



# **ITV plc**

## **Annual General Meeting**

### **Friday 24 April 2020**

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:

2019 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 any 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

23 March 2020

Dear Shareholder

## Annual General Meeting 2020

The Annual General Meeting ('AGM') of ITV plc (the 'Company') will be held at 11.00 a.m. on Friday 24 April 2020 at Atlantic House, Holborn Viaduct, London EC1A 2FG.

## Resolutions

The resolutions to be proposed at the AGM are set out on pages 3 and 4. 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.

## 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.

## Coronavirus (COVID-19) and potential impact on the AGM

The Board continues to closely monitor the evolving Covid-19 (Coronavirus) situation and the related guidelines from governmental authorities, including with regard to the potential impact on attendance at the AGM. Whilst, in normal circumstances, the Board values very highly the opportunity to meet shareholders in person at its AGM, recent Government advice is for people to avoid both mass gatherings and all non-essential travel and social contact. Furthermore, whilst the Government's advice is currently advisory, some or all of its recommendations could become mandatory at any time. On this basis, the Board feels that it is appropriate to advise shareholders against attending the AGM in person this year and, instead, to submit proxy votes as described below. Shareholders should also bear in mind that if any shareholder does, nonetheless, travel to attend the meeting in person, it is highly likely that they could be denied access to it based on the prevailing circumstances.

To facilitate remote access to the meeting, the Company is currently proposing to set up a live stream of the AGM via its website, [www.itvplc.com/investors/shareholder-information/agm](http://www.itvplc.com/investors/shareholder-information/agm). Further details will be posted on the Company's website in due course. However, shareholders should note that accessing any such live stream will be for information only. Participants will not be regarded as formally present at the meeting and nor will arrangements be made for participants to vote or speak at the meeting via any such live feed. The Board is also inviting shareholders to submit questions for the Board to consider in advance of the meeting. Further details of how the Board will respond to questions raised will be provided in due course on the website (above).

## Action to be taken

As always, your vote is important to us, and 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](http://www.myitvshares.com) or [www.itvplc.com/investors/shareholder-information/agm](http://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 emailing our registrars, Link Asset Services ('Link'), at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk), or by calling on +44 (0)371 664 0300\*.
- Download a form from [www.itvplc.com/investors/shareholder-information/agm](http://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 by email or telephone, details 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 Wednesday, 22 April 2020.

The results of the AGM will be announced through a Regulatory Information Service and on the Company website, as soon as practicable after the AGM.

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 seventeenth Annual General Meeting of ITV plc will be held at Atlantic House, Holborn Viaduct, London EC1A 2FG on Friday 24 April 2020 at 11.00 a.m. to consider and, if thought fit, to pass Resolutions 1 to 17 inclusive as ordinary resolutions and Resolutions 18 to 21 inclusive as special resolutions.

## Ordinary resolutions:

### Resolution 1

To receive and adopt the Annual Report and Accounts for the financial year ended 31 December 2019.

### Resolution 2

To receive and adopt the Annual Report on Remuneration set out on pages 131 to 143 of the Remuneration Report contained in the Annual Report and Accounts for the financial year ended 31 December 2019.

### Resolution 3

To approve the Remuneration Policy set out on pages 121 to 130 of the Remuneration Report contained in the Annual Report and Accounts for the financial year ended 31 December 2019, to take effect from the date on which this resolution is passed.

### 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 re-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 re-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 re-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.

### Resolution 16 – 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 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, 24 July 2021.

### Resolution 17 – Renewal of authority to allot shares

That the Board be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (a) up to 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, 24 July 2021;
- (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 authorities.

# Notice of Annual General Meeting continued

## Special resolutions

### Disapplication of pre-emption rights

#### Resolution 18

That, if Resolution 17 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 of equity securities and or 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 17 by way of rights issue only) in favour of holders of ordinary shares 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, 24 July 2021 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

That, if Resolution 17 is passed, the Board be authorised in addition to any authority granted under Resolution 18 to allot equity securities (as defined in the 2006 Act) for cash under authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £20.1 million; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next AGM or, if earlier, 24 July 2021 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

#### Resolution 20 – 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, 24 July 2021 subject to the following conditions:

- (a) the minimum price payable per ordinary share, exclusive of any expenses, 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 at any time from the date this Resolution is passed to the conclusion of the next AGM or, if earlier, 24 July 2021.

By order of the Board

#### Kyla Mullins

##### General Counsel and Company Secretary

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

23 March 2020

Registered in England and Wales with registered number 4967001

# 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 2019.

## 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 131 to 143 of the Remuneration Report contained in the Annual Report and Accounts for the year ended 31 December 2019 (the 'Report and Accounts'). In accordance with section 439 of the Act, the vote is advisory only and the Directors' entitlement is not conditional on it.

## Resolution 3 – Remuneration Policy

The Remuneration Policy is set out on pages 121 to 130 of the Remuneration Report contained in the Report and Accounts. In accordance with section 439A of the 2006 Act, there is a separate resolution to approve the policy. The vote is binding which means that payments cannot be made under the policy until it has been approved by shareholders.

As part of the review of the policy the Remuneration Committee engaged extensively with a number of our largest shareholders and, where appropriate, their comments have been reflected.

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

## Resolutions 4 to 13 inclusive – Re-election of Directors

In accordance with 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.

Following the outcome of the Board Evaluation process, the Nominations Committee concluded that each Director is effective in, and continue to show commitment to, their roles. The Board therefore recommends the proposed re-elections be approved.

Biographical details for each Director, together with the reasons why their contributions are, and continue to be, important to the Company's long-term sustainable success, are set out on pages 10 and 11.

## Resolutions 14 and 15 – Auditor

Auditors have to be appointed at every general meeting at which accounts are presented. The Board, on the recommendation of the Audit and Risk Committee, recommends the reappointment of KPMG LLP as auditors to the Company. Please note that an external audit tender was carried out in 2019 which resulted in PricewaterhouseCoopers LLP being proposed as the external auditor to take effect from the 2021 financial year.

It is normal practice for a company's directors to be authorised to agree auditors' remuneration. The Audit and Risk Committee, through its Chair, 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 172.

## Resolution 16 – 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 subsidiaries of the Company at any time the authority is in place.

## Resolution 17 – Authority to allot shares

Paragraph (a) of this resolution will give the Directors the authority to allot shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount equal to £134 million (representing 1.34 billion shares). This amount represents approximately one-third of the issued share capital of the Company as at 5 March 2020, 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 5 March 2020, 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 (the IA).

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

# Explanatory Notes to the Resolutions continued

## **Resolutions 18 and 19 – Disapplication of pre-emption rights**

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

Under Resolution 18, the Directors will be authorised to allot shares for cash up to an aggregate nominal value of £20.1 million (201 million ordinary shares) representing approximately 5% of the Company's issued share capital as at 5 March 2020, the latest practicable date prior to the publication of this notice.

Resolution 19 extends the Directors' authority under Resolution 18 to allot shares for cash up to a further nominal value of £20.1 million, bringing the combined authority under Resolution 18 and Resolution 19 to an aggregate nominal value of £40.2 million (402 million ordinary shares), representing approximately 10% of the Company's issued share capital as at 5 March 2020, the latest practicable date prior to the publication of this notice.

The Directors confirm that they will only use the additional authority under Resolution 19 where that allotment is in connection with an acquisition or specified capital investment (within the meaning given in the Pre-Emption Group's Statement of Principles) which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

In addition, the Directors will be empowered to allot shares for cash to holders of ordinary shares in connection with a rights issue or any other pre-emptive offer subject to special arrangements relating to fractional entitlements or practical problems.

The Board is seeking to renew these authorities to ensure that the Company has maximum flexibility in managing the Group's resources. The Board would use this authority only if satisfied at the time that to do so would be in the interests of the Company.

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

## **Resolution 20 – 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 5 March 2020, the latest practicable date prior to the publication of this notice with a stated upper and lower limit on price.

The total number of options to subscribe for ordinary shares outstanding at 5 March 2020, the latest practicable date prior to the publication of this notice, was 33 million representing 0.8% 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 0.91% of the reduced issued share capital.

## **Resolution 21 – Notice period for general meetings**

The Company would like to preserve the flexibility to call general meetings (other than an AGM) on 14 clear days' notice rather than the 21 days otherwise required under UK company law. 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 and the Directors believe it to be beneficial to shareholders as a whole.



# 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](http://www.myitvshares.com) or [www.itvplc.com/investors/shareholder-information/agm](http://www.itvplc.com/investors/shareholder-information/agm) and following the instructions; or
- by downloading a form from the Company's website ([www.itvplc.com/investors/shareholder-information/agm](http://www.itvplc.com/investors/shareholder-information/agm)) 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, by email at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk) or by telephone on +44 (0)371 664 0300\* and returning the completed form to Link at the address shown on the form; or
- 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 Wednesday, 22 April 2020.

- 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 24 April 2020 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](http://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 a 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.

\* 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.

# 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 Wednesday 22 April 2020, 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 Wednesday 22 April 2020 shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) 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 2019 (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. 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; or
- (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.

## 4. 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](http://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).

## 5. 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.

## 6. Total voting rights

At 5 March 2020, the Company's issued share capital consisted of 4,025,409,194 ordinary shares of 10 pence each. Each share carries one vote.

## 7. Format of documents

If you would like to receive information from the Company in electronic form, please register your email address with Link Asset Services at [www.myitvshares.com](http://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. 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.



## **9. Meeting information**

**Location:** Atlantic House, Holborn Viaduct, London EC1A 2FG

**Date:** Friday 24 April 2020

**Time:** 11:00 a.m.

Notwithstanding the venue information above and as per the Chairman's Explanatory Letter, the Board's strong recommendation is that shareholders do not attend the AGM in person this year and, instead, submit proxy votes as set out in this Notice of Meeting. Moreover, the Board would like to re-iterate that, if any shareholder does, nonetheless, travel to attend the meeting in person, it is highly likely that they could be denied access to it based on the prevailing circumstances.

# Directors' Biographies

In accordance with the UK Corporate Governance Code, the Directors will retire and submit themselves for re-election by the shareholders each year. The Board confirms, following the outcome of the Board evaluation, 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.

The Board also carefully considers other commitments held by each Director. Where a Director holds other roles, and prior to accepting any additional roles, attention is paid to ensuring they are able to commit sufficient time to ITV. The Board has determined that each Director has the ability to continue to provide the level of focus and time required to fulfil their individual obligations at ITV notwithstanding their external appointments.

Full biographical details of each director can be viewed on the company website at [www.itvplc.com/about/board-of-directors](http://www.itvplc.com/about/board-of-directors).

## **Salman Amin**

**Non-executive Director (tenure < 4 years)**

**N R**

**What he brings to the Board:** Salman has a wealth of experience in global businesses having worked for over 30 years managing global brand advertising and media spend in the consumer packaged goods sector. He provides a valuable insight into the advertiser's mindset and how advertisers may be impacted by an external situation or Board decision. He is currently Chief Executive Officer at Pladis.

## **Sir Peter Bazalgette**

**Chairman, independent on appointment (tenure < 6 years, 3 years as Chairman), Chairman of Nominations Committee**

**N R**

**What he brings to the Board:** Peter has over 40 years' media experience, bringing extensive knowledge of the creative industries. He has a deep understanding of all regulatory matters related to television, broadcast and production, and strong relationships with relevant regulators, ministers and other key influencers. He has a strong track record of successfully managing creativity in television and tremendous knowledge and commercial experience of the global content business. Since his appointment he has demonstrated strong leadership and has been instrumental in working with the executive team in establishing the ITV strategy.

## **Edward Bonham Carter**

**Senior Independent Director (tenure < 2 years)**

**N A**

**What he brings to the Board:** Edward has a wide range of City experience, and a deep understanding of stock markets and investor expectations. As Senior Independent Director he acts as a trusted intermediary between the Board and Chairman. He is also ITV's Workforce Engagement Director and plays a vital role in ensuring that information flows between the Board and the wider workforce. His role as Vice Chairman of Jupiter Fund Management plc allows him to bring a much valued shareholder perspective to the Board, and to highlight the current range of issues that matter to shareholders in general.

## **Margaret Ewing**

**Non-executive Director, Chair of the Audit and Risk Committee (tenure < 3 years)**

**A**

**What she brings to the Board:** Margaret has the wide-ranging skills and expertise across financial and capital markets that has come with previous roles including being a FTSE 100 CFO, an executive member of the Board of Deloitte LLP, and a member (and Chair) of Audit Committees at several FTSE 100 and other high profile companies. Her extensive experience in financial accounting, corporate finance and strategic and corporate planning make her ideally suited for her role as Chair of ITV's Audit and Risk Committee.

## **Roger Faxon**

**Non-executive Director (tenure < 8 years)**

**R**

**What he brings to the Board:** Roger has extensive experience in international media and digital rights management having held roles at EMI for nearly 20 years. This broad and unmatched experience of the adaptation of media and rights management business to the digital world brings invaluable insight into his roles on the Board and Remuneration Committee.

## **Mary Harris**

**Non-executive Director, Chair of the Remuneration Committee (tenure < 6 years)**

**N A R**

**What she brings to the Board:** Mary has extensive experience in management consulting as a former partner at McKinsey & Company and in various board roles with a focus on consumer/retail, sales and marketing, mergers and acquisitions, media, television and interactive media investments and digital rights management both in the UK and internationally. Her deep knowledge and understanding of executive remuneration as an experienced Remuneration Committee Chair means she is well placed as Chair of ITV's Remuneration Committee.

## **Anna Manz**

**Non-executive Director (tenure < 4 years)**

**A R**

**What she brings to the Board:** Anna has over 20 years' consumer, financial and strategic experience having held senior roles both in the UK and internationally at Diageo plc and Johnson Matthey plc where she is currently Chief Financial Officer. Her current executive experience in a FTSE 100 with global operations enables her to bring a strong commercial perspective to Board and Remuneration Committee discussions.

## **Chris Kennedy**

**Group CFO (tenure < 2 years)**

**What he brings to the Board:** Chris has a strong track record in financial leadership at three previous FTSE 100 companies and a great media background having held senior management positions over a 17 year career at EMI. He also has a deep understanding of the workings of investors and of the City of London. His experience in executing and driving strategy continue to play an important role in the delivery of the ITV Strategy and driving a rationalisation/cost savings initiative.

### Carolyn McCall

#### Chief Executive (tenure < 3 years)

**What she brings to the Board:** Carolyn has an impressive track record in business including digital and change leadership and running international operations. As Chief Executive, the Board believes Carolyn has made huge progress in evolving a new strategy for the business which addresses the challenges facing the business. This, together with her clear strategic acumen and decisive leadership means she is very well placed to deliver sustainable long-term returns to ITV's shareholders.

### Duncan Painter

#### Non-executive Director (tenure < 2 years)

**R**

**What he brings to the Board:** Duncan has a broad range of experience particularly in digital media and consumer intelligence systems, and targeted advertising. He is the digital data expert on the Board and his counsel is invaluable as ITV continues to build a digitally led media and entertainment business and undergoes an organisational digital transformation. He is currently Chief Executive Officer of Ascential plc.

### Committee membership

**A** Audit and Risk

**N** Nominations

**R** Remuneration

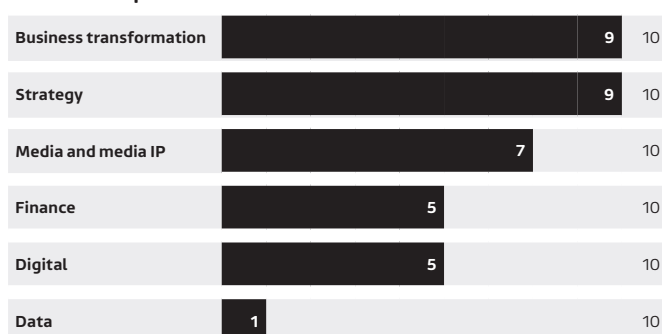
### Board composition

#### Gender diversity



● Male 6  
● Female 4

#### Skills and experience



#### Board tenure



● 0-2 years 3  
● 2-5 years 4  
● 5-9 years 3

#### Age



● 46-55 3  
● 56-65 5  
● 66-75 2

# 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](http://www.itvplc.com)

## Financial calendar

Annual General Meeting	24 April 2020
Q1 Trading update	6 May 2020
Half year results announcement	24 July 2020

## 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.

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

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](mailto:enquiries@linkgroup.co.uk)

By logging on to the [www.myitvshares.com](http://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



ITV plc  
2 Waterhouse Square  
140 Holborn  
London  
EC1N 2AE

 [www.itvplc.com](http://www.itvplc.com)

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 Financial Conduct Authority (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 FCA on 0800 111 6768 or through [www.fca.org.uk/scamsmart](http://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](http://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](http://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](http://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](http://www.itvplc.com/investors/shareholder-information)

 [www.itvplc.com/investors/shareholder-information](http://www.itvplc.com/investors/shareholder-information)