

ITV plc (“the **Company**”) – Role and responsibilities of the Senior Independent Director

In addition to his/her responsibilities as a Non-Executive Director, the Senior Independent Director’s responsibilities are as follows:

RESPONSIBILITIES

- Acting as a sounding board for the Chairman, providing him/her with support in the delivery of his/her objectives.
- Acting as a trusted intermediary for the Directors as required.
- Chairing any meeting of the Board or part of a Board meeting at which the Chairman may be conflicted.
- Being available to Directors and shareholders if they have concerns that contact through the normal channels of the Chairman, Chief Executive or other Executive Directors has failed to resolve or for which such contact is inappropriate.
- Taking responsibility for an orderly succession process for the Chairman, working closely with the Nominations Committee, and chairing meetings of the Nominations Committee when it is considering the appointment of a successor to the Chairman.
- Leading the evaluation of the Chairman on behalf of the other Directors. In doing so, to meet with the Non-Executive Directors at least once a year to appraise the Chairman’s performance and on such other occasions as necessary.
- Supporting the Chairman in leading the Board evaluation, as appropriate.
- When called upon, seeking to meet a sufficient range of major shareholders in order to develop a balanced understanding of their views.
- Acting as a conduit to the Board for the communication of shareholder concerns when other channels are inappropriate.

Revised February 2020