

Deloitte & Touche LLP
Independent Advisors to the Remuneration Committee of ITV plc
Terms of Reference

Deloitte's Role and Responsibilities

Deloitte's role as independent advisors to the Committee is to support the Committee in fulfilling its responsibilities set out in The Combined Code, section B1. The Company will continue to have full responsibility for upholding and maintaining appropriate governance standards in relation to executive remuneration.

Deloitte will provide on-going advice to the Committee on matters on which they are asked to advise in relation to establishing and overseeing the implementation of remuneration policy. A list of matters included is provided in Appendix 1.

Way of Working

- The executive compensation partner from Deloitte & Touche LLP ('Deloitte') with responsibility for this engagement will be available to attend each meeting of the Remuneration Committee (the 'Committee'), in order to provide the Committee with advice and support in the performance of its duties. Additional or alternative partners will attend if requested by the Committee.
- Work may be commissioned by the Chairman of the Committee, a member of the Committee to whom appropriate authority has been delegated in connection with any specific or general matter, or one of the Committee's internal advisors including the Group HR Director or the Company Secretary, or any of their reports acting for or on behalf of the Committee.
- Where authorised and instructed by the Company, Deloitte will work in conjunction with the Company's legal and professional advisors.
- Deloitte will be provided with any relevant papers, on which its views are sought or are reasonably expected to be sought, in advance of each Committee meeting.
- Services provided by Deloitte as advisers to the management of the Company are fully disclosed to the Committee on a regular basis.

Appendix 1

Matters on which Deloitte may be asked to advise include:

- assessment of competitive practices and determination of competitive positioning, including assisting the Committee in preparing, reviewing and interpreting market data;
- the appropriate framework for executive remuneration in the context of the Company's competitive environment;
- individual remuneration packages for directors and certain senior executives including any compensation on termination;
- drafting and interpretation of executive service contracts;
- medium and long term incentive awards;
- performance measurement for incentive awards;
- pensions and executive benefits;
- corporate governance around remuneration and share plans;
- communication of remuneration arrangements to investors and meeting reporting requirements;
- advice on and assistance with the drafting of sections of the Company's Remuneration Committee report;
- general taxation advice in relation to remuneration and share plans (including, without limitation, advice on and assistance with the restructuring of share plans and the establishment of new share plans);
- share plan financing; and
- providing advice on any other issues as instructed by the Committee.