

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

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I. Purpose and Authority

The Board of Directors (the "Board") of News Corporation (the "Company") 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 one or more persons it deems appropriate and in the be

- D. To consider the performance, contributions and independence of incumbent directors in determining whether to nominate them for reelection;
- E. To recommend to the Board a slate of nominees for election or reelection to the Board at each annual meeting of stockholders;
- F. To recommend to the Board candidates to be elected to the Board as necessary to fill vacancies and newly created directorships;
- G. To make recommendations to the Board as to determinations of director independence;
- H. To recommend to the Board retirement and term policies, if any, for directors;
- I. To make recommendations to the Board concerning the function, composition and structure of the Board and its committees;
- J. To at least annually review the Board's leadership structure and recommend changes to the Board, as appropriate, and to make a recommendation to the independent directors regarding the appointment of the Lead Director (if the Board has a chair who is not independent);
- K. To establish, together with all non-executive directors, the frequency of executive sessions in which only non-executive and, if non-executive directors include directors who are not independent,

- S. To assist the Board, as necessary, in reviewing and assessing the Company's risks, opportunities, strategies and policies related to environmental, social and governance matters relevant to the Company's business, to the extent not the responsibility of other committees;
- T. To review periodically the Company's policies and practices regarding political contributions;
- U. To evaluate the Committee's performance at least annually and report to the Board on such evaluation;
- V. To periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval; and
- W. 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.