

GOVERNANCE & REMUNERATION COMMITTEE CHARTER

NZME.

The Board of Directors have established a Committee of the Board known as the Governance and Remuneration Committee.

Remuneration

The Committee will perform the following functions:

- 1** To ensure that remuneration policies and practices are consistent with the strategic goals of NZME and are relevant to the achievement of those goals.
- 2** To review on an annual basis the remuneration of the CEO and any executive Directors, including establishing the overall benefits and incentives.
- 3** To review in consultation with the Chief Executive, remuneration packages of executives reporting directly to the Chief Executive.
- 4** To review non-executive Directors' remuneration and benefits.
- 5** To obtain independent advice, as necessary, on the appropriateness of remuneration. Such independent advice would provide the Committee with various barometers generally which the Committee may take into account with the Chief Executive in the determination of the appropriateness of remuneration levels within NZME.
- 6** To be responsible for reviewing general incentive schemes and superannuation plans.

Governance and Nomination

The Committee will make recommendations to the full Board of Directors on the following matters:

- 7** The composition of the Board – this is reviewed by the Committee on an on-going basis to ensure it is comprised of members who provide the required breadth and depth of experience and knowledge to achieve the objectives of the Board.
- 8** To ensure the filling of any vacancies on the Board with the best possible candidate through the use of executive search firms and/or by direct approach.
- 9** To consider the appointment of additional Directors to provide the expertise to achieve the strategic and economic goals of NZME.
- 10** To review and adopt corporate governance policies and practices which reflect contemporary standards in New Zealand, incorporating principles and guidelines issued by the FMA, and the best practice recommendations issued by NZX.

Adopted 27 June 2016