APN News & Media Limited

Remuneration Committee Charter

The Board of Directors have established a Committee of the Board known as the Remuneration Committee to perform the following functions:

1. To ensure that remuneration policies and practices are consistent with the strategic goals of the APN Group and are relevant to the achievement of those goals.

2. To review on an annual basis the remuneration of 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 the APN Group.

6. To be responsible for reviewing general incentive schemes and superannuation plans.