

20 December 2019

Mr John Palisi  
Chief Financial Officer & Company Secretary  
Prime Media Group Limited  
363 Antill Street  
CANBERRA ACT 2602

Total Pages: 10 (including covering letter)

Dear Mr Palisi

**Notice of Initial Substantial Holder**

Please find attached a Notice of Initial Substantial Holder – Form 603.

Yours faithfully



**Warren Coatsworth**  
Company Secretary

cc – Company Announcements  
Office Australian Securities Exchange Limited  
Level 6, 20 Bridge Street  
SYDNEY NSW 2000

**Form 603**  
Corporations Act 2001  
Section 671B

## Notice of initial substantial holder

To Company Name/Scheme Prime Media Group Limited

ACN/ARSN 000 764 867

### 1. Details of substantial holder (1)

Name Seven West Media Limited (**SWM**), Seven Network (Operations) Limited (**SNOL**) and SWM's other subsidiaries as set out in Annexure A (**SWM Group**)

ACN/ARSN (if applicable) 053 480 845

The holder became a substantial holder on 19/12/2019

### 2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	54,594,367	54,594,367	14.90%

### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
SNOL	SWM has a relevant interest under section 608(1) of the <i>Corporations Act 2001 (Cth)</i> ( <b>Act</b> ) as the registered and beneficial holder of the shares. SWM obtained the relevant interest pursuant to an off-market acquisition from Spheria Asset Management Pty Limited in exchange for the issue of 30,000,000 SWM shares (see Annexure B).	54,594,367 ordinary shares
SWM and each member of the SWM Group (other than SNOL)	Each entity controls SNOL and/or is an associate of a controller of SNOL, and accordingly has a relevant interest in the same shares as SNOL under paragraphs 608(3)(a) or 608(3)(b) of the Act. As none of these entities are entitled to be registered as the holder of the shares, each entity's ability to vote and dispose of these shares is qualified accordingly.	54,594,367 ordinary shares

### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
SWM, SNOL and each member of the SWM Group	SNOL	SNOL	54,594,367 ordinary shares

### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
SWM and each member of the SWM Group	19 December 2019	-	30,000,000 ordinary shares in SWM	54,594,367 ordinary shares

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
SWM Group (see Annexure A)	SNOL is an associate of SWM under section 12(2)(a) because it is a wholly owned subsidiary of SWM and is an associate of each other member of the SWM Group under section 12(2)(a) of the Act because all of these entities are controlled by SWM.

**7. Addresses**

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

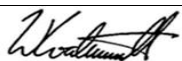
Name	Address
Seven West Media Limited	50 Hasler Road, Osborne Park, WA 6017
SWM Group (see Annexure A)	See Annexure A

**Signature**

print name Warren Coatsworth

capacity Company Secretary

sign here



date 20/12/2019

**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 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) 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.

## Annexure 'A'

This is Annexure 'A' of 2 pages referred to in the Form 603 (Notice of initial substantial holder), signed by me and dated 20 December 2019.



Warren Coatsworth  
Company Secretary

Entity	ACN
Albany Advertiser Pty Limited	009 190 309
Australia Television International Pty Limited	003 610 222
Australian National Television Pty Limited	009 156 209
Australian Television Network Limited	008 624 539
Australian Regional Broadcasters Pty Limited	080 900 670
BTTR Production Pty Limited	637 304 388
BTW Productions Pty Limited	631 433 460
Channel Seven Adelaide Pty Limited	007 625 603
Channel Seven Brisbane Pty Limited	009 684 020
Channel Seven Melbourne Pty Limited	004 342 303
Channel Seven Perth Pty Limited	008 679 294
Channel Seven Queensland Pty Limited	009 707 313
Channel Seven Sydney Pty Limited	000 145 246
Cobbittee Publications Pty Limited	063 883 027
Colorpress Australia Pty Limited	009 161 942
Colour Press Pty Limited	009 172 276
Community Newspaper Group Limited	009 128 081
Comsnet Pty Limited	009 303 057
Dansted and McCabe Holdings Pty Limited	072 057 713
Dodds Street Properties Pty Limited	004 841 936
Edinburgh Military Tattoo Sydney Production PL	628 288 611
Faxcast Australia Pty Limited	061 278 582
Geraldton FM Pty Limited	009 269 327
Geraldton Newspapers Pty Limited	008 668 335
Great Northern Broadcasters Pty Limited	008 670 291
Harlesden Investments Pty Limited	009 210 173
Herdsman Print Centre Pty Limited	132 254 696
Herdspress Leasing Pty Limited	009 648 631
Hocking & Co Pty Limited	009 426 984
Hybrid Television Services (ANZ) Pty Limited	124 140 807
Impact Merchandising Pty Limited	146 393 428
Jupelly Pty Limited	097 410 850
Kenjins Pty Limited	097 754 517
North West Radio Pty Limited	074 344 451
Pacific Magazines (No. 2) Pty Limited	109 862 875
Pacific Magazines (PP) Holdings Pty Limited	084 765 364
Pacific Magazines (PP) Pty Limited	081 273 127
Pacific Magazines (WHO) Pty Limited	050 060 136
Pacific Magazines Pty Limited	097 410 896
Pacific MM Pty Limited	007 619 767
Pacific Magazines NZ Limited	N/A
Pacific Magazines NZ Merchant Company Limited	N/A
Quokka Press Pty Limited	008 771 720
Quokka West Pty Limited	130 036 136
Red Music Publishing Pty Limited	162 052 931
Red Publishing Pty Limited	097 754 357
Redwave Media Pty Limited	083 553 860
Riverlaw Holdings Pty Limited	072 486 143
SBB Productions Pty Limited	631 431 117

Seven DS Holdings Pty Limited	614 432 307
Seven Facilities Pty Limited	611 121 629
Seven Investment Holding USA LLC	N/A
Seven Investment Holding Pty Limited	636 990 531
Seven Magazines Pty Limited	097 115 412
Seven Network (Operations) Limited	052 845 262
Seven Network Programming Pty Limited	071 468 329
Seven Productions NZ Limited	N/A
Seven Studios Distribution Pty Limited	619 015 084
Seven Studios Holdings Pty Limited	613 980 251
Seven Studios Pty Limited	603 210 019
Seven Regional Operations Pty Limited	069 691 489
Seven Rights Pty Limited	619 014 916
Seven Satellite Pty Limited	002 495 427
Seven Satellite Operations Pty Limited	606 379 177
Seven Television Australia Limited	010 524 231
Seven Ventures Pty Limited	636 991 323
Seven West Media Investments Pty Limited	149 356 007
South West Printing and Publishing Company Limited	008 671 065
Spirit Radio Network Pty Limited	094 880 538
SWM Finance Pty Limited	122 715 468
SMG H1 Pty Limited	122 708 007
SMG H2 Pty Limited	122 710 089
SMG H4 Pty Limited	122 717 015
SMG H5 Pty Limited	122 717 686
SWM Media Holdings Pty Limited	613 979 114
Southdown Publications Pty Limited	051 706 266
Sunshine Broadcasting Network Limited	003 230 608
The Pacific Plus Company Pty Limited	101 323 791
WA Broadcasters Pty Limited	008 669 332
WAN Cinemas Pty Limited	006 758 327
West Australian Entertainment Pty Limited	009 190 256
West Australian Newspapers Limited	008 667 632
West Central Seven Limited	052 827 675
Western Mail Operations Pty Limited	009 209 787
Western Mail Pty Limited	009 185 924
Westroyal Pty Limited	009 446 280
Wide Bay Burnett Television Limited	009 712 261
Zangerside Pty Limited	100 419 145
ZED Holdings Pty Limited	009 243 136

All companies listed in this annexure have a registered office located at Level 5, 8 Central Avenue, Eveleigh NSW 2015 except:

- Pacific Magazines NZ Limited: Vero Centre, 48 Shortland Street, Auckland, New Zealand
- Pacific Magazines NZ Merchant Company Limited: 5 Clouston Street, Glendowie, Auckland, New Zealand

## Annexure 'B'

This is Annexure 'B' of 5 pages referred to in the Form 603 (Notice of initial substantial holder), signed by me and dated 20 December 2019.

A handwritten signature in black ink, appearing to read 'W. Coatsworth', with a stylized flourish at the end.

Warren Coatsworth  
Company Secretary

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19 December 2019

Spheria Asset Management Pty Ltd  
35/60 Margaret St  
Sydney NSW 2000

Dear Sirs

## Subscription agreement - Seven West Media Limited

This agreement is to record the terms on which Seven West Media Limited will issue shares to certain clients of Spheria Asset Management Pty Ltd (**Spheria**) who have appointed Spheria as agent to invest and manage their respective portfolios as listed in Schedule 1 of this agreement (each a **Subscriber**), subject to the scheme of arrangement which Seven West Media Limited previously proposed with respect to Prime Media Group Limited (**Prime**) on 18 October 2019 (**Scheme of Arrangement**) not proceeding.

### 1 Agreement to subscribe

- (a) Subject to paragraph 1(b) below, Seven West Media Limited ACN 053 480 845 (the **Issuer**) agrees to issue, and Spheria Asset Management Pty Ltd ACN 611 081 326 as agent for each Subscriber agrees to subscribe for, such number of fully paid ordinary shares in the Issuer as set out in column 2 of Schedule 1 corresponding to the relevant Subscriber (**Seven Shares**) in consideration for the transfer to the Issuer of such number of fully paid ordinary shares in Prime Media Group Limited as set out in column 3 of Schedule 1 corresponding to the relevant Subscriber (**Prime Shares**) on the terms of this subscription agreement.
- (b) This agreement is conditional on the Scheme of Arrangement failing to be approved by the requisite majorities under the *Corporations Act 2001* (Cth) at a meeting of Prime shareholders scheduled to take place on 19 December 2019.

### 2 Subscription terms

- (a) Spheria, as agent of each Subscriber, must on the date of this agreement procure that the Issuer is provided with an executed form of share transfer for the transfer of the Prime Shares to the Issuer by each Subscriber (or their custodian) (**Share Transfer**).
- (b) Subject to the receipt by the Issuer of the Share Transfers, the Issuer must:
  - (1) issue the relevant Seven Shares to each Subscriber (or their custodian), fully paid, free of encumbrances, and ranking equally in all respects with the other ordinary shares on issue in the capital of the Issuer;
  - (2) issue a notice under section 708A(5)(e) of the *Corporations Act 2001* (Cth) in connection with the issue of Seven Shares and apply to ASX for official quotation of the Seven Shares as soon as practicable; and
  - (3) cause the register of members of the Issuer to be updated to reflect the issue of the relevant Seven Shares to each Subscriber and ensure that each Subscriber will be issued a holding statement in respect of the Seven Shares.
- (c) Completion of the issue of the Seven Shares must take place on the date of this agreement. The actions to take place as contemplated by clause 2(a) and (b) are interdependent and must take place, as nearly as possible, simultaneously.

- (d) With effect on and from the issue of Seven Shares to each Subscriber, Spheria agrees on behalf of each Subscriber that the Subscriber will hold all shares issued to it on and subject to the provisions of the constitution of the Company from time to time and to be bound by and observe such provisions.
- (e) The Issuer agrees that if, within 6 months of the date of this agreement, it offers to Prime shareholders a higher ratio of Seven Shares to Prime Shares than the ratio of Seven Shares to Prime Shares which applies under this agreement, the Issuer will issue further Seven Shares to each Subscriber to reflect the higher ratio for no additional consideration upon the issue of Seven Shares to Prime shareholders.

### **3 Warranties**

The Issuer and Spheria each warrant that:

- (a) they are bodies corporate validly existing under the laws of their places of incorporation or establishment;
- (b) they have the corporate power to enter into and perform their obligations under this agreement;
- (c) they have taken all necessary steps to enter into and perform their obligations under this agreement; and
- (d) this agreement is binding on them in accordance with its terms.

### **4 Legal obligations**

Each provision of this agreement operates to the maximum extent permitted by law. If the application of any provision would otherwise contravene any law it will be read down accordingly.

### **5 Governing law**

This agreement is governed by the laws of New South Wales, Australia and the parties irrevocably submit to the exclusive jurisdiction of the courts of New South Wales.

### **6 Termination**

This agreement will remain in force until the parties agreeing in writing to terminate this agreement.

# Schedule 1

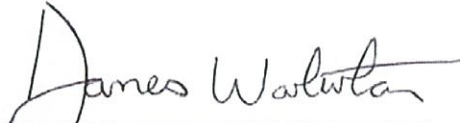
## Subscriber and share amounts

Subscriber	Custodian	Seven Shares	Prime Shares
AMP Capital Funds Management Limited as responsible entity of the AMP Capital Specialist Small Companies Fund	BNP Paribas Fund Services Australasia Pty Ltd	1,425,692	2,594,491
Colonial First State Investments Limited as responsible entity of the Commonwealth Small Companies Fund 3	Citibank N.A.	3,651,571	6,645,173
MLC Investments Limited as trustee for WM Pool – Equities Trust No. 52	MLC Asset Management Services Limited	2,918,721	5,311,525
Pinnacle Fund Services Limited as responsible entity of the Spheria Australian Smaller Companies Fund	RBC Investor Services Trust	4,875,784	8,873,012
Pinnacle Fund Services Limited as responsible entity of the Spheria Microcap Fund	RBC Investor Services Trust	4,560,825	8,299,846
Spheria Emerging Companies Limited	RBC Investor Services Trust	5,197,578	9,458,616
Telstra Super Pty Ltd as trustee for the Telstra Superannuation Scheme	JPMorgan Chase Bank, N.A. (Sydney Branch)	7,369,829	13,411,704

Signed for and on behalf of the **Issuer** by:

sign here ►   
\_\_\_\_\_  
Company Secretary/Director

print name \_\_\_\_\_

sign here ►   
\_\_\_\_\_  
Director

print name \_\_\_\_\_

Signed by Spheria as agent for and on behalf of each **Subscriber** by:

sign here ► Alex Ihlenfeldt  
Alex Ihlenfeldt (Dec 19, 2019)  
\_\_\_\_\_  
Company Secretary/Director

print name Alex Ihlenfeldt

sign here ► Matthew Booker  
Matthew Booker (Dec 19, 2019)  
\_\_\_\_\_  
Director

print name Matthew Booker