

NOMINATION COMMITTEE CHARTER



1. INTRODUCTION

1.1 Appointment

The Nomination Committee (**Committee**) is appointed by the board of directors (**Board**) of Southern Cross Media Group Limited (**Company**) to assist the Board in discharging its oversight responsibilities.

1.2 Delegation of authority

This charter sets out the authority delegated by the Board to the Committee under clause 12.19 of the Company's constitution and details the manner in which the Committee will operate.

2. OBJECTIVES

The objectives of the Committee are to assist the Board on:

- (a) Board composition and succession planning;
- (b) director performance evaluation processes and criteria; and
- (c) succession planning for senior executives.

3. DUTIES AND RESPONSIBILITIES

3.1 Board composition and succession planning

- (a) To ensure that the Board is structured to make appropriate decisions in the best interests of the Company as a whole, and has an appropriate balance of skills, perspectives, experience and expertise, the Committee is responsible for reviewing and making recommendations to the Board on:
 - (i) the size and composition of the Board;
 - (ii) plans for Board succession;
 - (iii) the process for the selection, appointment and re-election of directors; and
 - (iv) selecting candidates to the Board when circumstances warrant the appointment of a new director, having regard to the range of skills, perspectives, experience and expertise on the Board to identify candidates who will best complement the Board.
- (b) In reviewing and making recommendations on these matters, the Committee will take account of the Company's diversity objectives and targets.

3.2 Board committees

The Committee will make recommendations to the Board about identifying directors qualified to serve on Board committees, having regard to such factors as the Committee

considers appropriate, including the charter of the particular committee, the director's experience and the qualifications and experience of the other committee members.

3.3 Director performance and development

The Committee will:

- (a) oversee the establishment and implementation of a process for evaluating the performance of the Board, Board committees and directors individually; and
- (b) identifying ongoing training and education programs for the Board to ensure that non-executive directors are provided with adequate information regarding the business, the industry and their legal responsibilities and duties.

3.4 Senior executive succession planning

To ensure that the senior management team is structured to make appropriate decisions in the best interests of the Company as a whole, and has an appropriate balance of skills, perspectives, experience and expertise, the Committee is responsible for reviewing and making recommendations to the Board on:

- (a) senior executive succession plans; and
- (b) the capabilities of those who may be considered for succession to the CEO, CFO and other senior executive positions.

4. COMPOSITION

4.1 Minimum number of members

The Committee will comprise at least three members, a majority of whom are independent non-executive directors.

4.2 Board to determine members

The members of the Committee will be determined by the Board.

4.3 Chairman

The Committee will appoint one of its members as the Committee chairman. The Committee chairman must be an independent non-executive director.

5. MEETINGS

5.1 Frequency

The Committee will meet at least twice a year, with additional meetings as required to fulfil its duties. In addition, the chairman is required to call a meeting of the Committee if requested to do so by any Committee member.

5.2 Quorum

A quorum at any meeting shall consist of two Committee members.

5.3 Decisions

Matters will be decided by a majority of votes made by Committee members present at meetings. The chairman does not have a casting vote.

5.4 Attendance by other directors

Each director of the Board may attend meetings of the Committee and request papers for or from any meeting, but will not have any voting rights (unless a Committee member). However, the Committee may require non- Committee members to withdraw from a meeting of the Committee where the Committee considers it appropriate to do so.

5.5 Attendance by others

The Committee may invite other persons to attend its meetings as it deems necessary.

5.6 Secretary

The company secretary will act as secretary of the Committee and will keep the minutes of the Committee's meetings which will be provided to all Committee members and the Board.

5.7 Reporting to Board

The chairman of the Committee will report to the Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting.

6. ACCESS TO INFORMATION AND ADVICE

The Committee will have access to internal and external resources and may consult independent experts where it considers it appropriate, at the Company's cost.

7. DELEGATION

The Committee may delegate to senior management any of the Committee's powers and responsibilities as the Committee thinks appropriate for the administration of director, senior executive and employee share, option or other plans.

8. CHARTER REVIEW

The Committee will review its Charter from time to time. Any changes required to the Charter will be recommended to the Board for approval.