

ITV plc (the “Company”)
SCHEDULE OF MATTERS RESERVED FOR THE BOARD

1. STRATEGY, PERFORMANCE AND MANAGEMENT

- 1.1. Responsible for the overall leadership of the Group. Promote the long-term sustainable success of the business, generating value for shareholders and contributing to wider society.
- 1.2. Assess and monitor on an ongoing basis the culture across the Group (including the freelancer and international populations), reviewing the impact of all ITV people initiatives and ensuring that policies, practices and procedures are aligned with the Group’s purpose, values and strategy.
- 1.3. Establish overall Group strategy and its strategic initiatives.
- 1.4. Approve (i) the extension of the Group’s activities into new strategic business or higher risk geographic areas (ii) the ceasing of operations in any material part of the business (iii) withdrawal from existing strategic activities or initiatives.
- 1.5. Endorse the ITV Social Purpose strategy and targets, and review performance against those targets.
- 1.6. Monitor the Group’s climate-related agenda including risk, opportunities and targets, with the Group CFO having overall responsibility in this area.
- 1.7. Ensure that the necessary resources are in place for the Company to meet its objectives and measure performance against them.
- 1.8. Approve the Annual Budget and Five Year Plan and any material changes to them.
- 1.9. Monitor the Group’s performance including through receipt of monthly Group performance reports, and CEO and CFO reports as appropriate.
- 1.10. Ensure that workforce policies and practices are consistent with the Group’s values and support its long-term sustainable success.
- 1.11. With the support of the Nominations Committee, regularly monitor progress against the Group’s diversity targets.

2. STRUCTURE, CAPITAL, EXPENDITURE AND INVESTMENTS

- 2.1. Approve major changes to the Group’s corporate or capital structure, including Company share issuances (other than in connection with the Company’s share plans), Company reduction in capital through share buy-backs (including the use of treasury shares), and the issue of any other securities by the Company and any alterations thereto. For the avoidance of doubt this excludes intra-Group transactions to the extent these are delegated under the Group Approvals Framework.
- 2.2. Approve changes to the Company’s listing or its status as a public limited company.
- 2.3. Approve expenditure (including capital, financing, contracts, operational, property) in accordance with the Group Approvals Framework.
- 2.4. Approve strategic investments including mergers, acquisitions, disposals, joint ventures, where Board approval is required pursuant to the M&A, Investment and Divestment process. This will include investments in other publicly listed companies.
- 2.5. Approve making a takeover offer for another company, or respond to or consider any approach regarding a takeover of the Company within the meaning of the City Code on Takeovers and Mergers.
- 2.6. Approve any treasury matters above the limits delegated under the Group Treasury Policies.

3. BOARD MEMBERSHIP, COMPOSITION AND OTHER APPOINTMENTS

- 3.1. On the recommendation of the Nominations Committee, approve:
 - 3.1.1. the appointment or removal of any Director of the Company;
 - 3.1.2. any changes to the structure, size, composition and membership of the Board or its Committees; and
 - 3.1.3. the continuation in office of Directors of the Company as appropriate and the recommendation to shareholders of their election or re-election.
- 3.2. Approve Directors' external appointments.
- 3.3. Approve the appointment or removal of the Company Secretary.
- 3.4. Determine the independence of Non-Executive Directors.
- 3.5. Be notified of changes to the Management Board (Executive Director changes will require Board approval under 3.1.1).
- 3.6. Ensure (with the support of the Nominations Committee) adequate succession planning for the Board and senior management based on merit and objective criteria and, within this context, promote diversity of gender, social and ethnic backgrounds, and cognitive and personal strengths.
- 3.7. Be consulted regarding the appointment or removal of the Company's principal advisers.

4. ACCOUNTS, FINANCIAL REPORTING AND EXTERNAL AUDITOR

- 4.1. Approve the Annual Report and Accounts (including the corporate governance statement and Directors' remuneration report), half-yearly report and any preliminary announcement of the final results. Subsequent approval of final announcements and reports may be delegated as appropriate to the Disclosure Committee.
- 4.2. Approve the dividend policy, the declaration of the interim dividend and recommendation of the final dividend.
- 4.3. Approve the appointment, reappointment or removal of the external auditor, to be put to shareholders in general meeting on the recommendation of the Audit and Risk Committee.
- 4.4. Approve any significant changes in accounting policies or practices on the recommendation of the Audit and Risk Committee.

5. RISK MANAGEMENT AND INTERNAL CONTROL

- 5.1. Oversee risk management and internal control systems.
- 5.2. Approve the current and target level of risk appetite required in pursuit of strategic priorities and targets.
- 5.3. Monitor risk management across the Group and be responsible for determining the nature and extent of the principal risks the Company is willing to take in order to achieve its long-term strategic objectives, including a robust assessment of the Group's emerging and principal risks.
- 5.4. Review principal risk deep dives, including key drivers, mitigation activity and further management activity, under the annual risk programme
- 5.5. Regularly review and monitor how effectively management are addressing principal risks and ensure the correct level of control.

6. REMUNERATION AND SHARE PLANS

- 6.1. On the recommendation of the Remuneration Committee, approve (and submit to shareholders for approval) the Directors' Remuneration Policy.

- 6.2. Approve (and submit to shareholders for approval if necessary) any new share incentive plans or material changes to existing plans.
- 6.3. Note the remuneration of the Non-Executive Directors as set by the Executive Directors and the Chairman, subject to the articles of association as appropriate.

7. CORPORATE GOVERNANCE

- 7.1. Approve any matter requiring shareholder approval or notification under the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules or any other applicable rules or regulation.
- 7.2. Approve all circulars to shareholders (including resolutions to be considered at a general meeting), prospectuses and listing particulars and convene general meetings of the Company.
- 7.3. Approve material market announcements concerning matters decided by the Board, unless delegated to the Disclosure Committee.
- 7.4. Undertake a formal and rigorous annual review of the Board's own performance, its Committees and individual Directors, including an external review every three years.
- 7.5. Determine and publish the division of responsibilities between the Chairman, Chief Executive Officer and Senior Independent Director.
- 7.6. Authorise Directors' conflicts of interest in accordance with the process prescribed by the Nominations Committee pursuant to the Company's Articles of Association.
- 7.7. Engage with, and encourage participation, from shareholders, the workforce and other key stakeholders to ensure their views are understood, and keep engagement mechanisms under review so they remain effective.
- 7.8. Consider the balance of interests between shareholders, colleagues and other stakeholders, including customers, suppliers, the community, regulators and Government.
- 7.9. Oversee the activities of the Board Committees, the Duty of Care Operating Board and workforce engagement through reports from Committee chairs and the Workforce Engagement Director.
- 7.10. Approve related party transactions as required under regulation.

8. OTHER MATTERS

- 8.1. Approve the prosecution, defence or settlement of any litigation or an alternative dispute resolution mechanism in excess of the levels delegated under the Group Approvals Framework or of a material or unusual nature.
- 8.2. Approve the ITV Decision Framework document and ensure it is cross-referenced by the Board's Committees in the relevant Terms of Reference documents
- 8.3. Approve major changes in the rules or funding of the Group's pension schemes.
- 8.4. Approve Group policies, including but not limited to:
 - 8.4.1. Board Diversity Policy, on the Nominations Committee's recommendation
 - 8.4.2. Group Approvals Framework and M&A, Investment and Divestment process
 - 8.4.3. ITV Global Tax strategy
 - 8.4.4. Tax Governance and Risk Management Policy
 - 8.4.5. Treasury Policies
 - 8.4.6. Modern Slavery Statement
 - 8.4.7. Share Dealing Policy
 - 8.4.8. Inside Information Policy

- 8.4.2. to 8.4.5. shall be approved following recommendation by the Audit and Risk Committee.
- 8.5. Approve the making of political donations (noting the policy is not to make political donations).
 - 8.6. Approve the Terms of Reference of Committees of the Board.
 - 8.7. Approve changes to this schedule of matters reserved for the Board.
 - 8.8. Oversee major public policy, regulatory and compliance issues including matters which would have a significant impact on the Group's reputation.
 - 8.9. Approve any other decisions likely to have a material impact on the Company/Group from any perspective, including, but not limited to, financial, operational, strategic or reputational.

Matters which the Board considers suitable for delegation are contained in the Terms of Reference of its Committees and the Group Approvals Framework.

Approved by the Board on 18 July 2024