

ITV plc

Annual General Meeting - Wednesday 14 May 2014

Votes at 14 May 2014

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	2,721,556,206	99.98%	578,089	0.02%	2,722,134,295	67.62%	10,558,113
2	Remuneration Policy	2,272,594,109	96.04%	93,825,641	3.96%	2,366,419,750	58.79%	366,266,825
3	Remuneration Report	2,029,807,767	77.48%	589,837,862	22.52%	2,619,645,629	65.08%	113,040,089
4	Declare a Final Dividend	2,725,361,076	100.00%	24,785	0.00%	2,725,385,861	67.70%	7,305,697
5	Declare a Special Dividend	2,725,088,834	99.99%	268,327	0.01%	2,725,357,161	67.70%	7,334,666
6	Elect Peter Bazalgette	2,705,770,669	99.29%	19,405,492	0.71%	2,725,176,161	67.70%	7,513,236
7	Re-elect Adam Crozier	2,704,322,995	99.23%	20,981,655	0.77%	2,725,304,650	67.70%	7,386,724
8	Re-elect Roger Faxon	2,705,699,698	99.29%	19,431,104	0.71%	2,725,130,802	67.70%	7,558,595
9	Re-elect Ian Griffiths	2,704,638,579	99.24%	20,638,207	0.76%	2,725,276,786	67.70%	7,414,727
10	Re-elect Andy Haste	2,689,840,061	98.71%	35,290,348	1.29%	2,725,130,409	67.70%	7,560,499
11	Re-elect Lucy Neville-Rolfe	2,698,811,068	99.03%	26,518,455	0.97%	2,725,329,523	67.70%	7,362,144
12	Re-elect Archie Norman	2,673,166,700	98.09%	51,997,125	1.91%	2,725,163,825	67.70%	7,527,842
13	Re-elect John Ormerod	2,685,995,980	98.61%	37,881,113	1.39%	2,723,877,093	67.67%	8,812,915
14	Appoint KPMG LLP	2,634,555,524	96.99%	81,713,919	3.01%	2,716,269,443	67.48%	16,422,681
15	Auditors' remuneration	2,671,915,837	98.33%	45,428,514	1.67%	2,717,344,351	67.50%	15,331,807
16	Authority to allot shares	2,615,152,029	96.10%	106,056,785	3.90%	2,721,208,814	67.60%	11,481,453
17	Disapplication of pre-emption rights (2)	2,721,170,340	99.85%	4,078,386	0.15%	2,725,248,726	67.70%	7,441,998
18	Donations and expenditure	2,677,362,519	98.26%	47,277,518	1.74%	2,724,640,037	67.69%	8,050,630
19	Purchase of own shares (2)	2,721,384,528	99.85%	4,041,038	0.15%	2,725,425,566	67.71%	7,265,701
20	Notice period for general meetings (2)	2,486,566,822	91.24%	238,642,803	8.76%	2,725,209,625	67.70%	7,480,879
21	LTIP	2,530,024,205	95.11%	130,060,452	4.89%	2,660,084,657	66.08%	72,604,427

(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

125

(6) Number of issued ordinary shares represented at the meeting

588,930