



1. INTRODUCTION

1.1 Appointment

The People and Culture 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 in its oversight of management activities in:

- (a) developing and implementing strategies aimed at improving the organisation's culture and diversity, consistent with the organisation's values;
- (b) undertaking executive development, succession and talent management programs and activities;
- (c) promoting a healthy and safe working culture for the Company's employees, contractors, audience members, clients and visitors;
- (d) providing effective remuneration policies aligned with creation of value for shareholders, and having regard to applicable governance, legal and regulatory requirements and industry standards;
- (e) reporting to shareholders and other stakeholders according to applicable standards.

3. DUTIES AND RESPONSIBILITIES

3.1 Culture and diversity

- (a) The Committee is responsible for reviewing and, if appropriate, making recommendations to the Board on the appropriateness and effectiveness of the Company's human resources policies including their compliance with applicable governance, legal and regulatory requirements and industry standards. This includes:
 - (i) safety, attrition, employee engagement, diversity (in all its dimensions) and other key measures of workplace culture; and
 - (ii) the Company's reporting to the Workplace Gender Equality Agency.

- (b) With respect to diversity, the Committee will:
 - (i) review and monitor the effectiveness of the Company's strategies, programs and initiatives:
 - (A) to foster diversity and meet the particular needs of the Company;
and
 - (B) to ensure that diversity is a factor taken into account in the selection and appointment of employees; and
 - (ii) set the Company's measurable objectives for achieving gender diversity and annually review those objectives and the Company's progress towards achieving them, liaising with the Nomination Committee where these objectives relate to the composition of the Board.

3.2 Remuneration

The Committee is responsible for reviewing and making recommendations to the Board on:

- (a) the remuneration framework, policies and practices for executives and other employees to ensure that they:
 - (i) attract and motivate executives and employees to pursue the Company's long term growth;
 - (ii) demonstrate a clear relationship between executive performance and investor value; and
 - (iii) are reasonable and fair, having regard to good governance practices and legal requirements;
- (b) the total level of remuneration of non-executive directors and the individual fees for the Chairman and other non-executive directors, including any fees payable for participation on Board committees;
- (c) the remuneration packages of the CEO, the CFO and the CEO's other direct executive reports, including base pay, incentive payments, equity awards, retirement rights and service contracts having regard to the need to attract and retain a highly motivated and professional staff;
- (d) the Company's equity-based incentive schemes including a consideration of performance thresholds and regulatory and market requirements;
- (e) the Company's superannuation arrangements and compliance with relevant laws and regulations in relation to superannuation arrangements; and
- (f) the Company's remuneration reporting in the financial statements and remuneration report, in relation to which the Committee will liaise with the Audit and Risk Committee.

3.3 CEO performance

The Committee will assist the Board in its annual evaluation of the performance of the CEO.

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.