

Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme **PMP Limited**

ACN/ARSN **050 148 644**

1. Details of substantial holder (1)

Name **PMP Limited (PMP) and each of its subsidiaries listed in Annexure A**

ACN/ARSN (if applicable) **050 148 644**

The holder ceased to be a
substantial holder on

31/12/2018

The previous notice was given to the company on

05/05/2017

The previous notice was dated

05/05/2017

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
31/12/18	PMP	The equity lock-up arrangements disclosed in sections 5.6 and 5.7 of PMP's Explanatory Memorandum dated 14 November 2016 have expired. The equity lock-up arrangements were contained in the Share Sale Deed (SSD) entered into by PMP Limited and the shareholders of IPMG Holdco Pty Limited (collectively, Sellers) on 28 October 2016 in collection with the acquisition of 100% of shares in IPMG HoldCO Pty Ltd (ACN 615 558 944)	None	187,970,295 Shares	187,970,295 Shares
31/12/18	PMP's subsidiaries listed in Annexure A	PMP's subsidiaries had a "relevant interest" in 177,970,295 fully paid ordinary shares (for the purposes of section 671B of the Corporations Act (the Act) and the definition of "substantial holding" in section 9 of the Act only) under section 608(3)(a) of the Act arising as a result of each subsidiary (being PMP's "associate" as a result of section 12(2)(a)(ii) of the Act) having above 20% "voting power" in PMP pursuant to section 610 of the Act. This relevant interest no longer exists due to the expiry of the equity lock up arrangement.	None	187,970,295 Shares	187,970,295 Shares

	CLOSE		Nil	
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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
N/A	N/A

4. Addresses

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

Name	Address
PMP and each of its subsidiaries in Annexure A	Level 1, 100 Harris Street, Pyrmont NSW 2009

Signature

print name **Alistair Clarkson** capacity **Company Secretary**

sign here _____ date _____

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:
 - (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
 - (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 1 page referred to in Form 605 "Notice of ceasing to be a Substantial Holder"

Signed:

Alistair Clarkson
Company Secretary and General Counsel

Date:

PMP Subsidiaries

Pacific Publications Holdings Pty Limited
Attic Futura Pty Limited
Pacific O'Brien Publications Pty Limited
Total Sampling Pty Limited
PMP Publishing Pty Limited
PMP Print Pty Limited
PMP Property Pty Limited
PT Pac-Rim Kwartanusa Printing
PMP Advertising Solutions Pty Limited
PMP Home Media Pty Limited
Shomega Pty Limited
Show-Ads Pty Limited
Linq Plus Pty Limited
PMP Wholesale Pty Limited
PMP Digital Pty Limited
Pacific Intermedia Pty Limited
The Argus & Australasian Pty Limited
Gordon and Gotch Australia Pty Limited
A.C.N. 128 266 268 Pty Limited (formerly Brumby Books & Music Pty Limited)
Scribo Holdings Pty Limited
The Scribo Group Pty Limited
Tower Books Pty Limited
Gary Allen Pty Limited
ilovemagazines.com.au Pty Limited (formerly Treet.com.au Pty Limited)
PMP Directories Pty Limited
Argyle Print Pty Limited
Red PPR Holdings Pty Limited
PMP Finance Pty Limited
PMP Share Plans Pty Limited
Manningtree Investments Pty Limited
Canberra Press Pty Limited
PMP (NZ) Limited
PMP Print Limited
PMP Maxum Limited
PMP Distribution Limited
Gordon and Gotch (NZ) LIMITED
PMP Digital Limited