

ITV plc - Annual General Meeting 2024 - Form of Proxy

You may appoint a proxy at www.myitvshares.com instead of using this form.

Account Name:

IVC:

For guidance on how to complete this Form of Proxy please refer to the Notice of Meeting on the Company's website.

I/We being (a) member/members hereby appoint the Chair of the meeting/the following person:

Name of proxy (if not the Chair of the meeting):

Number of ordinary shares appointed over:
(if less than your full voting entitlement)

as my/our proxy, to attend, speak and vote on my/our behalf at the Meeting of the Company and at any adjournment thereof. Please indicate below how you would like your proxy to vote on your behalf on the resolutions.

Please put an 'X' in the box opposite if this proxy appointment is one of multiple appointments being made:

Resolutions:

For Against Withheld Discretion

1 To receive and adopt the Annual Report and Accounts for the financial year ended 31 December 2023	☐	☐	☐	☐
2 To receive and adopt the Annual Report on Remuneration contained in the Annual Report and Accounts for the financial year ended 31 December 2023	☐	☐	☐	☐
3 To approve the Remuneration Policy contained in the Annual Report and Accounts for the financial year ended 31 December 2023 (see notice)	☐	☐	☐	☐
4 To declare a final dividend of 3.3 pence per ordinary share in respect of the financial year ended 31 December 2023	☐	☐	☐	☐
5 To elect Dawn Allen as a Non-executive Director	☐	☐	☐	☐
6 To re-elect Salman Amin as a Non-executive Director	☐	☐	☐	☐
7 To re-elect Edward Bonham Carter as a Non-executive Director	☐	☐	☐	☐
8 To re-elect Graham Cooke as a Non-executive Director	☐	☐	☐	☐
9 To re-elect Andrew Cosslett as a Non-executive Director	☐	☐	☐	☐
10 To re-elect Margaret Ewing as a Non-executive Director	☐	☐	☐	☐
11 To elect Marjorie Kaplan as a Non-executive Director	☐	☐	☐	☐
12 To re-elect Gidon Katz as a Non-executive Director	☐	☐	☐	☐
13 To re-elect Chris Kennedy as a Non-executive Director	☐	☐	☐	☐
14 To re-elect Carolyn McCall as an Executive Director	☐	☐	☐	☐

15 To re-elect Sharmila Nebhrajani as a Non-executive Director	☐	☐	☐	☐
16 To reappoint PricewaterhouseCoopers LLP as auditor of the Company (see notice)	☐	☐	☐	☐
17 To authorise the Directors to determine the auditor's remuneration	☐	☐	☐	☐
18 That, the Company be authorised to make political donations and incur political expenditure, as defined in Sections 364 - 365 of the 2006 Act (see notice)	☐	☐	☐	☐
19 That the Board be authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company (see notice)	☐	☐	☐	☐
20 That, subject to Resolution 19, the Board be authorised to allot equity securities for cash and/or to sell ordinary shares as if Section 561 did not apply (see notice)	☐	☐	☐	☐
21 That, subject to resolution 19, the Board be authorised to allot securities for cash and/or to sell ordinary shares as if Section 561 did not apply (see notice)	☐	☐	☐	☐
22 That the Company is authorised to make market purchases of its own shares up to an aggregate number of 405 million ordinary shares (see notice)	☐	☐	☐	☐
23 That, a general meeting other than an AGM may be called on not less than 14 clear days' notice (see notice)	☐	☐	☐	☐

If you intend attending the meeting in person please place a 'X' in the box opposite
 ☐

Signature:_____
 Date:_____

Please send this Form of Proxy to FREEPOST PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL. Shareholders outside the United Kingdom should send this Form of Proxy to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom.

- To appoint as a proxy a person other than the Chair of the meeting insert their full name in the space provided. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars or you may photocopy this form. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A proxy need not be a member of the Company.
- Unless otherwise indicated on the Form of Proxy, CREST, Proximity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting
- This Form of Proxy must arrive not later than 48 hours before the time of the meeting at FREEPOST PXS, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL during usual business hours accompanied by any power of attorney under which it is executed (if applicable). If you prefer, you may return the Form of Proxy to the Registrar in an envelope addressed to FREEPOST Link PXS. Please note that delivery using this service can take up to five business days.
- A corporation must execute the Form of Proxy under either its common seal or the hand of a duly appointed officer or attorney.
- 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.
- 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.
- Ordinary Shares held in uncertificated 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. Ordinary shareholders wishing to vote online should visit www.signalshares.com and follow the instructions.
- In the case of joint holders, the signature of only one of the joint holders is required but, if more than one votes, the vote of the first named on the Register of Members will be accepted to the exclusion of the other joint holders.
- Entitlement to attend and vote at the meeting and the number of votes which may be cast at the meeting will be determined by reference to the Register of Members of the Company at close of business on the day that is 2 days before the meeting date. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.