

ITV plc

Senior Independent Director

PURPOSE

The principal responsibilities of the Senior Independent Director are to:

- act as Chairman of the Nomination Committee and
- act as Chairman of the Board when matters concerning the Chairman are considered and
- act as a conduit to the board for the communication of shareholder concerns when other channels of communication are inappropriate and
- ensure that the annual performance evaluation of the Chairman is effectively conducted and
- ensure that the annual performance evaluation of the non-executive directors is effectively conducted.

REPORTING LINE

The Senior Independent Director is appointed by the board. He is required to meet the independence criteria set out in the Combined Code. In this capacity he reports to the board.

AREAS OF RESPONSIBILITY

In addition to his responsibilities as non-executive director of the Company, the specific areas of responsibility of the Senior Independent Director are:

Leadership

- To act as the lead non-executive director.
- To convene and chair meetings of the non-executive directors.
- To convene and Chair any meeting of the Board or part of a Board meeting at which matters concerning the Chairman are considered.
- To chair meetings of the Nomination Committee..

Shareholders

- To be available to shareholders if they have concerns which have not or cannot be resolved through contact with the Chairman the Chief Executive, the Chief Operating Officer or the Finance Director or for which such contact is inappropriate.

- To attend sufficient meetings with a range of major shareholders and financial analysts to gain a balanced understanding of the issues which are important to such shareholders and any concerns they may have.

Performance Evaluation

- To convene and chair meetings of the non-executive directors to appraise the performance of the Chairman.
- To facilitate and oversee the performance evaluation of the Chairman and the other non-executive directors.
- To ensure that the outcome of such evaluations is acted upon.

Communication

- To communicate the issues and concerns of major shareholders to the other non-executive directors and, where appropriate, the board as a whole.
- To encourage open dialogue amongst the non-executive directors.

January 2007