



ITV plc Annual General Meeting Wednesday, 10 May 2017

Notice of Annual General Meeting
and Chairman's explanatory letter

Notice of Availability

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

Document

2016 Annual Report and Accounts
Form of Proxy

Location

www.itvplc.com/investors/results-centre
www.itvplc.com/investors/shareholder-information/agm

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.

Chairman's Explanatory Letter

21 March 2017

Dear shareholder

Annual General Meeting 2017

The Annual General Meeting ('AGM') of ITV plc (the "Company") will be held on Wednesday, 10th May 2017 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 six items of special business, all of which are detailed in the explanatory notes. Voting on all resolutions will be by way of a poll. A copy of the Annual Report and Accounts for the year ended 31 December 2016 is enclosed.

Final dividend

The Board proposes a final dividend of 4.8 pence per share for the year ended 31 December 2016 giving a full year dividend of 7.2 pence. If approved, the recommended final dividend will be paid on 25th May 2017 to all shareholders who are on the register of members at the close of business on 28th April 2017.

Special dividend

In recognition of the Company's strong performance and much improved balance sheet, the Board proposes a special dividend of 5.0 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

As always, your vote is important to us and if you are unable to attend the meeting we encourage you to vote by completing and submitting a form of proxy. In line with our ongoing paperless strategy we ask that you vote in one of the following ways:

- Complete the online form of proxy by logging onto www.myitvshares.com or www.itvplc.com/investors/shareholder-information/agm. You will need your investor code which is printed on your share certificate or available by calling Capita on 0871 664 0300 from the UK or +44 371 664 0300 from overseas*.
- Download a form from www.itvplc.com/investors/shareholder-information/agm and return it to Capita at the address shown on the form.
- Request a hard copy form from Capita on the telephone numbers shown above and return it to them at the address shown on the form.

Any vote by proxy should be received by Capita at least 48 hours before the time of the meeting i.e. by 11.00 a.m. on Monday, 8 May 2017. Completion of a form of proxy will not prevent you from attending the AGM and voting in person should you wish to do so.

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

I look forward to seeing you at the meeting.

Yours faithfully

Sir Peter Bazalgette
Chairman

* Calls cost 12p per minute plus your phone company's access charge, calls from outside the UK will be charged at the applicable international rate.

Registered Office: The London Television Centre, Upper Ground, London SE1 9LT. Registered Number: 4967001 England

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the fourteenth 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 Wednesday, 10th May 2017 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 2016 and the reports of the Directors and auditors thereon.

Resolution 2

To receive and adopt the Annual Report on Remuneration set out on pages 79 to 88 of the Remuneration Report contained within the Annual Report and Accounts for the financial year ended 31 December 2016.

Resolution 3

To receive and adopt the Remuneration Policy set out on pages 89 to 97 of the Remuneration Report contained within the Annual Report and Accounts for the financial year ended 31 December 2016, to take effect from the date on which this resolution is passed.

Resolution 4

To declare a final dividend of 4.8 pence per ordinary share.

Resolution 5

To declare a special dividend of 5.0 pence per ordinary share.

Resolution 6

To elect Salman Amin as a Non-executive Director.

Resolution 7

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

Resolution 8

To re-elect Adam Crozier as an Executive Director.

Resolution 9

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

Resolution 10

To re-elect Ian Griffiths as an Executive Director.

Resolution 11

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

Resolution 12

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

Resolution 13

To re-elect Anna Manz as a Non-executive Director.

Resolution 14

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

 **See pages 10 and 11 for the Directors' Biographies**

Resolution 15

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 16

To authorise the Directors to determine the auditors' remuneration.

Special business

To consider and if thought fit pass the following Resolutions of which Resolutions 17 and 20 will be proposed as Ordinary Resolutions and Resolutions 18, 19, 21 and 22 will be proposed as Special Resolutions.

All are standard resolutions proposed by most listed companies on an annual basis.

Resolution 17 – 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 an aggregate nominal amount of £134 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 Companies Act 2006 (the "2006 Act")) up to a nominal amount of £268 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 Directors otherwise consider necessary or appropriate;

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 AGM or, if earlier, 10 August 2018;
- (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 unused authorities.

Disapplication of pre-emption rights

Resolution 18

That if Resolution 17 is passed, the Directors 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 or sale of equity securities in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 17 by way of rights issue only) in favour

Notice of Annual General Meeting continued

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

- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a total nominal value of £20.1 million;

such authority to expire at the end of the next AGM or, if earlier, 10 August 2018 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 Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 19

That if Resolution 17 is passed, the Board be authorised in addition to any authority granted under Resolution 18 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 £20.1 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 other 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, 10 August 2018 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 20 – 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 AGM or, if earlier, 10 August 2018.

Resolution 21 – 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 AGM or, if earlier, 10 August 2018 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.

Resolution 22 – 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 AGM may be called on not less than 14 clear days' notice.

By order of the Board

Andrew Garard

Company Secretary

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

21 March 2017

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 2016.

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 79 to 88 of the Annual Report and Accounts for the year ended 31 December 2016 (the “Report and Accounts”). The vote is advisory only.

Resolution 3 – Remuneration Policy

The Remuneration Policy is set out on pages 89 to 97 of 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.

As part of the review of the policy we consulted with a number of our largest shareholders and, where appropriate, their comments have been reflected.

The Remuneration Policy will be put to shareholders every three years, unless during that time there is a need for it to be changed.

Resolution 4 – Dividend

The Board proposes a final dividend of 4.8 pence per ordinary share for the year ended 31 December 2016. If approved, the recommended final dividend will be paid on 25 May 2017 to all shareholders who are on the register of members at the close of business on 28 April 2017.

Resolution 5 – Special dividend

In recognition of the Company's strong performance, the Board proposes a return to shareholders of £201 million structured as a special dividend of 5.0 pence per ordinary share. If approved, the special dividend will be paid on 25 May 2017 to all shareholders who are on the register of members at the close of business on 28 April 2017.

Resolution 6 – Election of Director

Salman Amin was appointed as a Non-executive Director on 9 January 2017. Salman is seeking election at this AGM. His biographical details can be found on page 10.

The Board recommends the proposed election be approved.

Resolutions 7 to 14 – 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 66 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 Roger Faxon, Andy Haste and John Ormerod were extended for a further 12 months. This year both Andy Haste and John Ormerod have served for more than six years on the Board. The Board continues to believe that they bring a wealth of

knowledge and experience to their deliberations and provide a valuable contribution within their roles. At the AGM John Ormerod will reach the ninth anniversary of his appointment. The Board has deliberated carefully and decided to ask him to continue as Chairman of the Audit and Risk Committee for an additional year to enable ITV to ensure an appropriate successor is in place and has sufficient time as a member of the Committee before he steps down.

Andy Haste will be stepping down as Chairman of the Remuneration Committee following the AGM. He will remain as a Non-executive Director and Senior Independent Director. We are pleased that Mary Harris has agreed to become Chair in his place and as a consequence she will be looking to reduce some of her existing commitments over the coming months.

Full biographical details for each Director are set out on pages 10 and 11.

Resolutions 15 and 16 – 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 124.

Resolution 17 – Authority to allot shares

Paragraph (a) of this resolution will give the Directors the authority to allot shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount equal to £134 million (representing 1.34 billion shares). This amount represents approximately one-third of the issued share capital of the Company as at 1 March 2017, the latest practicable date prior to the publication of this Notice.

Paragraph (b) of this 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 an aggregate nominal amount equal to £268 million (representing 2.68 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 1 March 2017, the latest practicable date prior to the publication of this Notice.

The Board have no present intention to exercise the authorities under this resolution, 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 terms of this resolution are in accordance with the latest institutional guidance (Share Capital Management Guidelines) issued by the Investment Association (IA).

Explanatory Notes to the Resolutions continued

Resolutions 18 and 19 – 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 such securities first to existing shareholders.

Under Resolution 18 the Directors will be authorised to allot shares for cash up to an aggregate nominal value of £20.1 million (201 million ordinary shares) representing approximately 5% of the Company's issued share capital as at 1 March 2017.

Resolution 19 extends the directors authority under Resolution 18 to allot shares for cash up to a further nominal value of £20.1 million, bringing the combined authority under Resolution 18 and Resolution 19 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 1 March 2017.

The Directors confirm that they will only use the additional authority under Resolution 19 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.

In line with the most recently published 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 20 – 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 companies which are wholly-owned subsidiaries of the Company at any time the authority is in place.

Resolution 21 – 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 IA 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, taking into account other investment opportunities and the overall financial position of the Group and 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 and shareholders generally. 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 1 March 2017.

The total number of options to subscribe for ordinary shares outstanding at 1 March 2017 was 18 million representing 0.44% 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 0.49% of the reduced issued share capital.

Resolution 22 – 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.

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.

You can find a form of proxy and vote:

- by logging on to www.myitvshares.com or www.itvplc.com/investors/annual-general-meeting and following the instructions;
- by downloading a copy of the form from the Company's website (www.itvplc.com/investors/annual-general-meeting) and sending it to Capita our registrars at the address shown on the form; or
- by requesting a hard copy of the form from Capita our registrars on 0871 664 0300 from the UK (calls cost 12p per minute plus network extras) or +44 371 664 0300 from outside the UK (calls chargeable at the applicable international rate) and returning it to Capita at the address shown on the form;
- 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 form of proxy must be completed. In each case the form of proxy must be received by Capita Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4TU by 11:00 am on Monday, 8 May 2017.

- 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 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 in 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 10 May 2017 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.
- 1.4.2 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 & 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.
- 1.4.3 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 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

Other Notes to the Notice of Meeting continued

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.

1.5 Eligibility to attend and vote:

Only those shareholders registered on the register of members of the Company as at close of business on Monday, 8 May 2017, or if this meeting is adjourned, at close of business. 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 close of business on Monday, 8 May 2017 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 2016 (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.

3. 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 27 March 2017, 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;
- a copy of the form of proxy;
- 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; and
- the terms and conditions of appointment of the Company's Non-executive Directors.

8. Total voting rights

At 1 March 2017 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.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.

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 25 May 2017. 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. As previously advised the Final 2016 dividend will be the last payment supported by the issue of a cheque. All future dividends will be paid electronically. We would be grateful if you would complete a dividend mandate instruction by:

- Registering on the Share Portal at www.myitvshares.com. You will need your investor code which can be found on your share certificate, or
- Completing the mandate form which can be found on the Company website (www.itvplc.com/investors/shareholder-information).

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, Broad Sanctuary, Westminster, London SW10 3EE

Date: Wednesday 10 May 2017

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.

Directors' Biographies

Salman Amin

Position: Non-executive Director

Appointment to the Board: 9 January 2017

Age: 57

Committee Membership: Nomination

Key areas of prior experience: General management, marketing, advertising and media planning.

External Appointments: Chief Operating Officer, Global Commercial Division, S C Johnson and Son Inc (2015).

Previous Experience: Chief Operating Officer, North America, SC Johnson and Son Inc (2013-2015), various roles at Pepsico Inc, including Chief Marketing Officer, Purchase (2009-2013), President of PepsiCo UK and Ireland (2005-2009), Senior VP Marketing, Purchase (2003-2005), Senior VP Marketing, Snacks and GM, Quaker (2000-2003), VP Marketing, International Snacks (1997-1999), VP Marketing, International Beverages (1995-1997). Marketing Director/various positions within Brand Management, Personal Care, Paper Products and Food in the US, Saudi Arabia, Germany and Switzerland at Procter and Gamble Co (1985-1995).

Sir Peter Bazalgette

Position: Chairman

Appointment to the Board: 1 June 2013

Age: 63

Committee Membership: Nomination, Remuneration

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

External Appointments: Chairman, HM Government's Holocaust Memorial Foundation (2015). Member of Advisory Board, YouGov plc (2015) and Bartle Bogle and Hegarty (2009).

Previous Experience: Chairman, Arts Council of England (2013-2017). President of the Royal Television Society (2010-2016). Non-executive Director of Nutopia (2011-2016). Senior Non-executive Director, Chairman of Remuneration Committee and member of Audit Committee, YouGov plc (2005-2015). Non-executive Director of Mirriad Ltd (2013-2015). Chairman of ENo (2004-2013). Non-executive Director of DCMS (2011-2013). Trustee of DebateMate (2009-2013). Non-executive Director, Rightster (2008-2013). Non-executive Director of Base79 Ltd (2008-2013) and adviser until 2008. Non-executive Director of Critical Information Group plc (2009-2012). Advisor to Sony Music's television division (2009-2012) and Chairman of UK production business at 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: 53

Committee Membership: General Purpose

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

External Appointments: **None** (Non-executive Director of Whitbread PLC, from 1 April 2017).

Previous Experience: Non-executive Director of G4S plc (2013-2016). 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: 68

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 Limited (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. 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: 50

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, 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: 50

Committee Membership: Nomination, Audit and Risk, Remuneration

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). Non-executive Director (2007) and Chair of Remuneration Committee of J. Sainsbury plc (2012). Member of Remuneration Committee, St. Hilda's College, Oxford University (2014). Member of Supervisory Board, Unibail Rodamco SE (2008).

Previous Experience: Member of Supervisory Board, TNT Express NV (2011-2016). Member of Supervisory Board, Scotch and Soda NV (2013-2015). Member of Supervisory Board, TNT NV (2007-2011). Partner at 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(oxon), MBA (Harvard Business School)

Andy Haste

Position: Senior Independent Director

Appointment to the Board: 11 August 2008

Age: 55

Committee Membership: Audit and Risk, 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: 44

Committee Membership: Nomination, Audit and Risk

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

External Appointments: Group Finance Director, Johnson Matthey Plc (2016). Governor of Haberdashers' Aske's Schools, Elstree (2015).

Previous Experience: Diageo: Group Strategy Director (2013-2016) 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: 68

Committee Membership: Audit and Risk (Chairman), Nomination, Remuneration

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

External Appointments: Non-executive Director of Constellium NV (2014). Non-executive Director and Chairman of Audit Committee Gemalto NV (2006).

Previous Experience: Non-executive Director of First Names Group Limited (2015-2016). 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 and non-executive Director 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	27 April 2017
Record date for the final and special dividend	28 April 2017
Annual General Meeting	10 May 2017
Trading update	10 May 2017
Payment date for the final and special dividend	25 May 2017
Half year results announcement	27 July 2017

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**

from the UK (calls cost 12 pence per minute plus your telephone access charge) and

 **+44 371 664 0300**

from outside the UK (calls will be charged at the applicable international rate). 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.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; and
- Access a wide range of shareholder information including downloadable forms.

You will need your investor code (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-information



ITV plc
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Upper Ground
London
SE1 9LT

 www.itvplc.com