

## 1. INTRODUCTION

### 1.1 Appointment

The Digital Transformation 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

### 2.1 Areas of responsibility

The objectives of the Committee are to assist the Board in its oversight of the Company's implementation of technology to secure and drive transformational improvements in the Company's business and operations and deliver long term value for the Company's audiences, clients, communities and shareholders. To achieve these objectives, the Committee will monitor whether the Company has, or has access on appropriate terms to, the skills and resources required for success in the following areas:

- (a) technology;
- (b) data;
- (c) processes;
- (d) organisational change; and
- (e) investments supporting the digital transformation.

### 2.2 Other matters

The Committee will not monitor matters related to implementation, operation and maintenance of the Company's technology or the Company's provisions for disaster recovery and cybersecurity. Monitoring the Company's management of risks associated with these matters is within the areas of responsibility of the Board's Audit & Risk Committee.

## 3. COMPOSITION

### 3.1 Minimum number of members

The Committee will comprise at least three members, each of whom is a non-executive director. The majority of Committee members must be independent directors.

### **3.2 Board to determine members**

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

### **3.3 Chair**

The Committee will appoint one of its members as the Committee chair. The Committee chair must be an independent non-executive director who is not the Chair of the Board.

## **4. MEETINGS**

### **4.1 Frequency**

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

### **4.2 Quorum**

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

### **4.3 Decisions**

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

### **4.4 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.

### **4.5 Attendance by others**

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

### **4.6 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.

### **4.7 Reporting to Board**

The chair 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.

**5. ACCESS TO INFORMATION AND ADVICE**

**5.1 Information from management**

The Committee may seek further information on any issue from management so that the Committee may discharge its duties and responsibilities.

**5.2 Independent advice**

Committee members may obtain independent professional advice at the Company's cost, subject to first discussing the request with the Chair of the Board who will facilitate obtaining such advice and, where appropriate, will provide a copy of the advice to each of the other directors.

**6. CHARTER REVIEW**

The Committee will review this Charter every two years after its adoption by the Board having regard to regulatory, community and investor requirements. Any changes required to the Charter will be recommended to the Board for approval.