

Remuneration Committee Charter

ROLE

- To review and recommend to the Board policies to be adopted by the Company in respect of employee remuneration and related employment practices; and
- To review and recommend to the Board the remuneration policy for the Company's senior divisional and corporate executives and for the Company's Executive Directors.

OPERATION OF THE COMMITTEE

- Review and recommend to the Board policies to be adopted by the Company in respect of Executive Director remuneration and related executive employment practices.
- Review and recommend to the Board policies to be adopted in respect of incentive remuneration for the Company's senior divisional and corporate executives and for the Company's Executive Directors.
- At the commencement of each year the Executive Directors will submit a business plan for the forthcoming year to the Remuneration Committee for review and adoption. This will be the basis of reviewing their performance at the end of the year.
- All Executive Directors and senior executives have the opportunity to participate in the Company's bonus scheme where specified criteria are set based on achievement of key executive performance and Company performance in relation to profitability, cash flow, share price growth and other performance indicators. The approach will be to include a bonus arrangement for achievement of goals and over achievement of goals. These will be weighted so that achievement of the more important goals receive greater rewards.
- On an annual basis the Committee will review the past performance of the Executive Directors based on the goals set at the start of the year and set an appropriate remuneration package for the ensuing year, or another appropriate period in required circumstances.
- The Executive Directors will perform the same steps with the Company's other senior divisional and corporate executives and submit their recommendations to the Committee for review.

The Committee also obtains independent advice from external consultants and utilises benchmarks from comparable organisations.

The compensation arrangements of the separately listed entity, Austereo Group Limited and, from February 2008, of Village Roadshow Entertainment Group (BVI) Limited, are determined by those entities' Remuneration Committees.

COMPOSITION OF THE COMMITTEE

The Committee shall comprise at least 3 Directors, the majority of whom shall be Independent. As required, any Director absents himself from any meeting of the Committee where his own remuneration is to be discussed.

The Committee shall invite senior management to meetings when requiring input on management performance and salary packages.

FREQUENCY OF MEETINGS

The Committee will meet at least twice per year.

The Committee's terms of reference provide for the review of remuneration of the Company's Executive Directors, including any equity participation by such Executive Directors. The Committee makes recommendations on the remuneration of the Company's senior divisional and corporate executives and of Executive Directors with the overall objective of motivating and appropriately rewarding performance. The recommendations are made in line with the Company's present circumstances and goals to ensure maximum shareholder benefits from the attraction and retention of a high quality Board and senior management team.

The Chairman, Deputy Chairman and Managing Director are responsible for determining the compensation arrangements for senior divisional and corporate executives using similar criteria. The Remuneration Committee is kept informed of any major amendments to remuneration arrangements for senior divisional and corporate executives.

The Company discloses all relevant remuneration details of its Directors and senior executives in accordance with the *Corporations Act*, ASX Recommendations and relevant Australian Accounting Standards.

The Company considers that the remuneration paid to Directors and senior executives is reasonable and fair having regard to comparable companies and the performance and responsibilities of each respective Director and senior executive. When there is a material or significant variation in the remuneration arrangements of the Company's Executive Directors, as appropriate, this is promptly disclosed to ASX under the Company's continuous disclosure policy.

The total cash remuneration of Independent Directors (being Directors' Fees not paid to anyone in an Executive capacity), is distinguished from that of Executive Directors and is approved in aggregate by shareholders in general meeting from time to time.

The Company does not have and never has had a retirement benefit scheme for Non-executive Directors, other than their individual statutory superannuation benefits which are included as part of their total Director's Fee remuneration.