

TERMS OF REFERENCE FOR THE NOMINATIONS COMMITTEE

These terms of reference for the Nominations Committee have been adopted by the Board of Directors (the "Board") of Guardian Media Group plc (the "Company"). The Nominations Committee (the "Committee") shall review and reassess these terms of reference annually and recommend any proposed changes to the Board for approval.

Purpose

The Committee shall identify individuals qualified to become Board members.

Duties and Responsibilities

In furtherance of this purpose, the Committee shall have the following duties and responsibilities:

1. To lead the search for individuals qualified to become Board members to the extent necessary to fill vacancies on the Board or as otherwise desired by the Board. The Committee shall recommend that the Board select director nominees based on criteria developed by the Committee including the individual's personal and professional integrity, mature judgment, career history and specialization, relevant technical skills, ability to allocate sufficient time to director duties, and the diversity and present needs of the Board. The Committee will consider both internal and external candidates. The Committee shall periodically assess minimum qualifications for director nominees and develop a process for evaluating director nominees of the Company.
2. To conduct all necessary and appropriate inquiries into the background and qualifications of each possible director nominee. The Committee, acting by majority vote, shall have sole authority to retain and terminate any search firm employed to identify director nominees, including sole authority to approve the search firm's fees and any other retention terms. The Committee, acting by majority vote, shall also have sole authority to obtain advice and assistance from internal or external legal, accounting, or other advisors.
3. To agree the terms of service of independent directors on appointment and renewal.
4. To review the induction programme for directors joining the Board.
5. To make recommendations to the Board regarding succession plans of the Company's Chief Executive.
6. To delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

Biennial Performance Evaluation

The Committee shall conduct a biennial self-performance evaluation, including an evaluation of its compliance with these terms of reference. The Committee shall report on its biennial self-performance evaluation to the Board and recommend to the Board any improvements to these terms of reference it deems necessary.

Membership and Independence Requirements

The Committee shall consist of no fewer than two (2) independent directors, as determined by the Board. Each Committee member shall meet the applicable independence requirements set out in The Combined Code. The Committee shall meet any requirements set forth in applicable laws, rules and regulations, subject to any applicable exceptions, exemptions or phase-in periods.

Committee members shall be appointed by the Board, and may be removed, with or without cause, by a majority vote of the Board.

The Committee shall include a Committee chairman. The Committee chairman shall be appointed by a majority vote of the Board. The Committee chairman shall be entitled to chair all regular sessions of the Committee and add topics to the agenda. In the event of a tied vote, if less than the entire Committee has voted on such matter, then such matter shall be voted on by the entire Committee. If a tie persists after the entire Committee has voted on the matter, then such matter shall be voted on by the independent members of the Board of Directors, with independence being determined in accordance with The Combined Code.

All independent directors and the Chair of the Scott Trust, shall normally attend meetings. Executive directors shall attend by invitation.

The company secretary, or the Committee's nominee shall be the secretary of the Committee.

Meetings

The Committee shall meet, in person, at least once a year, or more frequently as circumstances dictate, and all Committee members shall strive to be present at all Committee meetings. The Committee meetings shall follow a set agenda established by the Committee. The Committee shall also meet separately at least once a year with the Chief Executive.

The Committee chairman may call a Committee meeting upon due notice of each other Committee member at least forty-eight (48) hours prior to the meeting. Two Committee members, acting in person or by proxy, shall constitute a quorum.

The Committee may invite to, or exclude from, its meetings any individual it deems appropriate in order to carry out its responsibilities.

Reporting Procedures

The secretary shall prepare and circulate the minutes of the meetings of the Committee to all members of the Committee and maintain a minute book containing minutes of meetings signed by the Chairman of the meeting.

The Committee shall report its actions and recommendations to the Board after each Committee meeting.

Transparency

The terms of reference of the Committee will be published on the Company web-site gmgplc.co.uk and made available on request, from the company secretary.

The Committee will make a statement in the annual report about its activities, the process used for appointments and explain if external advice or open advertising has not been used. The statement will include details on the membership of the Committee meetings and attendance over the course of the year.

Approved by the Board – June 2008