

WRITTEN RESOLUTION OF
CARLTON COMMUNICATIONS LIMITED
(Registered number: 00348312)
(the "Company")

Circulation date: 10 OCTOBER 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution (the "**Resolution**") is passed as a special resolution:

REDUCTION OF SHARE PREMIUM ACCOUNT (SPECIAL RESOLUTION)

That the amount of £161,507,054.22 standing to the credit of the Company's share premium account be cancelled.

AGREEMENT

We, the undersigned, being persons entitled to vote on the Resolution on the circulation date set out above, irrevocably agree to the Resolution.

Signed 
Helen Jane Tautz

Date: 10 OCTOBER 2011

Signed _____
for and on behalf of
ITV plc

Date: _____ 2011



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(the "**Company**")

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That the amount of £161,507,054 22 standing to the credit of the Company's share premium account be cancelled

AGREEMENT

We, the undersigned, being persons entitled to vote on the Resolution on the circulation date set out above, irrevocably agree to the Resolution

Signed _____

Date _____ 2011

Helen Jane Tautz

Signed _____

Date 10 OCTOBER 2011

for and on behalf of
ITV plc

Notes

- 1 If you agree to the Resolution, please signify your agreement by signing and dating this document where indicated above, and returning the signed document to the Company by hand delivery, marked for the attention of Eleanor Irving at The London Television Centre, Upper Ground, London SE1 9LT,
- 2 If the Resolution is not agreed to by the necessary majority, it will lapse at the end of fifteen days from 10/10/ 2011 (the "**Lapse Date**") You will not be taken to have agreed to the Resolution until the Company actually receives this signed document from you, so please ensure that we receive it by the end of the Lapse Date
- 3 Once you have signified your agreement to the Resolution, you are not permitted to revoke your agreement
- 4 If you do not agree with the Resolution, you do not need to do anything You will not be deemed to agree if you do not reply
- 5 If you are signing this document on behalf of someone else under a power of attorney or other authority, please enclose a copy of the power of attorney or authority when you return it to us