



# **ITV plc**

## **Annual General Meeting**

### Thursday 28 April 2022

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:

2021 Annual Report and Accounts

Notice of Annual General Meeting

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

21 March 2022

Dear Shareholder

## **Annual General Meeting 2022**

The Annual General Meeting (AGM) of ITV plc (the Company) will be held at 11.00 a.m. on Thursday 28 April 2022 in the Burdett Suite, at The King's Fund, No. 11 Cavendish Square, London W1G 0AN (please see the back page of this Notice for directions to the venue).

## **2022 AGM arrangements**

The Board is looking forward to once again welcoming shareholders to the AGM in person. To help ensure the health and safety of all attendees and manage the number of people in attendance, we are asking that only shareholders or their duly nominated proxies or corporate representatives attend the AGM in person. Anyone who is not a shareholder or their duly nominated proxies or corporate representatives should not attend the AGM unless arrangements have been made in advance with the Group Secretariat by emailing them at [groupsecretariat@itv.com](mailto:groupsecretariat@itv.com).

Last year shareholders were able to watch our AGM via a live stream and the Board would like to invite shareholders to do the same again this year. As in 2021, shareholders who watch the AGM remotely will not be regarded as formally present, nor will arrangements be made for them to vote during the meeting. The Board is, however, encouraging shareholders to submit questions in advance and, for those joining remotely, there will be the opportunity to raise questions electronically during the meeting.

**A guide on how to view the meeting and submit your questions can be found on page 8 and on the AGM page of our website [www.itvplc.com/investors/shareholder-information/agm](http://www.itvplc.com/investors/shareholder-information/agm).**

The government's measures to help contain the spread of COVID are of course subject to change and it may be necessary to change the arrangements for the AGM at short notice should government restrictions on public gatherings or other social distancing measures be reintroduced. In such circumstances, the Company may be required to hold the AGM entirely virtually, without shareholders being able to attend in person. We will continue to monitor government guidance and any changes to the AGM arrangements will be communicated as early as possible on our website detailed above and, where appropriate, by regulatory announcement. Please check the Company's website in advance of the meeting in case there are any changes made to the AGM arrangements. You should not attend the AGM in person if you have symptoms of, or have tested positive for, COVID.

## **Final dividend**

The Board proposes a final dividend of 3.3 pence per ordinary share for the year ended 31 December 2021. If approved the recommended final dividend will be paid on 26 May 2022 to all shareholders who are on the register of members at the close of business on 19 April 2022.

## **Resolutions and recommendation**

The resolutions to be proposed at the AGM are set out on pages 3 and 4 of this Notice. 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 all of the resolutions, as they intend to do in respect of their own beneficial holdings.

## **Action to be taken**

Your vote is important to us. If you are unable to attend the AGM in person, we strongly encourage you to vote in advance by appointing the Chairman or another duly nominated person as your proxy. If you appoint a person other than the Chairman as your duly appointed proxy, please bear in mind that, if restrictions on public gatherings are reintroduced, your proxy may not be permitted to attend the AGM and therefore would not be able to vote your shares. Our registrar, Link Group, must receive your online or postal proxy appointment and voting instructions at least 48 hours before the time of the meeting, i.e. by 11.00 am on Tuesday, 26 April 2022 to ensure that your vote is counted. All resolutions for consideration at the AGM will be voted on by poll and all valid proxy votes cast will count towards the poll votes. The voting results will be announced via a regulatory announcement to the London Stock Exchange and will be published on the Company's website as soon as reasonably practicable after the AGM. Details of how to vote are set out on pages 6 and 7 of this Notice.

Yours faithfully

**Sir Peter Bazalgette**

Chairman

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT the nineteenth Annual General Meeting of ITV plc will be held in the Burdett Suite at The King's Fund, No. 11 Cavendish Square, London W1G 0AN on Thursday 28 April 2022 at 11.00 a.m. to consider and, if thought fit, to pass Resolutions 1 to 18 (inclusive) as ordinary resolutions and Resolutions 19 to 22 (inclusive) as special resolutions.**

## **Resolution 1**

To receive and adopt the Annual Report and Accounts for the financial year ended 31 December 2021.

## **Resolution 2**

To receive and adopt the Annual Report on Remuneration set out on pages 146 to 157 of the Remuneration Report contained in the Annual Report and Accounts for the financial year ended 31 December 2021.

## **Resolution 3**

To declare a final dividend of 3.3 pence per ordinary share in respect of the financial year ended 31 December 2021.

## **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 Graham Cooke as a Non-executive Director.

## **Resolution 8**

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

## **Resolution 14**

To re-elect Duncan Painter as a Non-executive Director.

 **See pages 9 and 10 of this Notice for the Directors' biographies**

## **Resolution 15**

To reappoint PricewaterhouseCoopers 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 16**

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

## **Resolution 17 – Political donations**

That, in accordance with Sections 366 and 367 of the Companies Act 2006 (the 2006 Act), the Company and any company which is, or becomes, a subsidiary of the Company during the period in relation 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, 28 July 2023.

## **Resolution 18 – 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 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, 28 July 2023;
- (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

## **Resolution 19 – Disapplication of pre-emption rights**

That, if Resolution 18 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 18 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 considers 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 nominal amount of £20.1 million,

such authority to expire at the end of the next AGM or, if earlier, 28 July 2023 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 – Further disapplication of pre-emption rights**

That, if Resolution 18 is passed, the Board be authorised in addition to any authority granted under Resolution 19 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, 28 July 2023 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 21 – 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, 28 July 2023 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 22 – Length of notice period for general meetings**

That, 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, 28 July 2023.

By order of the Board

**Kyla Mullins**

**General Counsel and Company Secretary**

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

21 March 2022

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 2021.

## **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 146 to 157 of the Remuneration Report contained in the Annual Report and Accounts for the year ended 31 December 2021 (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 – Final dividend**

The final dividend of 3.3 pence for the year ended 31 December 2021 will be paid on 26 May 2022 to shareholders on the register at the close of business on 19 April 2022, subject to shareholder approval.

## **Resolutions 4 to 14 – Re-election of Directors**

### *General*

In accordance with the UK Corporate Governance Code and in accordance with Article 79 of the Company's Articles of Association, all 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 continues 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 their contributions are, and continue to be, important to the Company's long-term sustainable success, are set out on pages 9 and 10 of this Notice.

### *Time commitments*

The Directors have demonstrated a strong commitment to their roles on our Board and Committees. Details on attendance at Board and Committee meetings during the year can be found on page 105 of the Annual Report and Accounts for 2021. The Directors have also given careful consideration to their external time commitments to ensure that they are able to devote an appropriate amount of time to their roles at ITV. For each Director, the Board considers that the external time commitments that they are required to devote to those roles do not compromise their commitments to their roles (on the ITV Board, Committees and otherwise). The Nominations Committee reviews, on an ongoing basis, Directors' time commitments against the recommended guidance from investor bodies and ITV's top shareholders, to anticipate any perception of overboarding at the AGM. The Committee was able to confirm that it was fully satisfied with the amount of time each Director devoted to the business.

## **Resolutions 15 and 16 – Auditor**

Auditors have to be appointed at every general meeting at which accounts are presented. Accordingly, the Board, on the recommendation of the Audit and Risk Committee, recommends the reappointment of PricewaterhouseCoopers LLP as auditors to the Company.

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 187.

## **Resolution 17 – Political donations**

There is no present intention to make cash donations to any political party or to incur any political expenditure.

Part 14 of the 2006 Act, amongst other things, prohibits the Company and its subsidiaries from making political donations or from incurring political expenditure in respect of political parties, other political organisations or independent election candidates unless authorised by the Company's shareholders. The 2006 Act definitions are wide and the Company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breaches of the 2006 Act through the undertaking of routine activities, which would not normally be considered to result in the making of political donations or political expenditure being incurred.

Within the normal activities of the Company's national and regional news gathering activity, there are occasions when the Company may on an individual or group basis provide some hospitality at functions where politicians are present. The Company, as part of its normal industry activities, is keen to maintain contact with all political parties to ensure that they are aware of the key issues affecting its business. There has been no relevant expenditure during the year and shareholder approval is therefore being sought on a precautionary basis only.

As permitted by the 2006 Act, the Resolution extends not only to the Company but also covers all subsidiaries of the Company at any time the authority is in place.

## **Resolution 18 – Authority to allot shares**

Paragraph (a) of the Resolution will give the Directors the authority to allot shares or grant rights to subscribe for or convert any securities into shares up to a nominal amount of £134 million (representing 1.34 billion shares). This amount represents approximately one-third of the issued share capital of the Company as at 9 March 2022, the latest practicable date prior to the publication of this Notice.

Paragraph (b) of the 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 a nominal amount of £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 9 March 2022, the latest practicable date prior to the publication of this Notice.

The Board has no present intention to exercise the authorities under the Resolution 18, 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 the 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 19 and 20 – 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 those shares to existing shareholders first.

Under Resolution 19, 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 9 March 2022, the latest practicable date prior to the publication of this Notice.

Resolution 20 extends the Directors' authority under Resolution 19 to allot shares for cash up to a further nominal amount of £20.1 million, bringing the combined authority under Resolutions 19 and 20 to a nominal amount of £40.2 million (402 million ordinary shares), representing approximately 10% of the Company's issued share capital as at 9 March 2022, the latest practicable date prior to the publication of this Notice.

The Directors confirm that they will only use the additional authority under Resolution 20 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 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 21 – Purchase of own shares**

The 2006 Act requires that a company has to 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 and after the most careful consideration, taking into account other investment opportunities and the overall financial position of the Group, 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 9 March 2022, 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 9 March 2022, the latest practicable date prior to the publication of this Notice, is 49 million representing approximately 1.23% 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 the Resolution, then these options would represent approximately 1.37% of the reduced issued share capital.

## **Resolution 22 – 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 voted on the resolution to be in favour. An ordinary resolution requires a simple majority of the shares voted 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 of proxy 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 of proxy 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 Group at 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL by 11.00 a.m. on Tuesday, 26 April 2022.

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 votes withheld 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 Thursday 28 April 2022 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. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee by other means.

1.4.3 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

1.4.4 CREST members and, where applicable, their CREST sponsors or voting service provider(s) 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 Proximity:

If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by Link. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by the latest time(s) for receipt of proxy appointments specified in this Notice in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

## 1.6 Eligibility to vote:

Only those shareholders registered on the register of members of the Company as at close of business on Tuesday 26 April 2022, 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 vote at the AGM in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after close of business on Tuesday 26 April 2022 shall be disregarded in determining the rights of any person to 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 2021 (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.

# Other Notes to the Notice of Meeting (continued)

## 3. Viewing the AGM

Shareholders will be able to watch the AGM via a live stream using their smartphone, tablet or computer.

To participate you will need to click the link on the Company website [www.itvplc.com/investors/shareholder-information/agm](http://www.itvplc.com/investors/shareholder-information/agm).

Please note, the AGM will be recorded. This will then be available to view on the Company website after the meeting.

## 4. Questions at the AGM

Engagement with our shareholders is important to us and arrangements have been made so that shareholders can submit questions both in advance of and during the meeting.

A shareholder has the right to ask questions about the business of the meeting. 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.

**In advance of the meeting:** If you wish to raise a question before the AGM please email it to [groupsecretariat@itv.com](mailto:groupsecretariat@itv.com) no later than 5.00 p.m. on Thursday, 21 April 2022. Questions will be addressed and answered in the manner considered most appropriate by the Company which may be by reply email or, by way of a written Q&A, grouped into themes relevant to the business of the meeting and published on our website no later than 5.00 p.m. on Monday, 25 April 2022, ahead of the proxy voting deadline.

Answers to questions sent to [groupsecretariat@itv.com](mailto:groupsecretariat@itv.com) after Thursday, 21 April 2022 will either be answered by reply email or published on the Company's website as soon as practicable after the AGM, as appropriate.

**During the meeting:** Any shareholder attending the meeting in person has the right to ask questions but those watching the live stream can also raise questions by logging onto:

<https://www.sli.do/> using the meeting code: #ITVAGM2022

Type your message within the chat box. Once you are happy with our message click the send button. Please include your email address as part of the question if you would like a response.

The link will be open for 30 minutes before the start and throughout the AGM until the Chairman closes the session.

Questions sent via the Slido platform will be moderated before being sent to the Chairman. This is to avoid repetition and to ensure an orderly meeting. If the question does not relate to the business of the meeting, a response will be sent by email.

A full transcript of the questions asked at the AGM and the answers will be made available on the Company's website as soon as practicable following the conclusion of the meeting.

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

- this Notice of Meeting;
- 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

Subject to government guidance, or other measures imposed in response to the COVID pandemic, copies of the following documents will be available for inspection at an agreed time at the Company's registered office, 2 Waterhouse Square, 140 Holborn, London EC1N 2AE. Please email [groupsecretariat@itv.com](mailto:groupsecretariat@itv.com) to book an appointment to view these documents during normal business hours on any weekday (excluding public holidays):

- Executive Directors' service contracts;
- Directors' deeds of indemnity; and
- Non-executive Directors' terms and conditions of appointment.

## 7. Total voting rights

At 9 March 2022, 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

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

## 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. Meeting information

**Location:** The Burdett Suite, The King's Fund, No. 11 Cavendish Square, London W1G 0AN. The venue is located within walking distance of Oxford Circus and Bond Street stations. Please see the map on the back page.

**Date:** Thursday 28 April 2022

**Time:** 11.00 a.m.



# 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 that, following the outcome of the Board evaluation, 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 < 6 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 mind set 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 < 9 years, 5 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 and 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. In line with the requirements of the Corporate Governance Code, having served on the Board for nine years, Peter will step down as a Director and our Chair later this year. A search for a successor as Chair of the Board is underway and more information on the process can be found on page 125 of the 2021 Annual Report and Accounts. To facilitate effective succession planning and the development of a diverse Board, we are asking our shareholders to reappoint Peter at the AGM so that he can continue in his role as Chairman until we are able to announce his replacement.

## **Edward Bonham Carter**

**Senior Independent Director (tenure < 4 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 Director of Stewardship and Corporate Responsibility

(previously 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.

## **Graham Cooke**

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

**A**

**What he brings to the Board:** Graham has extensive technical and digital experience and an in-depth knowledge of the e-commerce, data and digital sectors and the key players in this space which include ITV's key strategic partners. His contribution to the Board's challenge and setting of strategy has been invaluable as ITV continues to build a digitally led media business and enhances its digital viewing proposition. He is the founder of Qubit, the leading provider of e-commerce personalisation technology, and prior to founding Qubit, spent five years working at Google.

## **Margaret Ewing**

**Non-executive Director, Chair of the Audit and Risk Committee (tenure < 5 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.

## **Mary Harris**

**Non-executive Director, Chair of the Remuneration Committee (tenure < 8 years)**

**N A R**

**What she brings to the Board:** Mary has extensive experience in strategy consulting as a former partner at McKinsey & Company, having specialised in 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 has been well placed as Chair of ITV's Remuneration Committee. Following this year's AGM, Mary will step down from her role as Chair of the ITV Remuneration Committee, and will be replaced in that role by Sharmila Nebhrajani.

## **Anna Manz**

**Non-executive Director (tenure < 7 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, Johnson Matthey PLC and the London Stock Exchange Group 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 Committee discussions.

## **Chris Kennedy**

**Group CFO and COO (tenure < 4 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

# Directors' Biographies (continued)

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 < 5 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 the ITV Strategy for the business which addresses the challenges it faces. 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 < 4 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 one of the digital data experts on the Board and his counsel is invaluable as ITV continues

to build a digitally led media business and undergoes an organisational digital transformation. He is currently chief executive officer of Ascential plc.

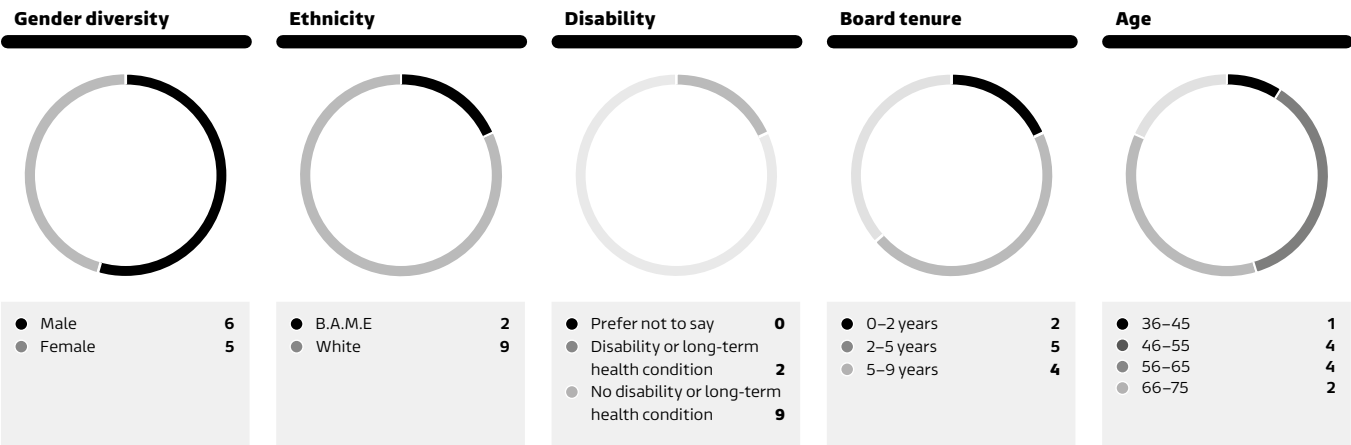
**Sharmila Nebhrajani**  
**Non-executive Director (tenure < 2 years)**  
**R**

**What she brings to the Board:** Sharmila's extensive board experience spanning public policy, regulatory and public listed businesses has further strengthened the mix of expertise and experience on the Board. She is a chartered accountant and her strong public sector, commercial, government and non-profit experience across a wide range of sectors, including utilities, financial services and global health, makes her one of the experts on the Board in the environmental, social and governance fields. Following the AGM, Sharmila will take on the role of Chair of the ITV Remuneration Committee from Mary Harris.

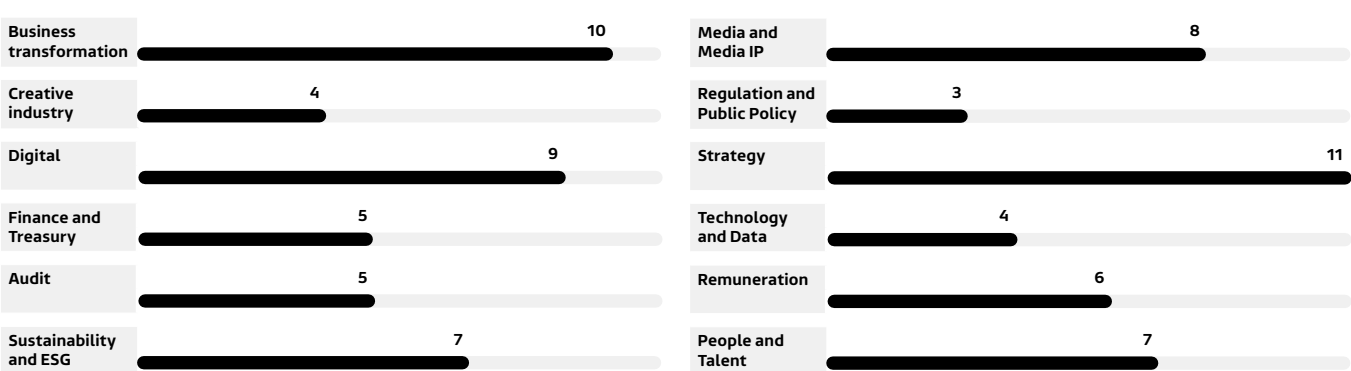
### Committee membership

- A** Audit and Risk
- N** Nominations
- R** Remuneration

### Board composition



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

## Financial calendar


Ex-date for the final dividend	14 April 2022
Record date for the final dividend	19 April 2022
Annual General Meeting	28 April 2022
Q1 Trading update	11 May 2022
Payment date of the final dividend	26 May 2022
Half year results announcement	28 July 2022

## Registrar and transfer office

All administrative enquiries relating to shareholdings and requests to receive corporate documents should, in the first instance, be directed to Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL.

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 9.00 am and 5.30 pm, Monday to Friday excluding public holidays in England and Wales.

Alternatively, you can email Link at:

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

By logging on to the ITV share portal, [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
- Access a wide range of shareholder information including downloadable forms

To register for the ITV share portal you will need your investor code which can be found on your share certificate(s) or by contacting our registrars, Link.

## 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**

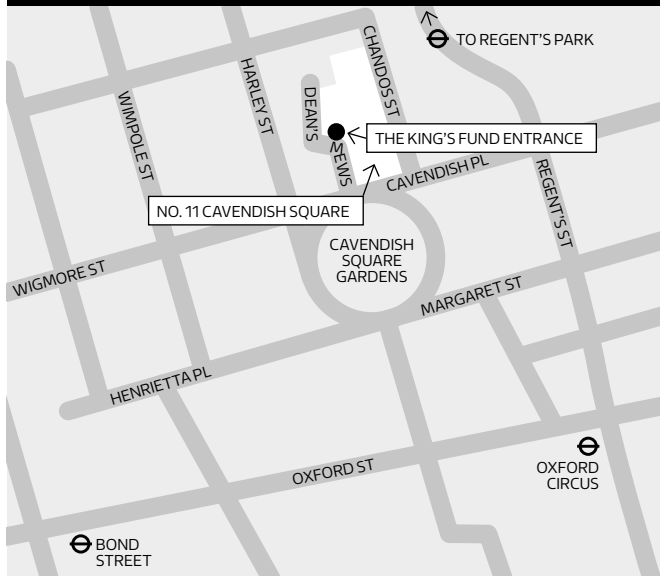
 [www.sharegift.org](http://www.sharegift.org)

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)

The AGM will be held at 11.00 a.m. on Thursday 28 April 2022 in the Burdett Suite, The King's Fund, No. 11 Cavendish Square, London W1G 0AN Note: Please arrive at the entrance in Dean's Mews.



ITV plc  
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140 Holborn  
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 [www.itvplc.com](http://www.itvplc.com)