

Telecom Board Charter

December 2011



Introduction

This charter and the board committees' charters and policies set out the governance requirements for the Telecom Board. These include the roles and responsibilities, procedures, members' powers and reference to applicable legislation.

Purpose

Governance at Telecom

The Board has statutory responsibility for the affairs and activities of the Company, which in practice is achieved through delegation to the Chief Executive Officer and others (including subsidiary company boards) who are charged with the day-to-day leadership and management of the Company. The Chief Executive Officer also has a special responsibility to manage and oversee the interfaces between the Company and the public and to act as the principal representative of the Company.

The Board has also adopted the following governance objectives.

1. To lay solid foundations for management and oversight.
2. To structure itself to add value.
3. To promote ethical and responsible decision-making.
4. To safeguard the integrity of its financial reporting.
5. To make timely and balanced disclosure.
6. To respect the rights of its shareholders.
7. To recognise and manage risk.
8. To remunerate fairly and responsibly.
9. To promote a corporate culture which embraces diversity.

The Role of the Board

The Board has the responsibility to work to protect and enhance the value of the assets of the Company in the interests of the Company and its shareholders.

Composition

Board Composition

The Constitution requires that the Board comprise between five and twelve members. In addition to the constitutional requirements, the Board has agreed that a majority of Directors must meet the independence requirements described below. The Board has also agreed that the Chairperson shall be independent. The Constitution requires that at least half of the Board be New Zealand citizens.

Rotation

All Directors appointed by way of casual vacancy are required by the Company's Constitution to be elected by the shareholders at the first annual meeting after their appointment. At least one third of all Directors, or, if their number is not a multiple of three, then the number nearest to one third, shall retire from office at the annual meeting each year, but shall be eligible for re-election at that meeting. In each year the Directors who retire are those who have been longest in office since their last election. Certain directors shall be exempt from the obligation to retire in accordance with Rule 3.3.12 of the NZX Listing Rules. There is no maximum term for which a person can remain a Director. The Chief Executive Officer is the only executive Director.

Independence

In order for a Director to be considered independent:

- The Director must not serve on the Board for a period which could reasonably be perceived to interfere with the Director's ability to act in the best interests of the Company; and
- The Board must affirmatively determine that the Director does not have a material relationship (other than solely as a consequence of being a Director); and disclose the basis for this determination in the annual report.

The Board will review any determination it makes as to a Director's independence on becoming aware of any information that indicates that the Director may have a material relationship with Telecom. The Board will disclose which directors are independent in the Telecom annual report and the basis for these determinations.

In this Charter:

- In determining whether a "material relationship" exists the Board will consider the following:
 - A direct (including acting as an executive director) or indirect interest or relationship that could reasonably influence or be perceived to influence in a material way, the Director's decisions in relation to Telecom.
 - A situation occurring in the past three years whereby the Director or the Director's immediate family member:
 - Is or was an employee (or in the case of the family member an executive officer) of Telecom;
 - Receives or received more than the equivalent of US\$120,000¹ direct compensation during any 12 month period from Telecom or a company within the Telecom Group (other than Directors' fees, Committee members fees' or retirement payments);
 - Is a current partner of a firm that is Telecom's internal or external auditor; is a current employee of such a firm (and in the family member's case that person participates in the firm's audit, assurance or tax compliance (but not tax planning) practice); or was, but is no longer, a partner or employee of such a firm and personally worked on Telecom's audit within that time;
 - Is or was employed as an executive officer by a company which has a remuneration committee on which a Telecom executive officer sits; or
 - Is or was employed by, or in the family member's case that person is or was employed as an executive officer of, another company that makes payments to or receives payments from Telecom, that, in any financial year exceed the greater of 2% of that other company's consolidated gross revenue or the equivalent of US\$1m.²
- A relationship as a principal of a material professional adviser, a material consultant to the Company or Group or an employee materially associated with the service provided, or employed in an executive capacity by the Company or Group held at any time within the past three years.

¹ The New York Stock Exchange Rules specify that a director is not independent if, during any 12 month period, they (or an immediate family member) receive compensation in excess of US\$120,000 (or its equivalent).

² The New York Stock Exchange Rules specify that a director is not independent if, in any of the last three financial years, the payments received exceed the greater of US\$1 million or 2% of such other company's consolidated gross revenues.

- A relationship as a material customer or supplier of Telecom (including as a Director or Officer or employee of the customer or supplier) or an associated person or affiliate thereof or a party to a material contract with Telecom.
- A relationship as a substantial security holder of Telecom or an associated person of that substantial security holder (other than solely as a consequence of being a Director of Telecom).
- A relationship (other than in his or her capacity as a Director of Telecom) with Telecom or a substantial security holder of Telecom; or between an associated person of the Director and Telecom or a substantial security holder and by virtue of which the Director or any associated person of the Director has derived or is likely to derive, in Telecom's current financial year, 10% or more of his, her or its annual revenue during such financial year.

For the purposes of the definition of material relationship:

- "associated person" means a person who, as a result of an arrangement or relationship existing between the person and another person, could be influenced in making a power or exercising a decision by the other person, and is further defined by the New Zealand Exchange Listing Rules.
- "direct compensation" means remuneration other than director and committee fees, pension payments or other forms of deferred compensation for prior service (provided such compensation is not contingent upon continued service).
- "executive officer" means any member of an executive team including the Chief Executive Officer, Chief Financial Officer and the Chief Executive Officer's direct reports.
- "immediate family member" means the Director's spouse, de-facto partner, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than employees) who shares the Director's home except where the Board determines it appropriate that such person should not be regarded as an immediate family member.
- "indirect relationship" includes relationships as supplier, partner, customer, shareholder, or an officer of an organisation that has a relationship with Telecom.
- "material" is to be considered having regard to the materiality to Telecom, the Director and the person or organisation with which the Director is related (eg. the customer, supplier or adviser).
- "relationship" is to be interpreted broadly and includes indirect relationships

and direct relationships such as employment and other contractual relationships.

- “substantial security holder” is a person who has a relevant interest in 5% or more of the voting securities of the Company.

The Chairperson's other commitments must not be such that they are likely to hinder his or her effective performance in the role.

Nomination

The Nominations and Corporate Governance Committee recommends to the Board candidates to be appointed to act as a Director. To be eligible for selection candidates must demonstrate appropriate qualities and experience. All Directors must meet the certification requirements established by any stock exchange on which the Company is listed.

The nomination of new Directors to be appointed by way of casual vacancy is considered by all Directors and Directors have the opportunity to meet with potential new Directors prior to their appointment. Directors are selected based on a range of factors including the perceived needs of the Board at the time. These factors include the independence, qualifications and experience of candidates.

Induction

The Board seeks to ensure that new Directors are appropriately introduced to management and the business, that all Directors are acquainted with relevant industry knowledge and economics and that Directors receive a copy of this Charter, the Charters of all Committees, recent Board and Committee papers, recent Board minutes and relevant Company policies.

Continuous Education

It is expected that all Directors continuously educate themselves to ensure that they may appropriately and effectively perform their duties.

In addition, visits to specific Company operations when appropriate and briefings from key executives and industry experts will be arranged. From time-to-time the Board also undertakes educational trips to receive briefings from companies in

relevant industries.

Role of Company Secretary

The Company Secretary, who is appointed by the Board as a whole, is accountable to the Board, via the Chairperson, on all governance matters. The Company Secretary plays a significant role in monitoring compliance with Board policy and procedures, and with ensuring timely completion and despatch of the Board agenda and briefing material. All Directors have access to the Company Secretary.

Composition and Role of Committees

Committees established by the Board review and analyse policies and strategies, usually developed by management, which are within their terms of reference. They examine proposals and where appropriate make recommendations to the full Board. Committees do not take action or make decisions on behalf of the Board unless specifically mandated by prior Board authority to do so.

The current Committees of the Board are the Audit and Risk Management Committee, the Human Resources and Compensation Committee and the Nominations and Corporate Governance Committee. An individual charter exists for each Committee which will be annually reviewed by the Board. From time-to-time the Board may create ad hoc or other committees to examine or have the delegated authority to deal with specific issues on behalf of the Board.

Committee Chairpersons and members are appointed by the Board.

The Board reviews annually the performance of each Committee, to ensure that each Committee is operating consistently with its Charter.

Procedure

Board Materials and Presentations

The Chairperson of the Board meets with the Chief Executive Officer prior to each Board meeting to discuss the agenda for the forthcoming Board Meeting. Each

Committee or Director is able to suggest agenda items.

To enable appropriate review of Board materials, it is recommended that Directors receive materials approximately seven days in advance of meetings for items to be acted upon, except in the case of special meetings for which the time period may be shorter due to the urgency of the matter to be considered. Guidelines are in place concerning the content, presentation and delivery of papers to Directors for each meeting. Presentations on specific subjects at Board meetings seek to summarise the material sent to Directors so that discussion is focused on the issues requiring Board determination.

The Board normally meets at least eight times a year. To the extent practicable, Telecom will hold at least one Board meeting per year in Australia.

The Board encourages the Chief Executive Officer to bring employees to Board meetings who can provide additional insight into the items being discussed because of personal involvement in those matters, including employees whose future potential the Chief Executive Officer believes should be given exposure to the Board. All Directors have access to employees to discuss issues or obtain further information on specific areas, as they think appropriate.

The Board of Directors meets regularly on an “in camera” basis without management present.

Relationship between the Chairperson and the Chief Executive Officer

The Board supports the concept of the separation of the role of Chairperson from that of the Chief Executive Officer. The Chairperson’s role is to manage the Board effectively, to provide leadership to the Board, and to interface with the Company’s Chief Executive Officer.

Remuneration of Directors

The Directors’ remuneration is paid in the form of Directors’ fees. Additional fees are paid to the Chairperson of the Board and each Committee to reflect the additional responsibilities of these positions. The Board may determine that additional

allowances (subject to a maximum of NZ\$100,000)³ be paid to a Director, as appropriate, to reflect additional services provided to the Company by that Director. The total fees available to be paid to Directors are subject to shareholder approval. Directors are also provided with a range of information technology and communication benefits at no cost which include telephone line rental, mobile phone, national and international phone calls, on-line services and the use of computer equipment.

In the case of a Director appointed prior to 1 May 2004 who has served a minimum of three years, an amount will be paid to them on retirement (or death) calculated as follows:

$$A/9 \times B$$

where:

A = number of years served as a non-executive director.

B = sum of fees earned as a non-executive director in the three highest paid years as a non-executive director.

As at 30 June 2007 retirement allowances were frozen and the amount accrued at that date will be payable on the eventual retirement of the Director.

Reimbursement of Directors' Expenses

In summary, the Company meets the cost of:

- all Directors' travel directly associated with attendance at Board and Committee meetings, Board trips and Board business;
- any costs associated with a Director's attendance at functions where the Director is representing the Company;
- any travel costs directly associated with a Director's spouse's/partner's attendance at functions where their attendance is considered appropriate; and
- any costs directly associated with the Director's performance of his or her role.

All Directors' expenses are approved by the Chairperson. The Chairperson's expenses are approved by the Chairperson of the Audit and Risk Management Committee.

³The New York Stock Exchange Rules specify that a director is not independent if, during any 12 month period, they (or an immediate family member) receive compensation in excess of US\$120,000 (or its equivalent).

Remuneration of Chief Executive Officer

The Chief Executive Officer's remuneration is paid in the form of a salary and the Chief Executive Officer is also entitled to participate in various Telecom incentive schemes, subject to any necessary shareholder approval requirements.

Conflicts of Interest

In consideration of the diverse business activities of the Company, Directors minimise the possibility of conflict of interest in their involvement with Telecom by restricting their involvement in businesses that could lead to a conflict of interest. Where conflicts of interest do exist then Directors excuse themselves from discussions in respect of those interests and, in accordance with the listing rules of the stock exchanges on which the Company is listed, do not exercise their right to vote in respect of such matters.

Trading in Telecom Shares

All non-executive Directors are encouraged to hold Telecom shares.

Directors are subject to limitations on their ability to deal in Telecom securities by Telecom's Insider Trading Policy and Guidelines and the New Zealand Securities Market Act 1988 and the Australian Corporations Act 2001. These limitations include the requirement that Directors may not deal in Telecom securities or the securities of another issuer while in possession of inside information about that entity.

As a matter of policy, Telecom also requires that prior to dealing in Telecom securities consent must be obtained from the Chairperson and that trading may only occur within the periods specified in Telecom's Insider Trading Policy and Guidelines.

All changes in the shareholdings of Directors are required to be reported to the Board and the stock exchanges on which the Company is listed.

Responsibilities and Duties

Policy and Corporate Strategy

The Board is responsible for the approval of appropriate corporate strategies with particular regard to portfolio composition and return expectations, including the

approval of transactions relating to acquisitions and divestments, capital expenditure above delegated authority limits, dividend policy and the review of performance against strategic objectives. The Board also approves and monitors the Company's financial and other reporting.

Every year, the Board reviews and approves the corporate plan for the forthcoming year and the capital expenditure and operating budget for the Company for the forthcoming year.

The Board is also engaged actively and continuously in strategic planning and the ongoing assessment of business opportunities and risks and is also responsible for the oversight of the Company's control and accountability systems.

The Board annually receives a certification from the Chief Executive Officer and Chief Financial Officer that:

- the Company's financial reports represent a true and fair view in all material respects of the Company's financial condition and operational results and are in accordance with relevant accounting standards; and
- the certification has been made based on a sound system of risk management and internal compliance and control which implements policies adopted by the Board and that the internal compliance and control system is operating efficiently and effectively in all material respects.

The Board is also responsible for the regular review of:

- the Market Disclosure Policy;
- the Treasury Management Policy;
- the Insider Trading Policy;
- the Governance Policy; and
- the Diversity Policy.

The Board is responsible for appointing and removing the Chief Executive Officer and for ratifying the appointment and removal of the Chief Financial Officer and Group General Counsel.

Evaluation of the Chief Executive Officer and Management Succession Planning

The Human Resources and Compensation Committee evaluates the performance of the Chief Executive Officer and oversees the Chief Executive Officer's evaluation of his or her direct reports. It also recommends the annual remuneration of the Chief Executive Officer to the Board for approval and approves the remuneration of the Chief Executive Officer's direct reports. The evaluation is based on criteria set by the Committee which include the performance of the business, the accomplishment of long-term strategic objectives and other non-quantitative objectives agreed at the beginning of each year. The Human Resources and Compensation Committee meets with the Board and the Chairperson to discuss the Chief Executive Officer's performance and remuneration. The Chairperson then meets with the Chief Executive Officer to discuss the Chief Executive Officer's performance and to provide counsel to the Chief Executive Officer.

The Chief Executive Officer reports annually to the Board regarding management and Chief Executive Officer succession planning and management development. In the event of an emergency or the retirement of the Chief Executive Officer the Human Resources and Compensation Committee will recommend suitable candidates to the Board for appointment to the position of Chief Executive Officer.

Powers/Authority

Delegation of Authority to the Chief Executive Officer

The formulation and implementation of policies and reporting procedures for management, other than as referred to above, has been delegated to the Chief Executive Officer and certain subsidiary companies as formal delegation terms. The Board's delegation of the conduct of the day-to-day affairs of the Company to the Chief Executive Officer and certain subsidiary companies is made within these terms. The Board monitors those delegations as part of the formal business of each Board meeting. The Chief Executive Officer and the Boards of some subsidiary companies in turn implement a Delegation of Authority Policy which sets limits on certain decision making and achieves individual accountability.

Independent Advice

A Committee or individual Director may retain and consult with external advisers (including legal) at the Company's expense where the Committee or individual deems it necessary to carry out its, his or her functions, with the approval of the Chairperson of the Board.

Non-executive Directors are not employees of Telecom. Non-executive Directors are entitled to rely on Telecom executives, in relation to matters within their responsibility and area of expertise and may assume the accuracy of information provided by such persons, so long as the Director is not aware of any reasonable grounds upon which such reliance or assumption may be inappropriate.

The Board may rely upon information provided by Board Committees and their members in relation to matters within that Board Committee's delegated responsibility, provided that it has evaluated the information and is not aware of any reasonable basis upon which to question its accuracy.

Accountability

Evaluation of Board performance

The Chairperson meets regularly with Directors to discuss individual performance of the Directors. The Human Resources and Compensation Committee reviews the remuneration of Directors based on criteria developed by that Committee. The Board reviews its performance as a whole on an annual basis.

General

This Board Charter has been approved by the Board and is reviewed annually by the Board.