

ITV plc

Company number 4967001

ORDINARY AND SPECIAL RESOLUTIONS

At the Annual General Meeting of the Company duly convened and held at The King's Fund, No. 11 Cavendish Square, London W1G 0AN at 11am on Thursday 4 May 2023 the following Resolutions were duly passed as Special Business:

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 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, 4 August 2024.

Resolution 18 – Renewal of authority to allot shares

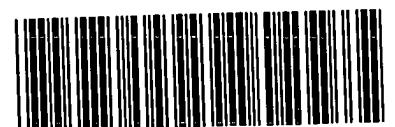
That the Board be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (a) up to an 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, 4 August 2024;
- (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

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Special Resolutions

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 or sale of equity securities and 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, 4 August 2024 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, 4 August 2024 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, 4 August 2024 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, 4 August 2024.

Resolution 23 – Approval of the 2023 ITV plc Sharesave Plan

That:

- (a) the rules of the 2023 ITV plc Sharesave Plan (the Rules) as produced to the meeting and the principal terms of which were summarised in the Appendix to the 2023 Notice of AGM, be approved and the Directors authorised to adopt them; and
- (b) the Directors be authorised to do what they consider necessary or expedient to implement the Rules and to establish further plans based on the Rules to take account of local tax, exchange control or securities laws in overseas territories provided that any shares made available under any other such plans count against any limits on individual or overall participation under the Rules.



Signed

Eleanor Irving
Director of Secretariat
4 May 2023