



16 October 2020

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING 2020

On behalf of the Board of Prime Media Group Limited (the “**Company**”), I invite you to attend the Company’s Annual General Meeting 2020 (“**AGM**”) which will be conducted online at the following time and place:

Date: Thursday, 19 November 2020

Time: 11.00 am (AEDT)

Place: <https://agmlive.link/PRT20>

The Board’s decision to hold the AGM as a **virtual meeting** rather than at a physical location, has been made in light of the COVID-19 pandemic and the current restrictions on public gatherings and travel imposed by the Australian Federal and State Governments. This approach has been taken to ensure the health and safety of Shareholders, directors and employees involved in the AGM and is consistent with temporary modifications to current legislation and regulatory guidance.

Accordingly, this year you will not be able to attend the Company’s AGM at a physical location, but will instead be able to view the AGM proceedings, ask questions and vote during the AGM online. You will be able to participate in real-time wholly through an online platform provided by our share registry service, Link Market Services Limited, on your computer or mobile device.

We will not be sending a hardcopy of the Company’s Notice of Meeting to Shareholders by mail ahead of the AGM.

The Notice of Meeting for the AGM together with Link Market Services Virtual AGM Online Guide will be available on our website, www.primemedia.com.au. These two documents provide all the important information you need to know about how to attend and participate at our AGM.

Should you wish to appoint a proxy in the event that you are unable to participate at the AGM, we kindly request that you complete a Proxy Form. A sample Proxy Form accompanies this announcement.

You may vote online prior to the meeting at <https://agmlive.link/PRT20> to avoid any unexpected technical difficulties that you may experience during the virtual meeting.

We encourage Shareholders to register questions in advance of the AGM using our online platform service, however, we have also included a Shareholders Questions Form should you prefer to register questions in hardcopy form.

Proxy Forms and Shareholder Questions Forms must be received by Link Market Services Limited by no later than **11.00 am (AEDT) on Tuesday, 17 November 2020**.

Please be assured our Company’s website will also be kept up to date with all of the relevant information Shareholders may need.

On behalf of my fellow Directors, I thank you for your continued support of the Company, and look forward to your attendance and the opportunity to engage with you at our first ever virtual AGM.

Yours sincerely

A handwritten signature in black ink, appearing to read "Peter Macourt".

Peter Macourt
Chairman

Approved for release by the Board of Prime Media Group Limited



PRIME
MEDIA GROUP

Notice of Annual General Meeting

Prime Media Group Limited ACN 000 764 867

Notice is hereby given that the 2020 Annual General Meeting of Prime Media Group Limited will be held on **Thursday, 19 November 2020 at 11.00 am (AEDT)** as a **virtual meeting**.

Prime Media Group Limited (the “Company”) is committed to ensuring the health and safety of our Shareholders, our people and the broader community. The decision to hold a virtual Annual General Meeting (“AGM”) was made in light of the current COVID-19 pandemic and the Australian Federal and State government restrictions on public gatherings and physical distancing requirements.

The Company has arranged to conduct the AGM through an online platform provided by our share registry service, Link Market Services Limited.

The online platform for the AGM can be accessed at <https://agmlive.link/PRT20>.

You will need your individual Shareholder Reference Number (“SRN”) or Holder Identification Number (“HIN”) which is printed at the top of the Voting Form to access the AGM. Proxyholders will need a proxy code which Link Market Services Limited will provide via email no later than 48 hours prior to the AGM.

Through the online platform, you will be able to view the AGM proceedings, ask questions and vote during the AGM. The virtual AGM will provide an equal opportunity for all of our Shareholders to participate in the AGM regardless of their location.

You will not be able to attend the AGM at a physical location.

Further information on how to participate is set out in this Notice of Meeting and the Link Market Services Virtual AGM Online Guide available on our website at www.primemedia.com.au.

AGENDA

A. ORDINARY BUSINESS – RESOLUTIONS

Item 1 Reports

To receive, consider and provide Shareholders with the opportunity to raise any issues or ask questions generally of the Directors concerning the Directors’ Report, the Auditor’s Report and the Financial Report of the Company for the financial year ended 30 June 2020

There is no vote on this item.

Item 2 Remuneration Report (Resolution 1)

To consider and, if thought fit, pass the following non-binding resolution as an ordinary resolution:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (which forms part of the Directors’ Report) for the year ended 30 June 2020 be adopted.”

Note: The vote on Resolution 1 will be advisory only and will not bind the Directors or the Company.

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two (2) consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a ‘spill resolution’) that another meeting be held within 90 days at which all of the Company’s Directors (other than a managing director) must submit for re-election.

Voting exclusions are set out below in Section B of this Agenda.

The Board unanimously recommends that Shareholders vote in favour of the adoption of the Remuneration Report.

The Chairman of the AGM intends to vote undirected proxies in favour of the adoption of the Remuneration Report.

Item 3 Re-election of Director – Ms Cass O’Connor (Resolution 2)

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of Rule 15.5 of the Company’s Constitution and ASX Listing Rule 14.4, Ms Cass O’Connor, who retires by rotation in accordance with Rule 15.5 of the Company’s Constitution and being eligible, having offered herself for re-election, be re-elected as a Director of the Company.”

The Board (with Ms O’Connor abstaining) unanimously recommends that Shareholders vote in favour of the election of Ms O’Connor.

The Chairman of the AGM intends to vote undirected proxies in favour of this resolution.

B. VOTING INFORMATION

Entitlement to vote

The Company has determined that in accordance with Regulation 7.11.37 of the Corporations Regulations, for the purposes of voting at the AGM, shares will be taken to be held by those persons recorded on the Company's share register as at **11.00 am (AEDT) on Tuesday, 17 November 2020**.

All resolutions will be by poll

In accordance with Rule 14.3 of the Company's Constitution, the Chairman intends to call a poll on each of the resolutions proposed at the AGM.

How to vote

You may vote either:

- during the AGM using the online platform as set out below under the heading "Voting via the Online Platform"; or
- by completing and returning the attached Proxy Form in one of the other ways specified below under the heading "Appointing a Proxy" by **11.00 am (AEDT) on Tuesday, 17 November 2020**.

Voting via the Online Platform

Shareholders and proxyholders participating in the AGM via the online platform will be able to vote at any time between the commencement of the AGM at **11.00 am (AEDT) on Thursday, 19 November 2020** and the closure of voting as announced by the Chairman during the AGM.

Appointing a Proxy

If you are unable to participate virtually and vote at the AGM, you are entitled to appoint a proxy to attend virtually and vote on your behalf. A Proxy Form is attached to this Notice of Meeting. If you wish to appoint two (2) proxies, you may obtain another Proxy Form from the Company or copy the enclosed form.

The following applies in terms of proxy appointments:

- A Shareholder entitled to attend and cast two (2) or more votes at the AGM is entitled to appoint two (2) proxies in accordance with Rule 14.6 of the Company's Constitution.
- Where two (2) proxies are appointed, each proxy may be appointed to represent a specified portion or number of the Shareholder's votes. If the proportion or number is not specified then, in accordance with section 249X(3) of the Corporations Act, each proxy may exercise half of that Shareholder's votes. Fractional votes will be disregarded.
- A proxy need not be a Shareholder.
- Where a proxy is appointed by a Shareholder's attorney, the authority of power of attorney under which the Proxy Form is signed (or a certified copy of the authority or power of attorney) must be lodged with the Proxy Form.
- To appoint a proxy, the Proxy Form must be signed by the Shareholder or the Shareholder's attorney duly authorised in writing. If the Shareholder is a corporation, the Proxy Form must be signed as provided by section 127 of the Corporations Act or the Company's Constitution.
- For an appointment of a proxy to be effective, the proxy's appointment (and, if it is signed by an attorney, the authority or power of attorney under which it is signed, a certified copy of the authority or power of attorney or proof of appointment to the satisfaction of the Chairman or the Chairman's delegate) must be received by the Company's Shares Registrar, Link Market Services Limited by no later than **11.00 am (AEDT) on Tuesday, 17 November 2020**.
- If a Shareholder holds a Share jointly with another person or persons, either of them may sign the Proxy Form.
- Should the Shareholder desire to direct the proxy how to vote, the Shareholder should make the appropriate column in respect of one or more items on the Proxy Form, otherwise the proxy may vote as he or she thinks fit, or abstain from voting.

Instructions for completing the Proxy Form are outlined on the form, which may be returned by:

- posting it to Prime Media Group Limited c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
- faxing it to Link Market Services Limited on (02) 9287 0309; or
- lodging it online at www.linkmarketservices.com.au in accordance with the instructions provided on the website. You will need your individual SRN/HIN to lodge your Proxy Form online.

Voting Restrictions on Item 2 Remuneration Report (Resolution 1)

Pursuant to section 250R of the Corporations Act, votes on Item 2 (Resolution 1) must not be cast (in any capacity) by, or on behalf of either of the following persons:

- a member of key management personnel (as defined in the Corporations Act) details of whose remuneration are included in the remuneration report; or
- a closely related party of such a member (as defined in the Corporations Act).

The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2020.

If you appoint a member of the Company's key management personnel or their closely related party as your proxy, they will not be able to vote on Item 2 (Resolution 1) unless you have directed them how to vote.

If you intend to appoint a key management personnel or their closely related party as your proxy, you are encouraged to direct them how to vote on Item 2 (Resolution 1) by marking "For", "Against" or "Abstain" for the item of business.

If you appoint the Chairman of the AGM as your proxy and you do not direct the Chairman how to vote on Item 2 (Resolution 1), you acknowledge that the Chairman of the AGM may exercise the proxy even if he has an interest in the outcome of Item 2 (Resolution 1) and that votes cast by him, other than as proxy holder, would be disregarded because of that interest.

The Chairman of the AGM intends to vote undirected proxies (where he has been appropriately authorised) in favour of Item 2 (Resolution 1).

If you do not wish to appoint the Chairman of the AGM to vote on Item 2 (Resolution 1) in the manner indicated above, the Company encourages you to complete the voting directions in respect of Item 2 (Resolution 1) in Step 2 of the Proxy Form.

Other key management personnel of the Company and their closely related parties will not cast any votes in respect of Item 2 (Resolution 1) that arise from any undirected proxy that they hold.

C. SHAREHOLDERS QUESTIONS

All Shareholders will have reasonable opportunity to ask questions during the AGM via the online platform once they have been verified. It may not be possible to respond to all questions. Your questions should be stated clearly and should be relevant to the business of the AGM. You should not ask questions at the AGM relating to any matters that are personal to you or commercial in confidence.

Shareholders who are unable to attend the virtual AGM, or who prefer to register questions in advance of the AGM are invited to do so. To do so, please log onto www.linkmarketservices.com.au, select "Voting" then click "Ask a Question". You will need your individual SRN/HIN to login. You may also complete the Shareholders Questions Form that has been included with this Notice of Meeting and is also available on the Company's website at www.primemedia.com.au. To allow time to collate questions and prepare answers, please submit any questions by **11.00 am (AEDT) on Tuesday, 17 November 2020**.

DATED at Sydney this 16 October 2020.

By Order of the Board



John Palisi
Company Secretary

EXPLANATORY NOTES

This Explanatory Statement is an explanation of, and contains information about, the resolutions to be considered at the AGM, which are set out in the accompanying Notice of Meeting, to assist Shareholders to determine how they wish to vote on the resolutions. This Explanatory Statement forms part of the accompanying Notice of Meeting and should be read together with the Notice of Meeting.

A. ORDINARY BUSINESS

Item 1 Reports

In accordance with the requirements of section 317 of the Corporations Act, the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2020 will be presented to the meeting.

There is no requirement for a formal resolution on this agenda item. However, you will be given a reasonable opportunity to ask questions about, and comment on, the reports.

Item 2 Remuneration Report (Resolution 1)

The Board is submitting its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory ordinary resolution.

The Remuneration Report (which forms part of the Directors' Report) contains an explanation of the Company's remuneration policy and the remuneration arrangements in place for Directors and key management personnel.

You will be given a reasonable opportunity to ask questions about, and comment on, the Remuneration Report.

Your vote on the Remuneration Report is advisory only and does not bind the Directors or the Company.

The Board unanimously recommends that Shareholders vote in favour of the adoption of the Remuneration Report.

The Chairman of the AGM intends to vote undirected proxies in favour of the adoption of the Remuneration Report.

Item 3 Re-election of Director – Ms Cass O'Connor (Resolution 2)

Ms O'Connor has over 30 years' experience as a director of ASX listed companies, Federal and State government and unlisted entities. For the past 20 years she has managed her own corporate advisory company. Ms O'Connor is currently Chair of Carriageworks Limited, a shareholder and director of multi-award winning independent television and film production entity Goalpost Pictures; Chair of TRIBE, a leading influencer marketing and branded content generation platform; and Chair of Karista, a curated disability services provision platform. Ms O'Connor has previously worked for Bain & Co / Deutsche Bank, Turnbull & Partners, Goldman Sachs (Australia) and Carnegie, Wylie & Company.

Ms O'Connor is Chair of the Audit and Risk Committee and a member of the Remuneration and Nomination Committee.

Ms O'Connor was first appointed to the Board in April 2015.

If re-elected the board considers Ms O'Connor will be an independent director.

The Board (with Ms O'Connor abstaining) unanimously recommends that Shareholders vote in favour of the election of Ms O'Connor.

The Chairman of the AGM intends to vote undirected proxies in favour of this resolution.

B. DEFINITIONS

Annual General Meeting or **AGM** means the general meeting of Shareholders convened by this Notice of Meeting, to be held on **Thursday, 19 November 2020 at 11.00 am (AEDT)** as a virtual meeting, accessed at <https://agmlive.link/PRT20>.

Company means Prime Media Group Limited ACN 000 764 867.

Corporations Act means the *Corporations Act 2001* (Cth).

Corporations Regulations means the *Corporations Regulations 2001* (Cth).

Director means a director of the Company.

Notice of Meeting means the Notice of Annual General Meeting of which this Explanatory Memorandum forms part.

Shareholders means the members of the Company who are registered as the holders of one or more of the Shares as at the relevant time and **Shareholder** means any one of them.

Shares means fully paid ordinary shares in the capital of the Company and **Share** means any one of them.



Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

A screenshot of the LINK Group registration form. The form is titled "Please register your details to participate" and includes fields for Full Name, Mobile (e.g. 022 123 1234), Email, and Company Name. There is a checkbox for "I have read and accept the Terms & Conditions" and a red "REGISTER AND WATCH AGM" button. A help number (1800 999 343) is at the bottom.

Step 1

Open your web browser and go to <https://agmlive.link/XXX20> and select the relevant meeting.

Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

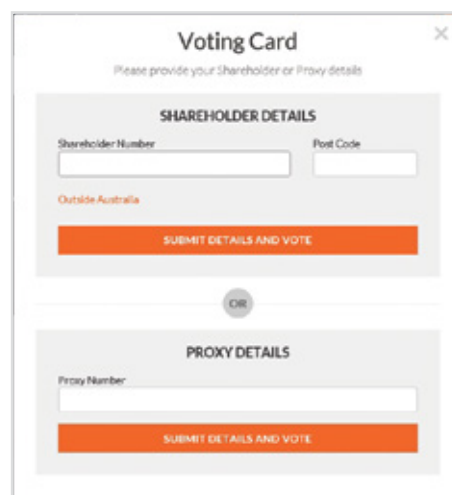
- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

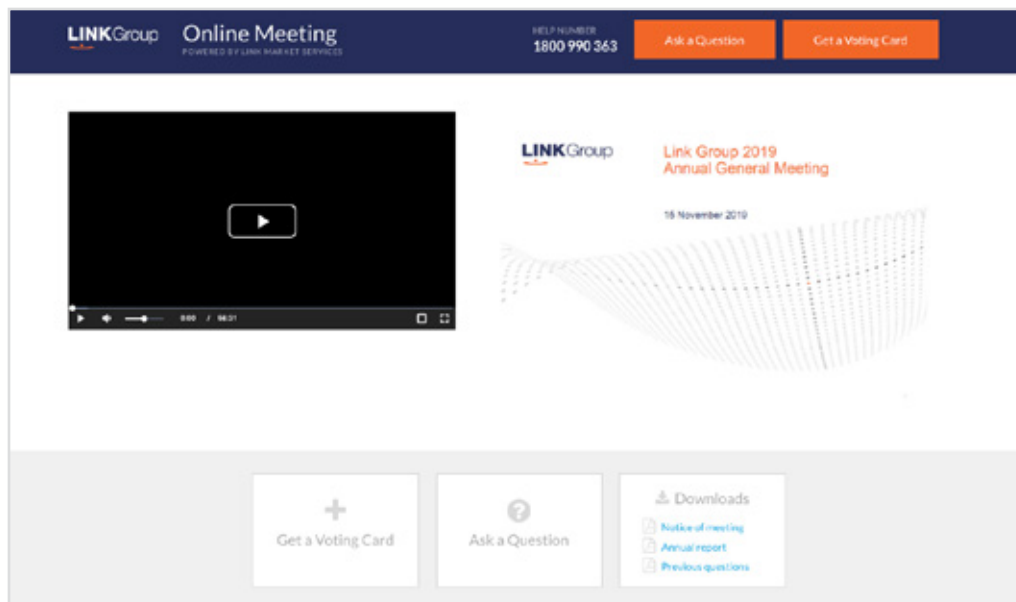
A screenshot of the "Voting Card" registration box. It has a title bar with a close button. The main heading is "Voting Card" with a sub-heading "Please provide your Shareholder or Proxy details". There are two sections: "SHAREHOLDER DETAILS" and "PROXY DETAILS". The "SHAREHOLDER DETAILS" section has fields for "Shareholder Number" and "Post Code", a "Submit Details and Vote" button, and a link for "Outside Australia". The "PROXY DETAILS" section has a "Proxy Number" field and a "Submit Details and Vote" button. An "OR" button is between the two sections.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote **Partial Vote**

Resolution 2B ☐ For ☐ Against ☐ Abstain
RE-ELECTION OF MR. ABC AS A DIRECTOR

Resolution 2C ☐ For ☐ Against ☐ Abstain
RE-ELECTION OF MS. XYZ AS A DIRECTOR

Resolution 3 ☐ For ☐ Against ☐ Abstain
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4 ☐ For ☐ Against ☐ Abstain
ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

Once voting has been closed all voting cards will automatically be submitted and cannot be changed.

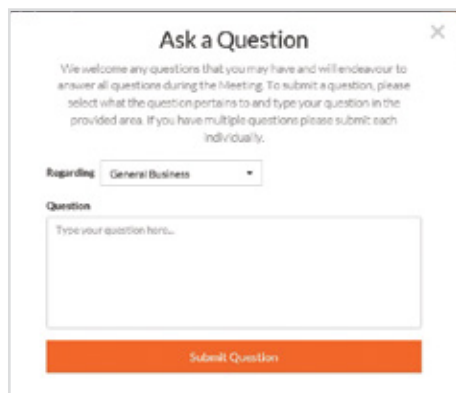
At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.

A screenshot of a web-based 'Ask a Question' form. The title 'Ask a Question' is at the top with a close button (X). Below the title is a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' There is a 'Regarding:' section with a dropdown menu currently set to 'General Business'. Below this is a 'Question' section with a text input field containing the placeholder 'Type your question here...'. At the bottom is an orange button labeled 'Submit Question'.

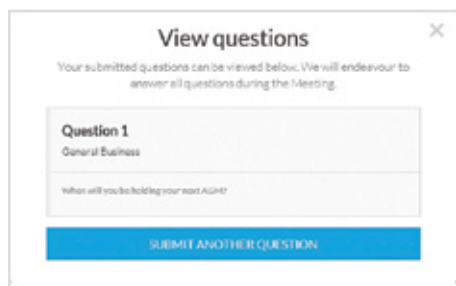
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

A screenshot of a web-based 'View questions' box. The title 'View questions' is at the top with a close button (X). Below the title is a message: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.' There is a section for 'Question 1' with the category 'General Business' and the question text 'When will you be holding your next AGM?'. At the bottom is a blue button labeled 'SUBMIT ANOTHER QUESTION'.

3. Downloads

View relevant documentation in the Downloads section.

Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

At the close of the meeting any votes you have placed will automatically be submitted.

Contact us

Australia

T 1300 554 474

E info@linkmarketservices.com.au

New Zealand

T +64 9 375 5998

E enquiries@linkmarketservices.co.nz

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Prime Media Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Prime Media Group Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am on Thursday, 19 November 2020 (the Meeting)** and at any postponement or adjournment of the Meeting.

The meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/PRT20> (refer to details in the Virtual General Meeting Online Guide and Notice of Meeting).

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote all available proxies in favour of all items of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

1 Remuneration Report

2 Re-election of Director –
Ms Cass O'Connor



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Tuesday, 17 November 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Prime Media Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

PRIME

Prime Media Group Limited

ACN 000 764 867

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Prime Media Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

Please use this form to submit any questions about Prime Media Group Limited ("the Company") that you would like us to respond to at the Company's 2020 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **11:00am on Tuesday, 17 November 2020**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

☐
☐
☐

Performance or financial reports
Remuneration Report
My question is for the auditor

☐
☐
☐

A resolution being put to the AGM
Sustainability/Environment
Future direction

☐
☐

General suggestion
Other

☐
☐
☐

Performance or financial reports
Remuneration Report
My question is for the auditor

☐
☐
☐

A resolution being put to the AGM
Sustainability/Environment
Future direction

☐
☐

General suggestion
Other

QUESTIONS