

## ITV plc (“the Company”) – Role and responsibilities of the Chief Executive

The Chief Executive reports to the Chairman and to the Board directly. She is responsible for all aspects of the performance and management of the Group. In particular, the Chief Executive is responsible for the following, within the authority limits delegated to her and the Company by the Board.

### **KEY RESPONSIBILITIES**

#### *Strategy and management*

- Developing the Group’s strategy and objectives having regard to the Group’s responsibilities to its shareholders, employees and other stakeholders.
- Ensuring effective implementation of Board decisions and the execution of strategy agreed by the Board.
- Keeping under review and optimising, where relevant, the strategic direction, and financial and operational performance of the Group, and ensuring the Group’s long term sustainability.
- Recommending to the Board an annual budget and financial plan and ensuring their implementation following Board approval.
- Approving and executing capital expenditure, acquisitions and divestments for recommendation to the Board in line with the authority delegated by the Board.

#### *Risk management and controls*

- Ensuring appropriate internal controls are in place.
- Managing the Group’s risks and risk profile in line with the extent and categories of risk identified as acceptable by the Board.
- Maintaining appropriate Group policies and procedures, and ensuring they are consistent with the Company’s values, support its long-term sustainable success and drive the right behaviours.
- Ensuring compliance by the Group with legal, regulatory, corporate governance, social, ethical and environmental requirements.
- Supporting the Chairman in order to ensure that appropriate standards of governance permeate throughout the Company and that the delegated authorities framework is adhered to.

#### *Board committees*

- Making recommendations to the Remuneration Committee on remuneration policy and terms of employment of the senior executive team.
- Making recommendations to the Nominations Committee on the role and capabilities required in respect of the appointment of Executive Directors and the senior leadership team together with the Group HR Director.

### *Communication*

- Providing timely and accurate disclosure of information to the Board to enable it to discharge its duties, including an escalation route for issues, and keeping the Chairman promptly informed on all important matters.
- Together with the Chairman, providing coherent leadership of the Company, including, leading effective engagement and communication where appropriate, with shareholders, government, employees, the media, the public and other relevant stakeholders.
- Ensuring the Board is made aware of the views of: (i) stakeholders (including the workforce) on issues of relevance to the business; and (ii) the senior management on business issues to ensure that any divergence of view is explained in a balanced way prior to a final decision on an issue.

### *People*

- Developing with the Board the Company's purpose, values and culture (aligned with strategy) and leading by example by acting with integrity, complying with ITV's Code of Conduct and promoting the desired culture.
- Leading the senior executive team in the day to day running of the Group's business.
- Regularly reviewing the Group's organisational structure and recommending changes as appropriate.
- Formalising the roles and responsibilities of Management Board members, setting their performance objectives and keeping their performance under regular review.
- Managing effective succession planning for the Management Board and Executive Leadership team.
- Motivating employees and ensuring there are effective processes for engaging with, communicating with, and listening to, employees and others working for the Company.

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