

ITV plc ANNUAL GENERAL MEETING 2021 - FORM OF PROXY

You may appoint a proxy electronically instead of using this form by logging onto www.myitvshares.com.

Name:	Investor Code:
Address:	

I/We being a member/members of ITV plc hereby appoint the Chairman of the meeting/the following person (see note 2 below):

Name of proxy

Number of ordinary shares appointed over (see note 2(c))

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 11.00 am on Thursday, 29 April 2021 or at any adjournment thereof. I/We have indicated with a 'X' how I/we wish my/our votes to be cast on the resolutions set out below and I/we direct that my/our proxy will vote (or abstain from voting) as he thinks fit for me/us and on my/our behalf on any other matter which may properly come before the Annual General Meeting or any adjournment thereof

Please mark 'X' here if this proxy appointment is one of multiple appointments being made (note 2(c)).

Resolutions	For	Against	Vote Withheld
1 To receive and adopt the Annual Report and Accounts			
2 To receive and adopt the Annual Report on Remuneration			
3 To approve the Remuneration policy			
4 To re-elect Salman Amin			
5 To re-elect Peter Bazalgette			
6 To re-elect Edward Bonham Carter			
7 To elect Graham Cooke			
8 To re-elect Margaret Ewing			
9 To re-elect Mary Harris			
10 To re-elect Chris Kennedy			
11 To re-elect Anna Manz			
12 To re-elect Carolyn McCall			
13 To elect Sharmila Nebhrajani			
14 To re-elect Duncan Painter			
15 To appoint PricewaterhouseCoopers LLP as auditors			
16 Authority to determine the auditors' remuneration			
17 Political donations			
18 Authority to allot shares			
19 Disapplication of pre-emption rights (Special Resolution)			
20 Additional disapplication of pre-emption rights (Special Resolution)			
21 Purchase of own shares (Special Resolution)			
22 Length of notice period for general meetings (Special Resolution)			
23 To adopt new Articles of Association (Special Resolution)			
24 To approve the rules of the ITV plc Executive Share Scheme			

Signature _____ Date _____

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NOTES:

1. The Form of Proxy below must be lodged with Link Group during normal business hours not later than 48 hours before the time set for the meeting accompanied by any power of attorney under which it is executed (if applicable).
2. To appoint as a proxy a person other than the Chairman of the meeting insert the full name of the person in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. **As shareholders will not be able to attend the Meeting this year, to ensure their votes are counted shareholders are strongly encouraged to appoint the Chairman of the Meeting as their proxy. Any other person appointed as a proxy will be refused entry to the Meeting.**

The following options are available:

 - (a) To appoint the Chairman as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - (b) To appoint a person other than the Chairman as your sole proxy in respect of all your shares, delete the words "the Chairman of the meeting or" and insert the name and address of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - (c) To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate by marking 'X' in the box provided if the proxy instruction is one of multiple instructions being given. If you wish to appoint the Chairman as one of your multiple proxies, simply write "the Chairman of the Meeting". All forms must be signed and should be returned together in the same envelope.
3. Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
4. In case of joint shareholders the signature of any of them will suffice, but the names of all joint holders should be shown, and the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney. A corporation may appoint more than one corporate representative.
6. The Form of Proxy is for use in respect of the shareholder account specified overleaf only and should not be amended or submitted in respect of a different account.
7. The "Vote Withheld" option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes "For" and "Against" a resolution.
8. Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual and in the Notice of AGM. Shareholders wishing to vote online should visit www.myitvshares.com and follow the instructions.
9. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you subsequently decide to do so.

RETURNING YOUR FORM OF PROXY

1. You should return the Form of Proxy in an envelope to FREEPOST PXS, Link Group, 10th floor, Central Square, 29 Wellington Street, Leeds LS1 4DL
2. Shareholders outside the UK can reply by posting the Form of Proxy in an envelope to Link Group, PXS, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL by 11.00 a.m. on Tuesday, 27 April 2021