

ITV PLC

GUIDELINES FOR SEEKING INDEPENDENT PROFESSIONAL ADVICE

ADOPTED BY THE BOARD ON 14 JANUARY 2005

The directors of ITV plc have the right to consult the Company's professional advisers or to seek independent advice, at the Company's expense.

1. If any director of ITV plc, in the furtherance of his duties, requires independent advice he should first inform the Company Secretary of such (without necessarily specifying the matter concerned) and an appointment will be made, as soon as possible, with a firm of solicitors or other appropriate firm of independent professional advisers agreed at the time.
2. In exceptional circumstances the director may take advice from any independent professional firm of his own choice without advance notice, but subject to notifying in writing the Company Secretary following the first meeting.

Normally a director would give prior notice of their intention to seek independent advice including name of adviser and a brief summary of the subject.

3. In either case, following the initial meeting the director will instruct the solicitor, or other professional adviser, to write to the Company Secretary to confirm whether the matter has been resolved to the satisfaction of the director and if not whether, in the opinion of the solicitor or other professional adviser, it is reasonable for the director to continue to receive independent advice.
4. Subject to complying with the above procedure, the reasonable costs incurred by the director in obtaining independent professional advice will be met by the Company.

Independent professional advice for the purposes of this Resolution shall include legal advice and the advice of accountants and other professional financial advisers on matters of law, accounting and other regulatory matters.