

Independent News & Media PLC

Nomination and Corporate Governance Committee

Purpose

The Nomination and Corporate Governance Committee shall formulate the selection criteria for Board appointments, monitor developments in corporate governance and make appropriate recommendations to the Board.

Functions

The Committee shall:

- Evaluate the balance of skills, knowledge and experience on the Board before recommending an appointment.
- Consider candidates from a wide range of backgrounds.
- Regularly review the structure, size and composition of the Board and make recommendations with regard to any changes.
- Review annually the time required from a non-executive director.
- Make a statement in the Annual Report about its activities and the process used for appointments and explain if neither an external search consultancy nor open advertising has been used in the appointment of a Chairman or non-executive director.
- Ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment.
- Make recommendations to the Board with regard to the re-appointment of any non-executive director at the conclusion of their specified term of office,
 - concerning the re-election by shareholders of any director under the retirement by rotation provision.
 - concerning the appointment of any director to executive or other office other than to the positions of Chairman and Chief Executive.
- Review the Company's compliance with the Combined Code on Corporate Governance.
- Review annually the adequacy of the Company's corporate governance policies and practices, and recommend to the Board any changes considered appropriate.

- Review and advise on best practice developments in respect of corporate governance to ensure the Company's practices continue to be up to date.
- Review the Company's Corporate Governance Statement for inclusion in the Annual Report and Accounts.
- Address any other duties assigned to it by the Board.

Membership

- The Board shall appoint the members of the Committee and shall designate either the Chairman of the Board or an independent non-executive director as Chairman.
- Committee members shall serve for such period as the Board may in its discretion determine and until their successors are duly appointed.
- The Committee shall have a majority of independent non-executive directors.

Meetings and Procedures

The quorum necessary for the transaction of business shall be two. The Committee shall meet as often as the members determine but at least twice during each year. The members of the Committee shall establish such procedures for the calling and holding of meetings as they determine to be necessary and appropriate. The Committee shall give to the Board a report on its proceedings after each meeting.

The Committee shall, at least once a year, review its own performance and terms of reference and recommend any changes it considers necessary to the Board for approval.

The Committee is authorised to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.

The Committee is authorised to seek any information it requires from any employee of the Group to enable it carry out its duties.

Minutes of Meetings shall be maintained and shall be circulated, as appropriate, to all members of the Committee and to all members of the Board as appropriate.

The Company Secretary or his/her nominee shall act as Secretary to the Committee.