

ITV plc

Annual General Meeting - Thursday 14 May 2015

Final result

Res

No:	Description	Total For and Discretion	% For (including Discretion) (1)	Against	% Against (1)	Total Votes validly cast	Total votes cast as % of share capital	Withheld
1	Report and Accounts	2,932,974,010	99.72%	8,231,689	0.28%	2,941,205,699	73.07%	9,168,017
2	Remuneration Report	2,743,890,234	93.23%	199,153,902	6.77%	2,943,044,136	73.11%	7,329,799
3	Declare a Final Dividend	2,945,920,848	100.00%	15,752	0.00%	2,945,936,600	73.18%	4,437,336
4	Declare a Special Dividend	2,945,579,790	99.99%	345,568	0.01%	2,945,925,358	73.18%	4,448,226
5	Elect Mary Harris	2,774,791,754	99.08%	25,839,292	0.92%	2,800,631,046	69.57%	149,742,536
6	Re-elect Peter Bazalgette	2,928,912,053	99.43%	16,846,732	0.57%	2,945,758,785	73.18%	4,614,799
7	Re-elect Adam Crozier	2,929,785,286	99.45%	16,059,415	0.55%	2,945,844,701	73.18%	4,528,883
8	Re-elect Roger Faxon	2,931,401,223	99.52%	14,282,418	0.48%	2,945,683,641	73.18%	4,689,943
9	Re-elect Ian Griffiths	2,929,472,406	99.45%	16,238,436	0.55%	2,945,710,842	73.18%	4,662,742
10	Re-elect Andy Haste	2,915,845,616	98.99%	29,891,546	1.01%	2,945,737,162	73.18%	4,636,422
11	Re-elect Archie Norman	2,863,304,278	97.52%	72,814,401	2.48%	2,936,118,679	72.94%	14,254,904
12	Re-elect John Ormerod	2,773,092,536	97.66%	66,386,411	2.34%	2,839,478,947	70.54%	110,924,689
13	Re-appoint KPMG LLP	2,820,273,998	95.74%	125,608,044	4.26%	2,945,882,042	73.18%	4,491,541
14	Auditors' remuneration	2,866,217,976	97.30%	79,628,727	2.70%	2,945,846,703	73.18%	4,523,206
15	Authority to allot shares	2,824,536,755	96.39%	105,665,395	3.61%	2,930,202,150	72.79%	20,170,297
16	Disapplication of pre-emption rights (2)	2,935,798,804	99.66%	9,955,943	0.34%	2,945,754,747	73.18%	4,617,800
17	Donations and expenditure	2,929,324,273	99.44%	16,357,488	0.56%	2,945,681,761	73.18%	4,691,775
18	Purchase of own shares (2)	2,942,504,224	99.89%	3,331,280	0.11%	2,945,835,504	73.18%	4,537,395
19	Notice period for general meetings (2)	2,673,479,347	90.76%	272,276,411	9.24%	2,945,755,758	73.18%	4,604,846

(1) Votes as a percentage of the total For, Discretion and Against. Votes Withheld are not a vote in law and are not counted in the overall voting figures.

(2) Special Resolution requires at least 75% of votes in favour.

(3) One vote per share

(4) Number of ordinary shares in issue at date of meeting 4,025,409,194

(5) Number of shareholders at the meeting 129

(6) Number of issued ordinary shares represented at the meeting 4,493,572