

ITV plc (the “Company”)
NOMINATIONS COMMITTEE TERMS OF REFERENCE

1. COMPOSITION

1.1 Membership:

- Members will be appointed by the Board, on the recommendation of the Committee.
- The Committee will comprise at least three members, with the majority being independent Non-Executive Directors.
- Appointments will be for an initial term of up to three years, which may then be extended on an annual basis, provided that the majority of the Committee members remain independent.

1.2 Committee Chair:

- Appointed by the Board.
- The Chair may be either the Chair of the Board or an independent Non-Executive Director.
- If the Committee Chair is the Chair of the Board, he/she shall not chair the Committee when it is dealing with the appointment of their successor.
- In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting, who qualifies under these terms of reference to be appointed to that position.

1.3 Secretary:

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

2. DUTIES AND RESPONSIBILITIES

The Committee shall:

2.1 Board Composition:

- Regularly review the structure, size, and composition (including the skills, knowledge, diversity and experience) of the Board and make recommendations to the Board with regard to any changes.

2.2 Succession Planning:

- Give full consideration to succession planning for Directors, taking into account the challenges and opportunities facing the Company, and the skills, knowledge, experience, independence, expertise and diversity needed on the Board in the future. As part of this, 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.
- Oversee the development of a diverse pipeline for succession.
- Make recommendations to the Board concerning orderly plans for succession for both Executive and Non-Executive Directors and in particular for the key roles of Chairman and Chief Executive.
- Consider, at least annually, management’s succession plans for senior management below the level of Executive Director.

2.3 Board Appointments and Searches:

- Be responsible for identifying and nominating for the approval of the Board, candidates as directors to fill Board vacancies as and when they arise, including Executive Directors.
- Before any prospective candidates for the Board are considered, evaluate the balance of skills, knowledge, independence, diversity 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:
 - use open advertising or the services of external advisers to facilitate the search;
 - consider candidates from a wide range of backgrounds; and
 - consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, taking care that appointees have enough time available to devote to the position.
- Be responsible for ensuring that prior to the appointment of any Director, the proposed appointee discloses:
 - any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest; and
 - other significant commitments (not limited to other external appointments) and any changes to those commitments going forward.
- 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, and the induction process.

2.4 **Chairman and Senior Independent Director appointment:**

- Prepare a job specification including the time commitment expected.
- Make recommendations to the Board concerning the Chairman, having assessed at least every three years whether the present incumbent shall continue in post, taking into account the need for continuity versus freshness of approach.
- Make recommendations to the Board regarding suitable candidates for the role of Senior Independent Director.

2.5 **Director re-appointments / continuation in office:**

- Make recommendations to the Board, having given due regard to the Director's performance, ability to continue to contribute to the Board and commitment to the role in the light of the knowledge, skills and experience required, regarding:
 - the re-appointment of any Non-Executive Director at the conclusion of their specified term of office, also taking into account the need for progressive refreshing of the Board (particularly in relation to Directors being re-elected for a term beyond six years); and
 - putting each Director forward for annual re-election at the Annual General Meeting in accordance with the provisions of the Corporate Governance Code and the Articles of Association.
- Make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including (i) 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 (ii) a Non-Executive Director's dismissal, retirement, non re-appointment or any other substantial change in their duties or responsibilities or the term of their appointment.

2.6 **Time Commitments and external appointments:**

- Review annually the time required from Non-Executive Directors, including the Chairman and the Senior Independent Director. Performance evaluation should be used to assess whether the Non-Executive Directors are spending enough time to fulfil their duties.
- Notwithstanding the Board approval required for Directors to take on additional external appointments, keep under review the number of external directorships held by each Director, taking into account the investor body and institutional guidelines in relation to 'overboarding'.

2.7 **Diversity:**

- Set measurable objectives and targets on Board diversity if thought appropriate and prepare and review annually the policy on Board diversity.
- Support the Board in reviewing and monitoring progress against the Group's diversity targets.

2.8 **Board Committee Membership:**

- Make recommendations to the Board concerning membership of Board Committees in consultation with the Chairs of those Committees.

2.9 **Conflicts of Interest:**

- Review at least annually Directors' potential conflicts of interest ("Conflicts") and recommend the authorisation of Conflicts (including the approval of any changes to limits or conditions) to the Board ensuring that the influence of third parties does not compromise independent judgement.
- To the extent any authorisation is required in the interim this should be reviewed by the Committee and formally considered and approved by the Board at the relevant time.

2.9.1 *The process for dealing with any Conflicts¹:*

- Any Director who becomes aware of any Conflict should notify the General Counsel and Company Secretary or Chairman as soon as possible, who will notify the Committee and obtain authorisation from the Board (only those Directors who are not themselves interested in the matter can vote and be counted in the necessary quorum for the meeting).
- The Director will be notified when the Conflict(s) has been authorised (including any limits or conditions imposed) and the Conflict(s) will be entered into the Register of Interests.
- The authorisation of Conflict(s), on the recommendation of the Committee, may be terminated or varied by the Board at any time.
- The Director must notify the Board as soon as reasonably possible of any material change to the facts and circumstances relating to a Conflict, and on which the authorisation has been based.

2.10 **Board evaluation:**

- If requested by the Chairman of the Board, assist with the implementation of an annual evaluation process to assess the overall and individual performance and effectiveness of the Board and its Committees, including consideration of balance of skills, experience, independence and knowledge of the Company, its diversity, including gender, how the Board works together as a unit, and other factors relevant to the Board's effectiveness.

¹ Refer to the Directors' manual (available on the Board portal) for further guidance on conflicts of interest.

- Review the results of the Board performance evaluation process that relate to the composition of the Board.

3. REPORTING

3.1 To the Board:

- The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- The Committee has responsibility for overseeing and advising the Board on risk exposure within the Committee's oversight, and for keeping under review the effectiveness of relevant governance, risk management and internal controls of those risks. This includes review and discussion of deep dive reports related to principal risks delegated by the Board to understand key drivers, mitigation activity and further management activity, as required.

3.2 Public Disclosures:

The Committee shall produce a report to be included in the Company's annual report about its work, including:

- the process used in relation to appointments, its approach to succession planning and how both support developing a diverse pipeline. If an external search consultancy is engaged it should be identified in the annual report alongside a statement about any other connection it has with the Company or individual Directors;
- how the Board evaluation has been conducted, the nature and extent of an external evaluator's contact with the Board and individual Directors (as applicable), the outcomes and actions taken, and how it has or will influence Board composition. Where an external agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company;
- the policy on diversity and inclusion, its objectives and linkage to Company strategy, how it has been implemented and progress on achieving the objectives; and
- the gender balance of those in senior management and their direct reports.

4. EVALUATION

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.

5. AUTHORITY

The Committee is authorised by the Board to:

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

6. MEETING ARRANGEMENTS

6.1 Attendance:

- Only members of the Committee have the right to attend meetings.

- Other individuals such as the Chief Executive, Group HR Director and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- Any other member of the Board may attend all or part of a meeting with the prior approval of the Committee Chair.

6.2 **Meetings:**

- **Quorum:** Two members both of whom must be independent Non-Executive Directors, which for the avoidance of doubt may include the Non-Executive Chairman of the Board.
- **Number of Meetings:** at least twice a year or otherwise as required.
- **Notice of Meetings:** shall be forwarded to each member of the Committee, any other person required to attend and all other Non-Executive Directors, in sufficient time to allow the Committee to consider the papers to enable full and proper consideration to be given to issues, and for the Board to follow up on any recommendations as necessary, confirming the venue, time and date, and an agenda of items to be discussed and supporting papers.
- **Minutes:** the secretary will minute the proceedings of each meeting, which shall be circulated promptly to all members of the Committee and, once agreed, to all other members of the Board, unless it would be inappropriate to do so.
- **Conflicts of interest:** must be declared by members at the beginning of meetings and the Secretary shall record any such declaration in the minutes. If a matter that is considered by the Committee is one where a Committee member, either directly or indirectly, has a conflict of interest, that member shall not be permitted to vote at the meeting.

6.3 **Resolutions and approvals:**

- Committee resolutions shall be passed by the absolute majority of votes cast. In the event of equality of votes, the Committee Chair shall have the casting vote (except where he/she is not permitted to vote).
- Approvals may be taken in written form (including email), or via telephone or video conference.
- The Committee Chair may ask any attendees of a Committee meeting to leave the meeting to allow discussions of matters relating to them.
- Approvals by email must be included in the minutes of the next meeting of the Board.

6.4 **Annual General Meeting:**

The Committee Chair shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities. In addition the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's area of responsibility.

7. **OTHER MATTERS**

The Committee shall:

- have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required;
- be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code, the requirements of the UK Listing Authority's Listing, Prospectus and

Disclosure Guidance and Transparency Rules and any other applicable rules and best practice guidance, as appropriate; and

- keep up to date and fully informed about strategic issues and commercial changes affecting the Company and market in which it operates.

Approved by the Board on 18 July 2024