

## ITV plc Non-Executive Directors Terms of engagement

### **Appointment**

- Initial term of three years, unless otherwise terminated earlier by and at the discretion of either party upon one month's written notice.
- Continuation of contract of appointment is contingent on election at the next ITV plc AGM and on satisfactory performance and re-election at subsequent ITV plc AGMs.

Non-executive directors will typically be expected to serve two three-year terms, although the board may invite them to serve an additional period.

### **Time commitment**

- Between 18 to 20 days per annum after the induction phase including attendance at board meetings, board committee meetings, the AGM and an annual board away day.
- Appropriate preparation time ahead of each meeting.

### **Role**

Non-executive directors have the same general legal responsibilities to the Company as any other director. The board as a whole is collectively responsible for the success of the Company. The board:

- Provides entrepreneurial leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed;
- Sets the Company's strategic aims, ensures that the necessary financial and human resources are in place for the Company to meet its objectives, and reviews management performance; and
- Sets the Company's values and standards and ensure that its obligations to its shareholders and others are understood and met.

All directors must take decisions objectively in the interests of the Company.

In addition to these requirements of all directors, the role of the non-executive director has the following key elements:

- **Strategy.** Non-executive directors should constructively challenge and help develop proposals on strategy;
- **Performance.** Non-executive directors should scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- **Risk.** Non-executive directors should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible; and
- **People.** Non-executive directors are responsible for determining appropriate levels of remuneration of executive directors and have a prime role in appointing, and where necessary removing, executive directors and in succession planning.

**Fees**

£55,000 per annum and an additional fee for service on board committees as specified below, to be subject to an annual review by the board.

Senior independent director	£25,000 per annum
Chairman of Audit Committee	£20,000 per annum
Member of Audit Committee	£5,000 per annum
Chairman of Remuneration Committee	£15,000 per annum
Member of Remuneration Committee	£5,000 per annum

25% of net fees invested in the purchase of ITV plc shares in the market.

**Induction**

The Company will provide a comprehensive, formal and tailored induction, site visits and meetings with senior and middle management. Major shareholders will be offered the opportunity to meet new directors.

**Insurance**

Directors' and officers' liability insurance is in place. A form of indemnity will be provided.

**Independent professional advice**

Directors may obtain independent advice and there is a policy in place for this. The Company will reimburse the full cost of expenditure incurred in accordance with such policy.