

## BOARD PERFORMANCE AND RENEWAL COMMITTEE CHARTER

### Purpose

The Board Performance and Renewal Committee is a Committee of the Ten Network Holdings Limited Board created to assist the Board in the effective discharge of its responsibilities for:

- Board composition and succession, including nomination of non-executive directors to the Board; and
- Board performance including performance reviews.

### Membership

The Committee will consist of:

- Mr B Long (Chairman)
- Mr J Cowin
- Ms C Holgate
- Mrs G Rinehart

The Committee meets at least annually or more frequently as required.

Two directors shall constitute a quorum.

### Responsibilities

To consider and make recommendations to the Board concerning:

- a) the composition of the Board, including:
  - the mix of executive and independent non-executive directors;
  - identification and nomination of candidates for directorship;
  - the development of a plan to identify, assess and enhance skills and experience required on the Board;
  - the selection criteria for nomination of candidates of non-executive directors; and

- the time commitment and contribution required of non-executive directors
- b) succession planning for non-executive directors;
  - c) the establishment of a transparent and formal procedure for identification and nomination of individuals qualified to become Board members;
  - d) the terms and conditions on which non-executive directors are appointed and hold office;
  - e) remuneration arrangements for non-executive directors; and
  - f) the methodology for reviewing the performance of the Board, the Chairman and individual non-executive directors.