and Accounts for the financial year ended 31 December 2015 and the reports of the Directors and auditors thereon.

Resolution 2

To receive and adopt the Annual Remuneration Report set out on pages 68 to 80 of the Annual Report and Accounts for the financial year ended 31 December 2015.

Resolution 3

To declare a final dividend of 4.1 pence per ordinary share.

Resolution 4

To declare a special dividend of 10 pence per ordinary share.

Resolution 5

To elect Anna Manz as a Non-executive Director.

Resolution 6

To re-elect Sir Peter Bazalgette as a Non-executive Director.

Resolution 7

To re-elect Adam Crozier as an Executive Director.

Resolution 8

To re-elect Roger Faxon as a Non-executive Director.

Resolution 9

To re-elect Ian Griffiths as an Executive Director.

Resolution 10

To re-elect Mary Harris as a Non-executive Director.

Resolution 11

To re-elect Andy Haste as a Non-executive Director.

Resolution 12

To re-elect John Ormerod as a Non-executive Director.

Resolution 13

To re-appoint KPMG LLP as auditors 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 14

To authorise the Directors to determine the auditors' remuneration.

Special business

To consider and if thought fit pass the following Resolutions of which Resolutions 15, 17 and 21 will be proposed as Ordinary Resolutions and Resolutions 16, 18, 19 and 20 will be proposed as Special Resolutions.

Resolutions 15 to 19 are standard resolutions proposed by most listed companies on an annual basis.

Resolution 15 – Renewal of authority to allot shares

That the directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the '2006 Act') to exercise all the Company's powers to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights'):

- (a) up to an aggregate nominal amount of £134 million; and
- (b) in addition to and without prejudice to paragraph (a) above, comprising equity securities (within the meaning of section 560 of the 2006 Act) up to a nominal amount of £134 million in connection with an offer by way of rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings;
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary or appropriate; and
 - (iii) so that the Directors may make such exclusions or other arrangements as they deem necessary or expedient in relation to fractional entitlements, 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 Annual General Meeting or, if earlier, 12 August 2017;
- (2) the Directors are 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 unused authorities.

Resolution 16 – Disapplication of pre-emption rights

That the Directors be and are hereby empowered pursuant to section 570 and section 573 of the 2006 Act to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash, either pursuant to the authority conferred by Resolution 15 above or by way of a sale of treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment on the following terms:

- (a) this power is limited to the allotment or sale of equity securities:
 - (i) in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 15 by way of rights issue only) in favour of ordinary shareholders where the equity securities respectively attributable to the interests of the ordinary shareholders (other than the Company) are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them and holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary or appropriate, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, 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
 - (ii) otherwise than under paragraph (i), up to a total nominal value of £40.25 million;
- (b) this power expires (unless previously renewed, varied or revoked) on the date of the Company's next Annual General Meeting or, if earlier, 12 August 2017;
- (c) before this power expires, the Directors may make offers or agreements which would or might require equity securities to be allotted after it expires and the Directors are entitled to allot or sell equity securities pursuant to any such offer or agreement as if this power had not expired; and
- (d) this power is in substitution of all unexercised powers given for the purposes of section 570 of the 2006 Act.

Resolution 17 – Political donations

That in accordance with sections 366 and 367 of the 2006 Act, the Company and any company which is, or becomes, a subsidiary of the Company during the period to which this resolution relates, be and is hereby 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 Annual General Meeting or, if earlier, 12 August 2017.

Resolution 18 – Purchase of own shares

That the Company is generally and unconditionally authorised 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 Annual General Meeting or, if earlier, 12 August 2017 subject to the following conditions:

- (a) the minimum price per ordinary share, exclusive of any expenses payable, is 10 pence;
- (b) the maximum price per ordinary share, exclusive of expenses shall be the higher of:
 - (i) 5% above the average of the middle market quotations as derived from the London Stock Exchange Daily Official List for an ordinary share over five business days before the purchase; and
 - (ii) the price of the last independent trade of an ordinary share 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.

Notice of Annual General Meeting continued

Resolution 19 – Length of notice period for general meetings

That in accordance with Article 43.1 of the Company's Articles of Association, a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

Resolution 20 – Articles of Association

That the Articles of Association as produced to the meeting and initialled by the Chairman for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

Resolution 21 – ITV plc Share Incentive Plan

That:

- (a) the ITV plc Share Incentive Plan ('SIP'), the main terms of which are summarised in the Explanatory Notes in this notice and a copy of which is now produced to the meeting and initialled by the Chairman for the purposes of identification is hereby approved; and
- (b) the Directors be authorised to:
 - (i) make such amendments to the draft terms of the SIP as they may consider necessary or desirable to take account of the Model Code and best practice and to ensure the SIP may be certified as required under Schedule 2 to the Income Tax (Earnings and Pensions) Act 2003 and to adopt the SIP as so modified and to do all acts and things which they consider necessary or expedient for the purposes of implementing and operating the SIP; and
 - (ii) establish further plans based on the SIP but modified to take account of local tax, exchange control, securities laws or other laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the SIP.

By order of the Board

Andrew Garard

Company Secretary

Registered Office:
The London Television Centre
Upper Ground
London
SE1 9LT

17 March 2016


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 2015.

Resolution 2 – Annual Remuneration Report

In accordance with section 439 of the CA 2006, shareholders are requested to approve the Annual Remuneration Report which is set out on pages 68 to 80 of the Report and Accounts. The vote is advisory only.

 **The Company's Remuneration Policy was approved by shareholders at the 2014 AGM for a three year period. The Remuneration Policy can be found on the Company's website: www.itvplc.com/governance.**

Resolution 3 – Dividend

The Board proposes a final dividend of 4.1 pence per ordinary share for the year ended 31 December 2015. If approved, the recommended final dividend will be paid on 27 May 2016 to all shareholders who are on the register of members at the close of business on 29 April 2016.

Resolution 4 – Special dividend

In recognition of the Company's strong performance, the Board proposes a return to shareholders of £400 million structured as a special dividend of 10 pence per ordinary share. If approved, the special dividend will be paid on 27 May 2016 to all shareholders who are on the register of members at the close of business on 29 April 2016.

Resolution 5 – Election of Director

Anna Manz was appointed as a Non-executive Director on 1 February 2016. Anna is seeking election at this AGM. Her biographical details can be found on page 15.

Anna was selected from a number of potential candidates for her experience in developing business strategy.


The Board recommends the proposed election be approved.

Resolutions 6 to 12 – Re-election of Directors

As recommended by the UK Corporate Governance Code, all elected Directors of the Board are presenting themselves for annual re-election by shareholders.

Details of our Board evaluation process are set out on page 60 of the Report and Accounts. In the Board's view these individuals are effective in, and continue to show commitment to, their roles. The Board therefore recommends the proposed re-elections be approved.

During the year the appointments of John Ormerod and Andy Haste were extended for a further 12 months. Both have been Non-executive Directors for over six years. The Board continues to believe that they bring a wealth of knowledge and experience to their deliberations and both provide a valuable contribution as Chairmen of the Audit and Remuneration Committees respectively.

 **Full biographical details for each director are set out on pages 14 and 15.**

Resolutions 13 and 14 – Auditor

Auditors have to be appointed at every general meeting at which accounts are presented.

It is normal practice for a company's directors to be authorised to agree auditors' remuneration. The Audit Committee, through its Chairman, 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 110.

Resolution 15 – Authority to allot shares

This resolution, if passed, will renew the Directors' authority to allot shares up to a nominal value of £134 million (1.34 billion ordinary shares), and up to a further nominal value of £134 million (1.34 billion ordinary shares) where the allotment is in connection with an offer by way of rights issue. Each amount is equal to approximately one-third of the Company's issued ordinary share capital as at 2 March 2016.

The Board is seeking to renew this resolution 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 terms of this resolution are in accordance with the latest institutional guidance (Share Capital Management Guidelines) issued by the Investment Management Association (IMA).

Resolution 16 – Disapplication of pre-emption rights

This resolution, if passed, will renew the Directors' authority to allot shares in return for cash, without the need to offer such securities first to existing shareholders.

The Directors will be authorised to allot shares for cash up to an aggregate nominal value of £40.25 million (402.5 million ordinary shares), representing approximately 10% of the Company's issued share capital as at 2 March 2016. The Directors confirm that they will only allot ordinary shares, representing more than 5% of the issued ordinary share capital of the Company, for cash pursuant to this authority 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.

Explanatory Notes to the Resolutions continued

The Board is seeking to renew this resolution 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.

In line with the Pre-Emption Group's Statement of Principles, no more than 7.5% of the Company's ordinary share capital would be issued on a non-pre-emptive basis over a rolling three year period without consultation with shareholders, except in connection with an acquisition or specified capital investment as referred to above.

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 a political party, 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 and 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 companies which are subsidiaries of the Company at any time the authority is in place.

Resolution 18 – Purchase of own shares

The 2006 Act requires that a company must be authorised by its shareholders to purchase its own shares. In accordance with the IMA 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 after the most careful consideration, 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. 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 2 March 2016.

The total number of options to subscribe for ordinary shares outstanding at 2 March 2016 was 20 million representing 0.51% 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 this resolution then these options would represent 0.56% of the reduced issued share capital.

Resolution 19 – Notice period for general meetings

The Companies (Shareholders' Rights) Regulations 2009 amended the 2006 Act to increase the notice period for general meetings of the Company to 21 days. The Company complies with the notice guidelines set out in the UK Corporate Governance Code but would like to preserve the flexibility to call general meetings (other than an AGM) on 14 clear days' notice. 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.

Resolution 20 – Articles of Association

The Company proposes to amend its existing Articles of Association (the 'Current Articles') with immediate effect in the manner described below.

- (a) In line with the provisions of the UK Corporate Governance Code and the practice adopted by the Company for the four preceding AGMs, the new Articles of Association (the 'New Articles') provide for automatic retirement of all of the Company's directors at each AGM.

- (b) In addition, the New Articles will give the Company the flexibility to choose how it pays dividends on its shares in the future. Whilst there are no immediate plans to change the way in which dividends are currently paid to shareholders, the Board considers it prudent to have the option of paying future dividends solely by direct credit into a bank or building society account nominated by the recipient. The Board would only implement this option following due notification to shareholders.
- (c) Finally, the Company proposes to increase the aggregate amount which it is entitled to pay as fees to its Non-executive Directors, absent the approval of shareholders by ordinary resolution. The Current Articles include an aggregate limit of £1,000,000 for this purpose, agreed by shareholders over ten years ago, and the New Articles would increase this figure to £1,500,000. The Board is satisfied that this new aggregate limit is in keeping with current market practice. Notwithstanding the increased limit, the Board would continue to set the remuneration of new, and existing, Non-executive Directors in accordance with the Company's approved remuneration policy as in effect from time to time.

The other proposed changes to the Current Articles are of a minor, technical or clarifying nature.

The full terms of the New Articles will be available for inspection as noted below.

Resolution 21 – Approval of the ITV plc Share Incentive Plan (the SIP)

Below is a summary of the principal terms of the proposed SIP.

General: The SIP is a share incentive plan designed to comply with the requirements of Schedule 2 of the Income Tax (Earnings & Pensions) Act 2003 (ITEPA).

The SIP shall be administered by the Board of Directors of the Company or a duly authorised committee of it (Board).

Eligibility: All employees of the Company and participating subsidiaries who have been so employed for a minimum period as determined by the Board (not exceeding the period specified from time to time by HM Revenue & Customs ("HMRC")) are entitled to participate in the SIP.

How the SIP may be operated: The Board can operate the SIP in a number of ways. It can:

- make an award of free shares;
- give employees the opportunity to invest in partnership shares;
- make an award of matching shares to those employees who have invested in partnership shares; and/or
- require or allow employees to re-invest any dividends paid on free shares, partnership shares and matching shares (together 'Plan Shares') in further shares ('Dividend Shares').

Free shares: The Company may give free shares up to a maximum value set from time to time by HMRC (currently £3,600 per employee per tax year). If the Company wishes, the award of free shares can be based on the achievement of performance measures which must be fair, objective and notified to all employees. Otherwise, free shares must be awarded to employees on the same terms, although awards can vary by reference to remuneration, length of service or hours worked.

Partnership shares: The Company may provide employees with the opportunity to purchase partnership shares from their pre-tax remuneration (typically, from monthly salary), up to a maximum value set from time to time by HMRC (currently £1,800 per employee per tax year). The Company may set a minimum monthly deduction which may not currently be greater than £10. Shares will be acquired within the specified time and at the price set out in the relevant legislation.

Matching shares: The Company can give an employee up to two free matching shares for each partnership share acquired by the employee.

Dividend shares: The Company can either give employees the opportunity, or require employees, to re-invest any dividends paid on any of their Plan Shares in further Dividend Shares.

Trust: The SIP will operate through a trust, which can acquire Plan Shares and Dividend Shares on behalf of employees by purchase, by subscription or by the acquisition of shares held in treasury. The trust will hold the Plan Shares and Dividend Shares on behalf of the employees.

Awards of free shares: An award of free shares may only be made within the period of 42 days following:

- any day on which any change to the legislation affecting share incentive plans is announced or made;
- the day following the announcement by the Company of its results for the last preceding financial year, half year or any other financial period; or
- any day on which the Board determines that exceptional circumstances exist which justify an award of free shares.

Holding period: Free and/or matching shares must ordinarily be held in trust for a period specified by the Company, which must not be less than three years nor more than five years from the date on which such shares are allocated to employees. Dividend Shares must ordinarily be held in trust for three years. Employees can withdraw their partnership shares from the trust at any time.

Explanatory Notes to the Resolutions continued

Cessation of employment, forfeiture of shares and

non-transferability: The Company can provide that free shares and/or matching shares will be forfeit in specified circumstances as determined by the Board (which would typically include cessation of employment). Partnership shares will not be forfeited in any circumstances but the Company may stipulate that partnership shares must be offered for sale in certain circumstances. Awards are not transferable except on death, when Plan Shares may be transferred to the deceased employee's personal representatives.

Limits on the issue of shares: The use of new issue shares under the SIP, when added to the number of shares issued or to be issued under the Company's other employee share incentive arrangements in the previous ten years will be limited to 10% of the issued share capital of the Company.

For the purposes of calculating this limit, shares transferred from treasury will generally be treated the same as new issue shares and options or other rights to acquire shares which have lapsed or have been released are not counted. These provisions mirror the terms already contained in the Company's other employee share incentive arrangements.

Amendments to the SIP: The Board will have authority to amend the SIP, provided that no amendment to the advantage of participants may be made to provisions relating to eligibility, the number of shares that the trustee can acquire under the SIP, the maximum entitlement for any employee or the basis for determining an employee's entitlement to and the terms of shares and any adjustment to shares in the event of a variation in the Company's share capital without the prior approval of the shareholders in a general meeting (unless an amendment is minor and made to benefit the administration of the SIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for the Company, any of its subsidiaries or for participants).

The Board may not amend the SIP if the proposed amendment would materially adversely affect the rights of an employee in respect of his Plan Shares (other than with the employees' written consent). While the SIP complies with the provisions of Schedule 2 of ITEPA, no amendment may be made to a key feature of the SIP that would result in the SIP failing to so comply.

Employees outside the UK: The Board may at any time without further shareholder approval establish appendices or modifications to the SIP for the benefit of employees in non-UK jurisdictions, but so modified to take account of local tax, exchange control or securities laws, provided that any shares made available under such further appendices or plans are treated as counting against the relevant limits in the SIP.

Awards non-pensionable: Awards of shares under the SIP are non-pensionable.

Other Notes to the Notice of Meeting

1. Voting

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

1.1 Proxies:

- 1.1.1 Members are entitled to appoint a proxy 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 for different shares. A proxy need not be a member of the Company.

Details of how to appoint a proxy are set out in the notes to the Form of Proxy.

In order for a proxy appointment to be valid a Form of Proxy must be completed and returned using the reply paid card enclosed, or:

- by logging on to www.capitashareportal.com or www.itvplc.com and following the instructions; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In each case the Form of Proxy must be received by Capita Asset Services by 11.00 a.m. on Tuesday, 10 May 2016.

- 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 registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy or to give instructions to the person holding the shares as to the exercise of voting rights.
- 1.1.3 A vote withheld is not a vote in law, which means that the vote 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 they think 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 CREST:

- 1.3.1 CREST members who wish to appoint a proxy or proxies for the AGM to be held on 12 May 2016 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.

- 1.3.2 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 & Ireland 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 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 of meeting. 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.

- 1.3.3 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.

Other Notes to the Notice of Meeting continued

1.3.4 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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/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.

1.4 Eligibility to attend and vote:

Only those shareholders registered in the Register of Members of the Company as at 6.00 p.m. on Tuesday, 10 May 2016, or if this meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting, shall be entitled to attend or 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 6.00 pm on Tuesday, 10 May 2016 shall be disregarded in determining the rights of any person to attend or vote at the AGM.

2. Matters relating to audit

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 2015 (including the auditor's report and the conduct of the audit) that are to be laid before the AGM. 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.

3. FRS101

Following the publication of FRS100 Application of Financial Reporting Requirements by the Financial Reporting Council, ITV plc notified shareholders and changed its accounting framework for the year ended 31 December 2015 by adopting FRS101 Reduced Disclosure Framework. It is the Board's intention to continue to use FRS101 and it is emphasised that this will involve no reduction in disclosures from those in the current UK GAAP financial statements for the parent company entity.

The Group's consolidated financial statements will continue to be prepared in accordance with International Financial Reporting Standards as adopted by the European Union.

A shareholder or shareholders holding in aggregate 5% or more of the total allotted shares in ITV plc may serve objections to the use of the disclosure exemptions for the year ended 31 December 2016 and future years, in writing, to the company's registered office (The London Television Centre, Upper Ground, London SE1 9LT) not later than 30 April 2016.

4. Notice of Resolutions

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:

- (a) 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 meeting; and/or
- (b) to include in the business to be dealt with at the meeting 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, the Company's constitution or otherwise);
- (b) it is defamatory of any person; or
- (c) it is frivolous or vexatious.

A request may be in hard copy 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 31 March 2016, being the date six clear weeks before the meeting, 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.

5. Questions at the AGM

Any member attending the meeting has the right to ask questions. 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;
- (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.

6. 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:

- a copy of this Notice of Meeting;
- the total number of shares in issue in the Company; 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).

7. Documents for inspection

The following documents may be inspected at the registered office of the Company during normal business hours from the date of this notice to the date of the AGM (except Saturdays, Sundays and public holidays) and at the place of the AGM from 9.00 a.m. until the conclusion of the AGM:

- Executive Directors' service contracts;
- Directors' deeds of indemnity;
- the terms and conditions of appointment of the Company's Non-executive Directors;
- a copy of the proposed new Articles of Association of the Company, and a copy of the current Articles of Association marked to show the proposed changes; and
- a copy of the rules of the SIP and the corresponding SIP trust deed.

8. Total voting rights

At 2 March 2016 the Company's issued share capital consisted of 4,025,409,194 ordinary shares of 10 pence each. Each share carries one vote.

9. Format of documents

9.1 Electronic:

If you would be prepared to receive information from the Company in electronic form then please register your email address with Capita Asset Services at www.capitashareportal.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.

9.2 Other formats:

If you would like a copy of the Notice of Meeting or Report and Accounts in large print or audio version please contact the Company Secretary.

10. 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.

11. Dividend payments

The final and special dividend payments will both be paid on 27 May 2016. Dividends will be paid by our Registrar, Capita, in the manner that you have instructed them to make dividend payments which will be by cheque, direct payment or reinvested if you are a participant in the Dividend Reinvestment Plan. It is not possible to have the special dividend paid in a different way to the final dividend.

12. Meeting information

Location: The Queen Elizabeth II Conference Centre – address and map on reverse of the enclosed attendance card

Date: Thursday, 12 May 2016

Time: 11.00 a.m. (doors open at 9.00 a.m.)

Security: All hand baggage may be subject to examination. Please leave all bulky items in the cloak room situated on the ground floor. Security staff will be on duty to assist shareholders.

Director Biographies

Sir Peter Bazalgette

Position: Non-executive Director

Appointment to the Board: 1 June 2013

Age: 62

Committee Membership: Nomination, Remuneration

Key areas of prior experience: Media consultant, digital media investor and former television producer.

External Appointments: Chairman, Arts Council of England (2013). Non-executive Director of Nutopia (2011), President of the Royal Television Society (2010). Member of an Advisory Board, YouGov plc (2015).

Previous Experience: Senior Non-executive Director, Chairman of Remuneration Committee and member of Audit Committee, YouGov plc (2005-2015). Non-executive Director of Mirriad Advertising Ltd (2013-2015), Chairman (2012-2013). Chairman of ENO (2012-2013). Non-executive Director of DCMS (2011-2013). Trustee of DebateMate (2009-2013). Non-executive Director of Rightster (2008-2013). Non-executive Director of Critical Information Group plc (2009-2012). Adviser to Sony Music's television division and Chairman of UK production business of Sony Pictures Television Inc (2009-2012). Deputy Chairman and Director of the National Film and Television School (2002-2009). Chairman, Endemol UK Ltd (2002-2008). Joined Endemol in 1998 became Chief Creative Officer of Endemol Group BV and Endemol Entertainment UK Ltd (2005-2007). Non-executive Director of Channel Four Television Corp (2001-2004).

Qualifications: MA

Adam Crozier

Position: Chief Executive

Appointment to the Board: 26 April 2010

Age: 52

Committee Membership: General Purpose

Key areas of prior experience: Business turnaround and change management.

External Appointments: Non-executive Director of G4S plc (2013).

Previous Experience: Non-executive Director of Debenhams plc (2006-2012). Non-executive Director of Camelot Group plc (2007-2010). Group Chief Executive, Royal Mail Group (2003-2010). Chief Executive of the Football Association (2000-2002). Joined Saatchi & Saatchi Advertising in 1988, Joint Chief Executive (1995-1998).

Qualifications: BA

Roger Faxon

Position: Non-executive Director

Appointment to the Board: 31 October 2012

Age: 67

Committee Membership: Nomination

Key areas of prior experience: Broad commercial, digital and media rights experience, development of business strategy and finance.

External Appointments: Director of Mirriad Advertising Ltd (2013), Chairman from 2015. Non-executive Director of Pandora Media Inc (2015). Director of The John Hopkins University.

Previous Experience: Director of The Songwriters Hall of Fame (2015). Director of EMI Group Global Limited (2011-2012). Chief Executive Officer of EMI Group Limited (2010-2012), Chairman and CEO of EMI Music Publishing (2007-2010), Director of EMI Group plc (2002-2008). Various roles at EMI (1994-2007) including Senior VP, Business Development and Strategy, and President of EMI Publishing. Prior to 1994 held finance, operations and general management positions with Sotherby's, Lucas Films, Tri-Star and Columbia Pictures. Overseas appointments at Music Choice (Digital Cable Radio) (Chairman of Remuneration Committee); the American Society of Composers and Authors and Lancit Media Entertainment Ltd in the US; Chairman of VIVA Television in Germany and Director of Channel V Networks in Asia.

Qualifications: BA, concentration in International Relations & Political Economy.

Ian Griffiths

Position: Group Finance Director

Appointment to the Board: 9 September 2008

Age: 49

Committee Membership: General Purpose

Key areas of prior experience: Corporate finance and financial restructuring.

External Appointments: Non-executive Director of DS Smith Plc (2014).

Previous Experience: Group Finance Director of Emap plc (2005-2008). Senior finance roles held within Emap plc including Director of Financial Control (2000-2005) and Head of Finance at Emap Business Communications (1995-2000). Manager in audit and corporate finance Ernst & Young (1988-1994).

Qualifications: MA, ACA

Mary Harris

Position: Non-executive Director

Appointment to the Board: 28 July 2014

Age: 49

Committee Membership: Nomination, Audit

Key areas of prior experience: Business management consultant focusing on consumer and retail companies. Experience in sales and marketing, M&A, media, television and interactive media investments and digital rights management.

External Appointments: Non-executive Director of Reckitt Benckiser Group plc (2015). Member of Supervisory Board, TNT Express NV (2011). Member of Supervisory Board, Unibail Rodamco SE (2008). Non-executive Director of J. Sainsbury plc (2007). Member of Remuneration Committee, St. Hilda's College, Oxford University (2014).

Previous Experience: Member of Supervisory Board, Scotch and Soda NV (2013-2015). Member of Supervisory Board, TNT NV (2007-2011). Member of Advisory Board, Irdeto BV (2007-2011). Partner of McKinsey & Company, Amsterdam (2002-2006). Various positions worldwide with McKinsey & Company (1994-2002). Held positions with Maxwell Entertainment Group, Pepsi Cola Beverages and Goldman Sachs & Co.

Qualifications: MA, MBA

Andy Haste

Position: Senior Independent Director

Appointment to the Board: 11 August 2008

Age: 54

Committee Membership: Audit, Nomination, Remuneration (Chairman)

Key areas of prior experience: International and emerging markets, change management, restructuring and business turnaround.

External Appointments: Chairman of Wonga Group Limited (2014). Senior Independent Deputy Chairman, Council of Lloyd's (2012).

Previous Experience: Group Chief Executive of RSA Insurance Group plc (2003-2011). Chief Executive of AXA Sun Life plc (1999-2003). Director of AXA UK plc (Life and Pensions) (1999-2003). President and CEO of GE Capital Global Consumer Finance UK, Western Europe and Eastern Europe (1998-1999). CEO of GE Capital Global Consumer Finance UK (1996-1998). President of National Westminster Bank's US Consumer Credit Business (1995-1996) and Senior Vice President and Head of US Consumer Loan Products Division (1992-1995).

Anna Manz

Position: Non-executive Director

Appointment to the Board: 1 February 2016

Age: 43

Committee Membership: Nomination

Key areas of prior experience: Strategy, finance and financial planning.

External Appointments: Group Strategy Director of Diageo plc (2013). Governor of Haberdashers' Aske's Schools, Elstree (2015).

Previous Experience: Diageo: Regional Finance Director, Asia Pacific (2010-2013); Group Treasurer (2009-2010); Finance Director, Global Marketing, Sales and Innovation (2007-2008); Other finance roles (1999-2006). Other finance roles at Quest International, Unilever and ICI (1996-1999).

Qualifications: MSc, ACMA, MCT

John Ormerod

Position: Non-executive Director

Appointment to the Board: 18 January 2008

Age: 67

Committee Membership: Audit (Chairman), Nomination, Remuneration

Key areas of prior experience: Financial experience, developing strategy and growth.

External Appointments: Non-executive Director of First Names Group Limited (2015), Chairman from 2016. Non-executive Director of Constellium NV (2014). Non-executive Director and Chairman of Audit Committee Gemalto NV (2006).

Previous Experience: Non-executive Director of Tribal Group plc (2009-2010), Chairman (2010-2015). Non-executive Director and Chairman of the Audit Committee, Computacenter plc (2006-2015). Senior Independent Director and Chairman of Audit Committee at Misys plc (2005-2012). Trustee of the Design Museum (2006-2012). Chairman of Merlin Claims Services Holdings Limited (2007-2010). Non-executive Director of Negative Equity Protection Holdings Limited (2007-2009), Millen Group Limited (2007-2009) and BMS Associates Limited (2004-2008). Member of Audit and Retail Risk Control Committees, HBOS plc (2004-2008). Trustee of The Roundhouse Trust (2003-2008). Chairman of Walbrook Group (2004-2007). Chairman of Audit Committee, Transport for London (2004-2006). Practice Senior Partner, London, Deloitte & Touche (2002-2004). Regional Managing Partner, UK and Ireland and Senior Partner, UK, Arthur Andersen (2001-2002). Held various positions within Arthur Andersen from 1970.

Qualifications: MA, FCA

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-dividend date for the final and special dividend | 28 April 2016 |
| Record date for the final and special dividend | 29 April 2016 |
| Annual General Meeting | 12 May 2016 |
| Interim Management Statement | 12 May 2016 |
| Payment date for the final and special dividend | 27 May 2016 |
| Half year results announcement | 27 July 2016 |

Registrars and transfer office

All administrative enquiries relating to shareholdings and requests to receive corporate documents should, in the first instance, be directed to Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, BR3 4TU.

They can be contacted by telephone on

 **0871 664 0300**

(calls cost 10 pence per minute plus network charges) from the UK and

 **+44 20 8639 3399**

from outside the UK. Lines are open Monday to Friday 9.00 a.m. to 5.30 p.m.

Alternatively you could email them at:

 shareholderenquiries@capita.co.uk

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

By logging onto the www.capitashareportal.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; and
- Access a wide range of shareholder information including downloadable forms.

You will need your investor cost (IVC) which can be found on your share certificate(s) to register to use the Shareholder portal.

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-services



ITV plc
The London Television Centre
Upper Ground
London
SE19LT

 www.itv.com