

ITV plc (the “Company”) NON-EXECUTIVE DIRECTORS TERMS OF ENGAGEMENT

1. APPOINTMENT

- Initial term of three years, unless otherwise terminated earlier by and at the discretion of either party upon one month's written notice.
- Continuation of contract of appointment is contingent on election at the next ITV plc AGM and on satisfactory performance and re-election at subsequent ITV plc AGMs.

Non-executive directors will typically be expected to serve up to six years, although the board may invite them to serve for an additional three year period.

2. TIME COMMITMENT

- Between 18 to 20 days per annum after the induction phase including attendance at board meetings, board committee meetings, the AGM and a two day strategy offsite.
- Ad hoc meetings may be scheduled from time to time.
- Appropriate preparation time ahead of each meeting.
- Additional external commitments require prior board approval before acceptance.

3. ROLE

Non-executive directors have the same general legal responsibilities to the Company as any other director. The board as a whole is collectively responsible for the success of the Company, generating value for shareholders and contributing to wider society including to:

- Provide entrepreneurial leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed;
- Set the Company's purpose, values and strategic aims, ensure that the necessary financial and human resources are in place for the Company to meet its objectives;
- Keep under review management performance; and
- Ensure effective engagement with and that obligations to shareholders and other stakeholders are understood and met.

All directors must take decisions objectively in the best interests of the Company.

In addition to these requirements for all directors, the role of the non-executive director has the following key elements:

- **Strategy:** to constructively challenge and help develop proposals on strategy;
- **Performance:** to scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- **Risk:** to satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible; and
- **People:** responsibility for determining appropriate levels of remuneration of executive directors and have a prime role in appointing, and where necessary removing, executive directors and in succession planning.

4. FEES

£65,054 per annum and an additional fee for service on board committees as specified below, to be subject to an annual review by the board. The fees are subject to the shareholder approved Remuneration Policy.

Senior independent director	£25,000 per annum
Chair of Audit Committee	£20,000 per annum
Member of Audit Committee	£5,371 per annum
Chair of Remuneration Committee	£20,000 per annum
Member of Remuneration Committee	£5,371 per annum

Non-executive directors are required to build and maintain an ITV shareholding of 100% of their base fee over the six years from the date of appointment to the board.

The Company will reimburse directors for all reasonable and properly documented expenses they incur in the performance of their duties.

5. OUTSIDE INTERESTS

Interests and any conflicts or potential conflicts must be declared before appointment. In the event that a director becomes aware at any time in the future of any potential conflicts of interest they must notify the General Counsel and Company Secretary or Chairman as soon as possible.

6. CONFIDENTIALITY

All information acquired during a director's appointment is confidential to the Company and should not be released, either during the appointment or following termination by whatever means, to third parties without prior clearance.

There are requirements under both legislation and regulation as to the disclosure of price sensitive information. Consequently directors' should avoid making any statements that might risk a breach of these requirements without prior clearance.

Under ITV's Share Dealing Policy, directors' are required to seek prior permission to deal in any ITV shares by contacting the Company Secretariat team.

7. INDUCTION

The Company will provide a comprehensive, formal and tailored induction, site visits and meetings with senior and middle management.

8. INSURANCE

Directors' and officers' liability insurance is in place. A form of indemnity will be provided.

9. INDEPENDENT PROFESSIONAL ADVICE

Directors may obtain independent advice in the furtherance of their duties as a director. The Company will reimburse the full cost of expenditure incurred in accordance with such policy.