

Shareholder Guide

Prepared by the
Writers Guild of America, East



ITV plc

Annual General Meeting

Thursday 10 May 2018
11.00 a.m.

Queen Elizabeth II Conference Centre
Broad Sanctuary, Westminster, London
SW1P 3EE



“To prosper over time, every company must not only deliver financial performance, but also show how it makes a positive contribution to society. Companies must benefit all of their stakeholders, including shareholders, employees, customers, and the communities in which they operate. Without a sense of purpose, no company, either public or private, can achieve its full potential. It will ultimately lose the license to operate from key stakeholders.

- **Larry Fink**

Chairman and Chief Executive Officer of **BlackStone**
which owns 4% of ITV's outstanding shares

ITV management says the company should reduce its reliance on advertising revenue and project profits based on producing television programmes, especially in the United States. The future of ITV is now more dependent than ever on a strong relationship with its stakeholders, especially those people who create content.

As shareholders come to rely on ITV's growth and profits in the U.S., it is a cause for concern that the company is engaged in a protracted, risky battle with its U.S. employees and their collective bargaining representative.

In the U.S., ITV employees overwhelmingly voted to unionize with the Writers Guild of America, East, AFL-CIO, a labour union representing a critical mass of writer-producers working in nonfiction/"reality" television. ITV relies on nonfiction programmes as a key source of revenue, yet the organisation refuses to agree to a contract with the people who create this lucrative content.

The U.S. government's National Labor Relations Board has pursued an unfair labour practice charge against

ITV's U.S. operations. Elected officials in Parliament, the U.S. Senate and the communities where ITV produces its nonfiction content have all called on the organisation to stop fighting its employees over health benefits, overtime pay, fair work schedules and basic union protections.

Further, today's Annual General Meeting occurs amid concerns about diversity and the treatment of female employees within its production operations in the UK. In March, ITV's management received a letter from a group of diverse employees who painted a disturbing picture of how the company treats women and people of colour who produce revenue-generating content in America.

Tiffany Magby was a stakeholder in ITV. She was an U.S.-based production employee who worked on prominent programmes for the organisation. Her work on the programmes was integral to their success.

Now, Tiffany is among the past employees who have spoken out against ITV for its unfair treatment of women and people of colour. She explained: "We

wrote to ITV management about what we consider systematic discrimination, harassment, retaliation, and overtime violations. We called for both equal pay with our white male colleagues and opportunities for growth at ITV, specifically at the field producer level, which is currently almost exclusively held by men."

Lowell Peterson, Executive Director of the Writers Guild of America, East, AFL-CIO, said: "ITV's new CEO Carolyn McCall and investors should be deeply troubled by its production operations in the US, which have been touted as one of the company's key sources of profit and growth.

"In the US, ITV employees believe the best way to get management to address their pressing concerns is through a collective bargaining agreement. Unfortunately, ITV has done nothing but stall and resist as employees' concerns about working conditions and protections continue to mount."

Gerry Morrissey, head of the BECTU Sector of Prospect, said: "We have appealed on several occasions to ITV plc to develop a constructive relationship with WGAE to echo the relationship the company has with BECTU here in the UK. We believe the company's resistance to engaging with the WGAE reflects badly on the company's management.

"If the company values its reputation, ITV management will sit down soon with the WGAE to discuss members' concerns."

ITV is now the subject of worldwide criticism over its business dealings in America, including from UNI Global Union, an organisation of more than 900 unions in the services sector, including

media and entertainment, representing more than 20 million working people across the globe.

UNI General Secretary Philip Jennings recently wrote to ITV CEO McCall, saying: "UNI Global Union believes that multi-national media companies such as ITV must honour the labour standards in the nations in which it conducts operations.

"This includes honouring the provisions of the standard collective bargaining agreements negotiated by the unions in those nations. Unfortunately, in the United States ITV has taken the opposite path, at least in its unscripted/nonfiction television units. This is simply not the way to do business in an industry that relies on its professional employees to create and distribute content."

Gail Renard, WGGB Chair and also a signatory to the women screenwriters letter, said "All employees have a right to fair and equal remuneration regardless of gender or colour. All should have the same opportunities for advancement and be able to do their jobs free from harassment, discrimination or retaliation. ITV employees in the US have voted to be represented by the WGAE.

"We call upon ITV to acknowledge that we all have the same aims — to make the best television shows possible— and to address their workers' problems ASAP."

Under its new leadership, ITV must address its employees concerns both domestically and abroad. Investors must demand accountability or risk long-term repercussions.

QUESTIONS FOR INVESTORS

Shareholders have a right and a responsibility to ensure that the company's plans and projections reflect the realities of the markets in which it does business. Responsible management should battle the company's competitors – not the company's own employees.

ITV must address the concerns of its shareholders in timely and transparent manner. Investors in ITV should consider the following questions:

What are the potential financial ramifications of ITV continuing to fight against entering into a standard collective bargaining agreement covering its employees in the United States?



You have the right to demand answers to these questions and to urge ITV to resolve its conflicts in the United States.

What is the plan to address the concerns raised by elected officials in America, from U.S. Senators to local officials in the cities where ITV produces content, who are demanding that the UK-based organisation adhere to U.S. labour standards and laws?



How much money will ITV lose in America if legislators in Connecticut strip the organisation of lucrative tax incentives in response to the company's decision to fight its employees' union?



How much more damage can ITV's brand sustain with global outlets like the New York Times, The Guardian and the Los Angeles Times highlighting ITV's confrontations with employees over unfair labour practices, accusations of racial and gender discrimination, and its refusal to sign a fair contract?



Visit wgaeast.org/ITV for more information, or contact Writers Guild of America, East representatives

Jocelyn Krause (jkrause@wgaeast.org)
and

Andrew Greenberg (agreenberg@wgaeast.org)