

Village Roadshow Limited
Corporate Governance & Nomination Committee Charter
November 2015

ROLE AND PURPOSE

- The primary role and purpose of the Committee is to provide oversight on behalf of the VRL Board to ensure the Company and the VRL group of companies (“Group”) has appropriate governance structures and procedures in place and to monitor the composition of the Board of Directors in light of the Company’s future needs and to periodically make recommendations to the full Board.
- All members of the VRL Board have collective accountability for the corporate governance of the Company and the Group. This Charter does not detract from the principle that all Board members are equally responsible for the good governance of the Company and the Group.
- The Committee’s objectives include the review of the Company’s existing corporate governance framework and recommending any desired changes to:
 - Promote an environment within the Company and the Group where good governance continues to be part of the fabric and culture of the Group;
 - Promote consistency with the ASX Corporate Governance Council Principles where appropriate to the circumstances of the Company and to explain any departures from these ASX Principles;
 - Monitor and promote effective communication with shareholders and other stakeholders including the operation of the Company’s Continuous Disclosure Policy;
 - Monitor changes in the corporate and/or regulatory environment and to report to the Board on any changes to market expectations of the compositions of Boards of Directors;
 - Recommend to the VRL Board new nominees to the Board, taking into account the required skill set, industry expertise, diversity and relevant experience to complement existing Board members;
 - Guide periodic assessments of the Board’s overall performance through an appropriate evaluation process;
 - Ensure that shareholders’ rights are respected and protected;
 - Ensure the various policies, practices and procedures are consistent with the Company’s core values;
 - Review and report to the Board on appropriate protocols and processes for decision making by the Board, and ensuring the Board considers material investments, acquisitions or divestitures and in particular the practices and procedures for dealing with any real or perceived conflict of interest;
 - Ensure the appropriate delegation of authorities are in place to support sound decision making processes that complement the Company’s mission statement “To build a world-class portfolio of entertainment assets in order to generate sound returns, a sustainable competitive advantage and enduring value for all stakeholders.”; and
 - Provide a forum for the Company to consider and address as required any emerging governance trends or legislative changes in a timely manner.

STRUCTURE AND ORGANISATION

- The Committee shall be comprised of at least three Independent Directors.
- The Chair of the Committee must be:
 - appointed by the Board;
 - an Independent Director;

and shall not be the Chair or Co-Chair of the Board nor Chair of the Audit & Risk Committee.

Should the Chair of the Committee be absent from a meeting, the members of the Committee present must appoint a Chair for that particular meeting.

- The Committee shall regulate its agenda and meetings as it sees fit, meet at least twice per year, have access to VRL management (including the VRL Finance Director, Group Company Secretary and General Counsel).
- The Committee is entitled to seek external professional advice at the Company's expense, subject to the prior approval of one of the Co-Chairs of the Board, such approval not to be unreasonably withheld.

DUTIES AND RESPONSIBILITIES

The Committee is responsible for providing advice to the Board on the most appropriate corporate governance policies, and assisting the Board in its role of monitoring compliance with corporate governance policies, reviewing their adequacy and recommending changes or additions and dealing with any potential conflicts of interest. In performing these duties, the Committee will:

- Advise the Board on the Group's public reporting on Corporate Governance practices and issues.
- Evaluate and advise on the interaction and communication between the Board and management on Corporate Governance issues.
- Report to the Board on Board Structure including:
 - Monitoring the independence of directors and independence criteria;
 - Recommending the appropriate assessment methodology for the Board as a whole, and individual Board members in particular, including determining the desired skill sets for potential directors;
 - Carrying out all relevant appropriate checks of director candidates, such as character, experience, education, criminal record and bankruptcy history prior to any decision by the Board to appoint any person as a Director of the Company;
 - Considering possible conflicts of interest, reviewing ethical guidelines for directors;
 - Reviewing and setting guidelines for related person transactions and approving, ratifying, revising, or rejecting such transactions;
 - Reviewing appointments such as directorships in public companies offered to Directors or senior Company officers.

- Report to the Board on:
 - The charters of the Board and its Committees (Audit & Risk, Remuneration, Corporate Governance & Nomination, and Executive) and evaluating the Company's governance performance against their respective charters – the Committee will provide guidelines to the other Board Committees on how their corporate governance procedures and systems operate;
 - The charter and role of the Lead Independent Director;
 - The reporting channels through which the Board receives information, and the adequacy and timeliness of information received by the Board before meetings and on a periodic basis;
 - The Company's Employee Security Trading Policy and Key Management Personnel Hedging Policy;
 - Reviewing and approving the Company's Delegation of Authority arrangements, including principles to follow, material changes and material matters;
 - The need for new Board committees, determining the proposed functions and responsibilities of those committees.