



FAIRFAX MEDIA BOARD COMMITTEE CHARTER

SUSTAINABILITY & CORPORATE RESPONSIBILITY COMMITTEE

[Adopted 6 April 2011]

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1. Standing Rules for Fairfax Board Committees

The Standing Rules for Fairfax Board Committees apply to the Sustainability & Corporate Responsibility Committee except as expressly varied by this Charter.

2. Purpose

The primary purpose of the Fairfax Media Sustainability & Corporate Responsibility Committee is to advise and assist the Board in setting an overall direction for the Fairfax Group's commitment to building a sustainable future for the Group which includes operating its business sustainably (financially and otherwise), responsibly and ethically.

3. Objectives of the Committee

The Committee's objectives include:

1. providing strategic leadership to the Board and management in overseeing the development and implementation of a sustainability & corporate social responsibility (**CSR**) strategy and related policies;
2. fostering a workplace culture which values sustainable and socially responsible business practices;
3. identifying and monitoring current and emerging CSR trends, risks and opportunities and ensuring that the Board is kept up to date with market and investor expectations on CSR activities;
4. considering and endorsing proposals by management to enhance the Group's CSR profile, reputation and activities;
5. ensuring the Board, employees, the investment community and other stakeholders are kept properly informed of the Group's CSR initiatives and performance;
6. overseeing the Group's compliance with corporate governance and legal requirements in relation to CSR issues and related reporting;
7. ensuring that executives are remunerated having regard to performance metrics that recognises both tangible and intangible value creation

8. dealing with such matters as the Committee deems necessary to carry out the functions set out above including interaction with other Board Committees where appropriate; and
9. reviewing the adequacy of this Charter in light of emerging CSR trends and obligations and making recommendations to the Board for approval.

4. Membership

The Committee membership and Chairman will be as determined by the Board from time to time. The Committee will consist of at least three Directors, not more than one of whom will be an executive Director. Other Directors of the Board are entitled to attend the committee meetings and will receive a copy of the papers.

5. Support

In order to carry out its duties the Chair of the Committee is authorised (at the Company's expense) to:

1. engage such external advice;
2. obtain assistance and information from officers of the Group; and
3. engage such other support

as is reasonably required from time to time.