

News Corporation (the “Company”)
Compensation Committee of the Board of Directors
(updated June 2010)

Charter

I. Purpose and Authority

The Board of Directors (the “Board”) has established a Compensation Committee (the “Committee”) with the authority and responsibilities described below.

In fulfilling its responsibilities, the Committee shall have the sole authority to retain and terminate any compensation consultants, legal counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and terms of any consultants, counsel or other advisors that it retains. The Committee may delegate its authority to one or more members of the Board or officers of the Company, to the extent permitted by law, when it deems appropriate and in the best interests of the Company.

II. Composition and Meetings

The Committee shall consist entirely of directors who the Board determines are “independent” in accordance with The NASDAQ Stock Market rules. The members of the Committee shall be appointed and may be removed by the Board. The Committee shall meet as often as it deems is appropriate to carry out its responsibilities. A majority of the members of the Committee shall constitute a quorum. The Chairman of the Committee, in consultation with the other Committee members, shall set meeting agendas. The Committee shall report its actions and recommendations to the Board. The Committee will meet periodically in executive session without Company management present.

III. Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee shall have the following responsibilities:

- To review and approve goals and objectives relevant to the compensation of the chief executive officer, to evaluate the performance of the chief executive officer in light of these goals and objectives, and recommend to the Board the compensation of the chief executive officer based on this evaluation;
- To consider, authorize and oversee the Company’s incentive compensation plans and equity-based plans and recommend changes in such plans to the Board as needed, and the Committee shall exercise all the authority of the Board with respect to the administration of such plans, including the granting of awards under the Company’s incentive compensation plans and equity based plans;
- To review and approve compensation, benefits and terms of employment of senior executives who are members of the Company’s Office of the Chairman;
- To review the Company’s recruitment, retention, compensation, termination and severance policies for senior executives;

- To review and assist with the development of executive succession plans and to consult with the chief executive officer regarding the selection of senior executives;
- To review the compensation of non-executive directors for service on the Board and its committees and recommend changes in compensation to the Board;
- To review the Compensation Discussion & Analysis (CD&A) section of the annual proxy statement with management and, as applicable, recommend the CD&A to the Board of Directors for inclusion in the Company's proxy statement in accordance with applicable rules and regulations.
- To provide the Compensation Committee Report for inclusion in the Company's annual proxy statement in accordance with applicable rules and regulations.
- To evaluate the Committee's performance at least annually and report to the Board on such evaluation;
- To periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval; and
- To perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate.