

TERMS OF REFERENCE FOR ITV plc NOMINATION COMMITTEE

1. Constitution

The Board has resolved to establish a Committee of the Board to be known as the Nomination Committee (“the Committee”).

2. Membership

- 2.1. Members of the Committee shall be appointed by the Board from among the non-executive directors. The Committee shall be made up of at least 3 members.
- 2.2. Only members of the Committee have the right to attend Committee meetings but the Chief Executive Officer and other executives may be invited to attend all meetings except when matters relating to their own succession are to be discussed. Other individuals such as external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 2.3. Appointments to the Committee shall be for a period of up to three years which may be extended for two further three-year periods provided that the majority of the Committee members remain independent. Appointments to the Committee shall be made to ensure that the majority of the Committee members remain independent.
- 2.4. The Board shall appoint the Committee Chairman who should be either the non-executive Chairman of the Board or an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting. No one should be present at any discussion relating to their own position or succession.

3. Secretary

- 3.1. The Company Secretary or their nominee shall act as the Secretary of the Committee.

4. Quorum

- 4.1. The quorum necessary for the transaction of business shall be 2 both of whom must be independent non-executive directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Frequency of Meetings

- 5.1. The Committee shall meet at least twice a year or at such other frequency as the Chairman of the Committee or any of its members shall require.

6. Notice of Meetings

- 6.1. Meetings of the Committee shall be summoned by the Secretary of the Committee.
- 6.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, as early as practicable before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

7. Minutes of Meetings

- 7.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 7.2. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and the Chairman of the Board and, once agreed, to all other members of the Board, unless a conflict of interest exists.
- 7.3. Conflicts of interest must be declared by Committee members at the beginning of meetings and the Secretary shall record any such declaration in the minutes.

8. Annual General Meeting

- 8.1. The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

9. Duties

- 9.1. The Committee shall:
 - 9.1.1. regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
 - 9.1.2. give full consideration to succession planning and development for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;

- 9.1.3. be responsible for identifying and nominating for the approval of the Board, candidates as directors whether to fill a casual vacancy or as an additional director;
 - 9.1.4. before nominating a candidate for appointment, evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
 - 9.1.4.1 use open advertising or the services of external advisers to facilitate the search;
 - 9.1.4.2 consider candidates from a wide range of backgrounds; and
 - 9.1.4.3 consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
 - 9.1.5. keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
 - 9.1.6. keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
 - 9.1.7. review annually the time required from non-executive directors;
 - 9.1.8. ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings;
 - 9.1.9. authorise any conflicts of interest in accordance with Article 114 of the Company's Articles of Association that may be reported by directors of the Company and to notify other directors of any such authority given. All authorities will be recorded in a register held for the purpose and will be reported to the next board meeting; and
 - 9.1.10 review at least annually any conflict authorisations given and report to the Board on the outcome of its review.
- 9.2. The Committee shall also make recommendations to the Board concerning:
- 9.2.1. plans for succession for both executive and non-executive directors and in particular for the key roles of Chairman and Chief Executive Officer;
 - 9.2.2. suitable candidates for the role of senior independent director;

- 9.2.3. the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- 9.2.4. the re-election by shareholders of any director under the 'retirement' provisions in the Company's articles of association having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- 9.2.5. any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the provisions of the law and their service contract; and
- 9.2.6 the process for the annual board evaluation.

10. Reporting Responsibilities

- 10.1. The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 10.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.3. The Committee shall make a statement in the annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

11. Other

- 11.1. The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval. For the avoidance of doubt, such committee self-evaluation will form only a part of the wider formal and rigorous annual evaluation to be undertaken by the Board of its own performance and that of its committees and individual directors.

12. Authority

The Committee is authorised by the Board:

- 12.1. to seek any information it requires from any employee of the Company in order to perform its duties;
- 12.2. to obtain, at the Company's expense, any outside legal or other professional advice on any matters within its terms of reference.

Adopted by the Board in February 2004
Amended by the Board in March 2007
Amended by the Board in April 2008
Amended by the Board in September 2008
Amended by the Board in September 2009
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