

28 September 2017

Ms Emma McDonald
Company Secretary
Prime Media Group Limited
26 - 32 Pirrama Road
PYRMONT NSW 2009

Dear Ms McDonald

Notice of Ceasing to be a Substantial Shareholder from SVW

Attached is a Notice of Ceasing to be a Substantial Shareholder – Form 605.

Yours faithfully



Warren Coatsworth
Company Secretary

Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Prime Media Group Limited

ACN/ARSN 000 764 867

1. Details of substantial holder (1)

Name Seven Group Holdings Limited (SGH) and SGH's subsidiaries as set out in Annexure A (SGH Group)
ACN/ARSN (if applicable) 142 003 469

The holder ceased to be a substantial holder on 28 / 09 / 2017
The previous notice was given to the company on 17 / 05 / 2010
The previous notice was dated 17 / 05 / 2010

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (4) | Consideration given in relation to change (5) | Class (6) and number of securities affected | Person's votes affected |
|----------------|--|------------------------------|---|---|-------------------------|
| 28/09/2017 | SGH and each member of the SGH Group | Disposal of shares on market | \$0.40 per share | 41,700,434 ordinary shares | 41,700,434 |
| | | | \$0.3975 per share | 1,521 ordinary shares | 1,521 |

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|--|
| SGH and the SGH Group | SGH controls each member of the SGH Group and, as such, they are each associates of each other. The members of SGH Group are set out in Annexure A, some entities of which have become members, or ceased to be members, since the last notice was given to the Company. |

4. Addresses

The addresses of persons named in this form are as follows:

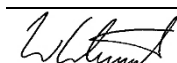
| Name | Address |
|---------------|--|
| SGH | Level 2, 38-42 Pirrama Road, Pyrmont, NSW 2009 |
| The SGH Group | See Annexure A |

Signature

print name Warren Coatsworth

capacity Company secretary

sign here



date 28 / 09 / 2017

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure 'A'

This is Annexure 'A' of 2 pages referred to in the Form 605 (Notice of ceasing to be a substantial holder), signed by me and dated 28 September 2017.



Warren Coatsworth
Company Secretary

| Entity | ACN |
|--|-------------|
| C7 Pty. Limited | 082 901 442 |
| Direct Target Access Pty. Limited | 072 507 227 |
| Industrial Investment Holdings Pty Limited | 166 596 710 |
| Kimlin Holdings Pty. Limited | 112 288 445 |
| Manooka Holdings Pty. Limited | 092 680 245 |
| Miltonstar Pty. Limited | 074 811 144 |
| Network Investment Holdings Pty. Limited | 078 448 512 |
| Point Pty. Limited | 009 643 501 |
| Realtime Reporters Pty. Limited | 009 371 055 |
| Seven Custodians Pty. Limited | 089 327 551 |
| Seven Entertainment Pty. Limited | 085 598 429 |
| Seven Media Group Pty. Limited | 116 850 607 |
| Seven (National) Pty. Limited | 153 299 159 |
| Seven Network (United States) Inc | N/a |
| Seven Network Limited | 052 816 789 |
| Seven Network Nominees Pty. Limited | 060 667 861 |
| Seven Network Investments Pty. Limited | 078 267 759 |
| Seven Network International Limited | 065 640 075 |
| SGH Productions Pty. Limited | 091 398 471 |
| Seven Resources Pty. Limited | 093 422 032 |
| Seven (WAN) Pty. Limited | 122 263 129 |
| SGH Communications Pty. Limited | 063 582 990 |
| SGH Energy (No 1) Pty Limited | 168 933 355 |
| SGH Energy (No 2) Pty Limited | 168 935 644 |
| SMG Executives Pty. Limited | 128 792 003 |
| SMG FINCO Pty. Limited | 122 728 321 |
| SNZ Pty. Limited | 124 503 028 |
| Specialised Investments Pty Limited | 163 941 884 |
| Tallglen Pty. Limited | 058 439 786 |
| WesTrac Holdings Pty. Limited | 009 336 109 |
| SGH Energy Pty Limited | 058 818 278 |
| SGH Energy Aust. Pty Limited | 090 835 608 |
| SGH Energy Corporate Pty Limited | 123 237 712 |
| SGH Energy NTP66 Pty Limited | 123 243 470 |
| SGH Energy Services Pty Limited | 113 220 670 |
| SGH Energy VICP56 Pty Limited | 125 036 142 |
| SGH Energy WA377P Pty Limited | 123 243 274 |
| SGH Energy WA Pty Limited | 113 911 274 |
| SGH Energy NV Pty Limited | 124 180 070 |
| SGH Energy VICP54 Pty Limited | 108 405 009 |

All companies listed above have a registered office located at Level 2, 38 – 42 Pirrama Road, Pyrmont, NSW, 2009 except Seven Network (United States) Inc: 1013 Centre Road, City of Wilmington, Delaware, USA

| Entity | ACN |
|---|-------------|
| Allight Holdings Pty. Ltd | 070 926 555 |
| AllightPrimax FZCO | N/a |
| AllightSykes Pty. Ltd | 053 434 807 |
| Allight Sykes SA (Proprietary) Limited | N/a |
| FGW Pacific Pty. Ltd | 085 531 353 |
| Liaoning WesTrac Machinery Equipment Limited (incorporated in China) | N/a |
| Mining Equipment Spares Pty. Ltd | 133 869 191 |
| National Hire Facilitation Pty. Limited | 128 890 442 |
| National Hire Group Limited | 076 688 938 |
| Priority People Solutions Pty. Ltd | 147 979 548 |
| PT Allightsykes | N/a |
| Primax USA Inc (incorporated in the USA) | N/a |
| Pump Rentals Pty. Ltd | 057 090 561 |
| Sitech (Beijing) Engineering Technology Development Company Limited (incorporated in China) | N/a |
| Sitech Solutions Pty. Limited | 137 343 090 |
| Sitech (WA) Pty. Ltd | 139 286 454 |
| Sykes Group Pty. Limited | 004 093 752 |
| Sykes Fleet Services Pty. Limited | 074 656 027 |
| Sykes New Zealand Limited (incorporated in New Zealand) | N/a |
| Tianjin WesTrac Machinery Equipment Limited (incorporated in China) | N/a |
| Weishan (Beijing) Machinery Equipment Ltd (incorporated in China) | N/a |
| WesTrac (Beijing) Machinery Equipment Limited (incorporated in China) | N/a |
| WesTrac China Limited (incorporated in Hong Kong) | N/a |
| WesTrac (China) Machinery Equipment Limited (incorporated in China) | N/a |
| WesTrac Hong Kong Limited (incorporated in Hong Kong) | N/a |
| WesTrac Pty. Ltd | 009 342 572 |
| WesTrac Machinery Distribution Pty Limited | 155 500 413 |

All companies registered in Australia listed above have a registered office located at 12 Hoskins Road, Landsdale, WA, 6065, except:

- Sitech (WA) Pty Ltd: 128 Great Eastern Highway, South Guildford, WA, 6055
- Mining Equipment Spares Pty Ltd: 327 Victoria Road, Malaga, WA, 6090
- Priority People Solutions Pty Ltd: Level 2, 38 – 42 Pirrama Road, Pyrmont, NSW, 2009
- Sitech Solutions Pty Limited: 33 Allison Street, Bowen Hills, QLD, 4006
- Allight Sykes SA (Proprietary) Limited: 2 Eglin Road, Sunning Hill, South Africa, 2157
- PT Allightsykes: Jl Proklamasi #38 RT 32, Balikpapan, Indonesia
- AllightPrimax FZCO: Plot No. S50119, Jebel Ali Free Zone South, Dubai, UAE