

As a highly visible corporate entity across Australia, TEN understands the need for it to play a role in community activities at all levels. It is a responsibility we undertake seriously and with great pride.

TEN's support for these and other events takes the form of community service announcements, live and recorded coverage, personality involvement, broadcast interviews, advertising, signage, printed materials and other promotion.

Once again, many of the Network's personalities and staff members gave freely of their time to help ensure the success of these very deserving causes.

Each year TEN must make difficult decisions about which organisations and activities to support. So many are worthy, but in the end we must determine which are likely to benefit most out of a relationship with TEN.

Our five Network Stations have associations with dozens of community groups at a local level, while nationally our focus has also been broad.

YOUNG AUSTRALIAN OF THE YEAR

The Young Australian of the Year Awards were again a major feature of our Community Service programme.

TEN was the sponsor of the prestigious awards which recognise outstanding young people under 27 years of age for their contributions in areas such as the arts, sport, community work, the environment, science and technology and career achievement.

This year's winner was Olympic gold medallist and world record holder Ian Thorpe, who joined an outstanding list of previous recipients including astronomer Dr Bryan Gaensler, pianist Rebecca Chambers, swimming legend Keiren Perkins and another Olympic champion Cathy Freeman.

SENIOR AUSTRALIAN OF THE YEAR

The contribution made by older people was recognised by the Senior Australian of the Year awards, and TEN was proud to be involved.

The awards not only honour the wisdom, knowledge and experience of older Australians, but also the important role they continue to play in the community. This year's Senior Australian of the Year is educator, author and children's advocate, Professor Freda Briggs.

ROCK EISTEDDFOD CHALLENGE

TEN was also pleased to again be involved in Australia's leading youth performing arts competition which attracts some 40,000 students from 400 schools.

Apart from highlighting some of the best young talent from across the nation, the annual competition also challenges students to reassess their attitudes to drug and alcohol abuse.

VARIETY CLUB

TEN sponsored a range of Variety Club activities including the 2SM Variety Club Christmas Party for more than 5,000 special children in Sydney, the Melbourne Cup Luncheon in Adelaide, and a similar function in Melbourne

WINTER SLEEPOUT

Homelessness, particularly among young people, remains a major social problem, and TEN again supported this event organised by City Missions around Australia.

Participants raise money by sleeping out in the city for one night, not only raising awareness of the problem, but to have a personal experience of what it is like to be living on the streets.

NATIONAL COAT DAY

TEN also backed this appeal for unwanted and outdated clothing for the homeless and needy.

ROYAL SHOWS

The annual Royal Shows remain a big event on the calendar of all the capital cities, and TEN's five metropolitan stations continue to be active and enthusiastic participants both as sponsors and putting on displays.

SUN HERALD CITY TO SURF

TEN has a long and proud record as the official television sponsor of Australia's largest community fitness event, and also provides a wide range of supporting services.

ARTS AND SCIENCE

- **Sydney Dance Company** – TEN supported performances by Graeme Murphy's world renowned company.
- **Arts, Film and Fringe Festivals** – TEN also provided backing for a range of festivals around the nation, including the Adelaide Festival and Fringe Festival, the Melbourne International Film Festival, and the Perth Writers' and Fringe Festivals.
- **The Australian Museum** – TEN sponsored several exhibitions including *Living Colour* and *Australia's Lost Kingdom* as well as the Museum's Open Day.

- **Scitech Discovery Centre** – TEN supported this Perth centre which promotes science in innovative ways, capturing the imagination of children and adults alike.
- **NSW Department of Education and Training** – Education and Youth Weeks and Art Express, an exhibition of HSC examination artwork. These sponsorships were backed up by a series of school visits by TEN's Tim Bailey.
- **Zoos and research centres** – Important work in research and the conservation of endangered species carried out at Perth, Adelaide and Melbourne Zoos, along with the Dolphin Research Institute and the Healesville Sanctuary, was also supported by TEN.

These are just some of the worthy organisations which TEN has given direct and substantial support.

In addition, the Network broadcasts Community Service Announcements for dozens of others each month including: Planet Ark, Clean Up Australia Day, The Salvation Army, RSPCA, World Wide Fund for Nature, Boys Town, Jeans for Genes, Odyssey House, the Cancer Council and the Children's Medical Research Institute



Tory Mussett at the Winter Sleepout



Young Australian of the Year Awards

Board of Directors

John Study



Jack Cowin



Laurence Freedman



Paul Gleeson



Paul Harris



Irene Lee



Geoffrey Levy



Robert Magid



A John Peschar



Brian Sherman



Peter Viner

JOHN B STUDDY, AM, BEC, FCA

Chairman of Ten Network Holdings Limited since June 1998 and of The Ten Group Pty Limited since May 1993. Chairman of Bulmer Australia Limited and AEF Limited. Director of Angus & Coote (Holdings) Limited, Crane Group Limited, Goldfields Kalgoorlie Limited and Resource Finance Corporation Limited. Chairman of the compliance committee of Westfield Management Limited and Westfield America Management Limited and a member of the advisory board of Syntegra (Australia) Pty Limited. Mr Studdy is also an Honorary Vice President of The International Federation of MS Societies, Emeritus President of the MS Society of NSW and a member of the Executive Committee of the Foundation for Aged Care. (Age 71)

JACK C COWIN, BA

Director of Ten Network Holdings Limited and The Ten Group Pty Limited since April 1998. Previously a Director of The Ten Group Pty Limited from December 1992 to January 1997. Founder and Chairman of Competitive Foods Australia Limited and is on the Board of CIBC World Markets (Australia) Ltd. (Age 58)

LAURENCE S FREEDMAN, ASA, ASIA, MAUSIMM

Director of Ten Network Holdings Limited since February 1998 and of The Ten Group Pty Limited since March 1994. Founder and joint Managing Director of EquiLink Limited. Director of a number of investment companies listed on the American, Canadian and Australian stock exchanges. (Age 67)

PAUL V GLEESON, BEC, ACA

Director of Ten Network Holdings Limited since February 1998 and of The Ten Group Pty Limited since April 1998. Previously a Director of The Ten Group Pty Limited from December 1992 to March 1994. Director of Telecasters North Queensland Pty Limited since 1990 and is a member of the Institute of Chartered Accountants in Australia. (Age 47)

PAUL P HARRIS, MA, ASIA

Director of Ten Network Holdings Limited since February 1998 and of The Ten Group Pty Limited since December 1992. Director of a number of companies including Gresham CEA Management Limited, Technology Investment Fund, the Stadium Australia Club Limited, Wilson HTM Limited, Reynolds Wines Co Ltd and the Centenary Institute for Cancer Research. (Age 55)

IRENE Y L LEE, BA, Barrister at Law

Director of Ten Network Holdings Limited and of The Ten Group Pty Limited since 13th October 2000. Director of Australian Assets Corporation Limited, Beyond International Limited, formerly Chief Executive Officer of SEALCORP Holdings Limited and held senior positions at Commonwealth Bank of Australia and Citibank in Sydney, London and New York. (Age 47)

GEOFFREY H LEVY, B Comm, LLB, ASIA

Director of Ten Network Holdings Limited and The Ten Group Pty Limited since April 1998. Previously a Director of The Ten Group Pty Limited from February 1995 to December 1996. A principal of Wentworth Associates Pty Limited and a Director of a number of companies including Rebel Sport Limited, Freedom Furniture Limited, Singleton Group Limited, Com Tech Communications Pty Limited, eSign Australia Limited and Mirvac Group Limited. Chairman of Australian Film Finance Corporation, and formerly a partner of Freehill Hollingdale and Page, Solicitors. (Age 41)

ROBERT MAGID, BSc, BA(Maths), MA(Econ)

Director of Ten Network Holdings Limited and The Ten Group Pty Limited since April 1998. Chairman and Managing Director of TMG Developments Pty Ltd. Director of Pier One Developments Pty Limited. (Age 58)

A JOHN PESCHAR

Director of Ten Network Holdings Limited since February 1998. Director of Telecasters North Queensland Pty Limited since 1992 and previously Chairman of NBN Television (Newcastle) and a Director of RTQ Rockhampton. (Age 72)

BRIAN M SHERMAN, B Comm, CTA, SIA(Aff)

Director of Ten Network Holdings Limited since February 1998 and of The Ten Group Pty Limited since March 1994. Executive Chairman and Joint Managing Director of the EquiLink Group. A Director of a number of investment companies listed on the American, Canadian and Australian stock exchanges, Chairman of Sonic Communications Pty Limited and Pulse International Pty Limited. Board Member of the Sydney Organising Committee for the Olympic Games (SOCOG). (Age 57)

PETER D VINER

Director of Ten Network Holdings Limited since April 1998 and of The Ten Group Pty Limited since July 1997. Served as Chief Executive Officer of The Ten Group Pty Limited from 1993 to 1997. Vice Chairman of CanWest Global Communications Group. (Age 54)

The Boards of Directors of Ten Holdings and TEN are committed to responsible corporate governance practices in accordance with community and shareholder expectations.

The principal operations of Ten Holdings are limited to the holding of a significant interest in TEN, which is the major operating entity within the Ten Holdings group of companies. Accordingly, the corporate governance practices have been structured having regard to these operations. The corporate governance practices adopted by Ten Holdings and TEN are as follows:

THE BOARD

Size and composition of the Board of Ten Holdings

Details of the current Directors of Ten Holdings are set out on pages 28 and 29.

Size and composition of the Board of TEN

Each of the Directors of Ten Holdings (other than Mr John Peschar) is also a Director of TEN. Additionally, the following persons are also Directors of TEN:

Leonard J Asper LLB, BA Director of TEN since December 1998. Appointed Deputy Chairman of TEN in March 2000. Appointed as President and Chief Executive of CanWest Global Communications Corp. in August 1999. He is a Director of a number of broadcasting companies associated with the CanWest Group. (Age 36)

John H McAlpine (Executive) Director of TEN since April 1998. Chief Executive Officer of TEN since July 1997. Previously General Manager Network Sales for TEN and a senior executive of the Ten Network since 1970. Chairman of the Federation of Australian Commercial Television Stations. (Age 51)

Thomas C Strike CA Director of TEN since July 2000. Director of a number of media and entertainment companies associated with CanWest; Chief Operating Officer of CanWest Global Communications Corp. (Age 46)

BOARD COMMITTEES

The Boards of Ten Holdings and TEN have each established an Audit Committee. The members of the Audit Committee of Ten Holdings are:

Paul V Gleeson (Chairman)

John B Studdy

Geoffrey H Levy

Barry G Sechos

The members of the Audit Committee of TEN include each of the members of the Audit Committee of Ten Holdings, together with Mr Thomas Strike.

The responsibilities of the Audit Committees include:

- reporting to the respective Boards on their activities;
- reviewing the effectiveness of management systems, in areas of greatest financial risk;
- recommending to the respective Boards on the appointment of the external auditor (which is subject to each Company's constitution) and on the auditor's remuneration;

- reviewing and assessing the auditor's report and the actions proposed by management in response;
- to be satisfied that the scope of the audit is adequate, especially in relation to areas where the Audit Committee believes special attention is necessary;
- reviewing the accounting policies and practices of each Company; and
- reviewing the half yearly and annual financial statements.

The Board of TEN, as the principal operating subsidiary, has established the following additional Committees:

(a) Executive Committee

The Executive Committee has five members, each of whom must be a TEN Director. The members are:

John B Studdy (Chairman)

John J Cowin

Laurence S Freedman

Thomas C Strike

Peter D Viner

The Executive Committee meets between the scheduled Board meetings of TEN. The Board has delegated extensive powers to the Executive Committee to facilitate the expeditious handling of matters which would otherwise be required to be dealt with by the Board.

(b) Remuneration Committee

The Remuneration Committee is comprised of five members, being:

John B Studdy (Chairman)

Laurence S Freedman

John H McAlpine

Thomas C Strike

Peter D Viner

The role of the Remuneration Committee is to:

- review the remuneration policy for TEN;
- approve the remuneration of the Chief Executive Officer and the executives reporting to the Chief Executive Officer;
- review proposals for incentive plans (including share and option issues) prior to submission to the Board of Directors for approval; and
- review human resources planning with particular emphasis on succession planning for senior group executive positions.

(c) Corporate Development Committee

The Corporate Development Committee is comprised of five members, being:

Leonard J Asper (Chairman)

John J Cowin

Laurence S Freedman

John H McAlpine

John B Studdy

The role of the Corporate Development Committee is to review opportunities in relation to the growth and expansion of the business and to make recommendations to the Board of the Company.

DIRECTORS' SHAREHOLDINGS

Details of Ten Holdings share interests held by Directors of Ten Holdings are set out on page 35.

NOMINATIONS

Board of Ten Holdings

Vacancies for the Board may be filled by Directors. Any person filling a casual vacancy or appointed as an additional Director, holds office until the next annual general meeting, where they must retire but are eligible for re-election. At each annual general meeting, one third of the Directors must retire but are eligible for re-election.

A person is only eligible for appointment as a Director at an annual general meeting where a nomination of a person by a member and a consent signed by the person are received at least 30 business days before the relevant general meeting.

Board of TEN

The Board is not allowed to nominate or recommend any person for election as a Director. However, any vacancy on the Board may be filled by appointment by the Board. The members of TEN at a general meeting (and thus the members of Ten Holdings under the see-through voting provisions) elect Directors to fill a casual vacancy and also vote on the re-election of any person who has been appointed by the Board to fill a casual vacancy.

A person is only eligible to be so appointed as a Director where both the nomination of the person by a member and a consent to nomination signed by the person, are received by TEN at least 28 business days before the relevant general meeting unless the person has been appointed by the Board to fill a casual vacancy.

Members of Ten Holdings may nominate a person to be a Director of TEN by delivering a form of nomination together with the consent of the person nominated, to Ten Holdings at least 30 business days before the relevant general meeting of TEN.

The nominations are exclusive of the rights of appointment conferred in each of the CanWest Director Appointment Deed and the Sherman/Freedman Director Appointment Deed, which restate provisions contained in TEN's Constitution.

INDEPENDENT PROFESSIONAL ADVICE

Each of the Boards of Ten Holdings and TEN retain advisers as considered necessary and has resolved that the Board Committees may retain advisers as necessary.

RISK MANAGEMENT

Each Company is committed to the identification and quantification of risk throughout its business units and controlled entities.

The Audit Committees are responsible for reviewing the effectiveness of management systems in areas of greatest financial risk and reporting to the respective Boards if they become aware of any matters that might have a significant impact on the financial condition or affairs of Ten Holdings, TEN or any of their subsidiaries.

GROUP POLICIES

TEN has developed policies in relation to equal employment opportunity and affirmative action, occupational health and safety, sexual harassment and trade practices.

Additionally, guidelines have been developed in relation to dealings by Directors and staff in shares of Ten Holdings.

COMPLIANCE WITH AUSTRALIAN STOCK EXCHANGE LISTING RULES

Ten Holdings, as a listed company, is required to comply with the Listing Rules of the Australian Stock Exchange. TEN has also undertaken to the Australian Stock Exchange that it will comply with certain Listing Rules, including to ensure that information is provided to Ten Holdings in respect of any continuous disclosure requirements.