

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to what action you should take, you are recommended to seek your own independent advice from your stockbroker, solicitor, accountant or other professional adviser immediately. If you have sold or transferred all of your ITV plc ordinary shares please forward this document, together with the accompanying documents, as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer so that they can pass the documents to the person who now holds the shares.

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**ITV plc**

Annual General Meeting

Wednesday, 14 May 2014

**Notice of Annual General Meeting and Chairman's explanatory letter**



20 March 2014

Dear Shareholder

### **Annual General Meeting 2014**

The Annual General Meeting ("AGM") of the Company will be held at 11.00 am on Wednesday, 14 May 2014 in the Mountbatten Room, The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE.

### **Resolutions**

As you can see from the Notice of Meeting which follows this letter, in addition to the routine business there will be 6 items of special business, all of which are detailed in the explanatory notes. A copy of the Annual Report and Accounts of ITV plc for the year ended 31 December 2013 is enclosed. Voting on all resolutions will be by way of a poll.

### **Final dividend**

The Board proposes a final dividend of 2.4p per ordinary share for the year ended 31 December 2013 giving a full year dividend of 3.5p. If approved, the recommended final dividend will be paid on 30 May 2014 to all shareholders who are on the register of members at the close of business on 2 May 2014.

### **Special dividend**

In recognition of the Company's strong performance and much improved balance sheet, the Board proposes a special dividend of 4.0p per share in addition to the final dividend. If approved, the recommended special dividend will be paid on the same basis as the final ordinary dividend.

### **Recommendation**

Your directors believe that all the proposals to be considered at the AGM are in the best interests of the Company and its shareholders as a whole. They recommend that you vote in favour of the resolutions to be proposed at the AGM, as they intend to do in respect of their own beneficial holdings.

### **Action to be taken**

Enclosed with this circular is a Form of Proxy for the resolutions to be proposed at the AGM. Please sign and return the Form of Proxy in accordance with the directions on it as soon as possible and, in any event, so that it is received not less than 48 hours before the time appointed for the AGM (by 11.00 am on Monday, 12 May 2014).

You may also complete the Form of Proxy on the Internet by logging on to [www.capitashareportal.com](http://www.capitashareportal.com) or [www.itvplc.com](http://www.itvplc.com). You will need your investor code which is printed on the enclosed Form of Proxy and on your share certificate.

Completion and return of the Form of Proxy will not prevent you from attending the AGM and voting in person should you wish to do so. If you are planning to attend the AGM, please bring your attendance card with you. The card is attached to the enclosed Form of Proxy.

The results of the AGM will be announced through a Regulatory Information Service and on the Company website, [www.itvplc.com](http://www.itvplc.com), as soon as possible once known.

I look forward to seeing you.

Archie Norman

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the eleventh Annual General Meeting of ITV plc will be held in the Mountbatten Room at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Wednesday, 14 May 2014 at 11.00 am in order to transact the following business:

## **Ordinary business**

### **Resolution 1**

To receive and adopt the Directors' Annual Report and Accounts and the Auditors' Report thereon for the financial year ended 31 December 2013.

### **Resolution 2**

To receive and adopt the remuneration policy set out on pages 85 to 92 of the Directors' Remuneration Report contained within the Annual Report and Accounts for the financial year ended 31 December 2013, such remuneration policy to take effect from the date on which this Resolution is passed.

### **Resolution 3**

To receive and adopt the Annual Report on Remuneration set out on pages 93 to 101 of the Directors' Remuneration Report contained within the Annual Report and Accounts for the financial year ended 31 December 2013.

### **Resolution 4**

To declare a final dividend of 2.4p per ordinary share.

### **Resolution 5**

To declare a special dividend of 4.0p per ordinary share.

### **Resolution 6**

To elect Sir Peter Bazalgette as a non-executive director.

### **Resolution 7**

To re-elect Adam Crozier as an executive director.

### **Resolution 8**

To re-elect Roger Faxon as a non-executive director.

### **Resolution 9**

To re-elect Ian Griffiths as an executive director.

### **Resolution 10**

To re-elect Andy Haste as a non-executive director.

### **Resolution 11**

To re-elect Baroness Lucy Neville-Rolfe DBE CMG as a non-executive director.

### **Resolution 12**

To re-elect Archie Norman as a non-executive director.

### **Resolution 13**

To re-elect John Ormerod as a non-executive director.

### **Resolution 14**

KPMG Audit Plc have notified the Company that they are not seeking reappointment. It is proposed that KPMG LLP be and are hereby appointed auditors 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 auditors' remuneration.

## **Special Business**

To consider and if thought fit pass the following Resolutions of which Resolutions 16, 18 and 21 will be proposed as Ordinary Resolutions and Resolutions 17, 19 and 20 will be proposed as Special Resolutions.

Resolutions 16 to 20 are standard resolutions proposed by most listed companies on an annual basis.

### **Resolution 16 – Renewal of authority to allot shares**

That the directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the Company's powers to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights"):

- (a) up to an aggregate nominal amount of £134 million; and
- (b) in addition to and without prejudice to paragraph (a) above, comprising equity securities (within the meaning of section 560 of the 2006 Act) up to a nominal amount of £134 million in connection with an offer by way of rights issue:
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings;
  - (ii) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary or appropriate; and
  - (iii) so that the directors may make such exclusions or other arrangements as they deem necessary or expedient in relation to fractional entitlements, 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 Annual General Meeting or, if earlier, 14 August 2015;
- (2) the directors are entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and
- (3) the authority is in substitution for all existing unused authorities.

### **Resolution 17 – Disapplication of pre-emption rights**

That the directors be and are hereby empowered pursuant to section 570 and section 573 of the 2006 Act to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash, either pursuant to the authority conferred by Resolution 16 above or by way of a sale of treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment on the following terms:

- (a) this power is limited to the allotment or sale of equity securities:
  - (i) in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 16 by way of rights issue only) in favour of ordinary shareholders where the equity securities respectively attributable to the interests of the ordinary shareholders (other than the Company) are proportionate (as nearly as may be) to the

respective numbers of ordinary shares held by them and holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary or appropriate, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, 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

- (ii) otherwise than under paragraph (i), up to a total nominal value of £20.1 million;
- (b) this power expires (unless previously renewed, varied or revoked) on the date of the Company's next Annual General Meeting or, if earlier, 14 August 2015;
- (c) before this power expires, the directors may make offers or agreements which would or might require equity securities to be allotted after it expires and the directors are entitled to allot or sell equity securities pursuant to any such offer or agreement as if this power had not expired; and
- (d) this power is in substitution of all unexercised powers given for the purposes of section 570 of the 2006 Act.

#### **Resolution 18 – 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 relates, be and is hereby authorised to make political donations and incur political expenditure, as defined in sections 364 and 365 of the 2006 Act, not exceeding £100,000 in total from the date this resolution is passed to the conclusion of the next Annual General Meeting or, if earlier, 14 August 2015.

#### **Resolution 19 – Purchase of own shares**

That the Company is generally and unconditionally authorised 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 Annual General Meeting or, if earlier, 14 August 2015 subject to the following conditions:

- (a) the minimum price per ordinary share, exclusive of any expenses payable, is 10 pence;
- (b) the maximum price per ordinary share, exclusive of expenses shall be the higher of:
  - (i) 5% above the average of the middle market quotations as derived from the London Stock Exchange Daily Official List for an ordinary share over five business days before the purchase; and
  - (ii) that stipulated by Article 5(1) of the Buy-back and Stabilisation Regulations 2003, 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.

#### **Resolution 20 – 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 Annual General Meeting may be called on not less than 14 clear days' notice.

#### **Resolution 21 – ITV plc Long Term Incentive Plan**

That –

- (a) the ITV plc Long Term Incentive Plan (the "LTIP"), the rules of which are summarised in Appendix 1 of the Notice of Meeting and are now produced to the meeting and initialled by the Chairman for the purposes of identification, are hereby approved and the directors be authorised to adopt them; and
- (b) the directors be hereby authorised to do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the same and that the directors be authorised to establish further schemes based on the LTIP to take account of local tax, exchange control or securities laws in overseas territories provided that such other schemes shall count against any limits on individual or overall participation under the LTIP.

By order of the Board

**Andrew Garard**  
Company Secretary  
Registered Office:  
The London Television Centre  
Upper Ground  
London  
SE1 9LT

20 March 2014

# Explanatory notes to the Resolutions

## **Resolution 1 – Report and Accounts**

The directors are required to present to the AGM the audited financial statements for the year ended 31 December 2013.

## **Resolution 2 – Remuneration Policy**

The remuneration policy is set out on pages 85 to 92 of the Directors' Remuneration Report contained within 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.

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

## **Resolution 3 – 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 93 to 101 of the Report and Accounts. The vote is advisory only.

## **Resolution 4 – Dividend**

The Board proposes a final dividend of 2.4p per ordinary share for the year ended 31 December 2013. If approved, the recommended final dividend will be paid on 30 May 2014 to all shareholders who are on the register of members at the close of business on the record date of 2 May 2014.

## **Resolution 5 – Special Dividend**

In recognition of the Company's strong performance and much improved balance sheet, the Board proposes a one-off return to shareholders of £161 million structured as a special dividend of 4.0p per ordinary share.

If approved, the recommended special dividend will be paid on 30 May 2014 to all shareholders who are on the register of members at the close of business on the record date of 2 May 2014.

## **Resolution 6 – Election of Director**

Sir Peter Bazalgette was appointed as a non-executive director on 1 June 2013. Peter is seeking election at this AGM. His biographical details can be found on page 58 of the Report and Accounts.

Peter was selected from a number of potential candidates for his in-depth knowledge and experience in media consultancy, digital media investment and as a former television producer.

The Board recommends the proposed election be approved.

## **Resolutions 7 to 13 – Re-election of Directors**

As recommended by the UK Corporate Governance Code, all elected directors of the board are presenting themselves for annual re-election by shareholders.

A Board evaluation was undertaken in 2013, further details of which are set out on page 71 of the Report and Accounts. In the Board's view these individuals are effective in, and continue to show commitment to, their roles. The Board therefore recommends the proposed re-elections be approved.

Biographical details for each director are set out on pages 58 and 59 of the Report and Accounts and on the Company's website: [www.itvplc.com](http://www.itvplc.com)

## **Resolutions 14 and 15 – Auditor**

KPMG has instigated an orderly wind-down of KPMG Audit Plc as a result of an internal reorganisation and requested that going forward the audit is instead undertaken by KPMG LLP (an intermediate parent of KPMG Audit Plc). KPMG Audit Plc will not therefore be seeking reappointment as auditor of the Company and in accordance with the Companies Act 2006, a resolution proposing the appointment of KPMG LLP as our auditor will be put to shareholders.

It is normal practice for a company's directors to be authorised to agree auditors' remuneration. Details of audit fees are set out in the Report and Accounts.

## **Resolution 16 – Authority to allot shares**

This resolution, if passed, will renew the directors' authority to allot shares up to a nominal value of £134 million (1.34 billion ordinary shares), and up to a further nominal value of £134 million (1.34 billion ordinary shares) where the allotment is in connection with an offer by way of rights issue. Each amount is equal to approximately one-third of the Company's issued ordinary share capital as at 13 March 2014.

If the Company uses any of the additional one third authority permitted by the Association of British Insurers Allotment Guidelines (the ABI Guidelines), the Company will ensure that all directors stand for re-election. The Company's current practice is that all directors submit themselves for re-election each year in accordance with the Code, notwithstanding the provisions set out in the Guidelines.

The Board is seeking to renew this resolution 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 issued by the Association of British Insurers ('ABI').

The authorities sought under paragraphs (a) and (b) of Resolution 16 will expire on the date of the 2015 AGM or 14 August 2015, whichever is sooner.

## **Resolution 17 – Disapplication of pre-emption rights**

This resolution, 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.

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 13 March 2014.

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 this resolution 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, 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.

**Resolution 18 – 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 a political party, 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 and 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 which are subsidiaries of the Company at any time the authority is in place.

**Resolution 19 – 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 ABI 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, where the directors believed that an increase in earnings or net assets per share would result and where purchases were, in the opinion of the directors, in the interests of the Company.

The authority sought covers up to a maximum of 402.5 million ordinary shares, representing approximately 10% of the issued share capital as at 13 March 2014.

The total number of options to subscribe for ordinary shares outstanding at 13 March 2014 was 34 million representing 0.82% 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 20 – Notice period for General Meetings**

The Companies (Shareholders' Rights) Regulations 2009 amended the 2006 Act to increase the notice period for general meetings of the Company to 21 days. The Company would like to preserve the flexibility to call general meetings (other than an AGM) on 14 clear days' notice. The flexibility offered by the resolution will only be used where, taking into account the circumstances, the directors consider this appropriate in relation to the business to be considered at the meeting.

**Resolution 21 – ITV plc Long Term Incentive Plan**

Please see Appendix 1 for a summary of the principal terms of the proposed new ITV plc LTIP.



# 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 a proxy 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 for different shares. A proxy need not be member of the Company.

Details of how to appoint a proxy are set out in the notes to the Form of Proxy.

In order for a proxy appointment to be valid a Form of Proxy must be completed and returned using the reply paid card enclosed, or

- By logging on to [www.capitashareportal.com](http://www.capitashareportal.com) or [www.itvplc.com](http://www.itvplc.com) and following the instructions, or
- In the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In each case the Form of Proxy must be received by Capita Asset Services by 11.00 am on Monday, 12 May 2014.

- 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 registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy or to give instructions to the person holding the shares 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 they think 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 CREST:

- 1.3.1 CREST members who wish to appoint a proxy or proxies for the Annual General Meeting to be held on 14 May 2014 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.

- 1.3.2 In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in this notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee by other means.

- 1.3.3 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.

- 1.3.4 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/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.

### 1.4 Eligibility to attend and vote:

Only those shareholders registered in the Register of Members of the Company as at 6.00 pm on Monday, 12 May 2014, or if this meeting is adjourned, at 6.00 pm on the day 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 6.00 pm on Monday, 12 May 2014 shall be disregarded in determining the rights of any person to attend or vote at the AGM.

## 2. Matters relating to audit

Under section 527 of the 2006 Act members meeting the threshold requirements set out in that section have the right to require the Company at no expense to publish on a website a statement setting out any matter relating to the audit of the Company's accounts for the year ended 31 December 2013 (including the auditor's report and the conduct of the audit) that are to be laid before the AGM. Any such statement will be forwarded to the Company's auditor not later than the time the statement is made available on the website.

The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the 2006 Act to publish on a website.

### 3. Notice of Resolutions

Under section 338 and section 338A of the 2006 Act, members meeting the threshold requirements in those sections have the right to require the Company:

- (a) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or
- (b) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be moved or a matter may properly be included in the business unless:

- (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment, the Company's constitution or otherwise);
- (b) it is defamatory of any person; or
- (c) it is frivolous or vexatious.

A request may be in hard copy or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 2 April 2014, being the date 6 clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

### 4. Questions at the AGM

Any member attending the meeting has the right to ask questions. The Company must answer any question relating to the business being dealt with at the meeting but no answer need be given if:

- (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- (b) the answer has already been given on a website in the form of an answer to a question; or
- (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

### 5. Information available on website

As required by section 311A of the 2006 Act, the following information can be found at [www.itvplc.com](http://www.itvplc.com):

- Copy of this Notice of Meeting;
- The total number of shares in issue in the Company; and
- Members' statements, members' resolutions' and members' matters of business received by the Company after the first date on which the notice of meeting is given (if applicable).

### 6. Documents for inspection

The following documents may be inspected at the registered office of the Company during normal business hours from the date of this notice to the date of the AGM (except Saturdays, Sundays and public holidays) and at the place of the AGM from 9.00 am until the conclusion of the AGM:

- Executive directors' service contracts;
- Directors' deeds of indemnity;

- The terms and conditions of appointment of the Company's non-executive directors; and
- Copies of the rules of the proposed new ITV plc LTIP being proposed under Resolution 21.

### 7. Total voting rights

At 13 March 2014 the Company's issued share capital consisted of 4,025,409,194 ordinary shares of 10 pence each. Each share carries one vote.

### 8. Format of documents

#### 8.1 Electronic:

If you would be prepared to receive information from the Company in electronic form then please register your email address with Capita Asset Services at [www.capitashareportal.com](http://www.capitashareportal.com)

Should you wish to receive hard copies of any documents or information these can be requested from the Company Secretary free of charge at any time.

#### 8.2 Other formats:

If you would like a copy of the Notice of Meeting or Report and Accounts in large print or audio version please contact the Company Secretary.

### 9. Nominated persons

If you are not the registered shareholder but have been nominated to receive general shareholder communications directly from the Company it is important to remember that your main contact in terms of your investment remains the same. Any changes or queries relating to your personal details and holding must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error.

### 10. Dividend payments

The final and special dividend payments will both be paid on 30 May 2014. Dividends will be paid by our Registrar, Capita, in the manner that you have instructed them to make dividend payments which will be by cheque, direct payment or reinvested if you are a participant in the Dividend Reinvestment Plan. It is not possible to have the special dividend paid in a different way to the final dividend.

### 11. Meeting information

**Location:** The Queen Elizabeth II Conference Centre – address and map on reverse of the enclosed attendance card

**Date:** Wednesday, 14 May 2014

**Time:** 11.00 am (doors open at 9.00 am)

**Security:** All hand baggage may be subject to examination. Please leave all bulky items in the cloak room situated on the ground floor. Security staff will be on duty to assist shareholders.



## APPENDIX 1

### THE ITV PLC LONG TERM INCENTIVE PLAN (THE “LTIP”)

#### Summary

The LTIP is a discretionary share incentive plan which will be administered by the Remuneration Committee of the Board (the “Committee”). The Committee will have responsibility for agreeing any awards under the LTIP, including agreeing any performance conditions and which employees should be invited to participate in the LTIP. Awards may be granted by the Company or the trustee of the ITV Employees’ Benefit Trust (the “Trustee”). The Trustee is currently Appleby Trust (Jersey) Limited, an independent corporate trustee company based in Jersey. The LTIP will last for 10 years following its adoption, after which no further awards may be granted under it.

#### Awards granted under the LTIP

Awards granted under the LTIP may take one of the following forms:

- a contingent right to acquire or receive ordinary shares in the Company (“Shares”);
- a provisional allocation of Shares;
- an option to acquire Shares, where the price payable to exercise the option is nil;
- an allocation of Shares which may be subject to forfeiture or to restrictions on dealings; or
- another form of award which has substantially the same effect.

Awards will vest, subject to the satisfaction of any applicable performance conditions (see below), at the end of a period determined by the Committee not being less than three years from the date of grant (the “Vesting Period”) provided that, subject to the leaver provisions set out below, the participant is still employed within the Group at such time. Vested awards will be a subject to one or more additional holding periods determined by the Committee at the date of grant (the “Holding Periods”). Different Holding Periods may be applied to different proportions of a vested award. Vested awards will not be released (or be capable of being exercised) until the end of any applicable Holding Period. The Committee may allow awards to be released (or be capable of being exercised) before the end of an applicable Holding Period conditional upon the participant undertaking to retain the resulting Shares (after paying all tax) until the end of the Holding Period and entering into suitable arrangements (as determined by the Committee) to secure such undertaking. Awards in the form of options must be exercised before the end of the award period determined by the Committee at the date of grant (which may not exceed 10 years from the date of date) (the “Award Period”).

#### Eligibility

All employees of the Company and its subsidiaries, including executive directors, whose terms of employment require them to devote substantially the whole of their working time to the Group are eligible to be selected for participation under the LTIP.

#### Individual limits on participation

An individual’s participation in the LTIP is limited such that the market value of the maximum number of Shares which he may acquire in respect of awards granted under the LTIP in any financial year cannot exceed 350% of his base salary (as valued at the date of grant of the award).

#### Overall LTIP limits

On a given date, the total number of shares issued or transferred from treasury (or capable of issue or transfer from treasury) in respect of awards granted in the preceding ten year period under the LTIP or any other employee share incentive scheme operated by the Company shall not exceed 10% of the issued share capital of the Company in issue at that time. In addition, the total number of shares issued or transferred from treasury (or capable of issue or transfer from treasury) in respect of awards granted in the preceding ten year period under the LTIP or any other employee share incentive scheme operated by the Company on a discretionary basis shall not exceed 5% of the issued share capital of the Company in issue at that time. Shares which are the subject of awards which lapse or are waived will be excluded from this limit. Awards satisfied (or to be satisfied) by the Trustee using shares purchased in the market shall also be excluded.

#### Timing of grants

Awards may be granted under the LTIP during the 42 days following: (a) the adoption of the LTIP by the Company; (b) the announcement of the Company’s financial results; (c) a change in relevant legislation; or (d) where the Committee resolves that exceptional circumstances exist which justify such grant.

Awards may not be granted during a close period of the Company. Where the 42 day permitted grant period is curtailed by a close period of the Company, Awards may be granted in the period of 42 days commencing on the day immediately after the end of the close period.

#### Leavers during the Vesting Period

If a participant dies during the Vesting Period, his award will vest in full and may be exercised/ released immediately.

If, during the Vesting Period, a participant ceases to be an employee of the group in certain ‘good leaver’ circumstances (for example due to injury, ill health, disability, redundancy, retirement or following a change in control of the employing company or business or in other circumstances determined by the Committee), his award may vest, subject to the satisfaction of any performance conditions, but on a pro-rated basis in order to reflect the proportion of the Vesting Period that has elapsed at the time that he ceases employment. Ordinarily: (a) performance will be measured at the end of the normal performance periods and the award will vest at the end of the Vesting Period; and (b) the pro-rated award will become exercisable/be released at the end of the applicable Holding Period. The Committee may, where it considers it to be appropriate or necessary, allow an award to vest before the end of the Vesting Period (based on its assessment of the performance conditions up to the date of cessation of employment and subject always to the pro-rating described above). The Committee may also, in its discretion allow the early release/ exercise of a pro-rated award.

If, during the Vesting Period, a participant ceases to be an employee of the group for any other reason, his award will lapse.

**Leavers during a Holding Period**

If a participant dies during a Holding Period, the proportion of his award subject to that Holding Period may be exercised/ released immediately to the extent that it has vested.

If, during a Holding Period, a participant ceases to be an employee as a result of misconduct, the proportion of his award subject to that Holding Period will lapse. If a participant ceases to be an employee for any other reason during a Holding Period, his award will be exercisable/ be released at the end of the applicable Holding Period unless the Committee considers that early exercise/release is appropriate or necessary.

Awards in the form of options that are held by 'leavers' must, in any event, be exercised within 12 months following the date on which the award first becomes capable of exercise.

**Corporate events**

If, during the Vesting Period, a corporate event (such as a takeover of the Company or a scheme of arrangement of the Company) occurs then awards may vest, subject to the satisfaction of any applicable performance conditions. Unless the Committee determines otherwise however, awards will vest and be released/become exercisable, on a pro-rated basis in order to reflect the proportion of the Vesting Period that has elapsed from the date of grant to the date of the relevant corporate event.

If a relevant corporate event occurs during a Holding Period, awards will become exercisable/ be released as at the effective date of the corporate event to the extent that they have vested.

**Performance conditions**

The Committee may, at the time of grant of an award, specify performance conditions which must be met before an award is capable of vesting and determine the period (the "Performance Period") over which any such condition is to be measured.

There will be no provision to re-test any performance condition at the end of the Performance Period and, in the event that the Committee determines that the performance condition imposed on an award is no longer capable of being satisfied, that award will lapse.

**General**

Options and awards granted under the LTIP may be satisfied by the issue of new Shares or transfer of existing Shares. Shares acquired under the LTIP will rank equally in all respects with the then existing ordinary shares of the Company.

Options and awards granted under the LTIP are not pensionable and no payment is required for their grant. Options and awards are personal to the participant and may not be transferred, except on death.

**Variation of share capital**

In the event of any variation of the Company's share capital the number of Shares under option or award may be adjusted to reflect that variation.

**Dividends**

If during a Holding Period of an award the Company pays any dividends then, on the expiry of that Holding Period (and provided that the award has not otherwise lapsed) the participant shall be entitled to receive a cash payment equal to the value of dividends that would have been paid during the Holding Period on the Shares in respect of which his award had vested. The Committee may in its discretion settle the value of such dividends in such number of Shares that have a market value as at the date of payment equal to the value of such dividends.

**Malus and Clawback**

Vesting of awards will be conditional on the Committee being satisfied that the application of the performance conditions reflects the performance of the Company and the individual award holder. When assessing this, the Committee will consider factors including failure in risk management, serious reputational damage and serious underperformance.

If, during a Holding Period of an award, the Committee becomes aware that there has been: (a) a material misstatement in the financial results of the Company and such misstatement has affected the vesting of the award; (b) a failure in risk management; (c) serious reputational damage; or (d) serious underperformance, the Committee may make reductions to or cancel that award or impose additional conditions on that award.

**Amendments**

The Board will have authority to amend the LTIP. However, no amendment which is to the advantage of participants may be made to the provisions relating to

- who can be a participant;
- the individual or overall limits on participation;
- the basis for determining a participant's entitlement to Shares and the terms on which they can be acquired; and
- any adjustment of awards on a variation of capital

without the prior approval of the shareholders in general meeting unless the amendment is minor and made to benefit the administration of the relevant plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment.

**First Awards**

Details of the intended terms of the first grant of awards under the LTIP are included in the Directors' Remuneration Report in the 2013 Report and Accounts.



