

News Corporation (the “Company”)  
Nominating and Corporate Governance Committee (the “Committee”)  
*(updated August 3, 2010)*

## **Charter**

### **I. Purpose and Authority**

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

The Committee shall have the sole authority to retain and terminate any search firm assisting the Committee in identifying director candidates and to retain 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 advisors that it retains. The Committee may delegate its authority to subcommittees or the Chairman of the Committee 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.

### **III. Responsibilities**

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

- To review the qualifications of candidates for director suggested by Board members, stockholders, management and others in accordance with criteria recommended by the Committee and approved by the Board and the criteria set forth in the Company’s Statement of Corporate Governance;
- To consider the performance of incumbent directors in determining whether to nominate them for reelection;
- To recommend to the Board a slate of nominees for election or reelection to the Board at each annual meeting of stockholders;

- To recommend to the Board candidates to be elected to the Board as necessary to fill vacancies and newly created directorships;
- To make recommendations to the Board as to determinations of director independence;
- To recommend to the Board retirement policies for directors;
- To make recommendations to the Board concerning the function, composition and structure of the Board and its committees;
- To establish, together with all non-management directors, the frequency of executive sessions in which only non-management directors will participate and over which the Lead Director shall preside; provided, however, that if no Lead Director has been appointed, the Chairman of the Committee shall preside over such meetings;
- To recommend to the Board directors to serve as members of each committee;
- To develop and recommend to the Board a set of corporate governance principles and to review and recommend changes to those principles, including the Company's Statement of Corporate Governance, as necessary;
- To advise and make recommendations to the Board on corporate governance matters, to the extent these matters are not the responsibility of other Committees;
- To develop and recommend to the Board, in coordination with the Lead Director, an annual self-evaluation process for the Board;
- 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.