



ITV plc Annual General Meeting Wednesday 8 May 2019

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:

2018 Annual Report and Accounts

Form of Proxy

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

18 March 2019

Dear Shareholder

Annual General Meeting 2019

The Annual General Meeting ("AGM") of ITV plc (the "Company") will be held at 11.00 a.m. on Wednesday 8 May 2019 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 2018 is enclosed.

Final dividend

The Board proposes a final dividend of 5.4 pence per ordinary share for the year ended 31 December 2018, giving a full year dividend of 8.0 pence. If approved, the recommended final dividend will be paid on 23 May 2019 to all shareholders who are on the register of members at the close of business on 12 April 2019.

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 submit your proxy vote. 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 0300*.
- 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 Friday, 3 May 2019. Submission of a proxy vote 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, 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.

Registered Office: 2 Waterhouse Square, 140 Holborn, London EC1N 2AE. Registered Number: 4967001 England

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the sixteenth 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 Wednesday 8 May 2019 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 2018 and the reports of the Directors and auditors thereon.

Resolution 2

To receive and adopt the Annual Report on Remuneration set out on pages 92 to 108 of the Remuneration Report contained within the Annual Report and Accounts for the financial year ended 31 December 2018.

Resolution 3

To declare a final dividend of 5.4 pence per ordinary share for the year ended 31 December 2018.

Resolution 4

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

Resolution 5

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

Resolution 6

To elect Edward Bonham Carter as a Non-executive Director.

Resolution 7

To re-elect Margaret Ewing as a Non-executive Director.

Resolution 8

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

Resolution 9

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

Resolution 10

To elect Chris Kennedy as an Executive Director.

Resolution 11

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

Resolution 12

To re-elect Carolyn McCall as an Executive Director.

Resolution 13

To elect Duncan Painter as a Non-executive Director.

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

Resolution 14

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 15

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

Special business

Resolutions 17, 18, 20 and 21 will be proposed as Special Resolutions. Other resolutions will be proposed as Ordinary Resolutions.

Resolution 16– 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, 8 August 2020;
- (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 17

That, if Resolution 16 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 16 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, 8 August 2020 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 18

That, if Resolution 16 is passed, the Board be authorised in addition to any authority granted under Resolution 17 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, 8 August 2020 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 19 – 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, 8 August 2020.

Resolution 20 – 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, 8 August 2020 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 21 – 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, 8 August 2020.

By order of the Board

Kyla Mullins
General Counsel and Company Secretary

Registered Office:
2 Waterhouse Square
140 Holborn
London
EC1N 2AE

18 March 2019

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 2018.

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 92 to 108 of the Annual Report and Accounts for the year ended 31 December 2018 (the “Report and Accounts”). The vote is advisory only.

Resolution 3 – Dividend

The Board proposes a final dividend of 5.4 pence per ordinary share for the year ended 31 December 2018. If approved, the recommended final dividend will be paid on 23 May 2019 to all shareholders who are on the register of members at the close of business on 12 April 2019.

Resolutions 6, 10 and 13 – Election of Directors

Duncan Painter was appointed as a Non-executive Director on 1 May 2018, Edward Bonham Carter was appointed as a Non-executive Director on 11 October 2018 and Chris Kennedy was appointed as an Executive Director on 21 February 2019. All three Directors are seeking election at this AGM. Their biographical details can be found on pages 10 and 11 and on our website.

The Board recommends the proposed elections be approved.

Resolutions 4, 5, 7, 8, 9, 11 and 12 – 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 75 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.

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

Resolutions 14 and 15 – 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 141.

Resolution 16 – 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 6 March 2019, 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 6 March 2019, 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 17 and 18 – 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 17, 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 6 March 2019, the latest practicable date prior to the publication of this notice.

Resolution 18 extends the Directors’ authority under Resolution 17 to allot shares for cash up to a further nominal value of £20.1 million, bringing the combined authority under Resolution 17 and Resolution 18 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 6 March 2019, 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 18 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 19 – 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 20 – 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 6 March 2019, the latest practicable date prior to the publication of this notice.

The total number of options to subscribe for ordinary shares outstanding at 6 March 2019, the latest practicable date prior to the publication of this notice, was 24 million representing 0.6% 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 0.67% of the reduced issued share capital.

Resolution 21 – 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 submit your proxy vote:

- by logging on to www.myitvshares.com or www.itvplc.com/investors/annual-general-meeting and following the instructions;
- by downloading a 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 0300* 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 proxy must be completed. In each case, the proxy appointment must be received by Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4TU by 11.00 a.m. on Friday, 3 May 2019.

- 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 8 May 2019 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 Friday, 3 May 2019, 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 Friday, 3 May 2019 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 2018 (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 26 March 2019, 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 6 March 2019, 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 23 May 2019. 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 are now 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. Data Protection

The Company may process the personal data of attendees at the AGM. This may include photos, recordings, audio and video links, as well as other forms of personal data in accordance with its privacy policy, which can be accessed at www.itvplc.com/site-services/privacy.

12. Meeting information

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

Date: Wednesday, 8 May 2019

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

In accordance with the UK Corporate Governance Code, the directors will retire and will submit themselves for re-election by the shareholders each year. The Board confirms, following the normal evaluation process, that all directors continue to provide effective and valuable contribution to the Board and demonstrate commitment to their roles. In reaching its recommendations the Board considered the individual skills and experience brought by each Director and the overall skill set of the Board. Details of the board evaluation process can be found on page 75 of the Annual Report and Accounts. Full biographical details of each director can be viewed on the company website at www.itvplc.com/about/board-of-directors.

Salman Amin

Non-executive Director

Salman joined ITV in January 2017 and the Remuneration Committee in June 2018. He has recently been appointed Chief Executive of food group Pladis Global. Previously he was COO Global Commercial Division at SC Johnson & Son, and has held positions at Procter & Gamble and PepsiCo. He brings to the Board a wealth of experience in global businesses having worked for over 30 years managing global brand advertising and media spend.

Sir Peter Bazalgette

Non-executive Director

Peter joined ITV in June 2013 and was appointed Chairman in 2016. He has over 20 years extensive media experience having served as Chair of the Arts Council, President of the Royal Television Society, and Endemol UK Ltd as well as the Chief Creative Officer of Endemol where he created successful television formats that were exploited globally. He has a track record of successfully managing creativity in television and tremendous knowledge and commercial experience of the global content business, deep commercial skills with wide knowledge and understanding of the creative industries. Since his appointment he has demonstrated strong and decisive leadership and has been instrumental in working with the Executives in establishing the More than TV strategy.

Edward Bonham Carter

Non-executive Director

Edward joined ITV in October 2018 and is our Senior Independent Director. He was appointed to the Audit and Risk Committee in January 2019 and is ITV's workforce engagement director. He is currently Vice Chairman of Jupiter Fund Management plc (2014) having served as Group Chief Executive from 2007. He joined Jupiter in 1994 as a UK fund manager and held the position of Chief Investment Officer from 1999 to 2010. He started his career at Schroders as an investment analyst before moving to Electra Investment Trust where he was a fund manager. He brings to the Board a wide range of experience, particularly in the understanding of stock markets and investor expectations, providing invaluable insight to the Board.

Margaret Ewing

Non-executive Director

Margaret joined ITV in October 2017 and was appointed Chair of the Audit and Risk Committee in May 2018 having served as a member of the Committee from the start. She also serves on the Audit Committee of ConvaTec Group Plc. She has extensive experience in financial accounting, corporate finance, strategic and corporate planning having served as a Managing Partner of Deloitte LLP and Chief Financial Officer of BAA plc and Trinity Mirror plc. Margaret also held non-executive director and audit committee positions with Standard Chartered plc and Whitbread plc and was an external member of the Audit and Risk Committee of The John Lewis Partnership. Margaret's skills and experience gives her substantial insight into the Company's reporting and risk management processes.

Roger Faxon

Non-executive Director

Roger joined ITV in October 2012. He has extensive experience in international media and digital rights management having held roles at EMI for nearly 20 years, including Chief Executive Officer of EMI Group and Chairman of EMI Music Publishing. Roger has broad unmatched experience of the adaptation of media and rights management business to the digital world bringing insight into his roles on the Board and Remuneration Committee.

Mary Harris

Non-executive Director

Mary joined ITV in July 2014, and became Chair of the Remuneration Committee in May 2017 having served on the Committee since May 2016. She is also Chair of the Remuneration Committee at Reckitt Benckiser Group and Unibail-Rodamco, and previously served as Chair of the Remuneration Committee at J Sainsbury plc. She is a former partner at McKinsey & Company, where she worked primarily with retail and consumer clients in China, South East Asia and Europe. She brings to the board extensive experience in business management consulting, sales and marketing, mergers and acquisitions, media, television and interactive media investments and digital rights management.

Chris Kennedy

Group CFO

Chris joined ITV in February 2018. Before ITV, Chris was Chief Financial Officer of Micro Focus International plc, ARM Holdings and easyJet plc where he spent five years and was voted FTSE100 CFO in 2015. He has a great media background holding senior management positions over a 17 year career at EMI. His experience in executing and driving strategy will play an important role in the delivery of the More than TV strategy.

Anna Manz

Non-executive Director

Anna joined ITV in February 2016 and is a member of the Remuneration and Audit and Risk Committees. She is currently Chief Financial Officer at Johnson Matthey plc and prior to that held senior strategy and financial roles at Diageo plc, Quest International, Unilever and ICI plc both in the UK and internationally. She brings over 20 years consumer, financial and strategic experience.

Dame Carolyn McCall

Chief Executive

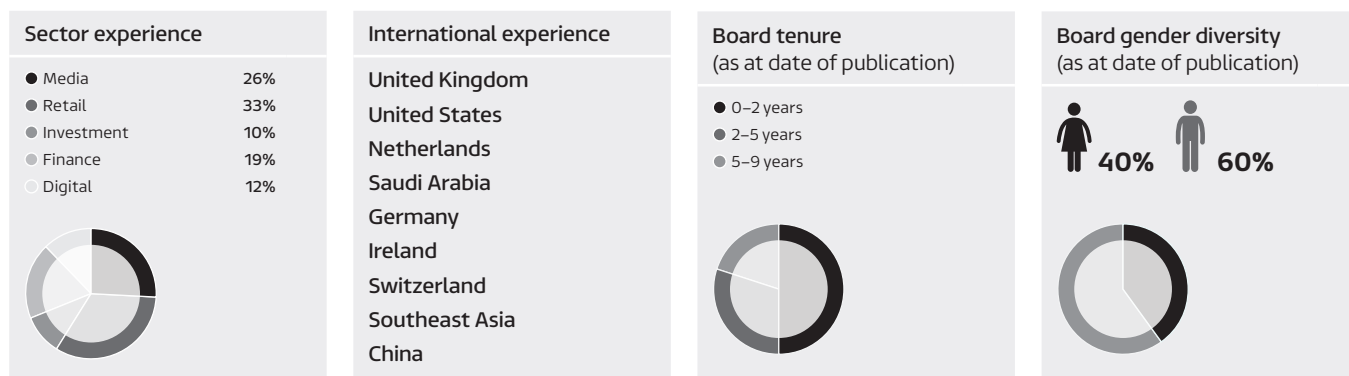
Carolyn joined ITV in 2018 as Chief Executive. Previously she was Chief Executive of easyJet plc for seven years and spent over 20 years at the Guardian Media Group holding a number of senior roles including four years as Chief Executive. She has an impressive track record in media and experience of running an international operation. She has clear strategic acumen and a strong record of delivering value to shareholders, strategy and change management in the media, retail and airline industries. Over the past 12 months Carolyn has been developing the More than TV strategy announced in July 2018 which she will be responsible for executing through her strong leadership of the Company.

Duncan Painter

Non-executive Director

Duncan joined ITV in May 2018. He is currently Chief Executive Officer of Ascential plc and a Non-executive Director of Investis Limited. Previously he was an Executive at BSkyB and Global Product Leader at Experian plc following its acquisition of ClarityBlue, a consumer intelligence company which he founded. He brings to us a broad range of experience particularly in digital media and consumer intelligence systems and targeted advertising.

Board experience



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	11 April 2019
Record date for the final dividend	12 April 2019
Annual General Meeting	8 May 2019
Trading update	8 May 2019
Payment date for the final dividend	23 May 2019
Half year results announcement	24 July 2019

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 0300**

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



ITV plc
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 www.itvplc.com

- 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.

Investment scams

Shareholders are advised to be very wary of any unsolicited advice, offers to buy shares at a discount or offers of free company reports by taking the following precautions –

Reject unexpected offers. Scammers often cold call, but contact can also come by email, post, word of mouth or at a seminar. If you have been offered an investment out of the blue, it is probably a high risk investment or a scam.

Check the FCA warning list to check the risks of a potential investment – you can also search to see if a firm is known to be operating without FCA authorisation.

Get impartial advice before investing – do not use an adviser from the firm that contacted you.

If you are suspicious, report it to the Financial Conduct Authority on 0800 111 6768 or through www.fca.org.uk/scamsmart.

If you have lost money in a scam, contact Action Fraud on 0300 123 2040 or www.actionfraud.police.uk.

Data Protection

Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your investor code (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise in accordance with its privacy policy, which can be accessed at www.itvplc.com/site-services/privacy.

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