Risk Management Policy

Nine Entertainment Co. Holdings Limited

ACN 122 203 892

NINE RISK MANAGEMENT POLICY

Purpose

The objective of the Nine's Risk Management Policy ("Policy") is to ensure the implementation of an effective risk management framework that is consistent with Nine achieving its strategic and operating objectives.

This Policy has been developed in line with accepted standards and guidelines for managing risk. Specifically, this document is based on the principles outlined in international standard ISO31000:2009 Risk management – Principles and guidelines, and also the ASX Corporate Governance Guidelines.

The principle underpinning Nine's approach is that risk management is an integral part of the management function in the organisation and, as such, is the clear responsibility of management. Line managers have the responsibility to evaluate their risk environment, to put in place appropriate controls and to monitor the effectiveness of these controls. This process is supplemented with a review of key enterprise risks by the Leadership Team and Board of Directors.

Nine is committed to ensuring that effective risk management remains central to all its activities and is a core management competency.

Scope

This Policy applies to Nine Entertainment Co Holdings Limited and all its subsidiaries. References in this Policy to "Nine" should be read as a reference to those entities jointly and severally. This Policy forms a key part of Nine's governance framework and applies to all officeholders, employees, contractors and volunteers.

Risk Governance

The table below sets out the various groups of stakeholders within Nine, and their responsibilities in relation to the proper management of risk across the organisation.

Role	Responsibilities
Board	Nine's Board of Directors provides oversight and review of the organisation's risk management framework. This includes: ● Reviewing the key risks faced by the business that have the potential to have a material impact on it; ● Approving Nine's risk framework and risk appetite, reviewing this at least annually to ensure ongoing alignment with strategic objectives; and ● Taking prudent and reasonable steps to ensure that appropriate internal control and monitoring systems are in place, and in particular agreeing key risk indicators for Management to identify and escalate risk issues.

Role	Responsibilities
Audit & Risk Committee (ARC)	The Nine Board has established an Audit & Risk Committee that oversees risk management activities and advises the Board in relation to the discharge of its responsibilities for oversight of risk management. The ARC Charter is publicly available and includes:: ● Overseeing the development, implementation and maintenance of Nine's risk management and internal control framework, and reviewing its effectiveness on an ongoing basis; ● Making recommendations to the Board in relation to changes to the Risk Appetite set by the Board; and ● Overseeing the organisation's Assurance Program, ensuring that business activities and operations are subject to appropriate levels of review.
Group Leadership Team	Nine's GLT have collective and individual accountability for the management of all strategic and operational risks as the Executive Risk Owners at Nine. They are accountable for ensuring risks are owned and managed by the business in accordance with Nine's risk management framework and Nine's organisational values. The GLT is also responsible for driving a positive culture of risk management.
Group Risk & Assurance	Led by Nine's Director of Risk, the Group Risk & Assurance function is responsible for providing specialist risk leadership for the organisation. In particular, the Group Risk & Assurance function is responsible for: ● Facilitating, coordinating and advising on the risk management process to help Divisions and Business Units manage their risk environment in a manner that is consistent across Nine; ● Managing an assurance program to provide independent review of key risk and control domains, and report regularly to the ARC; and ● Advising GLT in relation to appropriate risk practices to ensure Nine continues to prudently manage its key risks.
Employees and Contractors	All employees, contingent workers and contractors are responsible for adhering to processes and procedures which are designed to manage risks associated with the work they perform. Personnel must keep up to date with all training, and act in accordance with this Policy and Nine's Values at all times. They are also required to alert management to any risk incidents or potential risk incidents that they become aware of in the course of their work. Employees should also discuss with their management any potential gaps in, or improvements to, the control framework that they identify. For Line Managers, they will have the added responsibility of ensure staff in their business units comply with the risk management policy and foster a culture where risks can be identified and escalate

Risk Management Process

Risk Profile

Nine seeks to manage its risk profile carefully. The achievement of Nine's strategies and fulfilment of commitments to stakeholders could be seriously impacted if risks are not effectively managed, leading to impaired operations, significant financial losses and/or damage to Nine's reputation.

Nine's risk management framework has been designed to identify risks that are material to the Nine group by evaluating risk from both an enterprise and business perspective. This framework has been implemented to meet the ASX Corporate Governance Principles and Recommendations, and to be consistent with the accepted international standard (ISO31000:2009 Risk management – Principles and guidelines).

This Policy is an important part of that framework and requires that, under Nine's risk framework, the following important steps are taken.

- *Identifying* and *analysing* the key strategic and operational risks facing Nine.
- *Evaluating* those risks to assess whether they are acceptable or not unacceptable.
- *Implementing* appropriately designed control systems to manage these risks in a way which is consistent with Nine's Risk Appetite.
- *Treating* risks by balancing the potential benefits against cost and effort, including identifying actions to reduce the probability or consequences of an event and formulation of contingency plans.
- *Documenting* these processes, with summary tables (risk registers) the main forms of documentation, supplemented by risk manuals or related documents as appropriate.
- *Ongoing Engagement* through monitoring, communication and review.

Policy Management

This Policy is administered by the Group Risk and Assurance function.

This Policy is reviewed annually at the same time that Nine's Risk Profile is reviewed. Reviews may occur more frequently if there is a major change to Nine's risk management framework, Nine's business activities or operations, or the environment in which Nine operates . Changes to this Policy must be approved by the Audit Risk & Compliance Committee.

This Policy is published on the Nine's Internet site and Intranet.