

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE CHARTER

NZME.

The Board of Directors have established a Committee of the Board known as the Corporate Social Responsibility Committee (the “**Committee**”). The purpose, responsibilities, composition, authorities and meeting requirements of the Committee are set out in this Charter.

Purpose and powers

The purpose of the Committee will be to assist the Board of Directors in fulfilling its corporate social responsibilities (“**CSR**”) and to perform the following functions:

- 1** Contribute to NZME’s values, strategic plan and corporate reputation by ensuring that the Company’s CSR strategy is best practice and supports to the highest level its CSR objectives;
- 2** Ensure that NZME’s policies and practices are consistent with the goals of its CSR strategy.

The Committee is accountable to the Board. The Committee has the authority to seek any information it requires from any employee of NZME and all employees and contractors must comply with such requests.

The Committee may form and delegate authority to subcommittees and management when appropriate.

Responsibilities

The Committee will have the following responsibilities, to:

- 1** Review and recommend to the board the CSR strategy, principles, policies and practices to ensure alignment with NZME’s strategic objectives and performance;
- 2** Identifying the areas of the business to be involved in CSR activities;
- 3** Ensure that the Company is taking the appropriate measures to undertake and implement CSR projects successfully and shall monitor the CSR strategy from time to time;
- 4** Regularly report to the Board at such intervals as the chairpersons of the Board and Committee determine, covering:
 - a) material changes to NZME’s CSR strategy and practices;
 - b) progress against measures and targets to be developed, set and agreed with the Board;
 - c) the alignment of CSR strategy and practices with NZME’s strategic objectives;

- d) trends, material changes to the laws and regulations, and social expectations affecting the area of CSR;
- 5 Annually review the CSR strategy and associated frameworks, processes, practices and outcomes and make appropriate recommendations to the Board;
- 6 Annually review and make recommendations to the Board regarding the CSR content for inclusion in NZME's annual report and ensure that the chairperson (or in his or her absence, an alternative member) of the Committee attends NZME's Annual General Meeting to answer questions concerning the Company's CSR policies and practices;

Membership

The Committee is appointed by the board and comprises three directors, all of whom are non-executive and a majority of whom are independent. Other Directors may be called upon as required.

Two directors who are members of the Committee are required to form a quorum. Committee meetings are held as required.

Committee meetings are regularly attended by the Chief Executive Officer, the Chief Financial Officer, General Counsel and other relevant senior management, by invitation.

Adopted : 11 December 2018