

TERMS OF REFERENCE FOR ITV plc GENERAL PURPOSE COMMITTEE

1. Constitution

The Board has resolved to establish a Committee of the Board to be known as the General Purpose Committee (the "Committee").

2. Membership

The Committee shall comprise all the executive directors of the Company from time to time. Any person may attend upon invitation of the Committee.

3. Secretary

The Company Secretary or their nominee shall be the Secretary of the Committee and shall circulate minutes of meetings to all Directors.

4. Quorum

The quorum for meetings shall be any two Directors one of whom must be the Chief Executive Officer, or the Group Finance Director. Those members present at a meeting may elect one of their number as Chairman of such meeting.

5. Frequency of meetings

Meetings shall be held as and when required and shall be summoned by the Secretary of the Committee.

6. Duties

The following powers of the Board are hereby delegated to the General Purpose Committee:

Attorneys

- a) the appointment of individuals as attorneys for or in order to represent the Company in respect of any holding of securities or partnership interest in or indebtedness owed by other companies or partnerships;

Unclaimed dividends

- b) the administration of unclaimed dividends in respect of any shares in the capital of the Company for the time being in issue, including the forfeiture of any dividends unclaimed for a period of twelve years or more in accordance with the Company's Articles of Association;

Dividend Reinvestment Plan

- c) the agreement of all documents, authorisation of all payments and taking of all other steps which may relate to or arise out of a Dividend Reinvestment Plan or any such replacement Scheme (including the allotment of shares in relation thereto) or which may be necessary or desirable for the purpose of or in connection with implementation of such Scheme, including the consideration of whether to make such Scheme available to Ordinary Shareholders and implementation of such Scheme in respect of any dividend or dividends declared or paid in respect of any financial period or periods of the Company;

Assistant or Deputy Secretary

- d) the appointment of any Assistant or Deputy Secretary of the Company;

Share issues

- e) the issue and allotment of shares in the Company or any subsidiary, the execution of share certificates and the signing/sealing of any documents deemed necessary or desirable in connection with or arising out of any of the delegations in this clause;

Employees Share Schemes

- f) the administration of, participation in and any amendments to the Trust Deed or Rules of the Company's employee share schemes in operation from time to time (subject to the Remuneration Committee's prior approval in the case of participation by directors of the Company, or senior executives whose remuneration is approved by the Remuneration Committee, in any such share or incentive scheme);

Pension Scheme

- g) the administration of, participation in and any amendments to the Trust Deed or Rules of the ITV Pension Scheme and any other pension scheme or pension benefit arrangement of the Group (subject to the Remuneration Committee's prior approval in the case of participation by directors of the Company, or senior executives whose remuneration is approved by the Remuneration Committee, in any such scheme);

Adopted by the Board in February 2004

Amended by the Board in May 2005

Amended by the Board in October 2006

Amended by the Board in April 2008

Amended by the Board in April 2009

Amended by the Board in September 2009

Amended by the Board in June 2010