

PRIME TELEVISION LIMITED

Remuneration Committee Charter

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1. Role of the Remuneration Committee

Review and make recommendations to the Board in respect of the remuneration packages and employment conditions applicable to senior executives and executive directors.

Ensure Board approved policies and processes are in place and are applied.

2. Remuneration Committee Composition

The Remuneration Committee will comprise at least three directors consisting of a majority of non-executive directors. The Board will appoint one of these members as the Chairman of the Committee.

3. Removal or resignation

If a member of the committee retires, is removed or resigns from the Board, that member ceases to be a member of the committee. The Board will appoint the successor.

4. Attendance at meetings

The Committee may invite any executive management team member to attend a meeting of the Committee, as they consider appropriate.

The chief executive officer will be the principal liaison between executive management and the Committee on remuneration matters and will be invited to attend meetings when the Committee considers appropriate.

The Committee shall have the authority of the Board to obtain legal or other independent professional advice, and to secure the attendance at meetings of third parties with the relevant experience and expertise if it considers this necessary.

5. Meetings

The Committee will meet as frequently as required but not less than twice per year.

A quorum is present at a Committee meeting if at least two members entitled to vote on any resolution that may be moved at the meeting, are present.

The Chairman of the Committee will report to the Board as soon as practical after each meeting of the Committee, on all matters that should be brought to the attention of the Board and any recommendations requiring Board approval and / or action.

6. Duties and responsibilities

The duties and responsibilities of the Committee shall be:

- Develop and review remuneration policies and practises which mitigate key risks and ensure that senior executives are rewarded for performance and are provided with appropriate incentives to encourage enhanced performance;
- The recruitment, retention and termination polices and procedures for the senior executives;
- Within the agreed policy and with due regard to legal requirements, regulations and recommended best practise, determine the total individual remuneration package of each executive including bonuses, incentive payment and share option treatment;
- Review key executive appointments and executive succession planning; and
- In liaison with the Audit Committee develop a strategy for shareholder and regulator communication ensuring requirements relating to disclosure of remuneration are fulfilled, including disclosure in ASX filings and the annual report.

7. Review

The Committee will conduct an annual review of the Charter to ensure that the Charter continues to reflect the current processes and guidance utilised when assessing the appropriate remuneration of senior executives and executive directors. The Board will need to approve any amendments to the Charter that stem from the review.