



ITV plc Annual General Meeting Thursday 10 May 2018

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

2017 Annual Report and Accounts
Form of Proxy

Location

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

19 March 2018

Dear Shareholder

Annual General Meeting 2018

The Annual General Meeting ("AGM") of ITV plc (the "Company") will be held at 11.00 a.m. on Thursday 10 May 2018 in the St James 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 rather than a show of hands. This is a more transparent method of voting as shareholder votes are counted according to the number of shares held and this will ensure an exact and definitive result. A copy of the Annual Report and Accounts of the Company for the year ended 31 December 2017 is enclosed.

Final dividend

The Board proposes a final dividend of 5.28 pence per ordinary share for the year ended 31 December 2017, giving a full year dividend of 7.80 pence. If approved, the recommended final dividend will be paid on 24 May 2018 to all shareholders who are on the register of members at the close of business on 13 April 2018.

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 on to www.myitvshares.com or www.itvplc.com/investors/shareholder-information/agm. You will need your investor code ("IVC"), which is detailed on your share certificate or is available by calling our registrars, Link, on +44 (0)371 664 0330*.
- Download a form from www.itvplc.com/investors/shareholder-information/agm and return the completed form to the address shown on the form.
- Request a hard copy form from Link on the telephone number shown above and return the completed form to the address shown on the form.
- In the case of CREST members, use the CREST electronic proxy service in accordance with the procedures set out on pages 7 and 8.

Any vote by proxy should be received by Link at least 48 hours before the time of the meeting i.e. by 11.00 a.m. on Tuesday 8 May 2018. 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 are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 and 17:30, Monday to Friday excluding public holidays in England and Wales.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the fifteenth Annual General Meeting of ITV plc will be held in the St James Room at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Thursday 10 May 2018 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 2017 and the reports of the Directors and auditors thereon.

Resolution 2

To receive and adopt the Annual Report on Remuneration set out on pages 82 to 97 of the Remuneration Report contained within the Annual Report and Accounts for the financial year ended 31 December 2017.

Resolution 3

To declare a final dividend of 5.28 pence per ordinary share for the year ended 31 December 2017.

Resolution 4

To re-elect Salman Amin as a Non-executive Director.

Resolution 5

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

Resolution 6

To elect Margaret Ewing as a Non-executive Director.

Resolution 7

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

Resolution 8

To re-elect Ian Griffiths as an Executive Director.

Resolution 9

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

Resolution 10

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

Resolution 11

To elect Dame Carolyn McCall as an Executive Director.

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

Resolution 12

To reappoint KPMG LLP as auditor 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 13

To authorise the Directors to determine the auditor's remuneration.

Special business

Resolutions 15, 16, 18 and 19 will be proposed as Special Resolutions. Other resolutions will be proposed as Ordinary Resolutions.

Resolution 14– 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 a 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 Board otherwise considers necessary or appropriate;

so that the Board may make such exclusions or other arrangements as it deems necessary or expedient in relation to treasury shares, fractional entitlements, record dates, 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 2019;
- (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.

Notice of Annual General Meeting continued

Disapplication of pre-emption rights

Resolution 15

That, if Resolution 14 is passed, the Board 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 and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 14 by way of rights issue only) in favour of ordinary shareholders in proportion (as nearly as may be practicable) to their existing holding and holders of other equity securities, as required by the rights of those securities, or as the Board otherwise consider necessary or appropriate, subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, 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 2019 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 16

That, if Resolution 14 is passed, the Board be authorised in addition to any authority granted under Resolution 15 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 2019 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 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 has effect, 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 2019.

Resolution 18 – Purchase of own shares

That the Company is generally and unconditionally authorised for the purposes of section 701 of the 2006 Act, 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 2019 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) an amount equal to 5% above the average of the middle market quotations as derived from the London Stock Exchange Daily Official List for an ordinary share of the Company over five business days before the purchase; and
 - (ii) the higher of the price of the last independent trade of an ordinary share of the Company 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 as if the authority had not expired.

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 AGM may be called on not less than 14 clear days' notice from the date this Resolution is passed to the conclusion of the next AGM or, if earlier, 10 August 2019.

By order of the Board

Andrew Garard
Company Secretary

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

19 March 2018

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 2017.

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 82 to 97 of the Annual Report and Accounts for the year ended 31 December 2017 (the “Report and Accounts”). The vote is advisory only.

Resolution 3 – Dividend

The Board proposes a final dividend of 5.28 pence per ordinary share for the year ended 31 December 2017. If approved, the recommended final dividend will be paid on 24 May 2018 to all shareholders who are on the register of members at the close of business on 13 April 2018.

Resolutions 6 and 11 – Election of Directors

Margaret Ewing was appointed as a Non-executive Director on 31 October 2017. Dame Carolyn McCall was appointed as an Executive Director on 8 January 2018. Both Directors are seeking election at this AGM. Their biographical details can be found on pages 10 to 11.

The Board recommends the proposed elections be approved.

Resolutions 4, 5, 7, 8, 9 and 10 – Re-election of Directors

As recommended by the UK Corporate Governance Code and in accordance with Article 80 of the Company’s Articles of Association, 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 70 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 appointment of Roger Faxon was extended for a further 12 months. As announced last year, both Andy Haste and John Ormerod have announced their intention to step down from the Board and therefore will not be standing for re-election at the AGM. Margaret Ewing will become Chair of the Audit and Risk Committee in John’s place.

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

Resolutions 12 and 13 – 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 and Risk 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 128.

Resolution 14 – 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 7 March 2018, 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 7 March 2018, the latest practicable date prior to the publication of this Notice.

The Board has 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).

As at the date of this notice, no treasury shares are held by the Company.

Resolutions 15 and 16 – 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 15, 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 7 March 2018, the latest practicable date prior to the publication of this notice.

Resolution 16 extends the Directors’ authority under Resolution 15 to allot shares for cash up to a further nominal value of £20.1 million, bringing the combined authority under Resolution 15 and Resolution 16 to an aggregate nominal value of £40.2 million (402 million ordinary shares), representing approximately 10% of the Company’s issued share capital as at 7 March 2018, the latest practicable date prior to the publication of this notice.

Explanatory Notes to the Resolutions continued

The Directors confirm that they will only use the additional authority under Resolution 16 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 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 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 that are wholly-owned 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 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 7 March 2018, the latest practicable date prior to the publication of this notice.

The total number of options to subscribe for ordinary shares outstanding at 7 March 2018, the latest practicable date prior to the publication of this notice, was 15.6 million representing 0.39% 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 0.43% 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.

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 one or more proxies 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 to exercise the rights attached to a different share or shares held by the member. 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 the completed form to Link, our registrars, at the address shown on the form; or
- by requesting a hard copy of the form from Link, our registrars, on +44 (0)371 664 0330* and returning the completed form to Link 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 Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4TU by 11.00 a.m. on Tuesday, 8 May 2018.

- 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 member by whom he or she was nominated to be appointed (or to have someone else appointed) as a proxy or to give instructions to the member 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 he or she thinks 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 on 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 2018 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.

Other Notes to the Notice of Meeting continued

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 or has appointed a voting service provider(s), to procure that his or 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 Tuesday 8 May 2018, or, if this meeting is adjourned, at close of business on the date which is 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 Tuesday 8 May 2018 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 2017 (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 AGM, 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 AGM any matter (other than a proposed resolution) which may properly be 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 2018, being the date six weeks before the meeting (excluding the day of the meeting and the date the request is given), 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.

4. 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.

5. 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 the Company in respect of which members are entitled to exercise voting rights at the meeting;
- the total number of votes that members are entitled to exercise in respect of the shares of each class; 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).

6. 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.

7. Total voting rights

At 7 March 2018, the Company's issued share capital consisted of 4,025,409,194 ordinary shares of 10 pence each. Each share carries one vote.

8. Format of documents

8.1 Electronic:

If you would be prepared to receive information from the Company in electronic form, please register your email address with Link 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.

8.2 Other formats:

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

9. 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.

10. Dividend payments

The final dividend payment will be paid on 24 May 2018. Dividends will be paid by our registrars, Link, by direct payment or reinvested if you are a participant in the Dividend Reinvestment Plan. As previously advised, the Final 2016 dividend was the last payment supported by the issue of a cheque. All dividends will now be paid electronically. We would be grateful if you would complete a dividend mandate instruction if you have not already done so by:

- registering on the Share Portal at www.myitvshares.com. You will need your IVC, which can be found on your share certificate or by contacting our registrars, Link, or
- completing the mandate form, which can be found on the Company website (www.itvplc.com/investors/shareholder-information).

11. Meeting information

Location: The St James Room, The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW10 3EE

Date: Thursday 10 May 2018

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: 58

Committee membership: Nomination

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

External appointments: None

Previous experience: Chief Operating Officer, Global Commercial Division, S C Johnson and Son Inc (2015–2017). 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, Executive Chairman (July 2017–December 2017)

Appointment to the Board: 1 June 2013

Age: 64

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 of YouGov plc (2015) and Bartle Bogle 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 (2012–2015). 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). Adviser 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 and 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

Margaret Ewing

Position: Non-executive Director

Appointment to the Board: 31 October 2017

Age: 63

Committee membership: Nomination, Audit and Risk

Key areas of prior experience: Financial accounting, corporate finance, mergers and integration, strategic and capital planning.

External appointments: Non-Executive Director and member of the Audit and Risk Committee of ConvaTec Group plc (2017). Trustee of the Board, Chairman of Finance and Audit Committee and member of the Investment Committee and Governance, Reputation and Risk Committee, Great Ormond Street Hospital Children's Charity (2015). External member of the Audit Committee, The Lawn Tennis Association (2015).

Previous experience: Various positions at Deloitte LLP (2007–2012) including: Executive member of the Board (2011–2012), Executive Committee member (2007–2012), Managing Partner, Public Policy, Quality and Risk and Senior Partner, London (2011–2012), Vice Chairman and Partner (2007–2011). External independent member of the Audit and Risk Committee, John Lewis Partnership (2013–2014). Non-executive Director and member of the Audit and Remuneration Committees, Standard Chartered plc (2012–2014). Member of the Financial Reporting Review Panel, Financial Reporting Council (2011–2014). Independent member and Chairman of the Audit Committee, Confederation of British Industry (2011–2012). Non-executive Director and Chairman of Audit Committee, Whitbread plc (2005–2007). Group Chief Financial Officer, BAA plc (2002–2006). Group Finance Director, Trinity Mirror (2000–2002). Deloitte LLP (1986–1999): Head of UK Corporate Finance Transaction Services (1992–1999), Senior Manager and then Partner, Corporate Finance (1986–1992). Manager and Partner, Kidsons (now part of Baker Tilly, 1977–1985).

Qualifications: BA, ICAEW, Honorary Doctorate (Management and Administration)

Roger Faxon

Position: Non-executive Director

Appointment to the Board: 31 October 2012

Age: 69

Committee membership: Nomination, Remuneration

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

External appointments: Director of Mirriad Advertising PLC (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 and Political Economy.

Ian Griffiths

Position: Chief Operating Officer and Group Finance Director

Appointment to the Board: 9 September 2008

Age: 51

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: 51

Committee membership: Nomination, Audit and Risk, Remuneration (Chair)

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 and Chair of the Remuneration Committee of Reckitt Benckiser Group plc (2015). Member of Remuneration Committee, St Hilda's College, Oxford University (2014). Member of Supervisory Board, Unibail Rodamco SE (2008).

Previous experience: Non-executive Director (2007–2017) and Chair of Remuneration Committee of J Sainsbury plc (2012–2017). 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). Member of Advisory Board, Irdeto BV (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)

Anna Manz

Position: Non-executive Director

Appointment to the Board: 1 February 2016

Age: 45

Committee membership: Audit and Risk, Nomination, Remuneration

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

External appointments: Chief Financial Officer, Johnson Matthey Plc (2016).

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: MA, ACMA, MCT

Dame Carolyn McCall

Position: Chief Executive

Appointment to the Board: 8 January 2018

Age: 56

Committee membership: General Purpose

Key areas of prior expertise: Strategy and change management, media, retail and airline industries

External appointments: Non-Executive Director, Burberry Group plc (2014) and member of the Audit and Nominations Committees. Director of the Corporate Board of Royal Academy of Arts (2008). Non-executive Director of the Department of Business, Energy and Industrial Strategy (2016).

Previous experience: Chief Executive, easyJet plc (2010–2017). Chief Executive, Guardian Media Group plc (2006–2010); Chief Executive, Guardian News & Media (2000–2006); various commercial and general management roles, Guardian News and Media (1986–2000). Non-executive Director, Lloyds TSB Limited (2008–2009). Non-executive Director, Tesco plc (2005–2008). Non-executive Director, New Look plc (1999–2005). Director of French Chamber of Commerce (2012–2017). Chair, Opportunity Now (2005–2009). President, Women in Advertising and Communications London.

Qualifications: BA

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 dividend	12 April 2018
Record date for the final dividend	13 April 2018
Annual General Meeting	10 May 2018
Trading update	10 May 2018
Payment date for the final dividend	24 May 2018
Half year results announcement	25 July 2018

Registrars and transfer office

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

They can be contacted by telephone on

 **+44 (0)371 664 0330**

Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 and 17:30, Monday to Friday excluding public holidays in England and Wales.

Alternatively, you could email Link at:

 enquiries@linkgroup.co.uk

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

By logging on to 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 which can be found on your share certificate(s) or by contacting our registrars, Link. 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



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 www.itvplc.com