

DMGT

Remit of the Audit Committee Updated in November 2008

- (i) to consider any appointment of external auditors to Group companies, to review audit fees and to consider any questions of resignation or dismissal of auditors;
- (ii) to review all public financial statements of the Company and of the Group, including the half year and annual financial statements, before such statements are submitted to the Board;
- (iii) to discuss problems and reservations arising from the external audit, and any matters the auditor might wish to discuss in the absence of management where appropriate and to review the external auditor's management letters and the management's response thereto;
- (iv) to review any of the following documents which the Company wishes or is obliged to release:
 - Circulars to shareholders
 - Circulars to bondholders
 - Press announcements of the interim and annual results
- (v) to review the financial risks and internal financial controls of the Company, its subsidiaries and their respective pension schemes and to recommend any changes that it deemed necessary either to the subsidiaries concerned or, where appropriate, to the Risk Committee and to the Board.
- (vi) to monitor and review the resources and effectiveness of internal audit (including approval of the appointment and removal of the Group Internal Audit Manager); to agree the internal audit programme for the forthcoming year; to consider a summary of Group internal audit reports and such individual reports as the Committee sees fit and management's response to any recommendations; and to monitor the progress of any required actions;
- (vii) to consider other topics, as requested by the Board.

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Remit of the Risk Committee Established in December 2000

- (i) to consider and review the risks which the Committee believes are those most pertinent to the Group and those which the Group's subsidiaries consider are most pertinent to them;
- (ii) to consider the consequences of those risks;
- (iii) to consider and review the management of those risks;
- (iv) to recommend the implementation of changes to controls over risks, where the Committee considers it necessary, either to the subsidiaries concerned or, where appropriate, to the Board; and
- (v) to report to the Board on its deliberations in such a way as to enable the Board to give approval for the inclusion in the Company's Annual Report of a statement compliant with the requirements of the Combined Code; and to inform the Board of such matters as it may consider appropriate or as the Board may from time to time require.

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- 8.6. determine the policy for, and scope of, pension arrangements for each executive director and other senior executives;
- 8.7. ensure that contractual terms on termination, and any payments made, for each executive director and other senior executives are fair to the individual, and the company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
- 8.8. within the terms of the agreed policy and in consultation with the Chairman and the Chief Executive as appropriate, determine the total individual remuneration package of each executive director and other senior executives including bonuses, incentive payments and share options or other share awards;
- 8.9. in determining such packages and arrangements, give due regard to any relevant legal requirements, the provisions and recommendations in the Combined Code and the UK Listing Authority's Listing Rules and associated guidance;
- 8.10. review and note annually the remuneration trends across the company or group;
- 8.11. be responsible for overall Group remuneration policy and review such specific aspects thereof as the Committee should see fit or as the Chairman or Chief Executive should refer to it;
- 8.12. agree the policy for authorising claims for expenses from the Chief Executive and Chairman;
- 8.13. ensure that all provisions regarding disclosure of remuneration including pensions, as set out in the Directors' Remuneration Report Regulations 2002 and the Combined Code are fulfilled; and
- 8.14. be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the committee: and obtain reliable, up-to-date information about remuneration in other companies. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations.

9. Reporting Responsibilities

- 9.1. After each meeting, the Committee Chairman shall report formally to the Board on its proceedings on all matters within its duties and responsibilities by means of a summary of matters discussed by the Committee.
- 9.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3. The Committee shall produce an annual report of the company's remuneration policy and practices which will form part of the company's Annual Report and ensure each year that it is put to shareholders for approval at the AGM.

10. Other

- 10.1. The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

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11. Authority

- 11.1. The Committee is authorised by the Board to seek any information it requires from any employee of the company in order to perform its duties.
- 11.2. In connection with its duties the Committee is authorised by the Board to obtain, at the company's expense, any outside legal or other professional advice.

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Remit of the Remuneration Committee Revised in May 2009

References to "the Committee" shall mean the Remuneration Committee. References to "the Board" shall mean the Board of Directors.

1. Membership

- 1.1. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chairman of the Remuneration Committee. The Committee shall be made up of at least three members.
- 1.2. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive, the Finance Director, the Company Secretary and external advisers may be invited to attend for all or part of any meeting as and when appropriate.
- 1.3. Appointments to the Committee shall be for a period of up to three years, which may be extended for further three-year periods.
- 1.4. The Board shall appoint the Committee Chairman who shall be The Chairman of the Board. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

2. Secretary

- 2.1. The Finance Director or their nominee shall act as the Secretary of the Committee.

3. Quorum

- 3.1. The quorum necessary for the transaction of business shall be 2. A duly convened meeting shall require appropriate advance notice to all members and the agreement of the Chairman to proceed. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Meetings

- 4.1. The Committee shall meet at least twice a year at such times as the Chairman of the Committee shall require

5. Notice of Meetings

- 5.1. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members.
- 5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than 5 working days

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before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6. Minutes of Meetings

- 6.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to any members of the Board on request, unless a conflict of interest exists.

7. Annual General Meeting

- 7.1. The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

8. Duties, the committee shall:

- 8.1. determine and agree with the Board the framework or broad policy for the remuneration of the company's Chairman, Chief Executive, the executive directors, the company secretary, and such other members of the executive management as it is designated to consider, including all those whose total annual compensation package exceeds £500,000 [or \$750,000 in the US]. The remuneration of non-executive directors shall be a matter for the Chairman and the executive members of the Board to make a recommendation to the Board. No director or manager shall be involved in any decisions as to their own remuneration;
- 8.2. in determining such policy, take into account all factors which it deems necessary. The objective of such policy shall be to structure remuneration packages on an individual basis appropriate to the level of responsibility, but generally designed to retain and motivate the individual, and reward individual performance in the year, so as to achieve the long term success of the Company.
- 8.3. review the ongoing appropriateness and relevance of the remuneration policy. Remuneration Committee approval is required for any proposed changes to previously agreed compensation policy and structures;
- 8.4. approve the design of, and determine targets for, any performance related pay schemes operated by the company in respect of those individuals specified in para 8.1 and approve the total annual payments made under such schemes. Remuneration Committee approval is required for all remuneration schemes involving multi-year commitments;
- 8.5. review the design of all incentive plans involving shares in the Company for approval by the Board and shareholders. For any such plans, determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards to executive directors and other senior executives and the performance targets to be used. The Committee should ensure it reviews the plans of all quoted subsidiaries and that there is a DMGT representative on each quoted subsidiary;

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Remit of the Nominations Committee

- (i) to review regularly the structure, size and composition (including the skills, knowledge and experience) of the Board and to make recommendations to the Board with regard to any changes;
- (ii) to be responsible for identifying and nominating for the approval of the Board candidates to fill vacancies as and when they occurred;
- (iii) to review the performance of non-executive directors ahead of their reappointment at the conclusion of their specified terms of office and to make recommendations to the Board thereon;
- (iv) to keep under review succession plans for both executive and non-executive directors;
- (v) to review regularly the membership of the Committees of the Board and to make recommendations to the Board regarding changes thereto;

and to inform the Board of such matters as it might consider appropriate or as the Board might from time to time require.

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Remit of the Corporate Social Responsibility Sub-committee

This is a sub-committee of the DMGH Finance Committee.

The Committee shall have an overview of DMGT Group corporate social responsibility issues, with the object of developing and protecting the reputation of DMGT as an ethical and responsible corporate citizen and ensuring that the Company makes a positive social impact with its various stakeholders and the community at large. To this end its remit shall include the following specific matters:

1. To oversee the preparation of the Corporate Responsibility statement in the DMGT Annual Report and any separate Corporate Responsibility Reports and to report its recommendations to the DMGH Finance Committee.

Environment

2. To recommend a DMGT Group annual consolidated greenhouse gas ("GHG") emissions target/carbon reduction commitment (based on the proposed targets/reduction commitments of the individual divisions) including measures for calculating and reviewing the DMGT Group's carbon footprint and/or energy usage, to include the conduct of carbon/energy usage analysis, and the list of facilities to be subject to such analysis.
3. To report on and monitor carbon/energy usage abatement measures taken by DMGT Group divisions, either individually or collectively. (For the avoidance of doubt, the costs of any such abatement measures shall be borne by the division(s) concerned). The Committee may, if considered appropriate, make recommendations on related issues, such as carbon offsetting and carbon credit initiatives within the DMGT Group.
4. **Waste:** To monitor areas where significant waste occurs within the Group and develop/select the appropriate KPIs targeting a reduction in waste levels.
5. **Sustainability:** To monitor and report on the Companies' purchasing procedures in areas where sustainability is a major consideration (principally newsprint).
6. To monitor and review legislative, regulatory, governmental or similar developments (including proposals for participation in non-mandatory third party initiatives) relating to environmental issues in the UK, the EU and other jurisdictions where DMGT Group companies do business; to report any potential cost or reputational issues for the DMGT Group arising from such developments, and to recommend the DMGT Group's response.

Employees, Customers, Suppliers and Community

7. Our responsibility is to monitor and assist the spread of Best Practice across DMGT Group companies to achieve a fulfilled and engaged workforce and an honest, reliable and trusted relationship with our employees, suppliers and customers.

Employees

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To monitor and assist the spread of Best Practice across the DMGT Group on company employee matters and make recommendations in the areas of engagement, communication, Health and Safety, diversity, learning, development, training and careers.

Customers and Suppliers

To monitor and assist the spread of Best Practice across the DMGT Group companies and make recommendations to achieve an honest, reliable and trusted relationship with both our customers and suppliers.

Society

To encourage an exchange of ideas between Group companies to promote involvement of our companies/employees within the local and business communities where they operate, including the promotion of relevant and allied charitable activities supported by both our companies and our employees.

8. It shall be the responsibility of each nominated divisional representative to report back to his or her divisional CEO on all the relevant issues covered by the Committee's remit and, with the CEO's agreement, to assist in the initiation of processes to ensure compliance with any targets/reduction commitments and the introduction of Best Practices as endorsed/accepted by the Committee worth promoting across the DMGT Group.
9. It shall be the responsibility of the Chairman to report back to the DMGT CEO all relevant issues covered by the Committee's remit and to brief the CEO on any proposed processes to ensure compliance by the Group with any target reduction commitments and any suggestions/proposals for the introduction of Best Practice across the DMGT Group.
10. To consider and make recommendations to the DMGH Finance Committee on any related matters not specified above.
11. The timetable of Committee meetings shall be set by the Chairman of the Committee.
12. A Committee member is deemed to be present at a meeting if he or she is able (directly or by electronic communication) to speak to and be heard by all those present or deemed to be present simultaneously.
13. Minutes of each meeting shall be produced and circulated promptly to the DMGH Finance Committee.
14. The Chairman of the Committee shall report on the proceedings of the Committee at each meeting of the Board of Directors.