

**ITV plc**

**Annual General Meeting - Wednesday 9 May 2012**

**All resolutions taken on a poll - final figures**

**Res**

| No: | Description                              | Total For and Discretion | % For and Discretion<br>(1) | Against     | % Against<br>(1) | Total Votes validly cast | Total votes cast as % of share capital | Withheld   |
|-----|--|--------------------------|-----------------------------|-------------|------------------|--------------------------|--|------------|
| 1   | Report and Accounts                      | 2,503,963,037            | 99.97%                      | 629,699     | 0.03%            | <b>2,504,592,736</b>     | 64.36%                                 | 1,576,438  |
| 2   | Remuneration Report                      | 2,438,591,932            | 99.28%                      | 17,615,476  | 0.72%            | <b>2,456,207,408</b>     | 63.11%                                 | 49,961,994 |
| 3   | Declare a Final Dividend                 | 2,504,613,578            | 100.00%                     | 22,785      | 0.00%            | <b>2,504,636,363</b>     | 64.36%                                 | 1,532,811  |
| 4   | Re-elect Mike Clasper                    | 2,483,122,778            | 99.15%                      | 21,219,980  | 0.85%            | <b>2,504,342,758</b>     | 64.35%                                 | 1,826,416  |
| 5   | Re-elect Adam Crozier                    | 2,497,865,098            | 99.74%                      | 6,557,378   | 0.26%            | <b>2,504,422,476</b>     | 64.35%                                 | 1,746,698  |
| 6   | Re-elect Ian Griffiths                   | 2,497,992,577            | 99.74%                      | 6,424,985   | 0.26%            | <b>2,504,417,562</b>     | 64.35%                                 | 1,751,212  |
| 7   | Re-elect Andy Haste                      | 2,483,121,370            | 99.15%                      | 21,258,756  | 0.85%            | <b>2,504,380,126</b>     | 64.35%                                 | 1,788,648  |
| 8   | Re-elect Lucy Neville-Rolfe CMG          | 2,497,674,955            | 99.73%                      | 6,748,674   | 0.27%            | <b>2,504,423,629</b>     | 64.35%                                 | 1,745,545  |
| 9   | Re-elect Archie Norman                   | 2,497,831,864            | 99.73%                      | 6,660,251   | 0.27%            | <b>2,504,492,115</b>     | 64.35%                                 | 1,677,059  |
| 10  | Re-elect John Ormerod                    | 2,480,394,712            | 99.04%                      | 24,021,299  | 0.96%            | <b>2,504,416,011</b>     | 64.35%                                 | 1,752,763  |
| 11  | Re-appoint KPMG                          | 2,411,488,727            | 97.35%                      | 65,573,965  | 2.65%            | <b>2,477,062,692</b>     | 63.65%                                 | 29,105,743 |
| 12  | Auditors' remuneration                   | 2,444,163,858            | 98.67%                      | 32,861,989  | 1.33%            | <b>2,477,025,847</b>     | 63.65%                                 | 29,142,389 |
| 13  | Authority to allot shares                | 2,448,683,065            | 98.25%                      | 43,576,479  | 1.75%            | <b>2,492,259,544</b>     | 64.04%                                 | 13,909,459 |
| 14  | Disapplication of pre-emption rights (2) | 2,503,363,071            | 99.96%                      | 927,698     | 0.04%            | <b>2,504,290,769</b>     | 64.35%                                 | 1,844,860  |
| 15  | Donations and expenditure                | 2,316,474,276            | 92.52%                      | 187,282,761 | 7.48%            | <b>2,503,757,037</b>     | 64.33%                                 | 2,410,670  |
| 16  | Purchase of own shares (2)               | 2,503,667,532            | 99.97%                      | 698,174     | 0.03%            | <b>2,504,365,706</b>     | 64.35%                                 | 1,803,297  |
| 17  | Notice period for general meetings (2)   | 2,254,602,604            | 90.03%                      | 249,767,480 | 9.97%            | <b>2,504,370,084</b>     | 64.35%                                 | 1,790,610  |

(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

**3,891,807,042**

(5) Number of shareholders at the meeting

**134**

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

**4,181,757**