NEWS CORP
Form DEF 14A
September 24, 2018
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement
o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
Definitive Proxy Statement
o Definitive Additional Materials
o Soliciting Material under §240.14a-12

NEWS CORPORATION
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.
o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Notice of Annual Meeting of Stockholders

Date and Time

November 6, 2018, 10:00 a.m. (Eastern Standard Time)

Place

The Paley Center for Media
25 West 52nd Street
New York, New York 10019

Record Date

September 7, 2018

YOUR VOTE IS IMPORTANT

Even if you plan to attend the Annual Meeting in person, we encourage you to vote in advance by:

visiting ***www.proxyvote.com*** (Common Stock) or ***www.investorvote.com.au*** (CDIs)

mailing your signed proxy card or voting instruction form

calling toll-free from the United States, U.S. territories and Canada to 1-800-690-6903 (Common Stock only)

Items to be Voted

elect the 11 Directors identified in the attached proxy statement to the Board of Directors (the Board) of News Corporation (the Company);
ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2019;
consider an advisory vote to approve executive compensation; and
consider any other business properly brought before the Annual Meeting and any adjournment or postponement thereof.

Eligibility to Vote

While all of the Company s stockholders and all holders of CHESS Depositary Interests (CDIs) exchangeable for shares of the Company s common stock are invited to attend the Annual Meeting, only stockholders of record of the Company s Class B Common Stock and holders of CDIs exchangeable for shares of the Company s Class B Common Stock at the close of business on September 7, 2018, the Record Date, are entitled to notice of, and to vote on the matters to be presented at, the Annual Meeting and any adjournment or postponement thereof. Holders of the Company s Class A Common Stock and holders of CDIs exchangeable for shares of the Company s Class A Common Stock are not entitled to vote on the matters to be presented at the Annual Meeting or any adjournment or postponement thereof.

By Order of the Board of Directors,

Michael L. Bunder
Corporate Secretary

September 24, 2018

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be Held on November 6, 2018
The proxy statement and annual report for the fiscal year ended June 30, 2018 are available at ***www.proxyvote.com.***

We are making the Notice of Internet Availability of Proxy Materials (the Notice of Internet Availability), proxy statement and the form of proxy first available on or about September 24, 2018.

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The Company maintains a 52-53 week fiscal year ending on the Sunday nearest to June 30 in each year. Fiscal 2019, fiscal 2018, fiscal 2017 and fiscal 2016 will include or included 52, 52, 52 and 53 weeks, respectively. Unless otherwise noted, all references to the fiscal years ended June 30, 2019, June 30, 2018, June 30, 2017 and June 30, 2016 relate to the fiscal years ended June 30, 2019, July 1, 2018, July 2, 2017 and July 3, 2016, respectively. For convenience purposes, the Company continues to date its financial statements as of June 30.

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PROXY SUMMARY

We provide below highlights of certain information contained elsewhere in this proxy statement. This summary does not contain all of the information you should consider before you decide how to vote. You should read the entire proxy statement carefully before voting.

2018 Annual Meeting of Stockholders

Date and Time:	November 6, 2018 at 10:00 a.m. (Eastern Standard Time)
Place:	The Paley Center for Media 25 West 52nd Street New York, New York 10019
Record Date:	September 7, 2018
Voting:	Holders of Class B Common Stock are entitled to vote by Internet at ***www.proxyvote.com;*** by telephone at 1-800-690-6903; by completing and returning their proxy card or voting instruction form; or in person at the Annual Meeting Holders of Class B CDIs are entitled to vote by Internet at ***www.investorvote.com.au;*** or by completing and returning their voting instruction form

Voting Matters

	Page Number	Voting Standard	Board Vote Recommendation
Proposal No. 1: Election of 11 Directors	5	Majority of votes cast	FOR each Director nominee
Proposal No. 2: Ratification of Selection of Ernst & Young LLP as Independent Registered Public Accounting Firm for Fiscal 2019	24	Majority of votes cast	FOR
Proposal No. 3: Advisory Vote to Approve Executive Compensation	28	Majority of votes cast	FOR

Corporate Governance Highlights

Stockholder engagement efforts. The independent Directors view stockholder outreach as an area of priority and in fiscal 2018 directed the continuation of the Company's engagement program, which includes a specific focus on corporate governance. Our fiscal 2018 outreach program included engagement with unaffiliated stockholders representing approximately 30% of the outstanding Class B Common Stock and approximately 40% of the outstanding Class A Common Stock. Our independent Lead Director and Nominating and Corporate Governance Committee Chair directly participated, in person or by telephone, in many of these engagements.

Strong independent Board leadership. In recognition of his leadership and skills, the independent Directors re-elected Peter L. Barnes as the independent Lead Director, a role with robust responsibilities, for an additional one-year term.

Transparency to stockholders. We include voluntary disclosures in our proxy statement on a number of topics, including stockholder engagement, the Board's role in strategy and performance metrics used to determine executive compensation.

Enhanced Board self-assessment process. The Nominating and Corporate Governance Committee expanded the Board's self-assessment process to include individual Director interviews, in addition to written questionnaires and Committee self-assessments.

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PROXY SUMMARY

Corporate Governance Practices

Annual Election of All Directors	All Audit Committee Members are Audit Committee Financial Experts
Majority Vote Standard and Director Resignation Policy in Uncontested Director Elections	Compensation Committee Oversees Chief Executive Officer (CEO) Succession Planning Process
Independent Lead Director with Robust Responsibilities	Robust Anti-Corruption Compliance Program including Compliance Steering Committee overseen by the Audit Committee
Standing Board Committees Comprised Solely of Independent Directors	Active Stockholder Engagement Program with Unaffiliated Class A and Class B Stockholders
Executive Sessions of Independent Directors Held at Every Regular Board Meeting	Comprehensive *Standards of Business Conduct* and *Statement of Corporate Governance*
Annual Board and Committee Self-Evaluations	Commitment to Corporate and Board Diversity
Risk Oversight by the Board and Committees	

Board Nominees

(a) For more details on the Board's leadership structure, including the role and responsibilities of the independent Lead Director, see Corporate Governance Matters—Board Leadership Structure beginning on page 13.

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PROXY SUMMARY

Board Nominee Diversity

Fiscal 2018 Business Highlights

The Company reported fiscal 2018 total revenues of $9.02 billion, an 11% increase compared to $8.14 billion in the prior year.
Loss from continuing operations was $1,444 million compared to $643 million in the prior year.
The Company reported fiscal 2018 Total Segment EBITDA* of $1,072 million, as compared to $885 million in the prior year.
The Company reported fiscal 2018 net cash provided by continuing operating activities of $757 million.
In April 2018, News Corp and Telstra combined their respective 50% interests in Foxtel and News Corp's 100% interest in FOX SPORTS Australia into a new company, which we refer to as new Foxtel. Following completion of the transaction, News Corp owns a 65% interest in new Foxtel with Telstra owning the remaining 35%.

* Total Segment EBITDA is a non-GAAP financial measure. For information on Total Segment EBITDA, as defined by the Company, please see pages 48-49 of the Company's Annual Report on Form 10-K for the year ended June 30, 2018 filed with the Securities and Exchange Commission (the SEC) on August 15, 2018.

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PROXY SUMMARY

Executive Compensation Highlights

Alignment of pay with performance. Based on Company results relative to applicable performance metrics, the quantitative portion of the fiscal 2018 annual cash incentive awards paid out at 119.9% of target, and the fiscal 2016-2018 performance stock units (PSUs) paid out at 89.0% of target.

Updated compensation peer group. The Compensation Committee adopted a modified peer group to better reflect the Company's competitive landscape for fiscal 2018.

Executive Compensation Governance Practices

We Pay for Performance	We Seek to Mitigate Compensation-Related Risk
A significant portion of our named executive officers' (NEOs) fiscal 2018 total direct compensation is at risk : 80% for the Executive Chairman 82% for the CEO 67% for the CFO 64% for the General Counsel	Annual compensation risk assessment Clawback policy for NEOs covering both cash and equity compensation Anti-hedging and anti-pledging policy applicable to all executive officers and Directors
100% of equity compensation and two-thirds of annual cash incentive compensation is tied to performance against pre-established, specific, measurable financial performance targets	Rigorous stock ownership guidelines for the CEO, CFO, General Counsel and Non-Executive Directors (as defined herein) No guaranteed bonuses
No single trigger cash severance or automatic vesting of equity awards based solely upon a change in control of the Company	Performance on ethics and compliance objectives impacts payout of discretionary portion of annual cash incentive awards

For additional information, see the Compensation Discussion and Analysis, which begins on page 30, and the Summary Compensation Table and other related tables and disclosure in Executive Compensation, which begin on page 45.

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PROPOSAL NO. 1

ELECTION OF DIRECTORS

Our Board has nominated 11 Directors for election at this Annual Meeting to hold office until the next annual meeting or until their successors are duly elected and qualified. If, for any reason, any of the Director nominees become unavailable for election, the Directors may reduce the size of the Board or the proxy holders (as defined herein), to the extent permitted under SEC rules, will exercise discretion to vote for a substitute nominee proposed by the Board. The information with respect to principal occupation or employment, other affiliations and business experience was furnished to the Company by the respective Director nominees. The ages shown are as of September 24, 2018. Each of the Director nominees has indicated that he or she will be able to serve if elected and has agreed to do so.

The Board is focused on Board succession planning and is currently conducting a search process, which includes engagement of an independent search firm, to identify an additional independent Director to join the Board.

K. Rupert Murdoch AC, age 87
Executive Chairman

Director since: June 2013

Other Current Reporting Company Directorships: 21st Century Fox (1979-present)

K. Rupert Murdoch has served as the Company's Executive Chairman since 2012. He has been Executive Chairman of the Company's former parent, Twenty-First Century Fox, Inc. (formerly named News Corporation) (21st Century Fox), a diversified global media and entertainment company, since 2015, after serving as its Chief Executive Officer from 1979 to 2015 and its Chairman since 1991. Mr. K.R. Murdoch serves as Executive Chairman of 21st Century Fox subsidiaries Fox News Channel and Fox Business Network, having also served as acting Chief Executive Officer from July 2016 to May 2018. Mr. K.R. Murdoch is the father of Messrs. J.R. Murdoch and L.K. Murdoch.

Mr. K.R. Murdoch has been the driving force behind the evolution of the Company and 21st Century Fox from the single, family-owned Australian newspaper he took over in 1953 to the global public media companies they are today. Mr. K.R. Murdoch brings to the Board invaluable knowledge and expertise regarding the Company's businesses and provides strong operational leadership and broad strategic vision for the Company's future.

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PROPOSAL NO. 1: ELECTION OF DIRECTORS

Lachlan K. Murdoch, age 47
Co-Chairman

Director since: June 2013

Other Current Reporting Company Directorships: 21st Century Fox (1996-present)

Lachlan K. Murdoch has been a Director of the Company since 2013 and has been Co-Chairman since 2014. Since 1996, he has served as a Director of 21st Century Fox, serving as its Co-Chairman since 2014 and as its Executive Chairman since 2015. Mr. L.K. Murdoch has served as Executive Chairman of Nova Entertainment, an Australian media company, since 2009. He has served as the Executive Chairman of Illyria Pty Ltd, a private company, since 2005. Mr. L.K. Murdoch served as a Director of Ten Network Holdings Limited, an Australian media company, from 2010 to 2014 and as its Non-Executive Chairman from 2012 to 2014, after serving as its Acting Chief Executive Officer from 2011 to 2012. Mr. L.K. Murdoch served as an advisor to 21st Century Fox from 2005 to 2007, and as its Deputy Chief Operating Officer from 2000 to 2005. Mr. L.K. Murdoch is the son of Mr. K.R. Murdoch and the brother of Mr. J.R. Murdoch.

Mr. L.K. Murdoch brings a wealth of knowledge regarding the Company's operations and the media industry, as well as management and strategic skills, to the Board. With his extensive experience serving in several senior leadership positions within 21st Century Fox, including currently as Executive Chairman, and at various operating units within the Company, in particular as head of News Limited (now known as News Corp Australia) and the *New York Post*, Mr. L.K. Murdoch offers the Board strong leadership in developing global strategies and guiding the overall corporate agenda.

Robert J. Thomson, age 57
Chief Executive

Director since: June 2013

Robert J. Thomson has served as the Company's Chief Executive since January 2013. He served as Editor-in-Chief of Dow Jones and Managing Editor of *The Wall Street Journal* from 2008 to 2012. Mr. Thomson previously served as Publisher of Dow Jones from 2007 to 2008, after serving as Editor of *The Times* of London from 2002 to 2007. Prior to that role, he was Managing Editor of the U.S. edition of the *Financial Times*.

Through his position as the Company's Chief Executive, Mr. Thomson has an intimate knowledge of the Company's operations. Mr. Thomson has extensive business, operational and international experience in the publishing industry through his career as a financial journalist, foreign correspondent and editor. Under his management and leadership, *The Wall Street Journal* was consistently one of the most innovative and successful newspapers in the U.S. and also greatly expanded its global reach through the digital initiatives of WSJ.com. As Managing Editor of the U.S. edition of the *Financial Times*, Mr. Thomson led its drive into the U.S. market, where sales trebled during his tenure. His keen

understanding of the evolving U.S. and international markets in which the Company operates and his commitment to generating high quality content make him a valuable resource for the Board.

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PROPOSAL NO. 1: ELECTION OF DIRECTORS

Kelly Ayotte, age 50
Director since: April 2017

Committees: Nominating and Corporate Governance

Other Current Reporting Company Directorships: Bloom Energy Corporation (2017-present); Boston Properties, Inc. (2018-present); Caterpillar Inc. (2017-present)

Kelly Ayotte served as a United States Senator for the State of New Hampshire from 2011 to 2017. While in the Senate, she served on the Armed Services, Budget, Commerce, Homeland Security and Governmental Affairs, and Small Business and Entrepreneurship Committees. Prior to her election to the Senate, Senator Ayotte served as the chief of New Hampshire's Homicide Unit and Deputy Attorney General of New Hampshire before being named New Hampshire's first female Attorney General, in which role she served from 2004 until 2009. Ms. Ayotte serves on the Boards of Directors of Bloom Energy Corporation, Boston Properties, Inc. and Caterpillar Inc. She also serves on several advisory boards, including for Blink Health LLC, a technology platform for prescription drugs, Microsoft Corporation and Chubb Insurance and on the Board of Directors for BAE Systems, Inc., a defense contractor.

Ms. Ayotte brings to the Board strong leadership and strategic planning skills as well as in-depth knowledge in the areas of public policy, government and law. She offers valuable insights on private sector innovation from her service on the Senate Commerce Committee, including on its Subcommittee on Communications, Technology, Innovation and the Internet, as well as financial experience from her service on the Senate Budget Committee.

José María Aznar, age 65
Director since: June 2013

Committees: Nominating and Corporate Governance (Chair)

José María Aznar has served as the President of the Foundation for Social Studies and Analysis, a political research and educational organization focused on Spain, since 1989. Mr. Aznar has served as President of the Honorary Board of the Bussola Institute since May 2017 and on the Board of Directors of Afiniti, a developer of artificial intelligence systems, since 2016. Mr. Aznar has served as a special advisor to Latham & Watkins LLP since March 2018 and a member of the International Advisory Board of Barrick Gold Corporation since 2011. He also served as a senior advisor to the Global Board of DLA Piper LLP from 2015 to 2018. From 2011 until 2015, Mr. Aznar was a Distinguished Fellow at the Johns Hopkins University Paul H. Nitze School of Advanced International Studies, where he was also Chairman of the Atlantic Basin Initiative. He was previously a Distinguished Scholar at the Edmund A. Walsh School of Georgetown University from 2004 to 2011. Mr. Aznar served as the Executive President of the Partido Popular of Spain from 1990 to 2004, and as its Honorific President from 2004 to 2016. Mr. Aznar was a member of The State Council of Spain from 2005 to 2006 and served as the President of Spain from 1996 to 2004. Mr. Aznar served as a Director of 21st Century Fox from 2006 until June 2013.

Mr. Aznar, with his extensive experience, including serving as President of Spain, brings knowledge, expertise and an international perspective to the Board, providing valuable insight into political and governmental matters throughout the world. He has a unique and deep knowledge with respect to several countries in which the Company operates.

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PROPOSAL NO. 1: ELECTION OF DIRECTORS

Natalie Bancroft, age 38
Director since: June 2013

Committees: Compensation; Nominating and Corporate Governance

Natalie Bancroft is a professionally trained opera singer, has studied journalism and is a graduate of L'Institut de Ribaupierre in Lausanne, Switzerland. Since 2016, Ms. Bancroft has served as Director of the Pacific Art Society, a non-profit performing arts company. Ms. Bancroft has a culturally diverse background, having lived across Europe, and speaks several languages fluently. Ms. Bancroft served as a Director of 21st Century Fox from 2007 until June 2013.

Ms. Bancroft brings public company board and committee experience to the Board gained from her service as a current Director and member of both the Company's Compensation and Nominating and Corporate Governance Committees, and as a former Director of 21st Century Fox and member of its Nominating and Corporate Governance Committee. Ms. Bancroft's public company board and committee service and international experience add valuable perspective to the deliberations of the Board.

Peter L. Barnes, age 75
Lead Director

Director since: June 2013

Committees: Audit (Chair); Compensation

Peter L. Barnes has been the Lead Director of the Company since June 2013. Mr. Barnes was a Director of Metcash Limited, a wholesale distribution and marketing company, from 2005 until 2015, having served as its Chairman since 2010 and as a Director of its predecessor from 1999 to 2005. Mr. Barnes was also formerly a Director of Ansell Limited from 2001 to 2012, having served as its Chairman from 2005 to 2012. Mr. Barnes served in various senior management positions in the United States, the United Kingdom and Asia at Philip Morris International Inc. from 1971 to 1998, including as President of Philip Morris Asia Inc. Mr. Barnes served as a Director of 21st Century Fox from 2004 until June 2013.

Mr. Barnes brings to the Board the leadership, operational and financial skills gained in his several roles at Philip Morris, as well as through his service as a Director at a number of private and public companies, including his service as Chairman of several of these companies.

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PROPOSAL NO. 1: ELECTION OF DIRECTORS

Joel I. Klein, age 71
Director since: June 2013

Other Current Reporting Company Directorships: Boston Properties, Inc. (2013-present)

Joel I. Klein has served as the Chief Policy and Strategy Officer of Oscar Insurance Corporation, a health insurance company with a focus on technology, since January 2016. Mr. Klein served as Chief Executive Officer of Amplify, a digital education business formerly owned by the Company, from 2011 until the Company's sale of Amplify in September 2015, and as an Executive Vice President, Office of the Chairman of the Company from June 2013 until December 2015. Mr. Klein previously served as a Director and Executive Vice President of 21st Century Fox from 2011 until June 2013. He was the Chancellor of the New York City public school system from 2002 through 2010. He was the U.S. Chairman and Chief Executive Officer of Bertelsmann, Inc. and Chief U.S. Liaison Officer to Bertelsmann AG from 2001 to 2002. Mr. Klein also served with the Clinton administration in a number of roles, including Deputy White House Counsel from 1993 to 1995. Mr. Klein also serves on the Board of Boston Properties, Inc., where he is the lead independent director.

Mr. Klein contributes deep knowledge of the Company and its businesses gained through his roles at News Corporation and 21st Century Fox. Mr. Klein brings to the Board strong leadership skills gained from his decades of service in senior executive roles in the private and public sectors, as well as legal expertise.

James R. Murdoch, age 45
Director since: June 2013

Other Current Reporting Company Directorships: 21st Century Fox (2007-present); Tesla, Inc. (2017-present)

James R. Murdoch has been the Chief Executive Officer of 21st Century Fox since 2015, after serving as its Co-Chief Operating Officer from 2014 to 2015. He previously served as the Deputy Chief Operating Officer and Chairman and Chief Executive Officer, International of 21st Century Fox from 2011 to 2014, after serving as 21st Century Fox's Chairman and Chief Executive, Europe and Asia beginning in 2007. Since 2016, Mr. J.R. Murdoch has served as Chairman of Sky plc, a pan-European digital television provider in which 21st Century Fox holds an approximate 39% interest, where he has served as a Director since 2003, as Chief Executive Officer from 2003 to 2007 and as Chairman from 2007 to 2012. Mr. J.R. Murdoch was the Chairman and Chief Executive Officer of STAR Group Limited, a subsidiary of 21st Century Fox, from 2000 to 2003. Mr. J.R. Murdoch previously served as an Executive Vice President of 21st Century Fox, and served as a member of the Board from 2000 to 2003. He has served as a Director of Tesla, Inc. since July 2017. Mr. J.R. Murdoch was formerly a Director of GlaxoSmithKline plc from 2009 to 2012 and Sotheby's from 2010 to 2012. Mr. J.R. Murdoch is the son of Mr. K.R. Murdoch and the brother of Mr. L.K. Murdoch.

Mr. J.R. Murdoch brings to the Board deep expertise and critical insights from having served in a number of leadership positions within 21st Century Fox and at its affiliates over the past two decades, culminating in his appointment as Chief Executive Officer in 2015. His broad-based experience, extensive knowledge of international markets, unique understanding of emerging technologies and strategic perspective of the Company's business and operations enable him to be a valuable resource for the Board.

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PROPOSAL NO. 1: ELECTION OF DIRECTORS

Ana Paula Pessoa, age 51
Director since: June 2013

Committees: Audit

Ana Paula Pessoa has been Chair and Chief Strategy Officer of Kunumi Inteligencia Artificial SA, an artificial intelligence company in Brazil, since April 2017. She previously served as the Chief Financial Officer of the 2016 Olympic and Paralympic Summer Games in Rio de Janeiro from 2015 to March 2017 and as a Partner at Brunswick Group, an international corporate communications firm, from 2012 to 2015. She founded of Avanti SC, a strategic planning consulting firm, in 2000, and until 2015 was a partner in Black-Key Participações SA, which invests in digital start-up companies in Brazil, and Neemu.com, an e-commerce technology firm. Ms. Pessoa previously served in numerous roles during her 18-year career at the Globo Organizations (Globo), a media group in South America, most recently as the Chief Financial Officer from 2001 to 2011 and New Business Director from 2008 to 2011 of Infoglobo, the newspaper, Internet and information services business of Globo. She also served as a Director of Globo's subsidiaries including *Valor Econômico*, a financial newspaper in Brazil, and Zap Internet, an online classified ad service in Brazil, from 2001 to 2011 and as a Director of SPIX Macaw Internet SA, an online news distribution start-up company, from 2009 to 2011. Ms. Pessoa currently serves on the Boards of Directors of Vinci S.A., a French infrastructure company, and Credit Suisse Group AG. She also serves as a member of the Global Advisory Council for Stanford University, the Audit Committee of Fundação Roberto Marinho, and the advisory board of The Nature Conservancy Brasil, and was previously a Director of Bonera Participações S.A., an internet start-up holding company,

from 2012 to 2016.

Ms. Pessoa brings to the Board strong strategic leadership, business development and financial skills, including from her roles with Kunumi, the Olympic Games, Brunswick and Avanti. She contributes digital expertise developed in her roles with Kunumi, Black-Key Participações, Neemu.com and Bonera Participações. Ms. Pessoa also contributes in-depth knowledge of the media industry, having gained extensive experience during her tenure at Globo with its newspaper, Internet, cable and satellite television and telecom operations.

Masroor Siddiqui, age 46
Director since: June 2013

Committees: Audit; Compensation (Chair)

Masroor Siddiqui is the Chief Executive Officer of Naya Capital Management UK Limited, an investment firm he co-founded in May 2012. He was previously a Partner at the Children's Investment Fund Management (UK) LLP, a hedge fund, from 2009 to 2011 and a Managing Director at Canyon Partners, an investment firm, from 2006 to 2009. Mr. Siddiqui previously served as a Senior Vice President at Putnam Investments, where he was responsible for a broad range of investments.

Mr. Siddiqui has significant experience in investing with a focus on media investments. He offers the Board valuable insights on global markets and industries relevant to the Company's businesses.

FOR THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR THE ELECTION OF EACH OF THE NOMINEES LISTED ABOVE.

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CORPORATE GOVERNANCE MATTERS

The Company is committed to maintaining a strong ethical culture and robust governance practices that benefit the long-term interests of stockholders. Our Board regularly reviews and updates its compliance and training programs and corporate governance policies and practices in light of stockholder feedback, changes in applicable laws, regulations and stock exchange requirements and the evolving needs of the Company s business. Our corporate governance practices include:

Board Composition and Practices	Majority of independent Directors
	Independent Lead Director with robust responsibilities
	Executive sessions of independent Directors held at every regular Board meeting
	Annual Board and committee self-evaluations
Board Committees	Standing Board Committees comprised solely of independent Directors
	Committees authorized to retain independent advisors
	All Audit Committee members are audit committee financial experts
	Compensation Committee oversees CEO succession planning process
Stockholder Rights and Engagement	Annual election of all Directors
	Majority vote standard and Director resignation policy in uncontested Director elections
	Annual stockholder advisory vote to approve executive compensation
	Active stockholder engagement program with our unaffiliated Class A and Class B stockholders
Risk and Compliance Oversight	Board oversees management's identification and management of risk
	Involvement at both full Board and individual committee level
	Audit Committee assists the Board in its oversight of the Anti-Corruption Compliance Program and the activities of the Company's Compliance Steering Committee
Equity and Compensation	Stock ownership guidelines for the CEO, CFO, General Counsel and Non-Executive Directors
	Prohibitions on hedging and pledging Company stock by executive officers and Directors
	Clawback policy for executive officers covering both cash and equity compensation

Corporate Governance Policies

The Board has adopted a *Statement of Corporate Governance* that sets forth the Company s corporate governance guidelines and practices. The *Statement of Corporate Governance* addresses, among other things, the composition and functions of the Board and its committees, Director independence, Board membership criteria, Director compensation and equity ownership requirements and management evaluation and succession.

The Board has also adopted the *Standards of Business Conduct*, which are applicable to all Directors, officers and employees of the Company.

The *Standards of Business Conduct* confirm the Company s policy to conduct its affairs in compliance with all applicable laws and regulations and observe the highest standards of business ethics. To promote further ethical and responsible decision-making, the Board has established the *Code of Ethics for the Chief Executive Officer and Senior Financial Officers* (the *Code of Ethics*).

The *Statement of Corporate Governance*, the *Standards of Business Conduct*, the *Code of Ethics* and each of the Board committee charters are available on the Company s website at

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CORPORATE GOVERNANCE MATTERS

newscorp.com under About Us—Corporate Governance and in print to any stockholder who requests them from the Corporate Secretary at our principal executive offices: News Corporation, 1211 Avenue of the Americas, New York, New York 10036. If

the Company amends or waives the *Standards of Business Conduct* or the *Code of Ethics* with respect to an executive officer or Director, it will post the amendment or waiver at the same location on its website.

Stockholder Engagement

The Board believes that continual and transparent communication with our stockholders is a key component of strong corporate governance. The independent Directors view stockholder outreach as an area of priority and in fiscal 2018 directed the continuation of the Company s engagement program, which includes a specific focus on corporate governance. Our fiscal 2018 outreach program included engagement with unaffiliated stockholders representing approximately 30% of the outstanding Class B Common Stock and approximately 40% of the outstanding Class A Common Stock. Our independent Lead Director and Nominating and

Corporate Governance Committee Chair directly participated, in person or by telephone, in many of these engagements. The Board strongly values the feedback our stockholders have provided on a wide range of topics, including Board oversight of our business strategy, capital allocation, corporate governance, Board composition, management succession planning, executive compensation, sustainability and the Company s financial and operating performance. This input is shared with the Board and its relevant committees and informs the Company s strategy and policies as we seek to build long-term value for our stockholders.

Annual Director Elections and Majority-Voting Policy

All Directors are elected annually by our stockholders. In an uncontested election, each Director must be elected by a majority of the votes cast, meaning that the number of votes cast FOR a Director s election must exceed the number of votes cast AGAINST that Director s election. In a contested election, each Director will be elected by a plurality of votes cast. Under the Company s Amended and Restated By-laws (the By-laws), an

incumbent Director who does not receive a majority of votes cast in an uncontested election must submit his or her resignation to the Board within 10 days. Within 90 days of the date of the certification of the election results, the Board will determine, considering all factors it deems relevant (including those set forth in our *Statement of Corporate Governance*), whether to accept the resignation.

Director Independence

Our *Statement of Corporate Governance* requires that the Board be comprised of a majority of independent directors in accordance with the listing rules of The Nasdaq Stock Market (Nasdaq). The Board, upon the recommendation of the Nominating and Corporate Governance Committee, will review and determine the independence of each Director at least annually and at other times as appropriate. The Board considers all relevant facts and circumstances in making an independence determination as to each Director, including but not

limited to any relationships and transactions between the Director (and his or her immediate family members and affiliated entities) and the Company and its affiliates.

As a result of its review, the Board affirmatively determined that Mmes. Ayotte, Bancroft and Pessoa and Messrs. Aznar, Barnes and Siddiqui are independent under the standards adopted by the Company and set forth in Nasdaq listing rules.

Independent Oversight and Executive Sessions of Independent Directors

The Board believes its independent oversight function is further enhanced by our Audit, Compensation and Nominating and Corporate Governance Committees being comprised entirely of independent Directors.

In addition, the independent Directors of the Board generally meet in executive session without management present at every regularly scheduled Board meeting. During fiscal 2018, the independent Directors met in executive session seven times.

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Board Leadership Structure

Executive Chairman: K. Rupert Murdoch	Co-Chairman: Lachlan K. Murdoch
Independent Lead Director: Peter L. Barnes	Chief Executive: Robert J. Thomson

Mr. K.R. Murdoch serves as the Executive Chairman of the Board, while Mr. Thomson serves as the Chief Executive and a Director. Both Mr. K.R. Murdoch and Mr. Thomson are considered executive officers of the Company. Our *Statement of Corporate Governance* provides that the Board is responsible for establishing and maintaining the most effective leadership structure for the Company. To retain flexibility in carrying out this responsibility, the Board does not have a policy on whether the Chairman of the Board shall be an independent member of the Board. However, if the Chairman is not an independent Director, an independent Director shall be designated by a majority of the independent Directors of the Board to serve as Lead Director for a period of at least one year. Mr. Barnes, an

independent Director, currently serves as our Lead Director. The remaining Directors include Mr. L.K. Murdoch, our Co-Chairman, and seven other Directors (five of whom are independent). A majority of the Directors are independent.

The Board believes our current leadership structure is effective and serves the best interests of our stockholders at this time. The Board believes that this structure allows our Chief Executive to focus on his duties in managing the day-to-day operations of the Company, while benefiting from Mr. K.R. Murdoch s and Mr. L.K. Murdoch s invaluable knowledge and expertise regarding the Company s businesses. In addition, the Board believes that the role of the Lead Director is structured with sufficient authority to serve as a counter-balance to management.

Lead Director Duties and Responsibilities

- presiding over all meetings of the Board at which the Executive Chairman and Co-Chairman are not present, including executive sessions of the Non-Executive Directors and the independent Directors
- communicating to the Chairman feedback from executive sessions as appropriate
- serving as liaison between the Chairman and the independent Directors
- meeting with the Audit Committee and/or the Compliance Steering Committee periodically
- approving Board meeting agendas and information sent to the Board
- approving meeting schedules to assure that there is sufficient time for discussion of all agenda items
- calling meetings of the Non-Executive Directors and/or independent Directors, if desired
- participating in the Compensation Committee’s evaluation of the performance of the CEO
- supervising the self-evaluations of the Directors in coordination with the Nominating and Corporate Governance Committee
- supervising the Board’s determination of the independence of its Directors
- ensuring his or her availability for consultation and direct communications, if requested by major stockholders

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Peter L. Barnes has served as Lead Director since June 2013. In recognition of his strong leadership and skills, the independent members of the Board re-elected Mr. Barnes as Lead Director in August 2018 for a term of one year. In fiscal 2018, Mr. Barnes performed duties beyond the required duties set forth above, which included:

attending meetings of the Nominating and Corporate Governance Committee, of which Mr. Barnes is not a member;
regularly consulting with other independent Directors between meetings;
regularly meeting with senior management, including to report feedback from the independent Directors; and
meeting in person and telephonically with unaffiliated holders of both Class A Common Stock and Class B Common Stock, and reporting feedback from these stockholders to the full Board.

The Board reviews its leadership structure at least annually, taking into account the responsibilities of the leadership positions and the Directors qualified to hold such positions. In conducting this review, the Board considers, among other things: (i) our policies and practices that provide independent Board oversight, (ii) the effect a particular leadership structure may have on Company performance, (iii) the structure that serves the best interests of our stockholders, and (iv) any relevant legislative or regulatory developments.

Board Committees

The Board has three standing committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. Each committee is governed by a written charter approved by the Board. For more information see —Corporate Governance Policies.

Audit Committee

Met 7 times in fiscal 2018

Members

Peter Barnes (Chair)
Ana Paula Pessoa
Masroor Siddiqui

Primary Responsibilities

Assist the Board in its oversight of:

- the Company's accounting and financial reporting processes and systems of internal control, including the audits of the Company's financial statements and the integrity of its financial statements;
- the qualifications, independence and performance of the Company's independent registered public accounting firm and the performance of the Company's corporate auditors and corporate audit function;
- the Company's compliance with legal and regulatory requirements involving financial, accounting and internal control matters;
- investigations into complaints concerning financial matters;
- risks that may have a significant impact on the financial statements;
- the Anti-Corruption Compliance Program and the activities of the Compliance Steering Committee; and
- the review, approval and ratification of related person transactions.

Financial Expertise and Independence

The Board has determined that all of the members of the Audit Committee are financially literate (in accordance with Nasdaq listing rules), audit committee financial experts (as defined under SEC rules) and independent (in accordance with SEC rules and Nasdaq listing rules for directors and audit committee members).

Report

The Report of the Audit Committee is set forth beginning on page 26 of this proxy statement.

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Compensation Committee

Met 4 times in fiscal 2018

Members
Masroor Siddiqui (Chair)
Natalie Bancroft
Peter Barnes

Primary Responsibilities

to review and approve goals and objectives relevant to the compensation of the CEO, to evaluate the performance of the CEO and to recommend to the Board the compensation of the CEO;

to consider, authorize and oversee the incentive compensation plans in which the Company's executive officers participate and the Company's equity-based plans, including the granting of awards thereunder;

to review and approve equity awards and other fixed and performance-based compensation, benefits and terms of employment of the executive officers and such other senior executives identified by the Compensation Committee;

to review and approve employment and severance arrangements for executive officers, including employment agreements, separation agreements and change-in-control provisions, plans or agreements;

to review and approve or ratify principal terms of other employment arrangements (excluding arrangements for talent) where the sum of the base salary, bonus target and long-term incentive target is equal to or greater than a specified threshold amount;

to review and approve other separation obligations that exceed by more than a specified amount those provided for in an employment agreement required to be approved or ratified by the Compensation Committee;

to review the recruitment, retention, compensation, termination and severance policies for senior executives;

to review and assist with the development of executive succession plans and to consult with the CEO regarding the selection of senior executives;

to review annually the form and amount of compensation of Non-Executive Directors for service on the Board and its committees and to recommend changes in compensation to the Board as appropriate;

to review the compensation policies and practices of the Company and its subsidiaries to determine whether they create risk-taking incentives that are reasonably likely to have a material adverse impact on the Company; and

to oversee engagement and communications with stockholders on executive compensation matters, and review and assess the results of stockholder votes on executive compensation matters, including the Company's most recent advisory vote on executive compensation.

Independence

The Board has determined that all of the members of the Compensation Committee are non-employee directors (within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the Exchange Act)), outside directors (within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the Tax Code)), and independent (in accordance with SEC rules and Nasdaq listing rules for directors and compensation committee members).

Delegation

Pursuant to its charter, the Compensation Committee may delegate its authority to one or more subcommittees, members of the Board or officers of the Company, to the extent permitted by law, when it deems appropriate and in the best interests of the Company. The Compensation Committee has delegated to Messrs. K.R. Murdoch and Thomson the authority to make awards of stock-based compensation within certain prescribed limits to non-executive officers of the Company. Any awards made by Messrs. K.R. Murdoch or Thomson pursuant to this authority are reported to the Compensation Committee on an annual basis. Further discussion of the processes and procedures for the consideration and determination of the compensation paid to the NEOs during fiscal 2018,

including discussion of the role of compensation consultants, is found in the section titled Compensation Discussion and Analysis below.

Report

The Report of the Compensation Committee is set forth on page 44 of this proxy statement.

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Nominating and Corporate Governance Committee **Met 5 times in fiscal 2018** **Members** **José María Aznar (Chair)** **Kelly Ayotte** **Natalie Bancroft**	**Primary Responsibilities** to develop and recommend to the Board criteria for identifying and evaluating Director candidates and periodically review these criteria; to review the qualifications of candidates for Director suggested by Board members, stockholders, management and others in accordance with criteria recommended by the Nominating and Corporate Governance Committee and approved by the Board; to establish procedures for consideration of Board candidates recommended for the Nominating and Corporate Governance Committee's consideration by the Company's stockholders; to consider the performance, contributions and independence of incumbent Directors in determining whether to nominate them for re-election; to recommend to the Board a slate of nominees for election or re-election 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 advise and make recommendations to the Board on corporate governance matters; to develop and recommend to the Board, in coordination with the Lead Director, an annual self-evaluation process for the Board; and to oversee a succession planning process for the Board and its committees. **Independence** The Board has determined that all of the members of the Nominating and Corporate Governance Committee are independent (in accordance with SEC rules and Nasdaq listing rules for directors).

Director Attendance

Our *Statement of Corporate Governance* provides that Directors are expected to attend meetings of the Board and meetings of the Board committees on which they serve. During fiscal 2018, the Board held eight meetings. Each of our current Directors attended at least 75% of the aggregate number of meetings of the Board and the committees of the Board on which he or she served (held during the period that he or she served).

Directors are also encouraged to attend and participate in the Company s annual meeting of stockholders. Ten of the then serving Directors attended the annual meeting of stockholders held by the Company in November 2017.

Board s Role in Strategy

Our Board sets the strategic vision for the Company. As part of this process, the Board reviews the Company s long-term strategic plan at least annually

and monitors implementation of the strategic plan throughout the year. The Board generally discusses strategy at every regular meeting.

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Board Oversight of Risk

Risk management is primarily the responsibility of management; however, the Board oversees management s identification and management of risks to the Company. The Board does not view risk in isolation; it considers risks in making significant business decisions and as part of the Company s overall business strategy. The Board uses various means to fulfill this oversight responsibility. The Board, and its committees, as appropriate, regularly receive and discuss periodic updates from the CEO, CFO, General Counsel and other members of senior management regarding significant risks to the Company, including in connection with the annual review of the Company s business plan and its review of budgets, strategy and major transactions. These discussions include operational, strategic, legal and regulatory, financial and reputational risks, and cybersecurity risks and the plans to address these risks.

Each of the Board s standing committees assists the Board in overseeing the management of the Company s risks within the areas delegated to that committee, and reports to the full Board as appropriate. In particular:

The Audit Committee assists the Board in its oversight of risks that have a significant impact on the Company's financial statements; is responsible for reviewing the Company's policies and practices with respect to risk assessment and management,
including discussing with management the Company s major financial risk exposures and the steps that have been taken to monitor and control such exposures; and oversees the activities of the Company s Compliance Steering Company, including management of the Company s compliance programs. In addition, the Audit Committee has primary responsibility for overseeing risks related to cybersecurity.

The Compensation Committee monitors risks associated with the design and administration of the Company's compensation programs, including an annual review and assessment of the Company's compensation programs and practices. For more information, please see Risks Related to Compensation Policies and Practices.
The Nominating and Corporate Governance Committee oversees risks related to the Company's corporate governance, including ensuring the Board's continued ability to provide independent oversight of management.
Each standing committee has full access to management, as well as the ability to engage advisors.

Related Person Transactions Policy

Procedures for Approval of Related Person Transactions

The Audit Committee has established written procedures for the review of related person transactions. Pursuant to these procedures, the Audit Committee reviews and approves, ratifies or disapproves, as appropriate, transactions, arrangements or relationships in which the Company or any of its subsidiaries is a participant, the aggregate amount involved exceeds $120,000 and a Director, Director emeritus, Director nominee, executive officer, 5% holder of the Company s voting stock or an immediate family member of any of the foregoing has a direct or indirect material interest.

When determining whether to approve or ratify a related person transaction, the Audit Committee shall consider all relevant facts and circumstances, including, but not limited to: whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar

circumstances; the business reasons for the transaction; whether the transaction would impair the independence of an independent Director; and whether the transaction would present an improper conflict of interest for any Director or executive officer of the Company, taking into account the nature of the transaction and the Director or executive

officer s interest in the transaction. The Audit Committee shall not approve or ratify a related person transaction unless it has determined that, upon consideration of all relevant information, the transaction is in, or is not inconsistent with, the best interests of the Company and its stockholders. No Director will participate in any discussion or approval of a related person transaction for which he or she (or an immediate family member) is a related person, except that such Director will provide all material information concerning the transaction to the Audit Committee.

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During fiscal 2018, all of the transactions described in this section that were subject to the Audit Committee s procedures were reviewed and approved or ratified by the Audit Committee or the Board.

Certain Relationships

News Corp Australia, a division of the Company, REA Group, in which the Company owns a 61.6% interest, HarperCollins, a division of the Company, new Foxtel, a now-consolidated subsidiary of the Company in which the Company owns a 65% interest, and/or their respective subsidiaries purchase advertising on an arms-length, ordinary course basis from Nova Entertainment Group (Nova), of which Mr. L.K. Murdoch, Co-Chairman of the Company, serves as Executive Chairman and in which he holds an indirect 100% interest. In fiscal 2018, the aggregate value of such transactions was approximately $960,000, representing less than 5% of recipient s revenues. In addition, Nova purchases advertising on an arms-length, ordinary course basis from News Corp Australia. In fiscal 2018, the aggregate value of such transactions was approximately $700,000, representing less than 5% of recipient s revenues. Pursuant to existing arrangements, News Corp Australia is expected to purchase approximately $60,000 in advertising from Nova in fiscal 2019.

News Corp Australia, new Foxtel and Nova, of which Mr. L.K. Murdoch, Co-Chairman of the Company,

serves as Executive Chairman and in which he holds an indirect 100% interest, are holders of equity interests of 40%, 20% and 20%, respectively, in Scaleup Media Fund (Scaleup), a company that provides advertising to start-up companies in exchange for equity interests in such companies. The shareholders deed governing Scaleup provides that for each of calendar 2018 and 2019, News Corp Australia is to contribute up to approximately $1,500,000 and each of the other shareholders is to contribute up to approximately $750,000 in advertising space to Scaleup. The selection of prospective recipient start-up companies and campaigns will be determined by the board of directors of Scaleup, which will comprise one director designated by each shareholder. Each shareholder may decline participation in any particular campaign.

In fiscal 2018, HarperCollins made payments of less than $30,000 for book royalty advances on an arms-length, ordinary course basis to Union Literary, a literary agency of which Trena Keating, the spouse of David B. Pitofsky, the Company s General Counsel, is a partner. Ms. Keating received approximately $4,000 of such amount. Pursuant to existing arrangements, Union Literary is expected to receive future payments from HarperCollins of approximately $300,000, of which amount Ms. Keating is expected to receive less than $50,000.

CEO Succession Planning

Our *Statement of Corporate Governance* provides that the Board will review CEO succession at least annually. The Compensation Committee, in consultation with the CEO, reviews and assists with the development of executive succession plans. The

CEO provides the Compensation Committee with an assessment of members of senior management and their succession potential. The Compensation Committee reports the results of these assessments to the Board.

Annual Board and Committee Evaluations

The Lead Director and the Nominating and Corporate Governance Committee are responsible for overseeing an annual self-evaluation process for the Board that includes an assessment, among other things, of the Board s maintenance and implementation of the Company s standards of conduct and corporate governance policies. The

review seeks to identify specific areas, if any, in need of improvement or strengthening and culminates in a discussion by the full Board of the results and any actions to be taken. Each standing committee of the Board evaluates its performance on an annual basis and reports to the Board on such evaluation.

This year s self-evaluation process included a written questionnaire completed by each Director and, for the first time, also included individual interviews with each independent Director conducted by the Lead Director and the Nominating and Corporate Governance Committee Chair. The evaluation covered a number of topics, including Board composition and structure, Board and committee responsibilities and effectiveness, Director engagement and performance (including individual Director performance), Board priorities and Board meetings and resources. The results were discussed by the full Board, with management, and in an

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CORPORATE GOVERNANCE MATTERS

executive session of the independent Directors. In addition, each standing committee conducted its own

self-evaluation and reported on the same to the full Board.

Director Nomination Process

The Nominating and Corporate Governance Committee develops criteria for filling vacant Board positions, taking into consideration such factors as it deems appropriate, including the candidate s:

education and background;
leadership and ability to exercise sound judgment;
general business experience and familiarity with the Company's businesses; and
unique expertise or perspective that will be of value to the Company.

Candidates should not have any interests that would materially impair their ability to exercise independent judgment or otherwise discharge the fiduciary duties of our Directors. All candidates must possess personal integrity and ethical character, and value and appreciate these qualities in others. It is expected that each Director will devote the necessary time to fulfill the duties of a Director. In this regard, the Nominating and Corporate Governance Committee will consider the number and nature of each Director s other commitments, including other directorships.

Although the Board does not have a formal policy with respect to diversity in identifying Director nominees, the Nominating and Corporate Governance Committee seeks to promote through the nomination process an appropriate diversity on the Board of professional background, experience, expertise, perspective, age, gender, ethnicity and geographic location/country of citizenship, and assesses the effectiveness of these factors in the Director selection and nomination process. The Board also evaluates its diversity as part of its annual self-evaluation process. The current composition of the Board reflects those efforts and the importance of diversity to the Board. The Company maintains a *Corporate Diversity Statement*, which describes our diversity and inclusion objectives and efforts. The *Corporate Diversity Statement* is available on the Company s website at ***newscorp.com*** under About Us—Corporate Governance—Corporate Diversity Statement.

After completing its evaluation of a potential Director nominee, the Nominating and Corporate Governance Committee will make a recommendation to the full Board, which makes the final determination whether to nominate or appoint the Director nominee.

Stockholder Recommendation of Director Candidates

Stockholders may recommend Director candidates for consideration by the Nominating and Corporate Governance Committee by submitting their names and appropriate background and biographical information in writing to the attention of the Corporate Secretary at News Corporation, 1211 Avenue of the Americas, New York, New York 10036. Director candidates recommended by stockholders should meet the Director qualifications set forth under the heading Board Membership Criteria in the *Statement of Corporate Governance*. Director

candidates recommended by stockholders who meet these Director qualifications will be considered by the Chair of the Nominating and Corporate Governance Committee, who will present the information on the candidate to the entire Nominating and Corporate Governance Committee. All Director candidates recommended by stockholders will be considered by the Nominating and Corporate Governance Committee in the same manner as any other candidate.

Communicating with the Board

Stockholders and other persons interested in communicating with any Director, any committee of the Board or the Board as a whole may do so by submitting such communication in writing and sending it by mail to the attention of the appropriate

party or to the attention of our Lead Director at News Corporation, 1211 Avenue of the Americas, New York, New York 10036 or by email to ***LeadDirector@newscorp.com.***

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Pursuant to the process established by the Nominating and Corporate Governance Committee for handling all communications received by the Company and addressed to the Board, the Corporate Secretary reviews and forwards such communications as appropriate. Certain items that are unrelated to the duties and responsibilities of the Board will not be forwarded such as: business solicitation or advertisements; product-related

inquiries; junk mail or mass mailings; resumes or other job-related inquiries; and spam and unduly hostile, threatening, potentially illegal or similarly unsuitable communications. Concerns relating to accounting, internal controls or auditing matters are immediately brought to the attention of the corporate audit department and handled in accordance with the procedures established by the Audit Committee with respect to such matters.

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DIRECTOR COMPENSATION

Directors fees are not paid to Directors who are executives or employees of the Company (collectively, the Executive Directors) because the responsibilities of Board membership are considered in determining compensation paid as part of the Executive Directors normal employment conditions.

The basic fees payable to the Directors who are not executives of the Company (collectively, the Non-Executive Directors) are reviewed and recommended by the Compensation Committee and set by the Board. The Compensation Committee annually reviews the form and amount of Non-Executive Director compensation, including against that of the Company s peers and general industry. In such review, the Compensation Committee considers the appropriateness of the form and amount of Non-Executive Director compensation and makes recommendations to the Board concerning Non-Executive Director compensation with a view toward attracting and retaining qualified Directors. The Company believes that compensation for Non-Executive Directors should be competitive and fairly reflect the work and skills required for a company of News Corporation s size and complexity. The Company also believes that Non-Executive Director compensation should include equity-based compensation in order to further align Directors interests with the long-term interests of stockholders. As part of its fiscal 2018 review, the Compensation Committee reviewed and considered data provided to the Committee by its independent compensation consultant regarding the amounts and type of compensation paid to non-management directors at the companies in the Company s peer group used by the Compensation Committee for the assessment of executive compensation. As a result of this review, the Compensation Committee determined to increase, beginning in fiscal 2019, the Board Deferred Stock Unit (DSU) Retainer to $165,000, the Audit Committee Chair Retainer to $25,000, the Compensation Committee Chair Retainer to $15,000 and the Nominating and Corporate Governance Committee Chair Retainer to $12,500 and that such increases are in the best interest of the Company and its stockholders.

During fiscal 2018, the Non-Executive Directors were Mmes. Ayotte, Bancroft, and Pessoa and Messrs. L.K. Murdoch, Aznar, Barnes, Klein, J.R. Murdoch and Siddiqui. The annual retainers paid to Non-Executive Directors for service on the Board and its committees in fiscal 2018 are set forth in the table below.

Annual Board and Committee Retainers for the Fiscal Year Ended June 30, 2018

Board Cash Retainer	$ 100,000
Board DSU Retainer	$ 145,000
Lead Director Retainer	$ 35,000
Audit Committee Chair Retainer	$ 20,000
Compensation Committee Chair Retainer	$ 12,000
Nominating and Corporate Governance Committee Chair Retainer	$ 10,000
Audit Committee Member Retainer	$ 8,000
Compensation Committee Member Retainer	$ 6,000
Nominating and Corporate Governance Committee Member Retainer	$ 6,000

DSUs are awarded to Non-Executive Directors on a quarterly basis on July 1, October 1, January 1 and April 1 of each year (or the first trading day following such date) (each, a DSU Grant Date). The number of DSUs awarded each DSU Grant Date is based on the closing price of the Company s Class A Common Stock on such DSU Grant Date. DSUs will vest upon the earlier of (i) the July 1, October 1, January 1 or April 1 closest to the fifth anniversary of the DSU Grant Date (or the first trading day following such date) and (ii) the date of the Non-Executive Director s end of service (or the first trading day following such date) (each, a DSU Vest Date), at which time DSUs will be payable in

cash based on the closing price of the Company s Class A Common Stock on such DSU Vest Date. To further align the Non-Executive Directors compensation with total return to stockholders, the Non-Executive Directors receive dividend equivalents on unvested DSUs, which are represented by additional DSUs payable when the underlying award vests.

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DIRECTOR COMPENSATION

In addition, all Non-Executive Directors are reimbursed for reasonable travel and other out-of-pocket business expenses incurred in connection with attendance at meetings of the Board and its committees. We may invite the spouse or family members of each Non-Executive Director to attend events associated with Board meetings or other Company-related events. To the extent costs for these activities and costs for any other personal benefits for a Non-Executive Director exceeds $10,000 for the year, they are included in the amounts in the table below.

The table below shows the total compensation paid during fiscal 2018 by the Company to each of the Directors who served during fiscal 2018 and who are not NEOs.

Director Compensation for the Fiscal Year Ended June 30, 2018

Name	Fees Earned or Paid in Cash	Stock Awards[(a)]	Option Awards	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
Lachlan K. Murdoch	$ 100,000	$ 148,226	—	—	$ 82,738 (b)	$ 330,964
Kelly Ayotte	$ 106,000	$ 146,498	—	—	—	$ 252,498
José María Aznar	$ 116,000	$ 148,226	—	—	—	$ 264,226
Natalie Bancroft	$ 112,000	$ 148,226	—	—	—	$ 260,226
Peter L. Barnes	$ 169,000	$ 148,226	—	—	—	$ 317,226
Joel I. Klein	$ 100,000	$ 148,226	—	—	—	$ 248,226
James R. Murdoch	$ 100,000	$ 148,226	—	—	—	$ 248,226
Ana Paula Pessoa	$ 108,000	$ 148,226	—	—	—	$ 256,226
Masroor Siddiqui	$ 126,000	$ 148,226	—	—	—	$ 274,226

(a) DSU Grant Dates occur July 1, October 1, January 1 and April 1 of each year (or the first trading day following such date). As the Company maintains a 52-53-week fiscal year ending on the Sunday nearest to June 30, each fiscal year may include three, four or five DSU Grant Dates. Fiscal 2018 was a 52-week period, which resulted in our Non-Executive Directors receiving four quarterly DSU grants during the fiscal year on July 3, 2017, October 2, 2017, January 2, 2018 and April 2, 2018. The amounts set forth in the Stock Awards column represent the aggregate grant date fair value of stock awards granted during fiscal 2018, including dividend equivalents granted on all outstanding unvested stock awards, calculated in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 718. For additional information on how we account for equity-based compensation, see Note 13 to the consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended June 30, 2018 filed with the SEC on August 15, 2018. The aggregate number of equity awards outstanding as of fiscal year end for each Non-Executive Director appears in the table on the following page.

(b) Represents certain security expenses provided to Mr. L.K. Murdoch, Co-Chairman of the Company. These services are incremental to security arrangements provided at News Corporation business facilities. The Compensation

Committee has approved these expenses as reasonable, necessary and for the Company's benefit.

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DIRECTOR COMPENSATION

Stock Ownership Guidelines for Non-Executive Directors

Pursuant to the *Statement of Corporate Governance*, Non-Executive Directors are required to own equity securities of the Company (including DSUs, stock appreciation rights (SARs) and restricted stock units (RSUs)) equal in value to at least five times the amount of the Non-Executive Director s annual cash retainer for service on the Board. Each Non-Executive Director will have five years from his or her first election to the Board to comply with these guidelines. All incumbent Non-Executive Directors currently comply with or are on track to comply with the stock ownership guidelines.

The following table sets forth information with respect to the aggregate outstanding equity awards at the end of fiscal 2018 of each of the Directors who served during fiscal 2018 and who are not NEOs, which include unvested cash-settled DSUs and, with respect to Mr. Klein, unvested PSUs.

	Stock Awards
Name	**Number of Shares or Units of Stock That Have Not Vested**
Lachlan K. Murdoch	47,743
Kelly Ayotte	12,831
José María Aznar	47,743
Natalie Bancroft	47,743
Peter L. Barnes	47,743
Joel I. Klein	94,897 (a)
James R. Murdoch	47,743
Ana Paula Pessoa	47,743
Masroor Siddiqui	47,743

(a) Comprises 67,561 PSUs previously granted to Mr. Klein in connection with his prior employment by the Company as Chief Executive Officer of Amplify, a digital education business formerly owned by the Company, and Executive Vice President, Office of the Chairman, and 27,336 DSUs granted to Mr. Klein in connection with his service as a Non-Executive Director.

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PROPOSAL NO. 2

RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has selected Ernst & Young LLP (E&Y) as the Company s independent registered public accounting firm to audit the books and accounts of the Company for the fiscal year ending June 30, 2019. E&Y has audited the books and records of the Company since its formation. In order to provide for continuing auditor independence, the Audit Committee periodically considers whether there should be a regular rotation of our independent registered public accounting firm. Further, in connection with the mandated rotation of our independent registered public accounting firm's lead engagement partner, the Audit Committee is directly involved in the periodic selection of E&Y's lead engagement partner.

The Audit Committee believes that the continued retention of E&Y is in the best interests of the Company and its stockholders, and is submitting the appointment of E&Y to the stockholders for ratification as a matter of good corporate governance. If this appointment is not ratified by our stockholders, the Audit Committee will reconsider its decision. A representative of E&Y is expected to be present at the Annual Meeting. He or she will have an opportunity to make a statement and will be available to respond to appropriate questions.

FOR THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR THE PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2019.

Fees Paid to Independent Registered Public Accounting Firm

The Audit Committee is responsible for the appointment, compensation, retention and oversight of the work of the independent registered public accounting firm. Accordingly, the Audit Committee has appointed E&Y to perform audit and other permissible non-audit services for the Company and its subsidiaries. The Company has formal procedures in place for the pre-approval by the Audit Committee

of all services provided by E&Y. These pre-approval procedures are described below under —Audit Committee Pre-Approval Policies and Procedures.

The description of the fees for the services rendered to the Company and its subsidiaries by E&Y for the fiscal years ended June 30, 2018 and June 30, 2017 is set forth below.

	Fiscal 2018	Fiscal 2017
Audit Fees[(a)]	$ 17,793,000	$ 13,517,000
Audit-Related Fees[(b)]	700,000	780,000
Tax Fees[(c)]	3,262,000	3,715,000
All Other Fees[(d)]	61,000	245,000
Total Fees	$ 21,816,000	$ 18,257,000

(a) Audit fees include: fees rendered in connection with the annual audit of the Company's consolidated financial statements as of and for the fiscal years ended June 30, 2018 and June 30, 2017; the audit of internal control

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PROPOSAL NO. 2 RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

over financial reporting as of June 30, 2018 and June 30, 2017 (as required by Section 404 of the Sarbanes- Oxley Act of 2002, as amended (the Sarbanes-Oxley Act)); statutory audits required internationally; and reviews of the Company s unaudited consolidated interim financial statements included in the Company s statutory and regulatory filings.

(b) Audit-related fees relate principally to employee benefit plan audits, due diligence related to mergers and acquisitions, audits of entities to be sold, accounting consultations, agreed-upon procedure reports, reports on internal controls over certain distribution services provided to third parties and other services related to the performance of the audit or review of the Company's consolidated financial statements.

(c) Tax fees include fees for tax compliance and tax consultations for domestic and international operating units, including due diligence related to mergers and acquisitions.

(d) All other fees relate principally to expatriate services.

Audit Committee Pre-Approval Policies and Procedures

The Audit Committee has established policies and procedures under which all audit and non-audit services performed by the Company s independent registered public accounting firm must be approved in advance by the Audit Committee. The Audit Committee s policy provides for pre-approval of audit, audit-related, tax and certain other services specifically described by the Audit Committee on an annual basis. In addition, individual engagements anticipated to exceed pre-established thresholds, as well as certain other services, must be separately approved. The policy also provides that the Audit Committee can delegate pre-approval authority to any member of the Audit Committee provided that the decision to pre-approve is communicated to the

full Audit Committee at its next meeting. The Audit Committee has delegated this responsibility to the Chair of the Audit Committee. Management has also implemented internal procedures to ensure compliance with this policy. As required by the Sarbanes-Oxley Act, all audit and non-audit services provided in the fiscal years ended June 30, 2018 and June 30, 2017 have been pre-approved by the Audit Committee in accordance with these policies and procedures. The Audit Committee also reviewed the non-audit services provided by E&Y during the fiscal years ended June 30, 2018 and June 30, 2017, and determined that the provision of such non-audit services was compatible with maintaining the auditor s independence.

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REPORT OF THE AUDIT COMMITTEE

The following Report of the Audit Committee shall not be deemed to be soliciting material or to be filed with the SEC under the Securities Act of 1933, as amended, or the Exchange Act or incorporated by reference in any document so filed.

In accordance with its written charter, the Audit Committee, which consists entirely of independent Directors under the heightened independence standards applicable to audit committee members, assists the Board in its oversight of (i) the Company s accounting and financial reporting processes and systems of internal control, including the audits of the Company s financial statements and the integrity of financial statements, (ii) the qualifications, independence and performance of the Company s independent registered public accounting firm (E&Y) and the performance of the Company s corporate auditors and corporate audit function, (iii) the Company s compliance with legal and regulatory requirements involving financial, accounting and internal control matters, (iv) investigations into complaints concerning financial matters, (v) risks that have a significant impact on the Company s financial statements, (vi) oversight of the Company s ongoing Anti-Corruption Compliance Program and activities of the Company s Compliance Steering Committee and (vii) the review, approval and ratification of transactions with related persons. The Audit Committee is directly responsible for the appointment, compensation and oversight of the Company s independent registered public accounting firm. The Audit Committee provides an avenue of communication among management, the independent registered public accounting firm, the corporate auditors and the Board. Management has the primary responsibility for the preparation of the Company s financial statements and the reporting process, including the system of internal control over financial reporting. The independent registered public accounting firm has the responsibility for the audit of those financial statements and internal control over financial reporting. The Audit Committee s responsibility is to monitor and oversee these processes.

In discharging its oversight responsibility as to the audit process, the Audit Committee (i) obtained from the independent registered public accounting firm a formal written statement describing all relationships

between the independent registered public accounting firm and the Company that might bear on the independent registered public accounting firm s independence and affirming its independence consistent with applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant s communications with the Audit Committee concerning independence, (ii) discussed with the independent registered public accounting firm, which documented the discussion, any relationships that may impact the firm s objectivity and independence and (iii) considered whether the non-audit services provided to the Company by the independent registered public accounting firm are compatible with maintaining such firm s independence. The Audit Committee reviewed with both the independent registered public accounting firm and the corporate auditors their identification of audit risks, audit plans and audit scope. The Audit Committee discussed with management, the independent registered public accounting firm and the corporate auditors the corporate audit function s organization, responsibilities, budget and staffing.

The Audit Committee also discussed and reviewed with the independent registered public accounting firm all communications required by generally accepted auditing standards, including those described in Auditing Standard No. 1301, Communication with Audit Committees, as adopted by the Public Company Accounting Oversight Board. The Audit Committee met with each of the independent registered public accounting firm and the corporate auditors, both with management present and in private sessions without management present, to discuss and review the results of the independent registered public accounting firm s audit of the financial statements, including the independent registered public accounting firm s evaluation of the accounting principles, practices and judgments applied by management, the results of the corporate audit activities and the quality and adequacy of the Company s internal

controls.

The Audit Committee discussed the interim financial information contained in each of the quarterly earnings announcements with Company management and the independent registered public accounting firm. The Audit Committee also reviewed

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REPORT OF THE AUDIT COMMITTEE

the audited financial statements of the Company as of and for the fiscal year ended June 30, 2018 with management and the independent registered public accounting firm.

At its meetings every quarter, the Audit Committee met with members of management, the independent registered public accounting firm and the corporate auditors to review the fiscal 2018 certifications provided by the CEO and the CFO under the Sarbanes-Oxley Act, the rules and regulations of the SEC and the overall certification process. At these meetings, management reviewed with the Audit Committee each of the Sarbanes-Oxley Act certification requirements including whether there were any (i) significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company s ability to record, process, summarize and report financial information, and (ii) any fraud, whether or not material, involving management or other employees who have a significant role in the Company s internal control over financial reporting.

The Audit Committee received reports from the Company s General Counsel and Chief Compliance

Officer and the corporate auditors regarding the Company s policies, processes and procedures relating to compliance with News Corporation s Global Anti-Bribery and Anti-Corruption Policy and the activities of the Company s Compliance Steering Committee.

Based on the above-mentioned review and discussions with management, the independent registered public accounting firm and the corporate auditors, the Audit Committee recommended to the Board that the Company s audited financial statements be included in its Annual Report on Form 10-K for the fiscal year ended June 30, 2018, for filing with the SEC. The Audit Committee also appointed E&Y as the Company s independent registered public accounting firm for fiscal 2019, and the Board concurred in such appointment.

THE AUDIT COMMITTEE:

Peter L. Barnes (Chair)
Ana Paula Pessoa
Masroor Siddiqui

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PROPOSAL NO. 3

ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and Section 14A of the Exchange Act require that the Company provide our stockholders with the opportunity to approve, on an advisory, nonbinding basis, the compensation of our named executive officers, or NEOs, as disclosed in this proxy statement in accordance with the rules of the SEC.

As described in detail in the Compensation Discussion and Analysis, the Compensation Committee seeks to closely align the interests of our NEOs with the interests of the Company's stockholders. The Company's executive compensation program is designed to drive Company performance, ensure our compensation practices support growth for stockholders, and attract, retain and motivate the top executive talent necessary for the Company's success. The compensation framework designed by the Company emphasizes a pay for performance model, a focus on long-term growth and diversified performance metrics. The Compensation Committee believes that our compensation framework effectively aligns pay with individual and Company performance as further described beginning on page 31 under the heading Aligning Compensation with Company Performance. In addition, as described on page 31 under the heading Total Direct Compensation, the compensation framework places a significant majority of the Executive Chairman's, CEO's, CFO's and General Counsel's total direct compensation at risk and dependent upon performance, with a significant portion of total direct compensation tied to the Company's long-term results and future stock price performance. The Company has also implemented a number of executive compensation practices, as described on page 33, which the

Compensation Committee considers to be effective at driving performance and supporting long-term growth for our stockholders.

The Board recommends that stockholders indicate their support for the Company s compensation of its NEOs. The vote on this resolution, commonly known as a say-on-pay resolution, is not intended to address any specific element of compensation but rather the overall NEO compensation program as described in this proxy statement. Although this vote is advisory and not binding on the Company or the Board, the Compensation Committee, which is responsible for developing and administering the Company s executive compensation philosophy and program, will consider the results as part of its ongoing review of the Company s executive compensation program.

Accordingly, we ask our stockholders to vote on the following resolution:

RESOLVED, that the Company s stockholders approve, on an advisory basis, the compensation of the Company s named executive officers, as disclosed in the Company s proxy statement for the 2018 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the Summary Compensation Table and the other related tables and disclosure.

The Board of Directors has adopted a policy providing for annual say-on-pay advisory votes. Unless the Board of Directors modifies its policy on the frequency of holding say-on-pay advisory votes, the next say-on-pay advisory vote will occur in 2019.

FOR THE BOARD UNANIMOUSLY RECOMMENDS AN ADVISORY VOTE FOR THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.

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EXECUTIVE OFFICERS OF NEWS CORPORATION

The executive officers of the Company as of September 24, 2018 are set forth in the table below. Unless otherwise specified, each holds the office indicated until his or her successor is chosen and qualified at the regular meeting of the Board to be held following the Annual Meeting, or at another meeting of the Board as appropriate.

Name	Age	Position with the Company
K. Rupert Murdoch[(a)]	87	Executive Chairman
Robert J. Thomson	57	Chief Executive Officer
Susan Panuccio	46	Chief Financial Officer
David B. Pitofsky	53	General Counsel

(a) Mr. K.R. Murdoch is the father of Mr. L.K. Murdoch, the Company's Co-Chairman and a Director, and Mr. J.R. Murdoch, a Director. None of the other executive officers of the Company is related to any other executive officer or Director of the Company by blood, marriage or adoption.

Information concerning Messrs. K.R. Murdoch and Thomson can be found under Proposal No. 1: Election of Directors.

Susan Panuccio—Ms. Panuccio has served as the Company s Chief Financial Officer since March 2017. Ms. Panuccio previously served as Chief Financial Officer of News Corp Australia, a division of the Company, since 2013. From 2008 to 2012, she served as Chief Financial Officer of News UK, a division of the Company. Prior to assuming that role, she served in a variety of roles within News UK, including Director of Strategic Program Management and Director of Corporate Planning, since joining the Company in 2002. Prior to joining the Company, Susan worked in finance roles at corProcure, AngloGold Ashanti and Ansett Australia. She began

her career at KPMG. Ms. Panuccio is a chartered accountant.

David B. Pitofsky—David B. Pitofsky has served as the Company s Executive Vice President and General Counsel since February 2015. He also serves as the Chief Compliance Officer of the Company. Mr. Pitofsky served as a Deputy General Counsel for the Company from April 2013 until February 2015 and as the Company s Deputy Chief Compliance Officer from June 2013 until February 2015. Mr. Pitofsky previously held the position of partner at Goodwin Procter LLP, a law firm, from 2005 to March 2013. From 1996 to 2005, Mr. Pitofsky was an Assistant U.S. Attorney in the Eastern District of New York, rising to the level of Deputy Chief of the Criminal Division.

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COMPENSATION DISCUSSION AND ANALYSIS

This section explains the Company s compensation philosophy and summarizes the material components of our executive compensation program. Our named executive officers, or NEOs, for fiscal 2018 are:

Name	Title
K. Rupert Murdoch	Executive Chairman
Robert J. Thomson	Chief Executive Officer
Susan Panuccio	Chief Financial Officer
David B. Pitofsky	General Counsel

The NEOs listed above represent all of the Company s executive officers, as defined by SEC rules, during fiscal 2018.

Executive Summary

Compensation Philosophy

The Compensation Committee has established an executive compensation program that seeks to support the creation of long-term growth and value for our stockholders through three key objectives:

Drive Company Performance	•Emphasizes variable, performance-based compensation •Includes balance of short- and long-term compensation elements to motivate and reward superior performance without encouraging unnecessary and excessive risk-taking
Align Pay with Performance	•Based on mix of performance metrics to hold executives accountable for Company and individual performance •Does not guarantee incentive compensation; payouts at the target level occur only if rigorous performance targets are met
Attract, Retain and Motivate Leadership Talent	•Designed to be competitive to attract and retain the highest quality talent •Considers compensation practices and trends in relevant industries

Stockholder Feedback Informs the Executive Compensation Program

The Compensation Committee highly values stockholder input and is responsible for overseeing regular engagement and communications with our stockholders regarding our executive compensation program. The Compensation Committee carefully considers and incorporates feedback from stockholders into the Committee s decision-making.

The independent Directors view stockholder engagement as an area of priority and in fiscal 2018 directed the continuation of the Company s corporate governance engagement program, which includes discussion of executive compensation. Our fiscal 2018 outreach program included engagement with unaffiliated stockholders representing approximately

30% of the outstanding Class B Common Stock and approximately 40% of the outstanding Class A Common Stock. Our independent Lead Director and Nominating and Corporate Governance Committee Chair directly participated, in person or by telephone, in many of these engagements. For more detail on the Company s active stockholder outreach

program, please refer to Corporate Governance Matters—Stockholder Engagement. Stockholders are invited to express their views to the Compensation Committee through the procedures described under Corporate Governance Matters—Communicating with the Board.

The annual say-on-pay advisory vote on the compensation of our NEOs also provides stockholders with an opportunity to communicate their views on our executive compensation program.

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COMPENSATION DISCUSSION AND ANALYSIS

At our 2017 annual meeting of stockholders, stockholders demonstrated their support of our executive compensation program with approximately 92.7% of the votes cast in favor of our advisory proposal to approve the compensation of our NEOs. Upon consideration of the high percentage of votes

cast in support of our say-on-pay proposal, along with additional feedback from engagement with stockholders and other considerations, the Compensation Committee determined to maintain the general structure of our executive compensation program for fiscal 2018.

Total Direct Compensation

The following table presents the total direct compensation (TDC) awarded to Messrs. K.R. Murdoch, Thomson and Pitofsky and Ms. Panuccio for fiscal 2018. TDC differs from the amounts reported in the Summary Compensation Table as required by the SEC, and reflects the amounts the Compensation Committee considers most relevant in assessing and determining executive compensation opportunity for the fiscal year. Each NEO s TDC comprises his or her annual base salary, target performance-based annual cash incentive and target grant value of performance-based long-term equity incentive, in the form of performance stock units, or PSUs.

Named Executive Officer	Base Salary	Target Annual Cash Incentive	Target Long-Term Equity Incentive	Total Direct Compensation
K. Rupert Murdoch	$ 1,000,000	$ 2,000,000	$ 2,000,000	$ 5,000,000
Robert J. Thomson	$ 2,000,000	$ 4,000,000	$ 5,000,000	$ 11,000,000
Susan Panuccio	$ 1,100,000	$ 1,100,000	$ 1,100,000	$ 3,300,000
David B. Pitofsky	$ 1,000,000	$ 900,000	$ 850,000	$ 2,750,000

*Numbers may not sum due to rounding.

Aligning Compensation with Company Performance

The Compensation Committee is responsible for overseeing the Company s executive compensation framework, which is designed to support Company performance, advance the execution of Company strategy and reward sustained value creation and responsible risk-taking.

Fiscal 2018 performance highlights include:

In April 2018, News Corp and Telstra combined their respective 50% interests in Foxtel and News Corp's 100% interest in FOX SPORTS Australia into a new company, new Foxtel (the Foxtel Transaction). Following completion of the Foxtel Transaction, News Corp owns a 65%
interest in new Foxtel with Telstra owning the remaining 35%. Consequently, the Company began consolidating Foxtel in the fourth quarter of fiscal 2018.

The Company reported fiscal 2018 total revenues of $9.02 billion, an 11% increase compared to $8.14 billion in the prior year, reflecting the consolidation of Foxtel, strong growth in the Digital Real Estate Services and Book

Publishing segments and the positive impact of foreign currency fluctuations partially offset by lower print advertising and News America Marketing revenues at the News and Information Services segment.

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COMPENSATION DISCUSSION AND ANALYSIS

Loss from continuing operations was $1,444 million compared to $643 million in the prior year. The loss in fiscal 2018 was primarily driven by higher non-cash write-downs, mainly comprised of $998 million related to Foxtel and FOX SPORTS Australia and $165 million related to News America Marketing, as well as a $337 million loss on the Foxtel Transaction and a $237 million charge resulting from the Tax Cuts and Jobs Act. The prior year's results included pre-tax non-cash impairment charges of $1.0 billion, primarily related to the write-down of fixed assets and Foxtel.

The Company delivered another year of EBITDA growth with reported fiscal 2018 Total Segment EBITDA* of $1,072 million, as compared to $885 million in the prior year, driven by the strength in the Digital Real Estate Services and Book Publishing segments, as well as the inclusion of Foxtel's results.

The Company reported fiscal 2018 net cash provided by continuing operating activities of $757 million.

Delivered double-digit revenue growth in Digital Real Estate Services segment of 22%, reflecting continued yield improvements at both REA Group and realtor.com®.

Digital revenues represented 29% of News and Information Services segment revenues, compared to 25% in the prior year, reflecting strong paid digital subscriber growth at mastheads.

HarperCollins had strong sales in general books with the success of *The Subtle Art of Not Giving a F*ck* by Mark Manson, *Magnolia Table* by Joanna Gaines, *The Pioneer Woman Cooks: Come and Get It!* by Ree Drummond and *The Woman in the Window* by A. J. Finn.

At the beginning of fiscal 2018, the Compensation Committee approved a financial target for the fiscal 2018 annual cash incentives, setting the midpoint of the target range for adjusted Total Segment EBITDA* at $900 million based on the Company s strategic plan. The Company achieved adjusted Total Segment EBITDA of $947.9 million, resulting in a 119.9% payout of the quantitative portion of the award. The Compensation Committee also evaluated each NEO s achievements and contributions during fiscal 2018 to determine payouts of the qualitative portions of the fiscal 2018 annual cash incentives. For more information, please see —Named Executive Officer Compensation—Fiscal 2018 Annual Cash Incentives.

For the fiscal 2016-2018 PSU award, the Compensation Committee approved performance targets at the beginning of the performance period, setting the midpoints of the target ranges for cumulative adjusted earnings per share (EPS)* and cumulative adjusted free cash flow (FCF)* at $2.01 and $1.714 billion, respectively, and the target for total shareholder return (TSR) relative to the S&P 500 at the 50th percentile. The Company achieved $1.43, $2.120 billion, and the 35.6th percentile, respectively, during the performance period, resulting in an 89.0% payout of the fiscal 2016-2018 PSUs. For more information, please see —Named Executive Officer Compensation—Payout of Fiscal 2016-2018 PSU Awards.

* Consistent with the terms of the annual cash incentive program and the terms of the fiscal 2016-2018 PSUs, the performance factors were adjusted to reflect certain unusual events that occurred during the year. These adjustments can result in either increases or decreases in the performance factors and are intended to ensure that award payments represent the underlying performance of the Company's business and are not artificially inflated or deflated due to unusual events. In fiscal 2018, such adjustments included acquisitions and dispositions of businesses, changes in foreign exchange rates, extraordinary gains and losses, changes in accounting provisions, restructuring and impairment changes, certain non-recurring or unusual items and certain litigation expenses. The Compensation Committee reviewed all adjustments to ensure the adjustments were consistent with the Compensation Committee's philosophy on executive pay. Total Segment EBITDA is a non-GAAP financial measure. For information on Total Segment EBITDA, as defined by the Company, please see pages 48-49 of the Company's Annual Report on Form 10-K for the year ended June 30, 2018 filed with the SEC on August 15, 2018.

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COMPENSATION DISCUSSION AND ANALYSIS

NEO Compensation Program Practices

The Company s executive compensation practices are designed to drive performance and support alignment with stockholders long-term interests:

What We Do

- **Majority of compensation is at risk** — variable performance-based compensation, payable only to the extent performance targets are met, comprises vast majority of NEO TDC
- **Pay-for-performance philosophy** — executive compensation is directly tied to Company and individual performance, with the majority of pay earned through the achievement of clear and challenging goals aligned with Company strategy
- **Multiple performance metrics —** balanced mix of diversified performance metrics measured over short- and long-term time horizons to incentivize and reward the achievement of multi-dimensional aspects of our operational and long-term business strategy
- **Payouts of NEO incentive compensation subject to achievement of rigorous performance targets** — to ensure payouts are tied to Company outcomes
- **Capped payouts** of annual cash incentives and long-term equity incentives
- Performance on **ethics and compliance objectives** directly impacts NEO annual cash incentive payouts
- **Clawback policies** provide for recoupment, under certain circumstances, of performance-based cash and equity compensation
- **Stock ownership guidelines** apply to the CEO, CFO, General Counsel and Non-Executive Directors
- **Annual compensation risk assessment** to ensure that compensation program does not encourage excessive risk-taking
- **Independent compensation consultant** provides no other services to the Company
- **Regular stockholder feedback** through annual say-on-pay vote and robust ongoing engagement program

What We Do Not Do

- No guaranteed bonuses
- No targeting of specific percentiles versus peers in setting compensation levels
- No single trigger cash severance or automatic vesting of equity awards based solely upon a change in control of the Company
- NEO employment agreements do not contain enhanced severance in the event of a change in control
- No excise tax gross-ups or tax gross-ups on NEO perquisites
- No hedging of Company stock by Directors or NEOs
- No pledging of Company stock owned directly by Directors or NEOs
- No re-pricing of stock options or SARs without stockholder approval
- No payment of dividend equivalents unless and until underlying performance-based awards are earned

- No excessive NEO perquisites
- No pension credit for years not worked; value of equity-based compensation not included in pension calculations

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COMPENSATION DISCUSSION AND ANALYSIS

Executive Compensation Practices

How Executive Compensation Decisions Are Made

The Compensation Committee reviews and approves each NEO s compensation terms at the beginning of the fiscal year, taking into account the nature and scope of the NEO s role and responsibilities, leadership and management experience, individual contributions, Company performance, achievement of strategic objectives, market compensation levels and industry and geographic considerations (as further described below under —Comparative Market Data and Industry Trends), retention considerations, the terms of the NEO s employment agreement, tenure, prior compensation and internal pay parity. The Compensation Committee also considers feedback from stockholders gathered through regular engagement and the results of the annual say-on-pay vote.

NEOs do not participate in the Compensation Committee s deliberations or decisions regarding their own compensation. Management, together with the Compensation Committee s independent compensation consultant, assists the Compensation Committee by providing data, analyses and recommendations regarding the Company s executive compensation practices and policies. In addition, the Executive Chairman and CEO present individual pay recommendations to the Compensation Committee for the other NEOs. These recommendations are based on their assessments of individual contributions, achievement of performance objectives and other factors.

Role of the Independent Compensation Consultant

During fiscal 2018, the Compensation Committee continued to retain Frederic W. Cook & Co., Inc. (FW Cook) as an independent compensation consultant. FW Cook serves as an objective third-party advisor to the Compensation Committee on compensation matters, assessing the reasonableness of compensation levels in comparison with those of similarly situated companies and evaluating the effectiveness of the executive compensation program in supporting the Company s strategic objectives. FW Cook reports directly to the Compensation Committee, which may replace the consultant or hire additional consultants at any time. In fiscal 2018, FW Cook supported the Compensation Committee by (i) attending Compensation Committee meetings, (ii) providing advice on the Company s compensation programs, equity plan designs and compensation governance policies, (iii) preparing and presenting analyses on compensation levels, including competitive assessments of the Company s practices and policies and (iv) assisting the Company in preparing compensation-related materials and disclosure as requested by the Compensation Committee. FW Cook provided no other services to and received no other fees or compensation from the Company.

In June 2018, the Compensation Committee considered FW Cook s independence and the existence of potential conflicts of interest with FW Cook, including by considering the factors prescribed by Nasdaq listing rules and SEC rules. Based on such evaluation, the Compensation Committee determined that no conflict of interest exists.

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COMPENSATION DISCUSSION AND ANALYSIS

Named Executive Officer Compensation

Overview of Our Executive Compensation Program

The table below describes the objectives supported by each of our primary compensation elements, along with an overview of the key design features of each element.

Compensation Element	Key Features	How it Supports Our Compensation Philosophy
Base Salary	• Provides a level of fixed pay appropriate to each executive's role and responsibilities	• Consistent with the Company's pay-for-performance philosophy, comprises the smallest portion of TDC
	• Reviewed annually by the Compensation Committee to ensure it remains appropriate	• Competitive salary is necessary to attract and retain executive talent
Annual Cash Incentive	• Two-thirds based on achievement of adjusted Total Segment EBITDA targets	• Directly ties a significant portion of compensation to the achievement of financial and strategic goals
	• One-third based on achievement of individual objectives	• Rewards and promotes accountability for individual performance, including on ethics and compliance objectives
Long-Term Equity Incentive	• Awarded as PSUs (no time-vested awards for NEOs)	• Rewards long-term value creation based on achievement of various specified performance targets
	• Three-year performance period	
	• Payout range of 0-200% of target	• Aligns executives' interests with the long-term interests of our stockholders
	• Based on achievement on a balanced mix of metrics: 40% on cumulative adjusted EPS, 40% on cumulative adjusted FCF and 20% on the Company's relative TSR percentile	• Helps retain executives over a longer horizon

Base Salary

The Compensation Committee, in conjunction with its independent compensation consultant, annually reviews the NEOs base salaries and makes appropriate adjustments subject to the terms of individual employment agreements.

Fiscal 2018 base salaries for Messrs. K.R. Murdoch and Thomson reflected no increases since fiscal 2013. Ms. Panuccio s base salary was set at $1,100,000 upon her promotion to the role of CFO in March 2017 and remained the same in fiscal 2018. Mr. Pitofsky s base salary was increased for fiscal 2018 for the first time since his promotion to the role of General Counsel in February 2015, from $950,000 to $1,000,000, upon consideration of his achievements and contributions to the Company, his tenure and peer data.

Performance-Based Incentive Compensation

Consistent with the Company s pay-for-performance philosophy, and to promote alignment with stockholders interests, the majority of each NEO s compensation is paid via two performance-based

incentive components: the annual cash incentive and the long-term equity incentive, awarded in the form of PSUs. The Compensation Committee selects the performance metrics and sets the performance targets for both of these components at the start of each performance period. These targets are designed to be challenging, yet reasonably achievable, in order to incentivize superior performance while maintaining focus on the Company s long-term growth.

Fiscal 2018 Annual Cash Incentives

In August 2017, the Compensation Committee approved a framework for the NEOs annual cash incentives for fiscal 2018 that included a mix of quantitative and qualitative factors designed to support the achievement of critical operating goals of the Company s businesses, while also recognizing and rewarding the NEOs individual contributions.

Annual cash incentive awards are based two-thirds on the achievement of target adjusted Total Segment EBITDA, and one-third on a qualitative assessment of individual performance. Adjusted Total Segment

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COMPENSATION DISCUSSION AND ANALYSIS

EBITDA was selected as the financial performance metric because it is a key measure of Company profitability for which the NEOs have direct responsibility. The Compensation Committee also considers, based on a recommendation from the

Audit Committee, management s performance on ethics and compliance objectives, and determines whether, based on such performance, any reduction to the qualitative portion of the payout of the annual cash incentive is warranted.

In August 2017, the Compensation Committee approved the following target and maximum amounts for the fiscal 2018 annual cash incentives:

	Fiscal 2018 Annual Cash Incentive	
Named Executive Officer	**Target**	**Maximum**
K. Rupert Murdoch	$ 2,000,000	$ 4,000,000
Robert J. Thomson	$ 4,000,000	$ 8,000,000
Susan Panuccio	$ 1,100,000	$ 2,200,000
David B. Pitofsky	$ 900,000	$ 1,800,000

For fiscal 2018, the Compensation Committee set a target range for adjusted Total Segment EBITDA of $885.0 million to $915.0 million, based on the Company s annual plan. Such range was set higher than adjusted Total Segment EBITDA achieved in fiscal 2017. Consistent with its past practice, the Committee approved a target range, rather than a specific amount, to better maintain alignment of actual payouts with underlying performance. Performance within the target range generates a payout of 100% for the quantitative portion of the annual cash incentive, with performance that falls between a threshold level and the target range or between the target range and a maximum performance target to be interpolated on a linear basis. The Company s actual performance versus the performance curve established by the Compensation Committee for fiscal 2018 is set forth below:

Adjusted Total Segment EBITDA

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COMPENSATION DISCUSSION AND ANALYSIS

The Compensation Committee also considered each individual NEO s significant and numerous contributions and strong leadership in the development and implementation of Company strategy. In assessing the NEOs performance and determining the appropriate award amounts, the Compensation Committee acknowledged the following specific achievements:

Named Executive Officer	Fiscal 2018 Achievements and Contributions
K. Rupert Murdoch Executive Chairman	•Posted another year of EBITDA growth, exceeded a challenging EBITDA target and advanced the Company's growth strategy •Continued to strengthen the Company's position as a leader in digital real estate platforms and services •Company continued to grow audiences, enhance digital content production capabilities and lead industry efforts to monetize premium news and sports content
Robert J. Thomson Chief Executive Officer	•Demonstrated exceptional leadership, delivered revenue growth across every business segment and achieved nearly 120% of a challenging EBITDA target •Enhanced News Corp's role as global thought leader in monetization of premium news content in the digital age; led industry efforts to prevent dilution of the value of premier journalism by news aggregators and social media; continued to successfully mobilize the industry and regulators to engage on this topic •Continued to drive growth in Digital Real Estate Services via strategic acquisitions and by aggressively reinvesting to enhance the value of the Company's digital real estate services and platforms, including mobile •Accelerated digital transformation of News and Information Services with 30% of the segment's fiscal 2018 revenues derived from digital sources – up from 26% last year, reflecting strong paid digital subscriber growth at segment mastheads •Maintained rigorous and disciplined focus on costs, including initiatives to right-size operations and facilities worldwide to reinvest even more aggressively in the Company's digital transformation for future growth •Led complex negotiations with Telstra to successfully complete the merger of FOX SPORTS Australia and Foxtel in Australia, expanding the Company's portfolio of over-the-top offerings and premium exclusive sports content
Susan Panuccio Chief Financial Officer	•Improved the Company's budget process and instituted a dual-track approach to separately align the divisions' strategic initiatives – and set the divisions' financial goals – for fiscal 2019 •Led critical year-end financial processes to close out fiscal 2018, including the incorporation of new Foxtel results •Managed operating divisions to ensure continued focus on delivering on cost reduction initiatives, revenue targets and EBITDA targets •Led negotiations to successfully settle an outstanding audit with the Australian tax authorities •Lent critical support during crucial phases of negotiations to successfully close the merger of FOX SPORTS Australia with Foxtel
David B. Pitofsky	•Managed global legal strategy relating to anticompetitive behavior by dominant digital platforms, including engagement with regulators in multiple jurisdictions worldwide

General Counsel	•Oversaw global data privacy compliance, including design and implementation of principles and procedures to comply with E.U. General Data Protection Regulation •Managed global litigation docket including civil lawsuits arising out of U.K. newspaper matters and antitrust litigation brought by competitor against News America Marketing •Oversaw legal and compliance effort around acquisitions and divestitures, including post-acquisition integration •Managed enhancements to compliance protocols, procedures and training, with particular emphasis on harassment and discrimination •Oversaw enhanced shareholder engagement activities

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To calculate payouts of the NEOs fiscal 2018 annual cash incentives, the Compensation Committee determined that the Company s adjusted Total Segment EBITDA was approximately $947.9 million and, as a result, 119.9% of the quantitative portion of the annual cash incentives was achieved. In light of this achievement and the individual accomplishments described above, the Compensation Committee approved fiscal 2018 annual cash incentives to the NEOs as set forth below:

Named Executive Officer	Fiscal 2018 Target Annual Cash Incentive	Quantitative Performance			Qualitative Performance			Fiscal 2018 Total Annual Cash Incentive
		2/3 of Target	Multiple	Subtotal A	1/3 of Target	Multiple	Subtotal B	
K. Rupert Murdoch	$ 2,000,000	$ 1,333,333	119.9 %	$ 1,598,667	$ 666,667	150.0 %	$ 1,000,000	$ 2,598,667
Robert J. Thomson	$ 4,000,000	$ 2,666,667	119.9 %	$ 3,197,333	$ 1,333,333	150.0 %	$ 2,000,000	$ 5,197,333
Susan Panuccio	$ 1,100,000	$ 733,333	119.9 %	$ 879,267	$ 366,667	135.0 %	$ 495,000	$ 1,374,267
David B. Pitofsky	$ 900,000	$ 600,000	119.9 %	$ 719,400	$ 300,000	135.0 %	$ 405,000	$ 1,124,400

Fiscal 2018-2020 PSU Awards

Consistent with its past practice, in August 2017, the Compensation Committee approved an annual grant to the NEOs of performance-based long-term equity incentive awards in the form of PSUs.

Payouts of the fiscal 2018-2020 PSUs will be determined based on the achievement of the performance targets established by the Compensation Committee at the beginning of the three-year performance period reflecting the

Company s long-range plan. The performance metrics and their respective weightings for the fiscal 2018-2020 PSUs are as follows:

40% based on cumulative adjusted EPS;
40% based on cumulative adjusted FCF; and
20% based on the Company's three-year TSR percentile relative to the S&P 1500 Media Index.*

* Beginning with the fiscal 2018-2020 PSUs, the Compensation Committee determined to use the S&P 1500 Media Index, instead of the S&P 500, as a benchmark for the Company's relative TSR metric. The S&P 1500 Media Index includes newspaper companies as well as publishing and media companies and the Committee believes it better represents our portfolio of businesses and provides a more meaningful comparison to the Company.

Consistent with its past practice, at the beginning of the performance period the Compensation Committee determined the target value of the fiscal 2018-2020 PSU award for each NEO, which was then converted to a target number of shares based on the volume-weighted average price of the Company s Class A Common Stock for the last 20 trading days in fiscal 2017.

After the end of the performance period, the Compensation Committee will evaluate the Company s actual performance against the targets set by the Compensation Committee at the start of the period and determine payouts

for the NEOs using the following formula:

Final PSU awards will cliff vest on the August 15th or the closest business day after the August 15th following the completion of the three-fiscal-year performance period (the Vest Date), subject to continued service through such date.

PSUs awarded to Ms. Panuccio and Mr. Pitofsky are settled net of taxes in shares of Class A Common Stock. PSUs awarded to Messrs. K.R. Murdoch and Thomson are settled net of taxes in cash rather than stock pursuant to the Company s policy of settling Directors equity awards in cash to address certain requirements of the Australian Securities Exchange (the ASX). Awards granted to Ms. Panuccio prior to her promotion to

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the role of CFO while she was serving in her previous role as Chief Financial Officer of News Corp Australia (including her fiscal 2016-2018 PSU award) are settled in cash rather than stock pursuant to the Company s policy of settling equity awards to employees in certain countries in cash to address certain requirements of local laws.

Accordingly, the NEOs PSU payouts are fully at risk for financial performance for the three-year performance period and for stock price performance from the grant date until the Vest Date.

The Compensation Committee approved the following target values and corresponding target shares for the NEOs fiscal 2018-2020 PSU awards:

	Fiscal 2018-2020 PSU Award	
Named Executive Officer	**Target Value**	**Target Shares**
K. Rupert Murdoch	$ 2,000,000	147,293
Robert J. Thomson	$ 5,000,000	368,234
Susan Panuccio	$ 1,100,000	81,011
David B. Pitofsky	$ 850,000	62,599

The Compensation Committee determined to grant dividend equivalents on PSUs, beginning with the fiscal 2017-2019 PSU awards, in order to further align our executive compensation with total return to stockholders. Such dividend equivalents are represented by additional PSUs, are subject to the same performance conditions as the underlying award and are payable when, and only to the extent that, the underlying award vests.

Payout of Fiscal 2016-2018 PSU Awards

In August 2015, the Compensation Committee approved the grant of the fiscal 2016-2018 PSU awards. The payout of the fiscal 2016-2018 PSUs was

based on the achievement of performance targets established by the Compensation Committee at the beginning of the three-year performance period that ended on June 30, 2018. The performance metrics and their respective weightings were as follows:

40% based on cumulative adjusted EPS;
40% based on cumulative adjusted FCF; and
20% based on the Company’s three-year TSR percentile relative to the S&P 500.

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In August 2018, the Compensation Committee reviewed the Company s performance against targets set at the start of performance period. Performance within the target range would correspond to a payout of 100% for the cumulative adjusted EPS and cumulative adjusted FCF metrics, with performance that falls between a threshold level and the target range or between the target range and maximum levels to be interpolated on a linear basis. The Company s actual performance versus the performance curve established by the Compensation Committee for each metric is set forth below:

Based on such performance, the Compensation Committee determined the final payout multiplier on the fiscal 2016-2018 PSU award of 89.0%, as set forth below:

Metric	Metric Weighting	Target (Range)	Achieved	Payout Multiplier
Cumulative adjusted EPS	40%	$1.81 – $2.21	$1.43	21.0%
Cumulative adjusted FCF	40%	$1.543 – $1.885 billion	$2.120 billion	53.7%
Relative TSR percentile	20%	50th	35.6th	14.2%
				89.0%*

*Numbers may not sum due to rounding.

The payout multiplier was then applied to each NEO s target shares, resulting in vesting on August 15, 2018 as indicated below:

Fiscal 2016-2018 PSU Award Payout

Named Executive Officer	Target Shares	Payout Multiplier	Final PSU Award
K. Rupert Murdoch	135,122	89.0 %	120,258
Robert J. Thomson	331,049	89.0 %	294,633
Susan Panuccio[(a)]	25,054	89.0 %	22,297
David B. Pitofsky	40,536	89.0 %	36,077

(a) Ms. Panuccio’s fiscal 2016-2018 PSU award was granted prior to her promotion to the role of CFO. Such award was granted in two tranches of 22,549 and 2,505 target shares.

Fiscal 2019 Total Direct Compensation

Consistent with its annual practice, at the beginning of fiscal 2019 the Compensation Committee, in consultation with its independent compensation consultant, conducted a competitive review of the NEOs target compensation opportunities. The Compensation Committee considered factors including compensation data and pay practices of the Peer Group (as defined below), current market trends and practices, contributions and achievements of the individual executives and compensation history.

As previously disclosed, the Compensation Committee, as a result of such review, approved increases to total direct compensation, or TDC, for

Ms. Panuccio and Mr. Pitofsky for fiscal 2019. Consistent with the Company s pay-for-performance philosophy, such increases consisted primarily of higher annual and long-term incentive opportunities. Ms. Panuccio s annual base salary will be $1,300,000; her target annual cash incentive will be $1,500,000; and her target long-term equity incentive will be $1,500,000. Approximately 70% of Ms. Panuccio s TDC will be at risk and tied to Company performance. Mr. Pitofsky s annual base salary will be $1,100,000; his target annual cash incentive will be $1,000,000; and his target long-term equity incentive will be $1,250,000. Approximately 67% of Mr. Pitofsky s TDC will be at risk and tied to Company performance.

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Also as previously disclosed, the Board, as a result of the Compensation Committee s review and recommendation, approved an increase to TDC for Mr. Thomson for fiscal 2019. Consistent with the Company s pay-for-performance philosophy, Mr. Thomson s compensation increase consists primarily of higher annual and long-term incentive opportunities. His annual base salary, which had been unchanged since 2013, will be $3,000,000; his target annual cash incentive will be $5,000,000; and his target long-term equity incentive will be $6,000,000. Approximately 79% of Mr. Thomson s target compensation will be at risk and tied to Company performance.

Retirement Benefits

The Company provides retirement benefits in the form of a 401(k) plan as well as the NC Transaction, Inc. Restoration Plan (the Restoration Plan), an unfunded nonqualified defined contribution plan maintained for the benefit of certain management and other highly compensated employees of the Company, including the CEO, CFO and General Counsel. The Restoration Plan provides participants with retirement benefits which would have become payable under the Company s traditional qualified retirement plans but for limitations imposed by the Tax Code. For additional information on the Restoration Plan, please see the Nonqualified Deferred Compensation Table and its accompanying footnotes and Description of Restoration Plan

below. Since the separation of the Company s businesses from its former parent, 21st Century Fox, on June 28, 2013 (the Separation), Mr. K.R. Murdoch continues to participate in the 21st Century Fox retirement plans and does not participate in the Company s retirement plans.

Mr. Thomson and Ms. Panuccio are also entitled to pension benefits accrued prior to the Separation under certain U.S.-qualified, U.K.-registered (qualified) and/or U.K. unfunded nonqualified defined benefit plans in connection with services rendered to 21st Century Fox. The liabilities for such benefits have been assumed by the Company, and following the Separation, there were no further accruals under these arrangements. For additional information on these arrangements, please see the Pension Benefits Table and its accompanying footnotes, and Description of Pension Benefits below. In addition, Ms. Panuccio has an Australia-based benefit related to prior service outside the U.S.

Perquisites

The NEOs are provided with limited perquisites that the Compensation Committee feels are reasonable and consistent with the Company s overall compensation philosophy. Perquisites constitute a small percentage of each NEO s total compensation package. The perquisites received by each NEO in fiscal 2018 are reported as required in the Summary Compensation Table and its accompanying footnotes.

Comparative Market Data and Industry Trends

The Compensation Committee considers compensation data and practices of a group of peer companies (the Peer Group), as well as current market trends and practices generally, in designing competitive and appropriate compensation packages for the NEOs. The Compensation Committee believes that a competitive executive compensation program is essential to attract and retain talented executives with the requisite skills and experience to successfully manage the Company s businesses. The Compensation Committee considers both individual elements of compensation and total compensation of companies in its Peer Group. Given the Company s diverse business portfolio, which is comprised of operating companies across multiple industries and

markets, the Compensation Committee believes that strict benchmarking against the Peer Group does not provide a broad enough view for establishing executive compensation and it does not set compensation targets for the NEOs at a

specific percentile of the Peer Group.

The Compensation Committee, with advice from its independent compensation consultant, annually reviews the Peer Group and approves updates to its composition as necessary to better reflect the Company s competitive landscape and account for any corporate changes and reorganizations among the Peer Group.

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In April 2017, following an in-depth review of the fiscal 2017 Peer Group with its independent compensation consultant, the Compensation Committee modified the Peer Group for fiscal 2018 to better reflect the Company s competitive landscape after a number of mergers and acquisitions among the fiscal 2017 Peer Group. The Company s Peer Group for fiscal 2018 was designed to include:

Companies with significant content production operations, including online/digital, print and television;
Companies of comparable size, with one-third to three times the Company's revenues and one-fifth to five times the Company's market capitalization;
Competitors for key executive level talent;
Companies within the same General Industry Classification Standards (GICS) code as the Company; and
Companies identified as the Company's peers by proxy advisory firms.

Fiscal 2018 Peer Group

- CBS Corporation
- Daily Mail and General Trust plc
- Discovery, Inc.
- DISH Network Corporation
- IAC/InterActiveCorp
- iHeartMedia, Inc.
- The Interpublic Group of Companies, Inc.
- Liberty Global plc
- Netflix, Inc.
- Omnicom Group Inc.
- Scripps Network Interactive, Inc.
- Sirius XM Holdings Inc.
- TEGNA Inc.
- Viacom Inc.

In April 2018, the Compensation Committee reviewed the 2018 Peer Group with its independent compensation consultant and concluded that it remained appropriate, except that iHeartMedia, Inc. was removed as a result of its recent bankruptcy filing.

Severance Arrangements

Messrs. Thomson and Pitofsky and Ms. Panuccio are each party to a negotiated employment agreement that provides for certain payments and benefits upon his or her separation from the Company. Mr. K.R. Murdoch is party to a letter agreement that contains termination provisions relating to annual and long-term incentive awards. Such employment agreements and provisions relating to severance arrangements are more fully described in the sections titled Executive Compensation—Employment Agreements and Executive Compensation—Potential Payments upon Termination. None of the NEOs employment agreements provides benefits that are triggered in

whole or in part solely by a change in control of the Company (*i.e.*, the agreements do not provide automatic single trigger benefits).

The Company believes that providing appropriate severance benefits helps attract and retain highly qualified executives by mitigating the risks associated with leaving a previous employer and accepting a new position with the Company and by providing income continuity following an unexpected termination. These arrangements also allow the Company to protect its interests through confidentiality, non-competition and other restrictive covenants in the event of an executive s termination.

Stock Ownership Guidelines for Executive Officers

The Compensation Committee has adopted stock ownership guidelines for the CEO, CFO and General Counsel, which require each such executive officer to maintain a substantial stake in the Company to help promote a long-term

focus and further align the interests of executives with those of other Company

stockholders. The CEO s stock ownership guideline is five times base salary, the CFO s stock ownership guideline is two times base salary and the General Counsel s stock ownership guideline is one times base salary. Directly held shares and unvested equity awards (whether cash- or stock-settled) count toward

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the stock ownership guidelines. Each executive officer has five years following appointment to a position that is subject to a stock ownership

guideline to comply with such requirement. The CEO, CFO and General Counsel are currently in compliance with their respective requirements.

Clawback Policies

The Board has adopted policies requiring the recoupment of performance-based cash and equity compensation paid to the NEOs in the event of certain financial restatements and of other bonus

compensation in certain other instances, to the extent permitted by governing law and any employment arrangements entered into prior to the adoption of the policies.

Prohibition on Hedging and Pledging of News Corporation Stock

The Company prohibits all Directors and employees, including the NEOs, from engaging in short sales of the Company s securities and investing in Company-based derivative securities, including options, warrants, SARs or similar rights whose value is derived from the value of the Company s common stock. This prohibition includes, but is not limited to, trading in Company-based put or call option contracts, straddles and similar instruments designed

to offset the risks of ownership of the Company s common stock. However, holding and exercising employee stock options, RSUs or other equity-based awards granted under the Company s equity compensation plans is not prohibited. Executive officers and Directors are also prohibited from pledging any Company securities that they hold directly or have received as equity compensation.

Compensation Deductibility Policy

Historically, in approving compensation arrangements, the Compensation Committee has taken into account Section 162(m) of the Tax Code, which generally limited U.S. federal tax deductibility of compensation paid to the NEOs to $1 million per year, unless such compensation qualified as performance-based under the Tax Code.

Following passage of the Tax Cuts and Jobs Act on December 22, 2017, the Section 162(m) performance-based exemption has been repealed for taxable years beginning after December 31, 2017, subject to limited transition relief for arrangements in place as of November 2, 2017. Because of the uncertainties in the future application of Section 162(m), it cannot

presently be determined whether the Company s incentive payments to the NEOs will qualify for transition relief in future years.

The Compensation Committee believes that stockholder interests are best served by not restricting the Compensation Committee s discretion and flexibility in crafting compensation programs, even if such programs may result in non-deductible compensation expenses. Accordingly, the Compensation Committee reserves the flexibility to take actions based on considerations other than tax deductibility, and may choose to approve components of compensation that are not deductible in the future.

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REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee of the Board of Directors has reviewed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K and discussed it with the Company s management. Based on the Compensation Committee s review and discussions with management, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included

in this proxy statement and incorporated by reference into the Company s Annual Report on Form 10-K for the fiscal year ended June 30, 2018.

THE COMPENSATION COMMITTEE:

Masroor Siddiqui (Chair)
Natalie Bancroft
Peter L. Barnes

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

During fiscal 2018, the Compensation Committee consisted of the following Non-Executive Directors: Masroor Siddiqui (Chair), Peter L. Barnes and Natalie Bancroft. The Board has determined that Ms. Bancroft and Messrs. Siddiqui and Barnes are independent in accordance with Nasdaq listing rules. There are no interlocking relationships as defined in the applicable SEC rules.

RISKS RELATED TO COMPENSATION POLICIES AND PRACTICES

The Compensation Committee is responsible for reviewing the compensation policies and practices of the Company and its subsidiaries to determine whether they create risk-taking incentives that are reasonably likely to have a material adverse impact on the Company. At the direction of the Compensation Committee, members of senior management conducted a risk assessment involving the collection and review of information regarding pay practices and risk-mitigation factors at the Company. Following an analysis of the results of the risk assessment with the Compensation Committee, the Compensation Committee concluded that the risks arising from the Company s compensation

policies and practices for its employees are not reasonably likely to have a material adverse effect on the Company. The Company s compensation programs include features designed to discourage undue risk-taking by employees, including significant management discretion and oversight, a balance of annual and long-term incentives for senior executives, the use of multiple performance metrics which are generally set at the beginning of the performance period, award opportunities that are fixed or capped and recoupment provisions for bonus compensation granted to the NEOs and certain other senior executives in the event of certain financial restatements or certain other instances.

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Summary Compensation Table

The following table sets forth information with respect to total compensation for the fiscal years ended June 30, 2018, June 30, 2017 and June 30, 2016, respectively, for the Company s NEOs.

Name and Principal Position	Fiscal Year	Salary[a]	Bonus	Stock Awards[b]	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings[c]	All Other Compensation[d]	Total
K. Rupert Murdoch	2018	$ 1,000,000	$ —	$ 2,143,943	$ 2,598,667	$ —	$ —	$ 5,742,610
Executive Chairman	2017	$ 1,000,000	$ —	$ 2,682,668	$ 2,000,000	$ —	$ —	$ 5,682,668
	2016	$ 1,019,231	$ —	$ 2,191,949	$ 2,133,333	$ —	$ —	$ 5,344,513
Robert J. Thomson	2018	$ 2,000,000	$ —	$ 5,359,907	$ 5,197,333	$ —	$ 420,718	$ 12,977,958
Chief Executive Officer	2017	$ 2,000,000	$ —	$ 6,706,704	$ 4,000,000	$ 473,630	$ 407,593	$ 13,587,927
	2016	$ 2,038,462	$ —	$ 5,370,277	$ 3,200,000	$ 333,691	$ 394,453	$ 11,336,883
Susan Panuccio	2018	$ 1,100,000	$ —	$ 1,166,126	$ 1,374,267	$ —	$ 114,607	$ 3,755,000
Chief Financial Officer[e]	2017	$ 978,784 [f]	$ 661,412	$ 573,037	$ —	$ 158,389	$ 620,607	$ 2,992,229
David B. Pitofsky	2018	$ 1,000,000	$ —	$ 910,178	$ 1,124,400	$ —	$ 95,961	$ 3,130,539
General Counsel	2017	$ 950,000	$ —	$ 1,073,049	$ 750,000	$ —	$ 104,194	$ 2,877,243
	2016	$ 968,269	$ —	$ 657,575	$ 1,000,000	$ —	$ 90,619	$ 2,716,463

(a) The amounts reported in this column represent base salaries paid to each of the NEOs for the applicable fiscal year as provided for in each of their respective employment agreements or compensation arrangements. Fiscal 2018, fiscal 2017 and fiscal 2016 included 52 weeks, 52 weeks and 53 weeks, respectively. Except as otherwise indicated, all base salaries were paid in U.S. dollars.

(b) The amounts set forth in the Stock Awards column represent the aggregate grant date fair value of stock awards granted during the applicable fiscal years calculated based on the probable outcome of performance conditions as

of the date of grant in accordance with FASB ASC Topic 718, excluding the effect of estimated forfeitures. Assuming the maximum level of performance, the grant date fair value of the 2018-2020 PSU awards would be: $4,287,970 for Mr. K.R. Murdoch; $10,719,814 for Mr. Thomson; $2,332,253 for Ms. Panuccio; and $1,820,355 for Mr. Pitofsky. The actual value, if any, that the executives will realize for these awards is a function of the value of the underlying shares if and when these awards vest and the level of attainment of the applicable performance target. Please see the Grants of Plan-Based Awards Table below for more information regarding the stock awards granted in fiscal 2018. For additional information on how we account for equity-based compensation, see Note 13 to our consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended June 30, 2018 filed with the SEC on August 15, 2018.

(c) In fiscal 2018, there was a decrease in pension value of $454,635 for Mr. Thomson and $203,401 for Ms. Panuccio. As a result, a change of $0 is reported in this column in accordance with SEC rules. Changes in pension value as reported in the Summary Compensation Table are theoretical as these amounts are calculated pursuant to SEC requirements and are based on a retirement assumption of age 60 and other assumptions used in preparing our consolidated financial statements for fiscal 2018, 2017 and 2016. The change in actuarial present value for each NEO's accumulated pension benefits under the applicable Company pension plans from year to year is subject to market volatility and may not represent, nor does it affect, the value that a NEO will actually accrue under the Company's pension plans during any given fiscal year. Changes in pension value are denominated in British pounds sterling, and have been converted into U.S. dollars for fiscal 2018 using the average exchange rate for fiscal 2018, which was 1 USD = 0.7431 GBP, as reported on Bloomberg. There were no above-market earnings or preferential earnings on any compensation that was deferred pursuant to a nonqualified deferred compensation plan or on any other basis that is not tax-qualified.

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(d) All Other Compensation paid in the fiscal year ended June 30, 2018 is calculated based on the aggregate incremental cost to the Company. To the extent the value of all perquisites and personal benefits did not exceed $10,000 in fiscal 2018 for any NEO, such amounts are not disclosed below and in the table above as permitted under SEC rules. The amounts included in this column are comprised of the following:

	K. Rupert Murdoch	Robert J. Thomson	Susan Panuccio	David B. Pitofsky
Perquisites				
Tax Planning Services	$ —	$ —	$ 15,401 (1)	$ —
Other				
Company Contributions to 401(k) Plan	$ —	$ 13,615	$ 21,663	$ 14,921
Company Contributions to Restoration Plan	$ —	$ 259,875	$ 77,543	$ 81,040
Life Insurance	$ —	$ 147,228 (2)	$ —	$ —
Total	$ —	$ 420,718	$ 114,607	$ 95,961

(1) Represents tax planning services relating to Ms. Panuccio's relocation from Australia to the United States in connection with her appointment as CFO.

(2) The life insurance premium provided to Mr. Thomson is a legacy benefit from his previous employment by 21st Century Fox in the U.K. in periods prior to the Separation.

(e) Ms. Panuccio was not an NEO in fiscal 2016 and therefore her compensation related to such fiscal year is not disclosed.

(f) In connection with her promotion to the role of CFO, effective March 1, 2017, Ms. Panuccio's base salary was set at $1,100,000. Prior to her promotion, Ms. Panuccio's base salary as Chief Financial Officer, News Corp Australia was $1,150,000 AUD. Such amount was converted to U.S. dollars using monthly exchange rates applicable to the payment dates ranging from AUD 1 = USD 0.7323 to 0.7652.

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Grants of Plan-Based Awards Table

The following table sets forth information with respect to grants of plan-based awards to the NEOs during the fiscal year ended June 30, 2018.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			Grant Date Fair Value of Stock Awards[(a)]
		Threshold	Target	Maximum	Threshold	Target	Maximum	
K. Rupert Murdoch		$ 1,000,000	$ 2,000,000	$ 4,000,000				
	8/15/2017 (b)				14,731	147,293	294,586	$ 2,073,296
	10/18/2017 (c)				240	2,384	4,768	34,580
	4/18/2018 (c)				205	2,032	4,064	36,067
								$ 2,143,943
Robert J. Thomson		$ 2,000,000	$ 4,000,000	$ 8,000,000				
	8/15/2017 (b)				36,825	368,234	736,468	$ 5,183,262
	10/18/2017 (c)				598	5,962	11,924	86,478
	4/18/2018 (c)				510	5,080	10,160	90,167
								$ 5,359,907
Susan Panuccio		$ 550,000	$ 1,100,000	$ 2,200,000				
	8/15/2017 (b)				8,103	81,011	162,022	$ 1,140,311
	10/18/2017 (c)				89	872	1,744	12,615
	4/18/2018 (c)				76	743	1,486	13,200
								$ 1,166,126
David B. Pitofsky		$ 450,000	$ 900,000	$ 1,800,000				
	8/15/2017 (b)				6,261	62,599	125,198	$ 881,144
	10/18/2017 (c)				100	980	1,960	14,212
	4/18/2018 (c)				85	835	1,670	14,822
								$ 910,178

(a) Reflects the right to receive the U.S. dollar value of shares of Class A Common Stock, other than for Ms. Panuccio and Mr. Pitofsky, who will receive shares of Class A Common Stock, that may be earned upon vesting of PSUs granted in fiscal 2018, assuming the achievement of target performance levels (*i.e.*, 100% of target PSUs) during the applicable performance period. See Compensation Discussion and Analysis—Named Executive Officer

Compensation—Fiscal 2018-2020 PSU Awards for a discussion of the performance measures for the PSUs.

(b) Represents the fiscal 2018-2020 PSU award. See Compensation Discussion and Analysis—Named Executive Officer Compensation—Fiscal 2018-2020 PSU Awards.

(c) Represents dividend equivalents granted on the fiscal 2017-2019 PSU award and the fiscal 2018-2020 PSU award.

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Outstanding Equity Awards Table

The following table sets forth information with respect to each of the NEOs outstanding equity awards at June 30, 2018.

	Stock Awards			
Name	Number of Shares or Units of Stock That Have Not Vested[a]	Market Value of Shares or Units of Stock That Have Not Vested[a][b]	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested[c]	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested[b][c]
K. Rupert Murdoch	120,258	$ 1,863,999	329,292	$ 5,104,026
Robert J. Thomson	294,633	$ 4,566,812	823,236	$ 12,760,158
Susan Panuccio	22,297	$ 345,604	120,559	$ 1,868,665
David B. Pitofsky	36,077	$ 559,194	135,446	$ 2,099,413

(a) Represents the number of cash-settled PSUs, other than for Mr. Pitofsky, who received stock-settled PSUs, granted as part of the fiscal 2016-2018 PSU award, which was subject to a performance period ending on June 30, 2018 and remained subject to time-based vesting on August 15, 2018. Ms. Panuccio's fiscal 2016-2018 PSU award was granted prior to her promotion to the role of CFO.

(b) Calculated using the closing price of the Company's Class A Common Stock as reported on Nasdaq on June 29, 2018, the last trading day of fiscal 2018, of $15.50.

(c) The amounts set forth in this column represent the number of PSUs, including dividend equivalents, which remain subject to performance criteria and have not yet vested as of June 30, 2018. In accordance with SEC guidance, the number of shares presented is based on the assumption that the PSUs will vest based on the achievement of the target performance level. The number of PSUs, if any, realized by a NEO will depend on the actual performance level achieved by the Company for the applicable performance period. The respective dates of grant, performance periods and vesting dates for PSUs that remain subject to performance criteria and have not yet vested as of June 30, 2018 are set forth below:

Name	Number of PSUs That Have Not Vested	Date of Grant	Performance Period	Vesting Dates
K. Rupert Murdoch	149,295 (1)	8/15/2017	7/1/2017 to 6/30/2020	8/17/2020
	179,997 (2)	8/15/2016	7/1/2016 to 6/30/2019	8/15/2019
Robert J. Thomson	373,240 (1)	8/15/2017	7/1/2017 to 6/30/2020	8/17/2020
	449,996 (2)	8/15/2016	7/1/2016 to 6/30/2019	8/15/2019
Susan Panuccio	82,111 (1)	8/15/2017	7/1/2017 to 6/30/2020	8/17/2020

	38,448 (2)	8/15/2016	7/1/2016 to 6/30/2019	8/15/2019
David B. Pitofsky	63,449 (1)	8/15/2017	7/1/2017 to 6/30/2020	8/17/2020
	71,997 (2)	8/15/2016	7/1/2016 to 6/30/2019	8/15/2019

(1) Represents the number of unvested, cash-settled PSUs, other than for Ms. Panuccio and Mr. Pitofsky, who received stock-settled PSUs, granted as part of the fiscal 2018-2020 PSU award, and dividend equivalents thereon. See Compensation Discussion and Analysis—Named Executive Officer Compensation—Fiscal 2018-2020 PSU Awards for details.

(2) Represents the number of unvested, cash-settled PSUs, other than for Mr. Pitofsky, who received stock-settled PSUs, granted as part of the fiscal 2017-2019 PSU award, and dividend equivalents thereon. Ms. Panuccio's fiscal 2017-2019 PSU award was granted prior to her promotion to the role of CFO.

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Option Exercises and Stock Vested Table

The following table sets forth information with respect to each exercise of stock options, SARs and similar instruments, and each vesting of stock, including restricted stock, RSUs and similar instruments, for each of the NEOs during the fiscal year ended June 30, 2018.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise	Value Realized on Exercise	Number of Shares Acquired on Vesting	Value Realized on Vesting
K. Rupert Murdoch	—	—	69,840	$ 933,761
Robert J. Thomson	—	—	150,156	$ 2,007,586
Susan Panuccio	—	—	13,815	$ 184,707
David B. Pitofsky	—	—	13,967	$ 186,739

(a) Represents the number of cash-settled PSUs, other than for Mr. Pitofsky, who received stock-settled PSUs, granted as part of the fiscal 2015-2017 PSU award, which vested on August 15, 2017. Mr. Pitofsky's fiscal 2015-2017 PSU award was granted prior to his promotion to the role of General Counsel and Ms. Panuccio's fiscal 2015-2017 PSU award was granted prior to her promotion to the role of CFO.

Pension Benefits Table

The following table sets forth information with respect to each Company plan that provides payments in connection with retirement with respect to each of the NEOs at June 30, 2018.

Name[(a)]	Plan Name	Number of Years Credited Service	Present Value of Accumulated Benefit[(b)]	Payments During Last Fiscal Year
Robert J. Thomson	News International Pension and Life Assurance Plan for Senior Executives	6	$ 1,022,664	—
	News International Unapproved Pension and Life Assurance Plan	6	$ 748,603	—
	Employer-Financed Retirement Benefits Scheme	5	$ 1,611,396	—
Susan Panuccio	News International Pension and Life Assurance Plan for Senior Executives	2	$ 644,271	—

(a) Neither Mr. K.R. Murdoch nor Mr. Pitofsky participates in the Company's pension plans.

(b) Calculated assuming commencement of benefits at age 60, using a discount rate of 2.65% in the case of the Registered Plan (as defined below) and 2.71% in the case of the Supplementary Plan (as defined below) and the EFRBS (as defined below), with a retail price index inflation assumption of 3.00% and with a mortality assumption

of SAPS with a 1.25% per annum long-term rate of improvement. Pension and retirement benefits are denominated in British pounds sterling, and have been converted into U.S. dollars using the spot exchange rate as of June 29, 2018, the last trading day of fiscal 2018, which was 1 USD = 0.7572 GBP, as reported on Bloomberg.

Description of Pension Benefits

Mr. Thomson and Ms. Panuccio have pension benefits from Company-sponsored plans that were earned in connection with their employment by 21st Century Fox in periods prior to the Separation. The News International Pension and Life Assurance Plan for Senior Executives (the Registered Plan) provided select U.K. executives with pension benefits for services rendered. The Registered Plan was frozen to additional future benefits effective March 31, 2011 and benefits were determined using formulas that were based on the period of employment. The applicable formula for Mr. Thomson and Ms. Panuccio was an annual benefit accrual of 1/45th of pensionable salary (limited to the pension salary

cap where applicable) and is payable at age 60 in the form of a member annuity plus a 50% survivor annuity. The benefit at retirement is adjusted annually in payment for inflation as measured by the change in consumer price index capped at 5% for accrual before April 6, 2009 and 2.5% for accrual from April 6, 2009.

Mr. Thomson also participated in the News International Unapproved Pension and Life Assurance Plan (the Supplementary Plan). The Supplementary Plan is a non-registered plan that provided benefits that were not available in the Registered Plan as a result of the application of the U.K. statutory earnings cap and was frozen to additional future benefits effective March 31, 2011.

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Upon Mr. Thomson s transfer to the U.S., the Company extended to Mr. Thomson benefits through the Employer-Financed Retirement Benefits Scheme (the EFRBS) equivalent to the benefit amounts provided by the Registered Plan and the

Supplementary Plan. The EFRBS is subject to Section 409A of the Tax Code, and the full commuted value of the EFRBS benefit is payable as a single lump sum upon separation of employment. The EFRBS was frozen as of June 30, 2013 for future service.

Nonqualified Deferred Compensation Table

Certain highly compensated employees are eligible to participate in the Restoration Plan. The following table sets forth information with respect to the Restoration Plan at June 30, 2018.

Name[a]	Executive Contributions in Last Fiscal Year	Registrant Contributions in Last Fiscal Year[b]	Aggregate Earnings in Last Fiscal Year[c]	Aggregate Withdrawals/ Distributions	Aggregate Balance at Last Fiscal Year End[d]
Robert J. Thomson	—	$ 259,875	$ 98,223	—	$ 1,395,244
Susan Panuccio	—	$ 77,543	$ 5,380	—	$ 82,923
David B. Pitofsky	—	$ 81,040	$ 28,692	—	$ 345,661

(a) Mr. K.R. Murdoch does not participate in the Restoration Plan.

(b) Amounts reported in this column are included in the All Other Compensation column of the Summary Compensation Table for fiscal 2018.

(c) None of these earnings are included in the Summary Compensation Table for fiscal 2018.

(d) Amounts reported in this column include the following amounts that were reported as compensation to the NEOs in the Summary Compensation Table in the Company’s previous proxy statements: $911,196 for Mr. Thomson and $187,772 for Mr. Pitofsky.

Description of Restoration Plan

The Restoration Plan is a nonqualified unfunded defined contribution retirement plan maintained for the benefit of certain management and other highly compensated employees of the Company, including the CEO, CFO and General Counsel. The Restoration Plan provides participants with retirement benefits which would have become payable under the Company s traditional qualified retirement plans but for limitations imposed by the Tax Code.

Under the Restoration Plan, participants whose employer contributions under the Company s qualified retirement plans are limited by the Tax Code are eligible to receive an amount credited to their

account equal to 5.5% of their compensation in excess of the compensation limits of the Tax Code, subject to a compensation cap of $5,000,000 for each of the CEO, CFO and General Counsel. The amounts credited to each participant s account are fully vested following attainment of two years of service with the Company. Participants in the plan have the ability to direct their assets into the same fund choices as found in the Company s qualified retirement plans. Amounts in a participant s account will be credited with gains and losses associated to the participant s fund elections. Participants will receive distributions of vested benefits upon termination of employment in accordance with the payment schedule set forth under the plan rules.

Employment Agreements

Summary of K. Rupert Murdoch s Letter Agreement

On June 27, 2014, the Company entered into a letter agreement with Mr. K.R. Murdoch to address the treatment of Mr. K.R. Murdoch s performance-based annual bonus and PSUs upon the occurrence of certain terminations of his employment with the Company (the KRM Letter Agreement). For additional information regarding the methodology and calculation of the performance-based annual bonus and PSUs, see the section titled Compensation Discussion and Analysis—Named Executive Officer Compensation above. For a

discussion of the termination provisions relating to Mr. K.R. Murdoch s performance-based annual bonus and PSUs, see —Potential Payments upon Termination below.

Summary of Robert J. Thomson s Employment Agreement

Mr. Thomson is party to an amended and restated employment agreement with the Company, dated as of March 9, 2016 (the Thomson Agreement). The term of the Thomson Agreement extends through June 30, 2019. Pursuant to the Thomson Agreement, Mr. Thomson receives a base salary at an annual rate of not less than $2,000,000, and he is also entitled to

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receive a performance-based annual bonus with a target of not less than $4,000,000.

Mr. Thomson is also entitled to receive annual grants of long-term performance-based equity awards with a target of not less than $5,000,000. If, after the expiration date of the Thomson Agreement, Mr. Thomson is not offered an extension or renewal of the agreement on similar or better terms, he will continue to be eligible to earn the full value of any equity award granted during the term of his employment.

Mr. Thomson is entitled to participate in incentive or benefit plans or arrangements in effect or to be adopted by the Company or its affiliates and to such other perquisites as are applicable to the Company s other senior executives of equal rank. Additionally, the Thomson Agreement provides for certain payments and benefits to Mr. Thomson upon his separation from the Company as described below in —Potential Payments upon Termination.

Summary of Susan Panuccio s Employment Agreement

Ms. Panuccio is party to an employment agreement with the Company, dated as of February 23, 2017 (the Panuccio Agreement). The term of the Panuccio Agreement extends through June 30, 2020. Pursuant to the Panuccio Agreement, Ms. Panuccio receives a base salary at an annual rate of not less than $1,100,000, and is also entitled to receive, beginning in fiscal 2018, a performance-based annual bonus with a target of not less than $1,100,000 and annual grants of long-term performance-based equity awards with a target of not less than $1,100,000.

Ms. Panuccio is entitled to participate in incentive or benefit plans or arrangements in effect or to be adopted by the Company or its applicable affiliates and to such other perquisites as are applicable to the Company s other senior executives of equal rank. Additionally, the Panuccio Agreement provides for certain payments and benefits to Ms. Panuccio upon her separation from the Company as described below in —Potential Payments upon Termination.

Summary of David B. Pitofsky s Employment Agreement

Mr. Pitofsky is party to an employment agreement with the Company, dated as of November 9, 2017 (the Pitofsky Agreement). The term of the Pitofsky Agreement extends through June 30, 2021. Pursuant to the Pitofsky Agreement, Mr. Pitofsky receives a base salary at an annual rate of not less than $1,000,000, and is also entitled to receive a performance-based annual bonus with a target of not less than $900,000 and annual grants of long-term performance-based equity awards with a target of not less than $850,000.

Mr. Pitofsky is entitled to participate in incentive or benefit plans or arrangements in effect or to be adopted by the Company or its applicable affiliates and to such other perquisites as are applicable to other senior executives of equal rank. Additionally, the Pitofsky Agreement provides for certain payments and benefits to Mr. Pitofsky upon his separation from the Company as described below in —Potential Payments upon Termination.

Potential Payments upon Termination

As discussed under —Employment Agreements above, the employment agreements of each of Messrs. Thomson and Pitofsky and Ms. Panuccio provide for certain payments and benefits upon their respective separations from the Company. In addition, the KRM Letter Agreement contains certain termination provisions relating to Mr. K.R. Murdoch s performance-based annual bonus and PSUs. These provisions are summarized below.

K. Rupert Murdoch

Pursuant to the terms of the KRM Letter Agreement, if the employment of Mr. K.R. Murdoch is terminated due to death or disability, he will be entitled to receive:

any annual bonus payable but not yet paid with respect to any fiscal year ended prior to the date of termination;
a pro-rata portion of the annual bonus he would have earned for the fiscal year of termination had no termination occurred, calculated based on the pre-determined target annual bonus amount and based on the number of days he was employed by the Company in the fiscal year during which his employment terminated compared to the total number of days in such fiscal year; and
if such termination event occurs within the second or third fiscal year of any applicable performance period, the full value of any outstanding PSUs, calculated and paid at the end of the applicable performance period as if no termination occurred.

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For purposes of the KRM Letter Agreement, the term disability means if Mr. K.R. Murdoch is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a period of not less than 12 months.

If Mr. K.R. Murdoch s employment is terminated for cause, he will be entitled to receive:

any annual bonus payable but not yet paid with respect to any fiscal year ended prior to the date of termination;
a pro-rata portion of the annual bonus he would have earned for the fiscal year of termination had no termination occurred, calculated based solely on the Compensation Committee's assessment of the Company's financial and operational performance as compared to the Company's annual budget, provided that any threshold criteria established by the Compensation Committee as a condition of payment of the annual bonus is satisfied; and
if such termination event occurs within the second or third fiscal year of any applicable performance period, the pro-rata value of any outstanding PSUs, calculated at the end of the applicable performance period based on (a) the payout that he would have received if no termination had occurred multiplied by (b)(1) the number of days he was employed by the Company during the applicable performance period divided by (2) the total number of days in such performance period.

For purposes of the KRM Letter Agreement, the term cause means (a) a deliberate and material breach by Mr. K.R. Murdoch of his duties and responsibilities that results in material harm to the Company and its affiliates which breach is committed without reasonable belief that such breach is in, or not contrary to, the best interests of the Company, and is not remedied within 30 days after written notice specifying such breach, (b) Mr. K.R. Murdoch s plea of guilty or *nolo contendere* to, or nonappealable conviction of, a felony, which conviction or plea causes material damage to the Company s reputation or financial position, or (c) or Mr. K.R. Murdoch s addiction to drugs or alcohol that results in a material breach of his duties and responsibilities and that

results in material harm to the Company and its affiliates, which addiction is not remedied within 30 days after receipt of written notice specifying such breach.

If Mr. K.R. Murdoch s employment is terminated other than for cause, including due to retirement, he will be entitled to receive:

any annual bonus payable but not yet paid with respect to any fiscal year ended prior to the date of termination;
a pro-rata portion of the annual bonus he would have earned for the fiscal year of termination had no termination occurred, calculated based solely on the Compensation Committee's assessment of the Company's financial and operational performance as compared to the Company's annual budget, provided that any threshold criteria established by the Compensation Committee as a condition of payment of the annual bonus is satisfied; and
if such termination event occurs within the second or third fiscal year of any applicable performance period, the full value of any outstanding PSUs, calculated and paid at the end of the applicable performance period as if no termination occurred.

For purposes of the KRM Letter Agreement, the term retirement means Mr. K.R. Murdoch s resignation or termination of employment after attainment of age 60 with ten years of service so long as he is not then employed by another company.

With respect to any outstanding PSUs, in the event of any type of termination that occurs on or prior to the last day of the first fiscal year of any applicable performance period, the entire award will be forfeited.

Robert J. Thomson

Pursuant to the Thomson Agreement, during any period that Mr. Thomson fails to perform his duties as a result of incapacity and disability due to physical or mental illness, or if Mr. Thomson is terminated by reason of his death, Mr. Thomson (or his surviving spouse or other designee or the legal representative of his estate) is entitled to:

continue to receive his full base salary until Mr. Thomson returns to his duties or until one year following his termination;

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any annual bonus payable but not yet paid with respect to any fiscal year ended prior to the date of termination;
a pro-rata portion of the annual bonus he would have earned for the fiscal year of termination had no termination occurred, calculated based on the pre-determined target annual bonus amount and based on the number of days he was employed by the Company in the fiscal year during which his employment terminated compared to the total number of days in such fiscal year; and
vesting and payment of his outstanding PSUs as set forth in the applicable equity award agreements, which provide that if termination due to death or qualifying disability occurs beyond the last day of the first fiscal year of the applicable performance period, (i) in the event of death, his estate will receive the cash value of shares of the Company's Class A Common Stock as soon as practicable, based on the projected performance of the Company, as determined by the Company, for all awards with less than one year remaining in the performance period, and based on target level performance otherwise, and (ii) in the event of a qualifying disability, he will receive the cash value of shares of the Company's Class A Common Stock on the applicable vesting date after the end of the relevant performance period, based on actual performance.

The Company may terminate Mr. Thomson s employment if, as a result of his incapacity and disability due to physical or mental illness, he has been absent from his duties for one year.

If Mr. Thomson s employment is terminated by the Company for cause, Mr. Thomson will be entitled to receive, subject to his execution of a general release and waiver, which may require compliance with certain restrictive covenants:

his full base salary through the date of termination; and
any annual bonus payable but not yet paid with respect to any fiscal year ended prior to the date of termination.

For purposes of the Thomson Agreement, the term cause means Mr. Thomson s: (i) conviction of, or plea of guilty or *nolo contendere* to, a felony or crime involving moral turpitude; (ii) engaging in willful neglect or willful misconduct in carrying out his duties under the Thomson Agreement, which breach, if curable, remains uncured 15 days after written notice specifying such breach; (iii) breach of any material representation, warranty, covenant or term of the Thomson Agreement, including, among other things, a breach of written Company policy, which breach, if curable, remains uncured 21 days after written notice specifying such breach; (iv) act of fraud or dishonesty in the performance of his job duties; (v) intentionally engaging in conduct which impacts negatively and materially on the reputation or image of the Company, its affiliates or any of their respective products; and/or (vi) use of or addiction to illegal drugs.

If Mr. Thomson s employment is terminated by the Company other than for cause, death or disability, or by Mr. Thomson for good reason, Mr. Thomson will be entitled to receive, subject to his execution of a general release and waiver, which may require compliance with certain restrictive covenants:

the greater of (A) the compensation and other payments and benefits in the same manner as though Mr. Thomson continued to be employed through June 2019 and (B) his base salary and annual bonus for two years after the date of termination, with the annual bonus based on the preceding annual bonus paid to Mr. Thomson;
any annual bonus payable but not yet paid with respect to any fiscal year ended prior to the date of termination; and
continued vesting of equity awards granted prior to the date of termination in the same manner as though he continued to be employed through June 2019.

For purposes of the Thomson Agreement, the term good reason within the meaning of Section 409A of the Tax Code means (i) a material breach of the Thomson Agreement by the Company, which breach, if curable, is not cured within 30 days after written notice specifying such breach, (ii) if Mr. Thomson is required to be based and essentially render services in other than the New York City metropolitan area at

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the Company s principal offices in such area or (iii) a material diminution in Mr. Thomson s job description, title, authority, duties or responsibility.

Susan Panuccio

Pursuant to the Panuccio Agreement, if Ms. Panuccio is terminated by reason of her death, her surviving spouse or other designee or the legal representative of her estate is entitled, subject to execution of a general release and waiver, which may require compliance with certain restrictive covenants, to:

- continue to receive her full base salary for one year following her termination;
- any annual bonus payable but not yet paid with respect to any fiscal year ended prior to the date of termination;
- a pro-rata portion of the annual bonus she would have earned for the fiscal year of termination had no termination occurred, calculated based on the pre-determined target annual bonus amount and based on the number of days she was employed by the Company in the fiscal year during which her employment terminated compared to the total number of days in such fiscal year; and
- vesting and payment of her outstanding PSUs as set forth in the applicable equity award agreements, which provide that if such termination occurs beyond the last day of the first fiscal year of the applicable performance period, her estate will receive shares or the cash value of shares of the Company's Class A Common Stock as soon as practicable, based on the projected performance of the Company, as determined by the Company, for all awards with less than one year remaining in the performance period, and based on target-level performance otherwise.

During any period that Ms. Panuccio fails to perform her duties as a result of incapacity and disability due to physical or mental illness, Ms. Panuccio is entitled to continue to receive her full base salary and benefits for up to one year until Ms. Panuccio returns to her duties or her employment is terminated by the Company pursuant to the Company s right to terminate Ms. Panuccio s employment if, as a result of her incapacity and disability due to physical or mental illness, she has been absent from her duties

for seven months and is unable to provide the Company with a note from her treating physician that provides for a definite and reasonable return to work date.

If Ms. Panuccio s employment is terminated by the Company as described in the foregoing sentence, Ms. Panuccio is entitled, subject to her execution of a general release and waiver, which may require compliance with certain restrictive covenants, to vesting and payment of her outstanding PSUs as set forth in the applicable equity award agreements, which provide that if Ms. Panuccio s employment is terminated in connection with a qualifying disability and such termination occurs beyond the last day of the first fiscal year of the applicable performance period she will receive shares or the cash value of shares of the Company s Class A Common Stock on the applicable vesting date after the end of the relevant performance period, based on actual performance.

If Ms. Panuccio s employment is terminated by the Company for cause, Ms. Panuccio will be entitled to receive, subject to her execution of a general release and waiver, which may require compliance with certain restrictive covenants:

- her full base salary and benefits through the date of termination; and
- any annual bonus payable but not yet paid with respect to any fiscal year ended prior to the date of termination.

For the purpose of the Panuccio Agreement, the term cause means Ms. Panuccio s: (i) conviction of, or plea of guilty or *nolo contendere* to, a felony or crime involving moral turpitude; (ii) engaging in willful neglect or willful misconduct in carrying out her duties under the Panuccio Agreement, which breach, if curable, remains uncured 15 days after written notice specifying such breach; (iii) breach of any material representation, warranty, covenant or

term of the Panuccio Agreement, including, among other things, a breach of written Company policy, which breach, if curable, remains uncured 21 days after written notice specifying such breach; (iv) act of fraud or dishonesty in the performance of her job duties; (v) intentionally engaging in conduct which impacts negatively and materially on the reputation or image of the Company, its affiliates or any of their respective products; and/or (vi) use of or addiction to illegal drugs.

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If Ms. Panuccio s employment is terminated by the Company other than for cause, death or disability, or by Ms. Panuccio for good reason, Ms. Panuccio will be entitled to continue to receive, subject to her execution of a general release and waiver, which may require compliance with certain restrictive covenants:

the greater of (A) her base salary and annual bonus at the pre-determined target amount in the same manner as though Ms. Panuccio continued to be employed through June 2020 and (B) her then current base salary and annual bonus at the pre-determined target amount for two years following the date of termination;
any annual bonus payable but not yet paid with respect to any fiscal year ended prior to the date of termination;
a pro-rata portion of the annual bonus she would have earned for the fiscal year of termination had no termination occurred, calculated based on the pre-determined target annual bonus amount and based on the number of days she was employed by the Company in the fiscal year during which her employment terminated compared to the total number of days in such fiscal year;
continued vesting of equity awards granted prior to the date of termination in the same manner as though she continued to be employed through June 2020; and
Company-paid premiums under the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended (COBRA), for her and her eligible dependents through June 2020.

For purposes of the Panuccio Agreement, the term good reason within the meaning of Section 409A of the Tax Code means (i) a material breach of the Panuccio Agreement by the Company, which breach, if curable, is not cured within 30 days after written notice specifying such breach, (ii) if Ms. Panuccio is required to be based and essentially render services in areas other than within 50 miles of the New York City metropolitan area or (iii) a material diminution in Ms. Panuccio s duties thereby diminishing her role.

David B. Pitofsky

Pursuant to the Pitofsky Agreement, if Mr. Pitofsky is terminated by reason of his death, his surviving spouse or other designee or the legal representative

of his estate is entitled, subject to execution of a general release and waiver, which may require compliance with certain restrictive covenants, to:

continue to receive his full base salary for one year following his termination;
any annual bonus payable but not yet paid with respect to any fiscal year ended prior to the date of termination;
a pro-rata portion of the annual bonus he would have earned for the fiscal year of termination had no termination occurred, calculated based on the pre-determined target annual bonus amount and based on the number of days he was employed by the Company in the fiscal year during which his employment terminated compared to the total number of days in such fiscal year; and
vesting and payment of his outstanding PSUs as set forth in the applicable equity award agreements, which provide that if such termination occurs beyond the last day of the first fiscal year of the applicable performance period, his estate will receive shares or the cash value of shares of the Company’s Class A Common Stock as soon as practicable, based on the projected performance of the Company, as determined by the Company, for all awards with less than one year remaining in the performance period, and based on target-level performance otherwise.

During any period that Mr. Pitofsky fails to perform his duties as a result of incapacity and disability due to physical or mental illness, Mr. Pitofsky is entitled to continue to receive his full base salary and benefits for up to one year until Mr. Pitofsky returns to his duties or his employment is terminated by the Company pursuant to the Company s right to terminate Mr. Pitofsky s employment if, as a result of his incapacity and disability due to physical or mental illness, he has been absent from his duties for seven months and is unable to provide the Company with a note from his treating physician that provides for a definite and reasonable return to work date.

If Mr. Pitofsky s employment is terminated by the Company as described in the foregoing sentence, Mr. Pitofsky is entitled, subject to his execution of a general release and waiver, which may require compliance with certain restrictive covenants, to

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vesting and payment of his outstanding PSUs as set forth in the applicable equity award agreements, which provide that if Mr. Pitofsky s employment is terminated in connection with a qualifying disability and such termination occurs beyond the last day of the first fiscal year of the applicable performance period he will receive shares or the cash value of shares of the Company s Class A Common Stock on the applicable vesting date after the end of the relevant performance period, based on actual performance.

If Mr. Pitofsky s employment is terminated by the Company for cause, Mr. Pitofsky will be entitled to receive, subject to his execution of a general release and waiver, which may require compliance with certain restrictive covenants:

his full base salary and benefits through the date of termination; and
any annual bonus payable but not yet paid with respect to any fiscal year ended prior to the date of termination.

For the purpose of the Pitofsky Agreement, the term cause means Mr. Pitofsky s: (i) conviction of, or plea of guilty or *nolo contendere* to, a felony or crime involving moral turpitude; (ii) engaging in willful neglect or willful misconduct in carrying out his duties under the Pitofsky Agreement, which breach, if curable, remains uncured 15 days after written notice specifying such breach; (iii) breach of any material representation, warranty, covenant or term of the Pitofsky Agreement, including, among other things, a breach of written Company policy, which breach, if curable, remains uncured 21 days after written notice specifying such breach; (iv) act of fraud or dishonesty in the performance of his job duties; (v) intentionally engaging in conduct which impacts negatively and materially on the reputation or image of the Company, its affiliates or any of their respective products; and/or (vi) use of or addiction to illegal drugs.

If Mr. Pitofsky s employment is terminated by the Company other than for cause, death or disability, or by Mr. Pitofsky for good reason, Mr. Pitofsky will be entitled to continue to receive, subject to his execution of a general release and waiver, which may require compliance with certain restrictive covenants:

the greater of (A) his base salary and annual bonus at the pre-determined target amount in the same manner as though Mr. Pitofsky continued to be employed through June 2021 and (B) his then current base salary and annual bonus at the pre-determined target amount for two years following the date of termination;

any annual bonus payable but not yet paid with respect to any fiscal year ended prior to the date of termination;
a pro-rata portion of the annual bonus he would have earned for the fiscal year of termination had no termination occurred, calculated based on the pre-determined target annual bonus amount and based on the number of days he was employed by the Company in the fiscal year during which his employment terminated compared to the total number of days in such fiscal year;
continued vesting of equity awards granted prior to the date of termination in the same manner as though he continued to be employed through the later of June 2021 or one year following the date of termination; and
Company-paid premiums under COBRA, for him and his eligible dependents through June 2021.

For purposes of the Pitofsky Agreement, the term good reason within the meaning of Section 409A of the Tax Code means (i) a material breach of the Pitofsky Agreement by the Company, which breach, if curable, is not cured within 30 days after written notice specifying such breach, (ii) if Mr. Pitofsky is required to be based and essentially render services in areas other than within 50 miles of the New York City metropolitan area or (iii) a material diminution in Mr. Pitofsky s duties thereby diminishing his role. If, following the completion of the term, Mr. Pitofsky is not offered a new employment agreement on terms at least as favorable as those in the Pitofsky Agreement and Mr. Pitofsky is subsequently terminated without cause, he will be entitled to the benefits in the foregoing paragraph (using the same base salary and annual bonus target as in effect immediately prior to the expiration of the term of the Pitofsky Agreement).

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EXECUTIVE COMPENSATION

Quantification of Termination Payments

The following table sets forth quantitative information with respect to potential payments to each NEO or his or her beneficiaries upon termination in various circumstances as described above, assuming termination on June 30, 2018. The amounts included in the table below do not include amounts otherwise due and owing to each applicable NEO, such as salary and/or annual bonus earned through the date of termination but not yet paid, or payments or benefits generally available to all salaried employees of the Company.

	Type of Termination						
Name	**Death**	**Disability**	**Retirement**	**By Company for Cause**	**By Company without Cause**	**By Executive with Good Reason**	**By Executive without Good Reason**
K. Rupert Murdoch							
Salary	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Bonus[a]	2,000,000	2,000,000	2,000,000	2,000,000	2,000,000	2,000,000	2,000,000
Equity Awards[b]	4,884,345	4,884,345	4,884,345	4,884,345	4,884,345	4,884,345	4,884,345
Continued Benefits	—	—	—	—	—	—	—
	$ 6,884,345	$ 6,884,345	$ 6,884,345	$ 6,884,345	$ 6,884,345	$ 6,884,345	$ 6,884,345
Robert J. Thomson							
Salary	$ 2,000,000	$ 2,000,000	$ —	$ —	$ 4,000,000	$ 4,000,000	$ —
Bonus	4,000,000	4,000,000	—	—	8,000,000	8,000,000	—
Equity Awards[c]	12,106,198	12,106,198	—[d]	—	5,131,260	5,131,260	—
Continued Benefits	—	—	—	—	—	—	—
	$ 18,106,198	$ 18,106,198	$ —	$ —	$ 17,131,260	$ 17,131,260	$ —
Susan Panuccio							
Salary	$ 1,100,000	$ —	$ —	$ —	$ 2,200,000	$ 2,200,000	$ —
Bonus	1,100,000	—	—	—	2,200,000	2,200,000	—
Equity Awards[b]	984,281	984,281	—[d]	—	984,281	984,281	—
	—	—	—	—	54,507	54,507	—

Continued Benefits[e]									
	$ 3,184,281	$ 984,281	$ —	$ —	$ 5,438,788	$ 5,438,788	$ —		
David B. Pitofsky									
Salary	$ 1,000,000	$ —	$ —	$ —	$ 3,000,000	$ 3,000,000	$ —		
Bonus	900,000	—	—	—	2,700,000	2,700,000	—		
Equity Awards[f]	1,744,262	1,744,262	—[d]	—	2,727,721	2,727,721	—		
Continued Benefits[e]	—	—	—	—	76,821	76,821	—		
	$ 3,644,262	$ 1,744,262	$ —	$ —	$ 8,504,542	$ 8,504,542	$ —		

(a) Actual payout for all termination events other than upon Death or in the event of Disability would be based on actual results at the end of the applicable performance period; this table uses the target value as an estimate because actual results cannot yet be determined.

(b) For all termination events, reflects the value of the shares of Company Class A Common Stock represented by the target PSUs granted with respect to the fiscal 2016-2018 and fiscal 2017-2019 performance periods. Actual payout for all termination events would be based on actual results at the end of the applicable performance periods; this table uses the target value as an estimate because actual results cannot yet be determined. Amounts shown are calculated using the closing price of the Company's Class A Common Stock as reported on Nasdaq on June 29, 2018, the last trading day of fiscal 2018, of $15.50.

(c) For termination upon Death or in the event of Disability, reflects the value of the shares of Company Class A Common Stock represented by the outstanding PSUs granted to such NEO with respect to the fiscal 2016-2018 and fiscal 2017-2019 performance periods. For termination By Company without Cause or By Executive with Good Reason reflects the value of the shares of Company Class A Common Stock represented by the outstanding PSUs granted to such NEO with respect to the fiscal 2016-2018 performance period. Actual payout for all termination events would be based on actual results at the end of the applicable performance period; this table uses the target value as an estimate because actual results cannot yet be determined. Amounts shown are calculated using the closing price of the Company's Class A Common Stock as reported on Nasdaq on June 29, 2018, the last trading day of fiscal 2018, of $15.50.

(d) As of June 30, 2018, none of Messrs. Thomson or Pitofsky or Ms. Panuccio satisfied the requirements for a qualifying retirement, as defined in the applicable equity incentive plan.

(e) Amounts shown reflect the Company's cost of providing continued health and dental insurance as an estimate for premiums under COBRA to be provided by the Company pursuant to the terms of such NEO's employment agreement.

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EXECUTIVE COMPENSATION

(f) For termination upon Death or in the event of Disability, reflects the value of the shares of Company Class A Common Stock represented by the outstanding PSUs granted to such NEO with respect to the fiscal 2016-2018 and fiscal 2017-2019 performance periods. For termination By Company without Cause or By Executive with Good Reason reflects the value of the number of shares of Company Class A Common Stock represented by all outstanding PSUs granted to such NEO. Actual payout for all termination events would be based on actual results at the end of the applicable performance periods; this table uses the target value as an estimate because actual results cannot yet be determined. Amounts shown are calculated using the closing price of the Company's Class A Common Stock as reported on Nasdaq on June 29, 2018, the last trading day of fiscal 2018, of $15.50.

PAY RATIO

In accordance with SEC rules, the Company is providing information about the ratio of the annual total compensation of the CEO to the annual total compensation of the Company s median compensated employee.

The Company used April 15, 2018 as the date to determine the median compensated employee. On that date, the Company had a total of approximately 29,500 employees as reported on our payroll records, which included all international employees but excluded, in accordance with SEC rules, approximately 1,900 employees of new Foxtel, which was formed as a result of the Company and Telstra combining their respective 50% interests in Foxtel with the Company s 100% interest in FOX SPORTS Australia as of April 2, 2018, and which the Company now consolidates on its financial statements. To identify the median compensated employee, the Company reviewed base pay, overtime and incentive earnings of employees on our payrolls as of April 15, 2018, excluding the CEO. For part-time employees, base pay reflected the employee s standard hours worked. Amounts denominated in non-U.S. currencies were converted to U.S. dollars using exchange rates as of April 16, 2018.

Annual total compensation for fiscal 2018 for both the median compensated employee and the CEO were calculated based on rules governing calculation of total

compensation reported in the Summary Compensation Table for fiscal 2018.

Annual total compensation of the median compensated employee, other than the CEO, for fiscal 2018: $55,475
Annual total compensation of the CEO for fiscal 2018: $12,977,958
Ratio of the annual total compensation of the CEO to the annual total compensation of the median compensated employee: 234 to 1

The pay ratio reported above is a reasonable estimate calculated in a manner consistent with SEC rules based on our payroll and employment records and the methodology described above. The SEC rules for identifying the median compensated employee and calculating the pay ratio based on that employee s annual total compensation allow companies to adopt a variety of methodologies, apply certain exclusions and make reasonable estimates and assumptions that reflect their compensation practices. As a result, the pay ratio disclosed by other companies, including our peer companies, may not be comparable to the pay ratio disclosed above, as other companies have different employee populations and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

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EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes information as of June 30, 2018 with respect to the Company s outstanding stock options and shares of common stock reserved for future issuance under the Company s 2013 Long-Term Incentive Plan, as amended (the LTIP).

The equity compensation plans not approved by security holders consist of awards of RSUs and employee stock options which were originally issued by Move, Inc. under the Move, Inc. 2011 Incentive

Plan, as amended, the Move, Inc. 2002 Stock Incentive Plan, as amended, the Move.com, Inc. 2000 Stock Incentive Plan, the Move, Inc. 1999 Stock Incentive Plan, as amended, the iPlace, Inc. 2001 Equity Incentive Plan and the Hessel 2000 Stock Option Plan (collectively, the Move Plans) and assumed by the Company in connection with the Company s acquisition of Move, Inc. in November 2014. All shares reflected in the table are shares of the Company s non-voting Class A Common Stock.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants, rights, RSUs and PSUs		Weighted-average exercise price of outstanding options, warrants and rights		Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in first column)[a]	
Equity compensation plans approved by security holders[b]	9,332,306	(c)	$ —		16,952,542	
Equity compensation plans not approved by security holders	481,182	(d)	$ 7.61	(e)	—	(f)
Total	9,813,488		$ 7.61		16,952,542	

(a) Of the shares available for future issuance under the LTIP, a maximum of 13,952,542 shares may be issued with respect to awards of restricted stock, RSUs or PSUs as of June 30, 2018.

(b) Approved by the Company's former parent and sole stockholder, 21st Century Fox, prior to the Separation.

(c) Includes shares of Class A Common Stock issuable upon the vesting of RSUs or PSUs granted pursuant to the LTIP.

(d) Includes shares of Class A Common Stock issuable upon the vesting of the awards assumed under the Move Plans.

(e) Does not reflect outstanding RSUs, which entitle the holder to receive one share of Class A Common Stock upon vesting without the payment of an exercise price. The outstanding stock options have a weighted average remaining term of approximately 4.057 years.

(f) No additional awards may be granted under the Move Plans.

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SECURITY OWNERSHIP OF NEWS CORPORATION

The following table sets forth the beneficial ownership of both Class A Common Stock and Class B Common Stock as of August 17, 2018 (unless otherwise specified) for the following: (i) each person who is known by the Company to own beneficially more than 5% of the outstanding shares of Class B Common Stock; (ii) each member of the Board; (iii) each NEO (as identified under Compensation Discussion and Analysis) of the Company; and (iv) all current Directors and executive officers of the Company as a group. For more information regarding unvested equity ownership of our Non-Executive Directors, as to which no voting or investment power exists, please see the table under Director Compensation—Stock Ownership Guidelines for Non-Executive Directors on page 23.

	Common Stock Beneficially Owned[a]				
	Number of Shares Beneficially Owned		Option Shares[c]	Percent of Class[d]	
Name[b]	Non-Voting Class A Common Stock	Voting Class B Common Stock	Non-Voting Class A Common Stock	Non-Voting Class A Common Stock	Voting Class B Common Stock
Murdoch Family Trust[e] c/o McDonald Carano Wilson LLP 100 W. Liberty Street 10th Floor Reno, NV 89501	14,250	76,655,870	0	*	38.4 %
Perpetual Limited[f] Level 18 Angel Place 123 Pitt Street Sydney, NSW 2000 Australia	—	22,452,000	—	—	11.3 %
K. Rupert Murdoch[g]	2,196,608	78,722,399	0	*	39.4 %
Lachlan K. Murdoch	114	1,464	0	*	*
Robert J. Thomson	0	72,000	0	0	*
Kelly Ayotte	0	0	0	0	0
José María Aznar	1,087	0	0	*	0
Natalie Bancroft	0	2,125	0	0	*
Peter L. Barnes	1,989	0	0	*	0
Joel I. Klein	0	0	0	0	0
James R. Murdoch	0	0	0	0	0
Susan Panuccio	2,582	0	0	*	0
Ana Paula Pessoa	0	0	0	0	0

David B. Pitofsky	34,299	0	0	*	0	
Masroor Siddiqui	0	0	0	0	0	
All current Directors and executive officers as a group (13 members)	2,236,679	78,797,988	0	*	39.5	%

* Represents beneficial ownership of less than one percent of the issued and outstanding Class A Common Stock or Class B Common Stock, as applicable, on August 17, 2018.

(a) Beneficial ownership of Class A Common Stock and Class B Common Stock as reported in the above table has been determined in accordance with Rule 13d-3 of the Exchange Act. Unless otherwise specified, beneficial ownership of the Class A Common Stock represents sole investment power and ownership of the Class B Common Stock represents both sole voting and sole investment power.

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SECURITY OWNERSHIP OF NEWS CORPORATION

(b) The address for all Directors and executive officers is c/o News Corporation, 1211 Avenue of the Americas, New York, New York 10036.

(c) The number of option shares reported reflects the number of option shares currently exercisable or that become exercisable within 60 days following August 17, 2018.

(d) Applicable percentage of ownership is based on 385,146,540 shares of Class A Common Stock and 199,630,240 shares of Class B Common Stock outstanding as of August 17, 2018 together with the exercisable stock options, for such stockholder or group of stockholders, as applicable. In computing the number of shares of common stock beneficially owned by a person and the percentage ownership of that person, shares issuable upon the exercise of options that are exercisable within 60 days of August 17, 2018 are not deemed outstanding for purposes of computing the percentage ownership of any other person.

(e) Beneficial ownership of 14,250 shares of Class A Common Stock and 76,655,870 shares of Class B Common Stock is as of July 2, 2013 as reported on Form 3 filed with the SEC on July 2, 2013 and the Schedule 13G/A filed with the SEC on February 13, 2015. Cruden Financial Services LLC, a Delaware limited liability company (Cruden Financial Services), the sole trustee of the Murdoch Family Trust, has the power to vote and to dispose or direct the vote and disposition of all of the reported Class B Common Stock. In addition, Cruden Financial Services has the power to exercise the limited vote and to dispose or direct the limited vote and disposition of all of the reported Class A Common Stock. As a result of Mr. K.R. Murdoch's ability to appoint certain members of the board of directors of Cruden Financial Services, Mr. K.R. Murdoch may be deemed to be a beneficial owner of the shares beneficially owned by the Murdoch Family Trust. Mr. K.R. Murdoch, however, disclaims any beneficial ownership of such shares.

(f) Beneficial ownership of 20,866,618 Class B CDIs (equivalent to 20,866,618 shares of Class B Common Stock) and 1,585,382 shares of Class B Common Stock is as of December 31, 2017 as reported on Schedule 13G/A filed with the SEC by Perpetual Limited on February 1, 2018. Perpetual Limited reported that, as of December 31, 2017, it had sole voting and dispositive power over such Class B CDIs and shares of Class B Common Stock. Perpetual Limited does not report any ownership of Class A Common Stock.

(g) Beneficial ownership of 2,196,608 shares of Class A Common Stock and 78,722,399 shares of Class B Common Stock includes 14,250 shares of Class A Common Stock and 76,655,870 shares of Class B Common Stock beneficially owned by the Murdoch Family Trust. Mr. K.R. Murdoch may be deemed to be a beneficial owner of the shares beneficially owned by the Murdoch Family Trust. Mr. K.R. Murdoch, however, disclaims any beneficial ownership of such shares. Beneficial ownership also includes 2,062,500 shares of Class B Common Stock held by the K. Rupert Murdoch 2004 Revocable Trust of which Mr. K.R. Murdoch holds a beneficial and trustee interest. Beneficial ownership also includes 2,182,358 shares of Class A Common Stock held by the GCM Trust that is administered by independent trustees for the benefit of Mr. K.R. Murdoch's minor children. Mr. K.R. Murdoch, however, disclaims beneficial ownership of such shares.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires that the Company s Directors and executive officers, and persons who own more than 10% of a registered class of the Company s equity securities, file reports of ownership and changes in ownership with the SEC and Nasdaq. Directors, officers and beneficial owners of more than 10% of any class of the Company s common stock are required by the SEC to furnish the Company with copies of the reports they file.

To the Company s knowledge, based solely on a review of the copies of such reports furnished to the Company and information provided by the reporting persons, all of its Directors, executive officers and persons who own more than 10% of a registered class of the Company s equity securities filed the required reports on a timely basis during the fiscal year ended June 30, 2018.

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2018 Proxy Materials

Why did I receive a Notice of Internet Availability of Proxy Materials in the mail?

In accordance with the rules of the SEC, instead of mailing a printed copy of the Company s proxy statement, annual report and related materials (the proxy materials) relating to the Annual Meeting to stockholders, the Company may furnish the proxy materials to stockholders by providing the Notice of Internet Availability to inform stockholders that the proxy materials are available on the Internet. If you receive the Notice of Internet Availability by mail, you will not receive a printed copy of the proxy materials unless you specifically request one. Instead, the Notice of Internet Availability will instruct you on how you may access and review all of the proxy materials, as well as how to submit your proxy, over the Internet. **The proxy materials are available at *www.proxyvote.com.***

How may I request a printed copy of the proxy materials?

If you hold Class B Common Stock, you may request a printed copy of the proxy materials by any of the following methods: via Internet at ***www.proxyvote.com***; by telephone at 1-800-579-1639; or by sending an e-mail to ***sendmaterial@proxyvote.com.***

If you hold Class B CDIs, you may request a printed copy of the proxy materials by any of the following methods: via Internet at ***www.investorvote.com.au***; or by telephone at 1300-721-559 (within Australia) or +61-3-9946-4461 (outside of Australia).

Will I get more than one copy of the Notice of Internet Availability or proxy materials if multiple stockholders share my address?

Only one copy of the Notice of Internet Availability or proxy materials, as applicable, is being delivered to multiple stockholders sharing an address unless one or more of the stockholders at that address have notified the Company of their desire to receive multiple copies. The Company will promptly deliver, upon oral or written request, a separate copy of the Notice of Internet Availability or proxy materials, as applicable, to any stockholder residing at a shared

address to which only one copy was delivered. Requests for additional copies of these materials for the current year or future years should be directed to the Corporate Secretary at News Corporation, 1211 Avenue of the Americas, New York, New York 10036. Alternatively, additional copies may be requested via Internet at ***www.proxyvote.com***, by telephone at 1-800-579-1639, or by sending an email to ***sendmaterial@proxyvote.com***. Stockholders of record residing at the same address and currently receiving multiple copies of the Notice of Internet Availability or proxy materials, as applicable, may contact the Corporate Secretary to request that only a single copy be delivered in the future.

Where can I find the Company s Annual Report on Form 10-K?

The Company filed its Annual Report on Form 10-K for the year ended June 30, 2018 with the SEC on August 15, 2018. The Annual Report on Form 10-K, including all exhibits, can also be found on the Company s website at ***newscorp.com*** under Investor Relations—SEC Filings and can be downloaded free of charge. **Paper copies of the Annual Report on Form 10-K may be obtained without charge from the Company, and paper copies of exhibits to the Annual Report on Form 10-K are available, but a reasonable fee per page will be charged to the**

requesting stockholder. Stockholders may make requests in writing to the attention of the Company s Investor Relations Office by mail at News Corporation, 1211 Avenue of the Americas, New York, New York 10036, by telephone at (212) 416-3048 or by email at *investor@newscorp.com.*

How can I elect to receive future proxy materials electronically?

In an effort to reduce the amount of paper mailed to stockholders homes and to help lower the Company s printing and postage costs, stockholders can elect to receive future News Corporation proxy materials electronically instead of by mail. The Company highly recommends that you consider

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INFORMATION ABOUT THE ANNUAL MEETING

electronic delivery of these documents as it helps lower the Company s costs and reduce the amount of paper mailed to your home. If you are interested in participating in this electronic delivery program, you should select the Electronic Delivery link in the Investor Relations section of the Company s

website at ***www.newscorp.com.*** You may resume receiving copies of these documents by mail at any time by selecting the appropriate stockholder link on this enrollment page and canceling your participation in this program.

Voting Instructions and Information

Who is entitled to vote at the Annual Meeting?

The Company has two classes of common stock, Class A Common Stock, par value $0.01 per share, and Class B Common Stock, par value $0.01 per share. Holders of Class B Common Stock are entitled to one vote per share on all matters to be presented at the Annual Meeting. Holders of Class A Common Stock are not entitled to vote on the matters to be presented at the Annual Meeting. As of the Record Date, there were 199,630,240 shares of Class B Common Stock outstanding and entitled to vote at the Annual Meeting and 385,202,454 shares of non-voting Class A Common Stock outstanding.

The Company s shares are also traded on the ASX in the form of CHESS Depositary Interests, or CDIs. CDIs are exchangeable, at the option of the holder, into shares of either Class A Common Stock or Class B Common Stock, as applicable, at the rate of one CDI per one such share of Common Stock. Holders of CDIs exchangeable for Class B Common Stock have a right to direct CHESS Depositary Nominees Pty Ltd, the issuer of the CDIs, on how it should vote with respect to the proposals described in this proxy statement.

Unless the context dictates otherwise, all references to you, your, yours or other words of similar import in this proxy statement refer to holders of Class B Common Stock or Class B CDIs.

What is the difference between a stockholder of record and a stockholder who holds in street name?

If your shares of Class A Common Stock or Class B Common Stock are registered directly in your name with our transfer agent, Computershare Trust Company, N.A., you are a stockholder of record, and the proxy materials are being sent directly to you from the Company.

If your shares of Class A Common Stock or Class B Common Stock are held in street name, meaning your shares of Class A Common Stock or Class B Common Stock are held in a brokerage account or by a bank or other nominee, you are the beneficial owner of these shares and the proxy materials are

being forwarded to you by your broker, bank or nominee, who is considered the stockholder of record with respect to such shares. As the beneficial owner of Class B Common Stock as of the Record Date, you have the right to direct your broker, bank or nominee on how to vote and you will receive instructions from your broker, bank or other nominee describing how to vote your shares of Class B Common Stock.

When is the Record Date?

The Board has fixed the close of business on September 7, 2018 as the Record Date for determining which of the Company s stockholders are entitled to notice of and to vote at the Annual Meeting and any adjournment or postponement thereof in person or by proxy.

How do I inspect the list of stockholders of record?

A list of the stockholders of record entitled to vote at the Annual Meeting will be available at the Annual Meeting and at the Company s principal executive offices during the ten days prior to the Annual Meeting.

What does it mean to give a proxy?

The persons named on the proxy card and on the Company s voting website at ***www.proxyvote.com*** (the proxy holders) have been designated by the Board to vote the shares represented by proxy at the Annual Meeting. The proxy holders are officers of the Company. They will vote the shares represented by each properly executed and timely received proxy in accordance with the stockholder s instructions, or, if no instructions are specified, the shares represented by the proxy will be voted FOR all nominees listed in Proposal 1 and FOR Proposals 2 and 3 in accordance with the recommendations of the Board as described in this proxy statement. If any other matter properly comes before the Annual Meeting or any adjournment or postponement thereof, the proxy holders will vote on that matter in their discretion.

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INFORMATION ABOUT THE ANNUAL MEETING

How do I vote?

If you hold Class B Common Stock, telephone and Internet proxy submission is available 24 hours a day through 11:59 p.m. (Eastern Standard Time) on November 5, 2018. If you are located in the United States or Canada and are a stockholder of record, you can submit a proxy for your shares by calling toll-free 1-800-690-6903. Whether you are a stockholder of record or a beneficial owner, you can also submit a proxy for your shares by Internet at ***www.proxyvote.com***. Both the telephone and Internet systems have easy-to-follow instructions on how you may submit a proxy for your shares and allow you to confirm that the system has properly recorded your proxy. If you are submitting a proxy for your shares by telephone or Internet, you should have in hand when you call or access the website, as applicable, the Notice of Internet Availability or the proxy card or voting instruction form (for those holders who have received a hard copy of the proxy card or voting instruction form). If you submit a proxy by telephone or Internet, you do not need to return your proxy card to the Company. If you have received, by request, a hard copy of the proxy card or voting instruction form, and wish to submit your proxy by mail, you must complete, sign and date the proxy card or voting instruction form and return it in the envelope provided so that it is received prior to the Annual Meeting.

If you hold Class B CDIs, Internet proxy submission is available 24 hours a day through 5:00 p.m. (Australian Eastern Daylight Time) on November 1, 2018. You may submit a proxy for your CDIs by Internet at ***www.investorvote.com.au.*** The Internet system has easy-to-follow instructions on how you may submit a proxy for your CDIs and allows you to confirm that the system has properly recorded your proxy. If you submit a proxy for your CDIs by

Internet, you should have in hand when you access the website the Notice of Internet Availability or the voting instruction form (for those CDI holders who have received a hard copy of the voting instruction form). If you submit a proxy for your CDIs by Internet, you do not need to return your voting instruction form to the Company. If you have received, by request, a hard copy of the voting instruction form, and wish to submit your proxy by mail, you should complete and return the voting instruction form to the Australian share registrar by 5:00 p.m. (Australian Eastern Daylight Time) on November 1, 2018.

Can I vote in person at the Annual Meeting?

While the Company encourages stockholders to vote in advance by proxy, holders of Class B Common Stock also have the option of attending the Annual Meeting and voting their shares of Class B Common Stock in person at the Annual Meeting. **All of the Company s stockholders and all holders of CDIs exchangeable for shares of Common Stock are invited to attend the Annual Meeting, subject to compliance with the procedures further described below under —Attending the Annual Meeting, but only holders of Class B Common Stock may vote in person at the Annual Meeting.**

If you are a beneficial holder of Class B Common Stock that intends to vote in person at the Annual Meeting, you must obtain and provide when you request an admission ticket a properly executed proxy issued in your name from the stockholder of record (*i.e.*, your broker, bank or other nominee) giving you the right to vote the shares of Class B Common Stock.

Holders of Class B CDIs may attend the Annual Meeting and vote in advance via Internet or mail, but may not vote in person at the Annual Meeting.

Please cast your vote as soon as possible by:

visiting ***www.proxyvote.com*** (Common Stock) or ***www.investorvote.com.au*** (CDIs)	mailing your signed proxy card or voting instruction form	calling toll-free from the United States, U.S. territories and Canada to 1-800-690-6903 (Common Stock only)

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INFORMATION ABOUT THE ANNUAL MEETING

How can I revoke a proxy or change my vote?

If you are a stockholder of record of Class B Common Stock, you may change your vote or revoke your proxy at any time prior to the voting at the Annual Meeting:

by notifying in writing our Corporate Secretary at News Corporation, 1211 Avenue of the Americas, New York, New York 10036;
by attending the Annual Meeting and voting in person (your attendance at the Annual Meeting will not by itself revoke your proxy);
by submitting a later-dated proxy card; or
if you submitted a proxy by telephone or Internet, by submitting a subsequent proxy by telephone or Internet.

If you are a beneficial owner of Class B Common Stock and have instructed a broker, bank or other nominee to vote your shares, you may follow the directions received from your broker, bank or other nominee to change or revoke those instructions.

Class B CDI holders may change prior voting instructions by submitting a later-dated voting instruction form before 5:00 p.m. (Australian Eastern Daylight Time) on November 1, 2018. Revocation of prior voting instructions must be submitted in writing and received before 5:00 p.m. (Australian Eastern Daylight Time) on November 1, 2018.

How many shares must be represented in person or by proxy to hold the Annual Meeting?

In order for the Company to conduct the Annual Meeting, the holders of a majority in voting power of all of the outstanding shares of the stock entitled to vote as of the Record Date (a quorum) must be present in person or represented by proxy at the Annual Meeting. Abstentions and broker non-votes (as described below) will be counted for purposes of establishing a quorum at the Annual Meeting. Whether or not you plan to attend the Annual Meeting, we urge you to vote your shares or CDIs by telephone or Internet to ensure that they will be represented at the Annual Meeting if you are unable to attend and so that the Company will know as soon as possible that enough votes will be present for the Annual Meeting to be held.

What votes are required to approve each of the proposals?

Election of Directors. In an uncontested election, each Director shall be elected by a majority of the votes cast. This means that the number of votes cast FOR a Director s election must exceed the number of votes cast AGAINST that Director s election. Abstentions and broker non-votes will not be counted as a vote cast either FOR or AGAINST with respect to the Director or Directors indicated. In a contested election where the number of nominees for Director exceeds the number of Directors to be elected, each Director shall be elected by a plurality of the votes cast. The election of the 11 Director nominees at the Annual Meeting will be an uncontested election.

Ratification of Selection of Independent Registered Public Accounting Firm. Ratification of the selection of E&Y as the Company s independent registered public accounting firm for the fiscal year ending June 30, 2019 requires a majority of the votes cast at the Annual Meeting to be voted FOR the proposal. Abstentions and broker non-votes will not be counted as a vote cast either FOR or AGAINST this proposal.

Advisory Vote to Approve Executive Compensation. We will consider this proposal to be approved, on an advisory basis, if a majority of the votes cast at the Annual Meeting is voted FOR the proposal. Abstentions and broker non-votes will not be counted as a vote cast either FOR or AGAINST this proposal.

What is a broker non-vote?

A broker non-vote occurs when you do not give instructions to your broker, bank or nominee of shares you beneficially own in street name on how to vote your shares of Class B Common Stock or CDIs. In these circumstances, if you do not provide voting instructions, the broker, bank or nominee may nevertheless vote your shares on your behalf with respect to the ratification of the selection of E&Y as the Company s independent registered public accounting firm (because that is considered to be a routine proposal), but cannot vote your shares on any other matters being considered at the Annual Meeting (because they are considered to be non-routine proposals).

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INFORMATION ABOUT THE ANNUAL MEETING

Who will tabulate the vote?

A representative of American Election Services, LLC has been appointed to act as an independent Inspector of Elections for the Annual Meeting and will tabulate the votes.

How are proxies solicited, and who bears the cost of this solicitation?

This proxy statement is furnished in connection with the solicitation by the Board of proxies for use at Annual Meeting and at any adjournment or postponement thereof. The expense of soliciting proxies will be borne by the Company. We have

engaged Morrow Sodali LLC to solicit proxies for an estimated fee of $15,000, plus expenses, and Morrow Sodali Pty Limited to solicit proxies for an estimated fee of $15,000 Australian dollars, plus expenses. Proxies will be solicited principally through the use of the mail or electronically, but Directors, officers and regular employees of the Company may also solicit proxies in person, electronically, by telephone or by mail, without any additional compensation. Also, the Company will reimburse banks, brokerage houses and other custodians, nominees and fiduciaries for any reasonable expenses in forwarding proxy materials to beneficial owners.

Attending the Annual Meeting

When and where is the Annual Meeting?

The Annual Meeting will be held on November 6, 2018 at 10:00 a.m. (Eastern Standard Time) at the Paley Center for Media, 25 West 52nd Street, New York, New York 10019.

How do I obtain admission to the Annual Meeting?

If you are planning to attend the Annual Meeting in person, you must request an admission ticket in advance, and your request must be received by 5:00 p.m. (Eastern Standard Time) on November 1, 2018. All attendees will be required to present the admission ticket and a valid, government-issued photo identification (*e.g.*, driver s license or passport) to enter the Annual Meeting.

You may request an admission ticket by:

visiting ***newscorp.com/2018am*** and following the instructions provided;
sending an e-mail to the Corporate Secretary at ***2018AnnualMeeting@newscorp.com*** providing the name under which you hold shares of record or a properly executed proxy card; or
calling the Corporate Secretary at (212) 416-3400.

If you are a stockholder of record, your ownership of common stock will be verified against the list of stockholders of record as of the Record Date prior to being issued an admission ticket. If you are a beneficial owner and hold your shares of common stock in street name (*i.e.*, your shares of common stock are held in a brokerage account or by a bank or other nominee), you will need to provide to the

Corporate Secretary evidence of beneficial ownership as of the Record Date, such as an account statement or letter from the stockholder of record (*i.e.*, your broker, bank or other nominee), and a copy of the voting instruction form provided by the stockholder of record. Requests for admission tickets will be processed in the order in which they are received and must be received by 5:00 p.m. (Eastern Standard Time) on November 1, 2018.

Seating at the Annual Meeting will begin at 9:00 a.m. (Eastern Standard Time) on November 6, 2018. Prior to entering the Annual Meeting, all bags will be subject to search and all persons may be subject to a metal detector and/or hand wand search. Cameras, recording devices and other electronic devices will not be permitted at the Annual Meeting. The security procedures may require additional time, so please plan accordingly. We suggest arriving at least 30 minutes early to the Annual Meeting to allow sufficient time to complete the admission process. Registration will close ten minutes before the Annual Meeting begins. If you do not provide an admission ticket and valid, government-issued photo identification or do not comply with the other registration and security procedures described above, you will not be admitted to the Annual Meeting. The Company reserves the right to remove from the Annual Meeting persons who disrupt the Annual Meeting or who do not comply with the rules and procedures for the conduct of the Annual Meeting.

If you require any special accommodations at the Annual Meeting due to a disability, please contact the Corporate Secretary at (212) 416-3400 or send an

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INFORMATION ABOUT THE ANNUAL MEETING

email to ***2018AnnualMeeting@newscorp.com*** and identify your specific need no later than 5:00 p.m. (Eastern Standard Time) on November 1, 2018.

Can I listen to the Annual Meeting on the Internet?

The Annual Meeting will be audiocast live on the Internet at ***www.newscorp.com.***

2019 Annual Meeting of Stockholders

If you wish to submit a proposal to be considered for inclusion in the Company s proxy materials for the 2019 Annual Meeting of Stockholders pursuant to Rule 14a-8 under the Exchange Act, your proposal must be received in writing by the Corporate Secretary of the Company at our principal executive offices at News Corporation, 1211 Avenue of the Americas, New York, New York 10036 no later than May 27, 2019 and must otherwise comply with the requirements of Rule 14a-8 in order to be considered for inclusion in the 2019 proxy statement and proxy.

Additionally, notice of stockholder proposals and nominations made outside the processes of Rule 14a-8 under the Exchange Act must be received by the Corporate Secretary of the Company at our principal executive offices, in accordance with the requirements of the By-laws, not earlier than the close of business on July 9, 2019 and not later than the close of business on August 8, 2019; provided, however, that in the event that the 2019 Annual Meeting of Stockholders is called for a date that is more than 30 days before or more than 70 days after

the anniversary date of the 2018 Annual Meeting of Stockholders, notice of stockholder proposals and nominations, in order to be timely, must be delivered not earlier than the close of business on the 120th day prior to the date of the 2019 Annual Meeting of Stockholders and not later than the close of business on the later of the 90th day prior to the date of the 2019 Annual Meeting of Stockholders or the 10th day following the day on which public announcement of the date of the 2019 Annual Meeting of Stockholders is first made. Stockholders are advised to review the By-laws, which contain additional requirements with respect to advance notice of stockholder proposals and nominations. The chairman of the meeting may refuse to acknowledge or introduce any stockholder proposal or nomination if notice thereof is not received within the applicable deadlines or does not comply with the By-laws. If a stockholder fails to meet these deadlines or satisfy the requirements of Rule 14a-4 under the Exchange Act, the persons named as proxies will be allowed to use their discretionary voting authority if and when the matter is raised at the meeting.

Other Matters

At the time of the preparation of this proxy statement, the Board knows of no other matters that will be acted upon at the Annual Meeting. If any other matters are presented for action at the Annual Meeting or at any adjournment or postponement

thereof, it is the intention of the persons named in the accompanying proxy to vote the shares to which the proxy relates in accordance with their best judgment as determined in their sole discretion.

By Order of the Board of Directors,

David B. Pitofsky
General Counsel

New York, NY
September 24, 2018

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