

GTN LIMITED
ACN 606 841 801

Retail Entitlement Offer
1 for 9.7 accelerated non-
renounceable pro rata entitlement
offer of GTN ordinary shares at \$2.90
per New Share

The Entitlement Offer is fully underwritten

Retail Entitlement Offer closes: 5.00pm (AEDT) on Tuesday, 20 December 2016

If you are an Eligible Retail Shareholder, this is an important document that requires your immediate attention. It should be read in its entirety. This document is not a prospectus under the Corporations Act and has not been lodged with the Australian Securities and Investments Commission. You should consult your stockbroker, solicitor, accountant or other professional adviser if you have any questions.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

IMPORTANT NOTICES

This Retail Offer Booklet is dated 6 December 2016. Capitalised terms in this section have the meaning given to them in this Retail Offer Booklet.

The Retail Entitlement Offer is made in accordance with section 708AA of the Corporations Act (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84). This Retail Offer Booklet does not contain all of the information which an investor may require to make an informed investment decision. The information in this Retail Offer Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

This Retail Offer Booklet should be read in its entirety before you decide to participate in the Retail Entitlement Offer. This Retail Offer Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC.

By returning an Entitlement and Acceptance Form or otherwise paying for your New Shares through BPAY®¹ in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Retail Offer Booklet and you have acted in accordance with and agree to the terms of the Retail Entitlement Offer detailed in this Retail Offer Booklet.

No overseas offering

This Retail Offer Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. In particular, this Retail Offer Booklet does not constitute an offer to Ineligible Retail Shareholders and may not be distributed in the United States and the New Shares may not be offered or sold, directly or indirectly, to persons in the United States.

This Retail Offer Booklet is not to be distributed in, and no offer of New Shares is to be made under the Retail Entitlement Offer, in countries other than Australia and New Zealand unless GTN in its discretion is satisfied that the Entitlement Offer may be made to the Shareholder in compliance with all applicable laws.

No action has been taken to register or qualify the Retail Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia and New Zealand.

The distribution of this Retail Offer Booklet (including an electronic copy) outside Australia and New Zealand, is restricted by law. If you come into possession of the information in this booklet, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your Application for New Shares is subject to all requisite authorities and clearances being obtained for GTN to lawfully receive your Application Monies.

New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

United States

None of the information in this booklet or the Entitlement and Acceptance Form that will accompany this booklet when it is dispatched to Eligible Retail Shareholders (as set out in the Key Dates section) constitutes an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither this booklet (or any part of it), the accompanying ASX announcement nor the Entitlement and Acceptance Form when made available, may be released or distributed directly or indirectly, to persons in the United States. Neither the Entitlements nor the New Shares have been, nor will be, registered under the U.S. Securities Act of 1933, as amended (the "US Securities Act") or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be taken up by persons in the United States or by persons (including nominees or custodians) who are acting for the account or benefit of a person in the United States. Neither the Entitlements or the New Shares may be offered, sold or resold in the United States or to persons acting for the account or benefit of a person in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable U.S. states securities laws. The Entitlements and the New Shares to be offered and sold in the Retail Entitlement Offer described in this Information Booklet may only be offered and sold in "offshore transactions" (as defined in Regulation S under the US Securities Act) in reliance on Regulation S under the US Securities Act.

Canada

This Retail Offer Booklet is not to be distributed and no offer of New Shares is to be made under the Retail Entitlement Offer in Canada or to residents of Canada unless GTN has otherwise determined such resident is entitled to participate.

Any offer and sale of the New Shares in Canada will only be made under exemptions from the requirement to file a prospectus in any Canadian jurisdiction and will be made only by authorised dealer representatives that are properly registered under the laws of the relevant Canadian jurisdictions, or, alternatively, are entitled to rely on exemptions from the dealer registration requirements in such jurisdictions.

The New Shares may only be sold to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 *Prospectus Exemptions* ("NI 45-106") or subsection 73.3(1) of the *Securities Act* (Ontario), and are permitted clients, as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* or who are otherwise permitted to purchase pursuant to a prospectus exemption. Any resale of the New Shares must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Pursuant to section 3A.3 of National Instrument 33-105 *Underwriting Conflicts* ("NI 33-105"), any underwriters in the offering are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this offering.

Upon receipt of this Retail Offer Booklet, each Canadian purchaser hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares described herein (including for greater certainty any purchase confirmation or notice) shall be drawn up in the English language only. Par la reception de ce document, chaque acheteur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présents (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.

Definitions, currency and time

Defined terms used in this Retail Offer Booklet are contained in section 6. All references to time are to AEDT, unless otherwise indicated.

Foreign exchange

All references to '\$' are AUD unless otherwise noted.

Taxation

There will be tax implications associated with participating in the Retail Entitlement Offer and receiving New Shares. Section 5 provides for a general guide to the Australian income tax, goods and services tax and stamp duty implications of the Retail Entitlement Offer for Eligible Retail Shareholders. The guide does not take account of the individual circumstances of particular Eligible Retail Shareholders and does not constitute tax advice. GTN recommends that you consult your professional tax adviser in connection with the Retail Entitlement Offer.

Privacy

GTN collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's shareholding in GTN.

By submitting an Entitlement and Acceptance Form, you will be providing personal information to GTN (directly or through the Share Registry). GTN collects, holds and will use that information to assess your Application. GTN collects your personal information to process and administer your shareholding in GTN and to provide related services to you. GTN may disclose your personal information for purposes related to your shareholding in GTN, including to the Share Registry, GTN's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that GTN holds about you. To make a request for access to your personal information held by (or on behalf of) GTN, please contact GTN through the Share Registry.

Governing law

This Retail Offer Booklet, the Retail Entitlement Offer and the contracts formed on acceptance of the Applications are governed by the law of New South Wales, Australia. Each Applicant submits to the exclusive jurisdiction of the courts of New South Wales, Australia.

No representations

No person is authorised to give any information or to make any representation in connection with the Retail Entitlement Offer which is not contained in this Retail Offer Booklet. Any information or representation in connection with the Retail Entitlement Offer not contained in the Retail Offer Booklet may not be relied upon as having been authorised by GTN, its related bodies corporate or any of its officers. Except as required by law, and only to the extent so required, none of GTN, its related bodies corporate, its directors, officers and employees, and any other person, warrants or guarantees the future

¹ ® registered to BPAY Pty Ltd ABN 69 079 137 518.

performance of GTN or any return on any investment made pursuant to this Retail Offer Booklet.

Past performance

Investors should note that any past performance information given in this Retail Offer Booklet is provided for illustrative purposes only and should not be relied upon as, and is not, an indication of future GTN performance, including future share price performance.

Future performance

This Retail Offer Booklet contains certain forward-looking statements. Forward-looking statements can generally be identified by the use of forward-looking words such as “may”, “should”, “will”, “expect”, “intend”, “plan”, “estimate”, “anticipate”, “believe”, “continue”, “objectives”, “outlook”, “guidance” or other similar words, and include statements in this Retail Offer Booklet regarding certain plans, strategies and objectives of management of GTN and expected financial performance, the conduct and outcome of the Entitlement Offer and the use of proceeds.

These forward-looking statements contained in this Retail Offer Booklet involve known and unknown risks, uncertainties and other factors which are subject to change without notice, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct.

Forward-looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. In particular, such forward-looking statements are subject to significant uncertainties and contingencies, many of which are outside the control of GTN. A number of important factors could cause actual results or performance to differ materially from the forward looking statements. Investors should consider the forward looking statements contained in this Retail Offer Booklet in light of those disclosures.

Neither GTN, nor any other person, gives any representation, warranty, assurance nor will guarantee that the occurrence of the events expressed or implied in any forward-looking statement actually occur. GTN disclaims any responsibility for the accuracy or completeness of any forward-looking statements whether as a result of new information, future events or results or otherwise. GTN disclaims any responsibility to update or revise any forward-looking statement to reflect any change in GTN’s financial condition, status or affairs or any change in events, conditions or circumstances on which a statement is based, except as required by law.

Risks

An investment in New Shares is subject to investment and other known and unknown risks, some of which are beyond the control of GTN, including possible delays in repayment and loss of income and principal invested. GTN does not guarantee any particular rate of return or the performance of GTN, nor does it guarantee the repayment of capital from GTN or any particular tax treatment.

Shareholders should refer to the ‘Risk’ section of the Investor Presentation included in section 3 of this Retail Offer Booklet for a summary of general and specific risk factors that may affect GTN.

Trading New Shares

GTN will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by GTN or the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

If you are in any doubt, as to these matters you should first consult with your stockbroker, solicitor, accountant or other professional adviser.

Chairman's letter

Tuesday, 6 December 2016

Dear Shareholder,

On behalf of the Board of GTN Limited ("**GTN**" of the "**Company**"), it is my pleasure to invite you to participate in GTN's 1 for 9.7 fully underwritten pro rata accelerated non-renounceable entitlement offer of new shares ("**New Shares**") in GTN at an offer price of \$2.90 ("**Offer Price**") per New Share ("**Entitlement Offer**").

On Monday, 5 December 2016, GTN announced that it had exercised its option to acquire substantially all of the assets of Radiate Media, LLC ("**Radiate**") and the Entitlement Offer to raise approximately \$60.2 million to the fund GTN's United States expansion strategy.

The acquisition of Radiate represents the first important step in GTN's United States expansion strategy, which is a transformative opportunity for the Company. Radiate is one of the leading short form advertising platforms in the United States, with a national network of 930 affiliate partners and advertising spots inventory of approximately 2.7 million spots.² Following the Acquisition, GTN's immediate focus will be on expanding the audience reach of the Radiate platform and increasing the yield on Radiate's advertising spots inventory.

GTN intends to increase audience reach by adding new affiliates to the Radiate network, a strategy which has already commenced. In October 2016, CBS Radio, Inc ("**CBS**"), which is the second largest radio broadcaster in the United States when measured both by revenue and audience, announced that it had entered into an affiliate agreement with Radiate that will commence on 1 April 2017. This agreement will increase Radiate's audience share, particularly in highly populated, premium markets including New York, Los Angeles and Chicago. It will also provide additional advertising inventory across all CBS radio stations in the United States. Combined with the recently extended affiliation agreement with Cumulus Media, Radiate will now have multi-year affiliation agreements with two of the three largest radio companies in the United States.

In addition, Radiate is in the process of agreeing to new or enhanced affiliate agreements with a number of other radio networks. These new and enhanced affiliate agreements will significantly expand Radiate's audience reach and provide approximately 3.2 million annual advertising spots on over 1,000 radio stations.

GTN also intends to drive improvement in Radiate's average spot rate by expanding the Radiate sales team and transitioning to the sales model that GTN operates in its other regions, which positions bundled traffic spots as a premium product with advertisers. Currently, Radiate's traffic spots are sold at a significant discount to traditional radio spots in the United States and the average traffic spot rates achieved by GTN in other geographies. As has been the experience in GTN's other markets, the average spot rate is expected to increase as a result of expanded audience reach which increases the value of the network to advertisers.

The new and enhanced affiliate agreements require Radiate to pay additional station compensation to the new affiliates. In the initial periods following the acquisition the additional costs are expected to exceed the revenue generated by the business and Radiate is expected to make a negative EBITDA contribution to GTN in the initial periods. Proceeds of the Entitlement Offer will be used to fund the initial losses associated with GTN's United States expansion strategy, including additional station compensation payable under new affiliate agreements, expanding and training the Radiate sales and marketing team, and providing additional working capital following the acquisition of Radiate.

GTN believes Radiate provides a strong foundation for GTN to build out a highly valuable national network in the United States, which represents a very large addressable market. The GTN Board believes GTN is well positioned to execute the United States expansion strategy given the GTN management team's experience and expertise in the United States radio market.

² Last 12 months to 30 September 2016.

The recent performance of GTN's core business has been strong: it outperformed the FY2016 forecast included in the Prospectus and all operating geographies achieved revenue growth in local currency in Q1 FY2017. The Board has reaffirmed that GTN is on track to achieve the prospectus forecast for FY2017, and in particular the forecast dividend provided in the IPO prospectus. The GTN Board currently intends to pay interim and full-year dividends in respect of FY2017 that equate to 100% of NPAT excluding the impact of Radiate, that is dividends equal to the value of A\$21.1 million (which will be predominantly sourced from the Australian operations). Accounting for the additional 20.7 million shares to be issued under the capital raising, this equates to approximately 9.5 cents per share. The GTN Board also reaffirms that it expects the interim and final dividends for FY2017 to be 95% franked.

Details of the Retail Entitlement Offer

The Entitlement Offer comprises an institutional component to raise approximately \$57.8 million ("**Institutional Entitlement Offer**"), and a retail component to raise approximately \$2.3 million ("**Retail Entitlement Offer**"). The Entitlement Offer is fully underwritten by Macquarie Capital (Australia) Limited ("**Underwriter**").

The Institutional Entitlement Offer was successfully completed on Monday, 5 December 2016, receiving strong support from existing institutional shareholders. The Retail Entitlement Offer opens at 9:00am (Sydney time) Friday, 9 December 2016 and closes at 5:00pm (Sydney time) Tuesday, 20 December 2016.

The Entitlement Offer is non-renounceable and therefore your Entitlement will not be tradeable on the ASX or any other exchange, or otherwise transferable. This means that Eligible Retail Shareholders (as defined in Section 4.1 of this Retail Offer Booklet) who do not take up their Entitlements will not receive any value for those Entitlements and their proportionate interest in GTN will be diluted.

Eligible Retail Shareholders are entitled to subscribe for 1 new share ("**New Shares**") at the Offer Price for every 9.7 existing ordinary shares in GTN ("**Existing Shares**") held at 7:00pm (Sydney time) on Wednesday, 7 December 2016 ("**Record date**") ("**Entitlement**"). Eligible Retail Shareholders may also apply for additional new shares in excess of their Entitlement up to a maximum of 50% of their Entitlement (unless you are a Related Party of GTN). The additional new shares available (if any) are those shares under the Entitlement Offer for which valid applications are not received from Eligible Shareholders and are therefore available under the Retail Oversubscription Facility.

The Offer Price of \$2.90 per New Share represents a discount of 13.2% to the last closing price of GTN before announcement of the Entitlement Offer and a 12.1% discount to the theoretical ex-rights price ("**TERP**") of \$3.30³.

How to Apply?

Accompanying this Retail Offer Booklet is your personalised Entitlement and Acceptance Form which contains details of your Entitlement.

The Retail Entitlement Offer closes at 5.00pm (Sydney time) on Tuesday, 20 December 2016. To participate, you should ensure that you have completed your application by paying the relevant application monies (Application Monies) by Bpay® before this time in the manner described in this Retail Offer Booklet. If you are unable to pay by Bpay® (for example if you are a New Zealand based shareholder without an Australian bank account), you are able to pay by cheque.

Further Information

Further information on the Retail Entitlement Offer and GTN's business is detailed in this Retail Offer Booklet. You should carefully read this Retail Offer Booklet in its entirety and consult your stockbroker, accountant or other professional adviser before making your investment decision. In particular, you

³ TERP is the theoretical price at which Shares should trade immediately after the ex-date for the Offer. TERP is a theoretical calculation only and the actual price at which Shares traded immediately after the ex-date for the Offer depended on many factors and may not have been equal to TERP. TERP is calculated by reference to GTN's closing price of \$3.34 on 2 December 2016, being the last trading day prior to the announcement of the Offer.

should read and consider Appendix B (Key Risks) of the GTN Investor Presentation included in Section 3 of this Retail Offer Booklet, which contains a summary of some of the key risks associated with an investment in GTN.

If you have any questions in respect of the Retail Entitlement Offer, please call the GTN Shareholder Information Line on 1300 420 094 (within Australia) or +61 1300 420 094 (outside Australia) at any time from 8.30 am to 5.30 pm (AEST) Monday to Friday. This Retail Offer Booklet contains detailed information about the Entitlement Offer, including the risks associated with ownership of GTN's shares, as well as instructions on how to participate in the Retail Entitlement Offer should you choose to. Please read the booklet carefully in its entirety before choosing to participate in the Retail Entitlement Offer.

On behalf of my fellow Directors, I look forward to welcoming your participation in the GTN Retail Entitlement Offer and your continued ownership of GTN.

Yours sincerely,

A handwritten signature in dark ink, appearing to read "G. Miles". The signature is written in a cursive, flowing style.

Gary Miles
Chairman
GTN Limited

Summary of Entitlement Offer

Institutional Entitlement Offer	
Offer Price	\$2.90 per New Share
Size	19.9 million New Shares
Gross proceeds	Approximately \$57.8 million
Retail Entitlement Offer	
Ratio	1 New Shares for every 9.7 existing GTN ordinary shares
Offer Price	\$2.90 per New Share
Size	0.8 million New Shares
Gross proceeds	Approximately \$2.3 million
Total gross proceeds	
Total gross proceeds of the Entitlement Offer	\$60.2 million

Key dates

Activity	Date
Announcement of the Entitlement Offer	Monday 5 December 2016
Retail Offer Booklet lodged with ASX	Tuesday 6 December 2016
Record Date for Entitlement Offer (7.00pm)	Wednesday 7 December 2016
Retail Entitlement Offer opens	Friday 9 December 2016
Allotment of New Shares under the Institutional Entitlement Offer and trading commences	Thursday 15 December 2016
Retail Entitlement Offer closes (5.00pm)	Tuesday 20 December 2016
Allotment of New Shares issued under the Retail Entitlement Offer	Friday 30 December 2016
Normal ASX trading for New Shares issued under the Retail Entitlement Offer commences	Tuesday 3 January 2017
Dispatch of holding statements for New Shares issued under the Retail Entitlement Offer	Tuesday 3 January 2017

This timetable above is indicative only and may change. All times and dates in the timetable refer to AEDT. GTN reserves the right to amend any or all of these dates and times subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, GTN reserves the right to extend the closing date for the Retail Entitlement Offer, to accept late applications under the Retail Entitlement Offer (either generally or in particular cases) and to withdraw the Retail Entitlement Offer without prior notice. Any extension of the closing date will have a consequential effect on the allotment date of New Shares.

GTN also reserves the right not to proceed with the Entitlement Offer in whole or in part at any time prior to allotment and issue of the New Shares. In that event, the relevant Application Monies (without interest) will be returned in full to Applicants.

Enquiries

If you have any doubt about whether you should participate in the Entitlement Offer, you should seek professional financial advice before making any investment decision.

If you:

- have questions on how to complete the Entitlement and Acceptance Form or how to take up your Entitlement; or
- have lost your Entitlement and Acceptance Form and would like a replacement form,

please call 1300 420 094 (inside Australia) and +61 1300 420 094 (outside Australia) between 8.30am and 5.30pm (AEDT) Monday to Friday.

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1 Summary of options available to you

If you are an Eligible Retail Shareholder⁴, you may take one of the following actions:

- take up all of your Entitlement;
- take up all of your Entitlement and also apply for Additional New Shares in excess of your Entitlement up to 50% of your Entitlement (unless you are a Related Party of GTN);
- take up part of your Entitlement and allow the balance to lapse; or
- do nothing, in which case your Entitlement will lapse and you will receive no value for those lapsed Entitlements.

If you are a retail shareholder that is not an Eligible Retail Shareholder, you are an “**Ineligible Retail Shareholder**”. Ineligible Retail Shareholders are not entitled to participate in the Entitlement Offer.

Options available to you	Key considerations
1. Take up all of your Entitlement	<ul style="list-style-type: none">• You may elect to purchase New Shares at the Offer Price (<i>see section 2 "How to Apply" for instructions on how to take up your Entitlement</i>).• The New Shares will rank equally in all respects with Existing Shares (including rights to dividends and distributions).• The Retail Entitlement Offer closes at 5.00pm (AEDT) on Tuesday 20 December 2016.
2. Take up all of your Entitlement and also apply for Additional New Shares in excess of your Entitlement	<ul style="list-style-type: none">• Unless you are a Related Party of GTN, you may take up all of your Entitlement and apply for Additional New Shares.• Additional New Shares will rank equally in all respects with Existing Shares from the date of allotment.• You may apply for Additional New Shares of up to 50% of your Entitlement.• Additional New Shares will only be available to the extent there are Entitlements under the Retail Entitlement Offer which are not taken up by Eligible Retail Shareholders. The allocation of Additional New Shares will be subject to the availability of Additional New Shares and any scale back will be applied by GTN in its absolute discretion.
3. Take up part of your Entitlement	<ul style="list-style-type: none">• If you only take up part of your Entitlement, the part not taken up will lapse and the New Shares not subscribed for will form part of the Shortfall.• If you do not take up your Entitlement in full you will not receive any payment or value for those Entitlements not taken

⁴ See Section 4.1.

	<p>up.</p> <ul style="list-style-type: none"> If you do not take up your Entitlement in full, you will have your percentage holding in GTN reduced as a result of the Entitlement Offer.
4. Do nothing, in which case your Entitlement will lapse and you will receive no value for those lapsed Entitlements	<ul style="list-style-type: none"> If you do not take up your Entitlement, you will not be allocated New Shares and your Entitlements will lapse. The New Shares not subscribed for will form part of the Shortfall. Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable, which means they are non-transferrable and cannot be sold, traded on ASX or any other exchange, nor can they be privately transferred. If you do not take up your Entitlement you will not receive any payment or value for those Entitlements not taken up. If you do not take up your Entitlement, you will have your percentage holding in GTN reduced as a result of the Entitlement Offer.

2 How to apply

2.1 Overview

GTN intends to raise \$60.2 million under the Entitlement Offer.

GTN will use the proceeds of the Entitlement Offer to:

- support GTN's U.S. expansion, including:
 - funding station compensation payable under new affiliate agreements;
 - building scale in the U.S. salesforce;
 - providing additional working capital; and
- pay for the costs of the Entitlement Offer.

The Entitlement Offer is an offer of approximately 20.7 million New Shares at \$2.90 per New Share.

The Entitlement Offer has two components:

- the Institutional Entitlement Offer – Eligible Institutional Shareholders were given the opportunity to take up all or part of their Entitlement, and a bookbuild process to sell Entitlements not taken up by Eligible Institutional Shareholders as well as Entitlements of Ineligible Institutional Shareholders at the Offer Price was carried out, to raise approximately \$57.8 million; and

- (b) the Retail Entitlement Offer – Eligible Retail Shareholders will be allotted Entitlements under the Retail Entitlement Offer which can be taken up in whole or in part. The Retail Entitlement Offer also includes a Retail Oversubscription Facility under which Eligible Retail Shareholders who are not a Related Party of GTN may also apply for Additional New Shares in excess of their Entitlement (up to 50% of their Entitlement). The Retail Entitlement Offer is expected to raise approximately \$2.3 million.

Both the Institutional Entitlement Offer and the Retail Entitlement Offer are non-renounceable. Accordingly, Entitlements do not trade on the ASX, nor can they be sold, transferred or otherwise disposed of.

New Shares issued under the Retail Entitlement Offer are to be issued at the same price as New Shares issued under the Institutional Entitlement Offer. In addition, shareholders' Entitlements under the Institutional Entitlement Offer and the Retail Entitlement Offer are calculated based on the same ratio.

2.2 Institutional Entitlement Offer

GTN has already raised approximately \$57.8 million from Eligible Institutional Shareholders as part of the Institutional Entitlement Offer, at \$2.90 per New Share. New Shares are expected to be issued under the Institutional Entitlement Offer on Thursday, 15 December 2016.

2.3 Retail Entitlement Offer

The Retail Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as modified by ASIC Instrument 2016/84) which allows rights issues to be offered without a prospectus, provided certain conditions are satisfied.

As a result, this offer is not being made under a prospectus and it is important for Eligible Retail Shareholders to read and understand the information on GTN and the Retail Entitlement Offer made publicly available, prior to taking up all or part of their Entitlement or applying for Additional New Shares. In particular, please refer to the materials in section 3 and other announcements made available at <http://gtnetwork.com/> or asx.com.au (including GTN's annual report for the financial year ended 30 June 2016 released to ASX on 29 September 2016) and all other parts of this Retail Offer Booklet carefully before making any decisions in relation to your Entitlement.

The Retail Entitlement Offer constitutes an offer to Eligible Retail Shareholders, who are invited to apply for 1 New Shares for every 9.7 Shares held on the Record Date.

The Entitlement Offer is non-renounceable. Accordingly, Entitlements do not trade on the ASX, nor can they be sold, transferred or otherwise disposed of.

The Retail Entitlement Offer opens on Friday, 9 December 2016. This is also the date when the Retail Offer Booklet will be dispatched, along with a personalised Entitlement and Acceptance Form, to Eligible Retail Shareholders. The Retail Entitlement Offer is expected to close at 5.00pm (AEDT) on Tuesday, 20 December 2016.

2.4 Your Entitlement

An Entitlement and Acceptance Form setting out your Entitlement (calculated as 1 New Shares for every 9.7 Shares held on the Record Date with fractional entitlements rounded up to the nearest whole number of New Shares) will accompany this Retail Offer Booklet when it is dispatched to Eligible Retail Shareholders. Eligible Retail Shareholders may subscribe for all or part of their Entitlement, and may also apply for Additional New Shares (unless you are a Related Party of GTN). If you have more than one registered holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

Eligible Retail Shareholders should be aware that an investment in GTN involves risks. The key risks identified by GTN are set out in the section entitled "Risks" from page 27 of the Investor Presentation (in section 3).

2.5 Options available to you

Eligible Retail Shareholders may:

- (a) take up their Entitlement in full (refer to section 2.6);
- (b) take up their Entitlement in full and apply for Additional New Shares of up to 50% of their Entitlement (unless they are a Related Party of GTN) (refer to section 2.7);
- (c) take up part of the Entitlement, in which case the balance of the Entitlement would lapse (refer to section 2.8); or
- (d) allow their Entitlement to lapse (refer to section 2.9).

Ineligible Retail Shareholders may not take up any of their Entitlements.

GTN reserves the right to reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Closing Date.

The Closing Date for acceptance of the Retail Entitlement Offer is **5.00pm (AEDT) on Tuesday, 20 December 2016** (however, that date may be varied by GTN, in accordance with the Listing Rules and applicable law).

2.6 Taking up all of your Entitlement

If you wish to take up all or part of your Entitlement, payment must be made via BPAY® if possible. Eligible Retail Shareholders based in New Zealand who do not have an Australian bank account will be able to pay by cheque. Payments must be made by following the instructions set out on the personalised Entitlement and Acceptance Form. Payment is due by no later than 5.00pm (AEDT) on Tuesday, 20 December 2016.

2.7 Taking up all of your entitlement and applying for Additional New Shares

Eligible Retail Shareholders who take up all of the Entitlement (and are not a Related Party of GTN) may apply for up to the Cap, being 50% of their Entitlement in addition to their Entitlement as Additional New Shares and will only be made out of any available Shortfall.

If you wish to take up all of your Entitlement and apply for Additional New Shares, the Application Monies payable will be equal to the Offer Prices multiplied by the number of New Shares comprising your Entitlement, and the number of Additional New Shares you wish to take up – you will need to calculate this number yourself.

The Cap will be applied at the beneficial shareholding level and GTN reserves all rights in its absolute discretion to determine which applications for Additional New Shares are made validly within the Cap.

Additional New Shares will only be allocated to you if there are sufficient New Shares resulting from a Shortfall, subject to any scale back which GTN may apply (in its absolute discretion). There is no guarantee you will be allocated any Additional New Shares. Any allocation of Additional New Shares will be made on a pro-rata basis. Related Parties of GTN may not apply for Additional New Shares.

If you wish to take up all of your Entitlement and any Additional New Shares, payment must be made via BPAY® if possible. Eligible Retail Shareholders based in New Zealand who do not have an Australian bank account will be able to pay by cheque. Payments must be made by following

the instructions set out on the personalised Entitlement and Acceptance Form. Payment is due by no later than 5.00pm (AEDT) on Tuesday, 20 December 2016.

2.8 Taking up part of your Entitlement and allowing the balance to lapse

If you wish to take up part of your Entitlement, payment must be made via BPAY® if possible. Eligible Retail Shareholders based in New Zealand who do not have an Australian bank account will be able to pay by cheque. Payments must be made by following the instructions set out on the personalised Entitlement and Acceptance Form.

2.9 Allowing your Entitlement to lapse

If you do not wish to accept all or any part of your Entitlement, do not take any further action and that part of your Entitlement will lapse. The New Shares not subscribed for will form part of the Shortfall.

2.10 Consequences of not accepting all or part of your Entitlement

If you do not accept all or part of your Entitlement in accordance with the instructions set out above, those New Shares that you would have otherwise been entitled to under the Retail Entitlement Offer (including New Shares that relate to the portion of your Entitlement that has not been accepted) will:

- first be used to satisfy valid applications for Additional New Shares under the Retail Oversubscription Facility; and
- if not taken up under the Retail Oversubscription Facility, be acquired by the Underwriter or any sub-underwriters.

By allowing your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Entitlement and you will not receive any value for your Entitlement. Your interest in GTN will also be diluted relative to those who did take up their full Entitlement, those who apply for and are issued Additional New Shares, and the Eligible Institutional Shareholders.

The table below illustrates the effects of the Entitlement Offer in certain scenarios.

The table assumes that:

- the existing Shareholders who hold more than 5% of Existing Shares ("**Existing Substantial Shareholders**") take up their full Entitlement and are not allocated any Additional New Shares. There is no guarantee that this circumstance will be the case; and
- CEO William Yde III takes up the portion of his Entitlement that he has pre-committed to take up and is not allocated any Additional New Shares.

The table then illustrates the effects of the Entitlement Offer in the scenario where (a) all other existing Shareholders take up their Entitlement in full and (b) where no other existing Shareholders take up any Entitlement or apply for Additional New Shares.

Shareholder	Pre- Retail Entitlement Offer		Post Entitlement Offer (full take up of Entitlements by other existing Shareholders ⁵)		Post Entitlement Offer (no take up by other existing Shareholders of Entitlements or Additional New Shares)	
	No of shares (m)	% shares held	No of shares (m)	% shares held	No of shares (m)	% shares held
Existing Substantial Shareholders and William Yde III ⁶	156.3	77.7	172.2	77.6	172.2	77.6
Other existing Shareholders	44.9	22.3	49.6	22.3	44.9	20.2
New Shareholders	Nil	Nil	0.2	0.1	4.8	2.2
Total shares outstanding	201.2	100	222.0	100	222.0	100

The figures above illustrate the potential effect of the Entitlement Offer by way of example only, are subject to rounding, and are not illustrative of GTN's capital structure after the Entitlement Offer. GTN's capital structure after the Entitlement Offer depends on, amongst other factors, the level of participation in the Entitlement Offer, and whether any Additional New Shares are allocated to Existing Substantial Shareholders.

2.11 Payment

Payment should be made using BPAY® if possible. Eligible Retail Shareholders who do not have an Australian bank account will be able to pay by cheque (see below at 2.13).

Cash payments will not be accepted. Receipts for payment will not be issued.

GTN will treat you as applying for as many New Shares as your payment will pay for in full up to your Entitlement. If your payment will pay for more than your full Entitlement, GTN will treat you as applying for your full Entitlement and as many Additional New Shares under the Retail Oversubscription Facility as your payment will pay for in full, subject to the Cap.

Any Application Monies received for more than your final allocation of New Shares will be refunded as soon as practicable after the close of the Retail Entitlement Offer. No interest will be paid to applicants on any Application Monies received or refunded.

2.12 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form. You can only make payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

If you are paying by BPAY®, please make sure you use the specific Biller Code and your unique Customer Reference Number (**CRN**) on your personalised Entitlement and Acceptance Form. If you have multiple holdings and consequently receive more than one personalised Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings only use the CRN specific to that holding. If you do not use the correct CRN specific to that holding your application will not be recognised as valid.

⁵ Other than CEO William Yde, see assumptions above.

⁶ See assumptions above.

Please note that by paying by BPAY®:

- (a) you do not need to submit your personalised Entitlement and Acceptance Form but are taken to make the declarations, representations and warranties on that Entitlement and Acceptance Form and in section 2.14; and
- (b) if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 5.00pm (AEDT) on Tuesday, 20 December 2016. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make payment.

2.13 If you are unable to pay by BPAY®

If you are an Eligible Retail Shareholder in New Zealand and are unable to pay by BPAY® please call the GTN Retail Entitlement Offer information line on 1300 420 094 (inside Australia) or +61 1300 420 094 (outside Australia) between 8.30am and 5.30pm (AEDT) Monday to Friday.

GTN encourages payments by BPAY® if possible.

If you are an Eligible Retail Shareholder based in New Zealand who is completing a payment by cheque, you should complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the form and return it accompanied by a cheque in Australian currency for the amount of the Application Monies, payable to 'GTN Retail Offer' and crossed 'Not Negotiable'.

It is your responsibility to ensure that your payment by cheque is received by the Share Registry by no later than 5.00pm (AEDT) on Tuesday, 20 December 2016 at the address set out below:

Mailing Address

GTN Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

Hand Delivery

GTN Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

(Do not use this address for mailing purposes)

You must ensure cleared funds are held in your account as your cheque will be banked as soon as it is received. Please note that you should consider postal and cheque clearance timeframes in meeting this deadline.

Your cheque must be:

- a) for an amount equal to \$2.90 multiplied by the number of New Shares and Additional New Shares (if applicable) that you are applying for; and
- b) in Australian currency drawn on an Australian branch of a financial institution. Payment cannot be made in New Zealand dollars. New Zealand resident shareholders must arrange for payment to be made in Australian dollars.

You should ensure that sufficient funds are held in relevant account(s) to cover the Application Monies as your cheque will be processed on the day of receipt. If the amount of your cheque for

Application Monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay in full for the number of New Shares (and any Additional Shares, if applicable) you have applied for in your personalised Entitlement and Acceptance Form, you will be taken to have applied for such lower whole number of New Shares (and any Additional Shares, if applicable) as your cleared Application Monies will pay for (and to have specified that number of New Shares (and any Additional Shares, if applicable) on your personalised Entitlement and Acceptance Form). Alternatively, your application will not be accepted.

2.14 Entitlement and Acceptance Form is binding

A payment made through BPAY® or a completed and lodged Entitlement and Acceptance Form together with the payment of requisite Application Monies constitutes a binding offer to acquire New Shares and Additional New Shares (if applicable) on the terms and conditions set out in this Retail Offer Booklet and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid application for New Shares and Additional New Shares (if applicable). GTN's decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By making a payment by BPAY® or by completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Monies, you will also be deemed to have acknowledged, represented and warranted that you are an Eligible Retail Shareholder and:

- (a) you acknowledge that you have read and understand this Retail Offer Booklet and your personalised Entitlement and Acceptance Form in their entirety;
- (b) you agree to be bound by the terms of the Retail Entitlement Offer, the provisions of this Retail Offer Booklet, and GTN's constitution;
- (c) you authorise GTN to register you as the holder(s) of New Shares allotted to you;
- (d) you declare that all details and statements in the personalised Entitlement and Acceptance Form are complete and accurate;
- (e) you declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;
- (f) you acknowledge that once GTN receives your personalised Entitlement and Acceptance Form or any payment of Application Monies via BPAY®, you may not withdraw your application or funds provided except as allowed by law;
- (g) you agree to apply for and be issued up to the number of New Shares specified in the personalised Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY®, at the Offer Price per New Share;
- (h) you authorise GTN, the Underwriter, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;
- (i) you declare that you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date and are an Eligible Retail Shareholder;
- (j) you acknowledge that the information contained in this Retail Offer Booklet and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;

- (k) you acknowledge that this Retail Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in GTN and is given in the context of GTN's past and ongoing continuous disclosure announcements to ASX;
- (l) you acknowledge the statement of risks in the "Risks" section of the Investor Presentation included in the Section 3 of this Retail Offer Booklet, and that investments in GTN are subject to risk;
- (m) you acknowledge that none of GTN, the Underwriter, or their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of GTN, nor do they guarantee the repayment of capital;
- (n) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date;
- (o) you authorise GTN to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
- (p) you represent and warrant (for the benefit of GTN, the Underwriter and their respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are not an Ineligible Retail Shareholder and are otherwise eligible to participate in the Retail Entitlement Offer;
- (q) you represent and warrant that the law of any place does not prohibit you from being given this Retail Offer Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares and that you are otherwise eligible to participate in the Retail Entitlement Offer;
- (r) you represent and warrant (for the benefit of GTN, the Underwriter and their respective related bodies corporate and affiliates) that you are not in the United States and you are not acting for the account or benefit of a person in the United States;
- (s) you understand and acknowledge that neither the Entitlements nor the New Shares have been, or will be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States. The Entitlements may not be taken by persons in the United States or by persons who are acting for the account or benefit of a person in the United States.
- (t) you are purchasing the New Shares in an 'offshore transaction' (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S under the US Securities Act;
- (u) you have not and will not send this Retail Offer Booklet, the Entitlement and Acceptance Form or any other materials relating to the Retail Entitlement Offer to any person in the United States or any other country outside Australia and New Zealand;
- (v) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia or New Zealand and is not in the United States and is not acting for the account or benefit of a person in the United States, and you have not sent this Retail Offer Booklet, the Entitlement and Acceptance Form or any information relating to the Retail Entitlement Offer to any such person, and

- (w) agree that you will not deposit any New Shares in any unrestricted American Depositary Receipt Facility that has been or may be established with respect to the ordinary shares of GTN until 40 days after the closing date of the Entitlement Offer.

2.15 Brokerage

No brokerage fee is payable by Eligible Retail Shareholders who accept their Entitlement.

2.16 Notice to nominees and custodians

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders. Nominees or custodians with registered addresses in the eligible jurisdictions, irrespective of whether they participate under the Institutional Entitlement Offer, may also be able to participate in the Retail Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold Existing Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Retail Shareholder.

Nominees and custodians who hold Shares as nominees or custodians will have received, or will shortly receive, a letter from GTN. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to:

- (a) beneficiaries on whose behalf they hold Existing Shares who would not satisfy the criteria for an Eligible Retail Shareholder;
- (b) Eligible Institutional Shareholders who received an offer to participate in the Institutional Entitlement Offer (whether they accepted their Entitlement or not);
- (c) Ineligible Institutional Shareholders who were ineligible to participate in the Institutional Entitlement Offer; or
- (d) shareholders who are not eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

In particular, persons acting as nominees or custodians for other persons may not take up Entitlements on behalf of, or send any documents relating to the Retail Entitlement Offer to, any person in the United States.

GTN is not required to determine whether or not any registered holder is acting as a nominee or custodian or the identity or residence of any beneficial owners of Shares. Where any holder is acting as a nominee or custodian for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with applicable foreign laws. GTN is not able to advise on foreign laws.

2.17 Withdrawal of the Entitlement Offer

Subject to applicable law, GTN reserves the right to withdraw the Entitlement Offer at any time before the issue of New Shares, in which case GTN will refund any Application Monies already received in accordance with the Corporations Act and will do so without interest being payable to applicants.

Refund amounts, if any, will be paid in Australian dollars. You will be paid either by direct credit to the nominated bank account as noted on the share register as at the Closing Date or by cheque sent by ordinary post to your address as recorded on the share register (the registered address of the first-named in the case of joint holders).

2.18 Enquiries

If you have not received or you have lost your personalised Entitlement and Acceptance Form, or have any questions regarding the Entitlement Offer, please contact the Share Registry on 1300 420 094 (within Australia) and +61 1300 420 094 (outside of Australia) at any time from 8.30am

to 5.30pm (AEDT) Monday to Friday, before the Retail Entitlement Offer closes at 5.00pm (AEDT) on Tuesday, 20 December 2016. If you have any further questions, you should contact your stockbroker, solicitor, accountant or other professional adviser.

3 ASX announcements and investor presentation

5 December 2016



GTN's United States expansion strategy and A\$60 million equity raising

GTN Limited (ABN 38 606 841 801) (ASX:GTN) ('**GTN**' or the '**Company**') is pleased to announce that it has exercised its option to acquire substantially all of the assets of Radiate Media, LLC ('**Radiate**') for consideration of US\$15 million¹ (the '**Acquisition**'), according to the terms of the Radiate option outlined in the IPO Prospectus in May 2016. The Acquisition is expected to complete on 5 December 2016 in the United States.²

The acquisition of Radiate represents the first important step in GTN's United States expansion strategy, which is a transformative opportunity for the Company.

The United States radio advertising market is the largest in the world, with annual radio advertising spend of approximately US\$17 billion p.a.

Radiate is one of the leading short form advertising platforms in the United States, with a national network of affiliate radio and television stations and advertising inventory of approximately 2.7 million spots.³ The Acquisition provides GTN with a national network of affiliates that covers most of top 100 major radio markets and all of the top 10 markets.

Following the Acquisition, GTN's immediate focus will be on expanding the audience reach of the Radiate platform and increasing the yield on Radiate's advertising spots inventory.

Audience reach will be increased through the addition of new affiliate stations to the Radiate network. In October 2016, CBS Radio, Inc. ('**CBS**') (the second largest radio network in the United States by audience reach and revenue) appointed Radiate as provider of traffic and information services for all CBS radio stations across the United States. This agreement, which commences 1 April 2017, will significantly increase Radiate's audience share, particularly in highly populated, premium markets including New York, Los Angeles and Chicago.

In addition, Radiate is in the process of agreeing to additional new or enhanced affiliate agreements with a number of other radio stations. When combined with the CBS advertising spots, the addition of these new and enhanced affiliate agreements will expand Radiate's audience reach and increase Radiate's inventory to approximately 3.2 million annual advertising spots on almost 1,000 radio stations.

¹ Subject to completion adjustments, currently estimated to be US\$4-5 million.

² No substantive conditions to completion remain outstanding.

³ Last 12 months to 30 September 2016.

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Increasing the spot rate across Radiate's inventory is another significant growth opportunity for Radiate's business. Currently, a large portion of Radiate's spots are sold at materially discounted rates, which drags down the weighted average spot price. As such, Radiate currently achieves a much lower average spot rate than GTN achieves in all its other operating geographies.

GTN intends to drive improvement in Radiate's average spot rate by expanding the Radiate sales team and transitioning to the sales model that GTN operates in its other regions, which positions bundled traffic spots as a premium product with advertisers. As has been the experience in GTN's other operating geographies, the average spot rate is also expected to increase as a result of expanded audience reach which increases the value of the network to advertisers.

The GTN management team knows the United States radio market well. The members of GTN's executive management team have a long history of working in the United States radio market and have extensive experience to draw on in executing the United States expansion strategy.

The GTN Board believes Radiate provides a strong foundation for GTN to build out a highly valuable national network in the United States, which represents a large addressable market. In order to execute the United States expansion strategy, GTN is undertaking an equity raising to raise A\$60.2 million via a fully underwritten accelerated non-renounceable pro rata entitlement offer ('**Entitlement Offer**'). GTCR Gridlock II (Cayman) L.P. ('**GTCR**'), a 49.1% shareholder, has committed to take up its full pro rata entitlement of A\$29.6 million. Managing Director and Chief Executive Officer, Bill Yde, who holds 1.7% of shares on issue, has also committed to take up a portion of his pro rata entitlement under the Entitlement Offer.

The proceeds will be used to fund the United States expansion strategy. In the initial periods following the Acquisition, additional operating expenses associated with station compensation to new affiliates and the expanded sales force are expected to exceed the revenue generated by the business and Radiate is expected to make a negative EBITDA contribution to GTN. Additional station compensation for new affiliates, as well as investment in sales force to drive revenue growth, will add approximately A\$80 million p.a. in operating expenses to Radiate's cost base. GTN expects the cumulative investment in the U.S. expansion strategy to be in the order of US\$60 – 75 million, including the cost of exercising the Radiate option and the losses in the initial periods.

Financial impact of the acquisition

As disclosed at its Annual General Meeting on 16 November 2016, GTN is pleased to reaffirm the FY2017 IPO prospectus forecast for the existing GTN business (excluding Radiate).

GTN believes the medium–longer term earnings potential of Radiate, after GTN has increased the average spot rate, is in excess of GTN's existing businesses. However, during the initial periods of affiliate network expansion Radiate is expected to make a negative EBITDA contribution to GTN. Radiate is forecast to make a negative contribution to GTN in FY2017 of A\$(15) – (19) million of EBITDA and A\$(16) – (20) million of NPATA, which will comprise seven months of Radiate ownership and only three months of the CBS affiliate agreement (and associated compensation payments). FY2018 will include a full year impact of the expanded cost base, including additional station compensation and larger sales force.

The GTN Board also reaffirms the forecast dividend provided in the IPO prospectus. The GTN Board currently intends to pay interim and full-year dividends in respect of FY2017 that equate to 100% of NPAT excluding the impact of Radiate, that is dividends equal to A\$21.1 million (which will be predominantly sourced from the Australian operations). Accounting for the 20.7 million new shares to be issued under the capital raising, this equates to approximately 9.5 cents per share. The GTN Board also reaffirms that it expects the interim and final dividends for FY2017 to be 95% franked.

Following the acquisition and capital raising GTN will have a cash balance of approximately A\$89 million, equating to net debt of approximately A\$11 million, which is expected to provide sufficient working capital to fund the initial expansion phase of the United States business. GTN intends to manage the

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implementation of the United States business plan to maintain group net debt / adjusted EBITDA below 2.0x at the closing of the offer and for the Prospectus forecast period. The acquisition of Radiate will not impact GTN's banking facilities, which are guaranteed by GTN's Australian and UK subsidiaries only. The U.S. operating business will be carried out in separate U.S. subsidiaries and neither the Australian parent company, nor any other group members operating outside the United States, will provide cross guarantees for the U.S. operating businesses.

The GTN Board may consider implementing a dividend reinvestment plan ('**DRP**') for 2017 and will continue to evaluate capital management alternatives throughout the initial period of the United States expansion strategy.

Equity raising

GTN is undertaking the Entitlement Offer to raise proceeds of approximately A\$60.2 million.

Under the Entitlement Offer, eligible shareholders in Australia and New Zealand will be invited to subscribe for 1 new GTN share for every 9.7 GTN shares held ('**Entitlements**') as at 7.00pm (Sydney time) on Wednesday, 7 December 2016 ('**Record Date**') at A\$2.90 per share ('**Offer Price**').

The Offer Price of A\$2.90 per share represents:

- 12.1% discount to TERP⁴ of A\$3.30; and
- 13.2% discount to the closing price on 2 December 2016 of A\$3.34.

Eligible shareholders can choose to take up all, part or none of their Entitlements. Entitlements are non-renounceable, meaning they cannot be traded on the ASX or any other exchange, sold or transferred. Eligible shareholders who do not take up their entitlement under the Entitlement Offer in full or in part, will not receive any value in respect to those entitlements not taken up.

The Entitlement Offer also includes a Retail Oversubscription Facility under which eligible shareholders who are not a related party of GTN may also apply for additional new shares in excess of their Entitlement up to 50% of their Entitlement. The additional new shares available (if any) are those shares under the Entitlement Offer for which valid applications are not received from eligible shareholders and are therefore available under the Retail Oversubscription Facility.

GTCR Funds, a 49.1% shareholder, has committed to take up its full pro rata entitlement of 10.5 million shares. Managing Director and Chief Executive Officer, Bill Yde, who holds 1.7% of shares on issue, has also committed to take up his pro rata entitlement under the Entitlement Offer.

The Entitlement Offer is underwritten.

Approximately 20.7 million shares will be issued under the Entitlement Offer. New shares will rank equally with existing shares in all respects from the date of quotation.

Institutional Entitlement Offer

Eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer, which will take place on Monday, 5 December 2016.

Entitlements that eligible institutional shareholders do not take up by the close of the Institutional Entitlement Offer, and Entitlement that would otherwise have been offered to ineligible institutional shareholders, will be sold through an institutional shortfall bookbuild on Monday, 5 December 2016 ('**Institutional Bookbuild**').

⁴ Theoretical ex-rights price. The theoretical ex-rights price is the theoretical price at which GTN Limited shares should trade immediately after the ex-date for the Equity Raising. The TERP is the theoretical calculation only and the actual price at which GTN Limited shares trade immediately after the ex-date for the Equity Raising may vary from TERP. TERP is calculated by reference to GTN Limited's closing price of A\$3.34 per share on 2 December 2016, being last trading day prior to the announcement of the Equity Raising.

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GTN shares will remain in trading halt whilst the Institutional Entitlement Offer and Institutional Bookbuild are undertaken.

Retail Entitlement Offer

Eligible retail shareholders will be invited to participate in the Retail Entitlement Offer at the same Offer Price and offer ratio as the Institutional Entitlement Offer. The Retail Entitlement Offer will open on Friday, 9 December 2016 and close at 5.00pm (Sydney time) on Tuesday, 20 December 2016.

Eligible retail shareholders should carefully read the Retail Offer Booklet and accompanying personalised entitlement and acceptance form, which are expected to be despatched Friday, 9 December 2016.

Entitlements may only be exercised by eligible shareholders, being persons who have a registered address in Australia or New Zealand or are a shareholder GTN has otherwise determined is eligible to participate, and certain categories of institutional or professional investor in certain other countries, subject to restrictions under and in accordance with the applicable securities laws. A nominee will be appointed to subscribe for and sell new shares that would have been available to be issued to foreign ineligible shareholders had they been eligible to participate in the Retail Entitlement Offer.

Indicative Entitlement Offer timetable

Trading halt and announcement of Equity Raising, Institutional Entitlement Offer opens	Monday, 5 December 2016
Institutional Entitlement Offer closes	Monday, 5 December 2016
Trading halt lifted - existing shares recommence trading on ASX on an ex-entitlement basis	Tuesday, 6 December 2016
Record Date for the Entitlement Offer	7.00pm Wednesday, 7 December 2016
Retail Entitlement Offer opens	9.00am Friday, 9 December 2016
Despatch of Retail Entitlement Offer Booklet	Friday, 9 December 2016
Settlement of Institutional Entitlement Offer	Wednesday, 14 December 2016
Issue of New Shares under the Institutional Entitlement Offer	Thursday, 15 December 2016
Retail Entitlement Offer closes	Tuesday, 20 December 2016
Settlement of Retail Entitlement Offer	Thursday, 29 December 2016
Issue of New Shares under the Retail Entitlement Offer	Friday, 30 December 2016
Normal trading of New Shares under the Retail Entitlement Offer	Tuesday, 3 January 2017
Despatch of holding statements under the Retail Entitlement Offer	Tuesday, 3 January 2017

All dates and times represent Sydney time.

The above timetable is indicative and subject to variation. GTN reserves the right to alter the timetable at its discretion and without notice, subject to ASX Listing Rules and *Corporations Act 2001* (Cth) and other applicable law.

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Shareholder enquiries

Retail shareholders who have any questions about the Retail Entitlement Offer should consult with their broker, legal, financial or other professional adviser. Retail shareholders can also call the GTN Entitlement Offer Information Line on 1300 420 094 within Australia or +61 1300 420 094 outside Australia from 8:30am to 5:30pm (Sydney time) Monday to Friday.

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Neither GTN, nor any other person, gives any representation, warranty, assurance nor will guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur. GTN disclaims any responsibility for the accuracy or completeness of any forward-looking statements whether as a result of new information, future events or results or otherwise. GTN disclaims any responsibility to update or revise any forward-looking statement to reflect any change in GTN's financial condition, status or affairs or any change in events, conditions or circumstances on which a statement is based, except as required by law.

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Determination of eligibility of investors for the purposes of the Institutional Entitlement Offer and Retail Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and the lead manager. Each of the Company, the lead manager and their respective advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.



GTN

Acquisition of Radiate and Capital Raising

5 December 2016

Disclaimer and important information

This investor presentation (**Presentation**) has been prepared by GTN Limited (ACN 606 841 801) (**GTN**). This Presentation has been prepared in relation to GTN's acquisition of Radiate Media and a fully underwritten 1 for 9.7 pro-rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) of new ordinary fully paid shares in GTN (**New Shares**) to be made under section 708AA of the Corporations Act 2001 (Cth) (**Corporations Act**) (as notionally modified by the Australian Securities and Investments Commission (**ASIC**) Corporations (Non-Traditional Rights Issues) Instrument 2016/84).

The Entitlement Offer will be made to:

- eligible institutional shareholders of GTN in certain permitted jurisdictions (**Institutional Entitlement Offer**); and
- eligible retail shareholders of GTN in Australia and New Zealand and any other jurisdiction in which GTN is satisfied that the offer may be made to the shareholder in compliance with all applicable laws (**Retail Entitlement Offer**).

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This Presentation contains summary information about GTN and its activities which is current only at the date of this Presentation. The information in this Presentation is of a general nature and does not purport to be complete nor does it contain all the information which a prospective investor may require in evaluating a possible investment in GTN or that would be required in a prospectus or product disclosure statement prepared in accordance with the requirements of the Corporations Act.

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Forward-looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. In particular, such forward-looking statements are subject to significant uncertainties and contingencies, many of which are outside the control of GTN. A number of important factors could cause actual results or performance to differ materially from the forward looking statements. Investors should consider the forward looking statements contained in this Presentation in light of those disclosures.

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The Beneficiaries make no recommendations as to whether any person should participate in the Entitlement Offer nor do they make any representations or warranties to any person concerning the Entitlement Offer, and you represent, warrant and agree that you have not relied on any statements made by the Beneficiaries in relation to the Offer and you further expressly disclaim that you are in a fiduciary relationship with any of them.



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Executive summary (1/3)

GTN has exercised its option to acquire Radiate providing entry into the U.S. market

Radiate is an attractive entry point for GTN into the U.S. market	<ul style="list-style-type: none"> One of the leading short form radio advertising platforms in the U.S. Covers most of the Top 100 major radio markets and all of the Top 10 with inventory of ~2.7 million spots in the 12 months to 30 September 2016⁽¹⁾ Radiate's national footprint is being acquired for US\$15 million⁽²⁾, which GTN believes is materially lower than the cost of organically entering the U.S. market
The U.S. market opportunity for GTN is significant	<ul style="list-style-type: none"> U.S. annual radio advertising spend ~US\$17 billion with average weekly radio audience reach 91% Management estimates the short form network advertising market is currently worth approximately US\$300-400 million per annum Currently, two large scale short form radio advertising platforms exist in the U.S., Radiate and Total Traffic and Weather Network (owned by iHeartMedia Inc.)
GTN management has an intimate knowledge of the U.S. market	<ul style="list-style-type: none"> Bill Yde (CEO) founded Wisconsin Information Systems which was sold to Metro Networks, Inc.⁽³⁾ Scott Cody (COO & CFO) and Gary Worobow (Executive Vice President, Business and Legal Affairs) are both previous members of Metro Networks, Inc.⁽³⁾ management team Radiate President, Ivan Shulman, is a former employee of GTN and Metro Networks, Inc.⁽³⁾
CBS Radio, Inc. agreement represents a step change for Radiate	<ul style="list-style-type: none"> In October 2016, CBS Radio, Inc. ('CBS') appointed Radiate as provider of traffic/ information services (effective 1 April 2017) CBS is the second largest radio network in the U.S. by audience and revenue, and will provide Radiate with increased audience share, particularly in high value markets Radiate is also in the process of agreeing to new and enhanced affiliate agreements with a number of radio stations New affiliates, including CBS, will provide ~0.5m additional spots per year⁽⁴⁾ bringing Radiate's total inventory to 3.2m spots p.a.
Raising A\$60 million to support execution of U.S. business plan	<ul style="list-style-type: none"> Addition of CBS and new affiliates represents a significant step change to the Radiate business Capital raising will support additional investment in station compensation as well as incremental sales and marketing that GTN believe is required to best capture the broader U.S. opportunity

Notes: (1) Last 12 months as at 30 September 2016 (excludes CBS and other new affiliates that commence post 30 June 2016). Based on internal unaudited information provided by Radiate. (2) Subject to purchase price completion adjustments, currently estimated to be US\$4-5 million. (3) Metro Networks, Inc, now known as Total Traffic and Weather Network, is owned by iHeartMedia, Inc. (4) Full year basis.

Executive summary (2/3)

GTN has exercised its option to acquire Radiate providing entry into the U.S. market

Radiate to be transformative after an initial period of investment	<ul style="list-style-type: none"> • Management believes the long term revenue and earnings potential of Radiate could be in excess of the current GTN business • In the initial periods following the acquisition, the additional operating expenses are expected to exceed the revenue generated by the business and Radiate is expected to make a negative EBITDA contribution to GTN • Additional station compensation for CBS and new affiliates, as well as investment in sales force to drive revenue growth, will add approximately A\$80 million p.a. in operating expenses to Radiate's cost base • GTN expects cumulative investment in the U.S. expansion strategy to be in the order of ~US\$60 – 75 million, including the cost of exercising the Radiate option and the losses in the initial periods
Financial impact	<ul style="list-style-type: none"> • In FY2017, Radiate is forecast to make a negative contribution of A\$(15) – (19) million EBITDA and A\$(16) – (20) million NPATA, for the part year reflecting seven months of Radiate ownership and only three months of the CBS affiliate agreement and associated station compensation • Revised GTN forecast FY2017 adjusted EBITDA of A\$27 – 31 million and NPATA of A\$6 – 10 million including Radiate • FY2018 will include a full year impact of the expanded cost base, including additional station compensation and larger sales force
Core GTN business continues to perform strongly	<ul style="list-style-type: none"> • GTN reaffirms the FY2017 IPO Prospectus forecast for the existing GTN business (excluding Radiate)⁽¹⁾ • GTN Board reaffirms the dividend policy provided in the Prospectus. GTN Board currently intends to pay interim and full-year dividends in respect of FY2017 that equate to 100% of NPAT excluding the impact of Radiate, that is dividends equal to the value of A\$21.1 million (which will be predominantly sourced from the Australian operations) <ul style="list-style-type: none"> – Accounting for the ~20.7 million new shares to be issued under the capital raising this equates to 9.5 cps – Board also reaffirms that it expects the interim and final dividends for FY2017 to be 95% franked • The U.S. operating business will be carried out in separate U.S. subsidiaries and neither the Australian parent company nor any other group members operating outside the United States will provide cross guarantees for the U.S. operating businesses

Executive summary (3/3)

GTN has exercised its option to acquire Radiate providing entry into the U.S. market

**Fully underwritten
capital raising of
approximately
\$60 million**

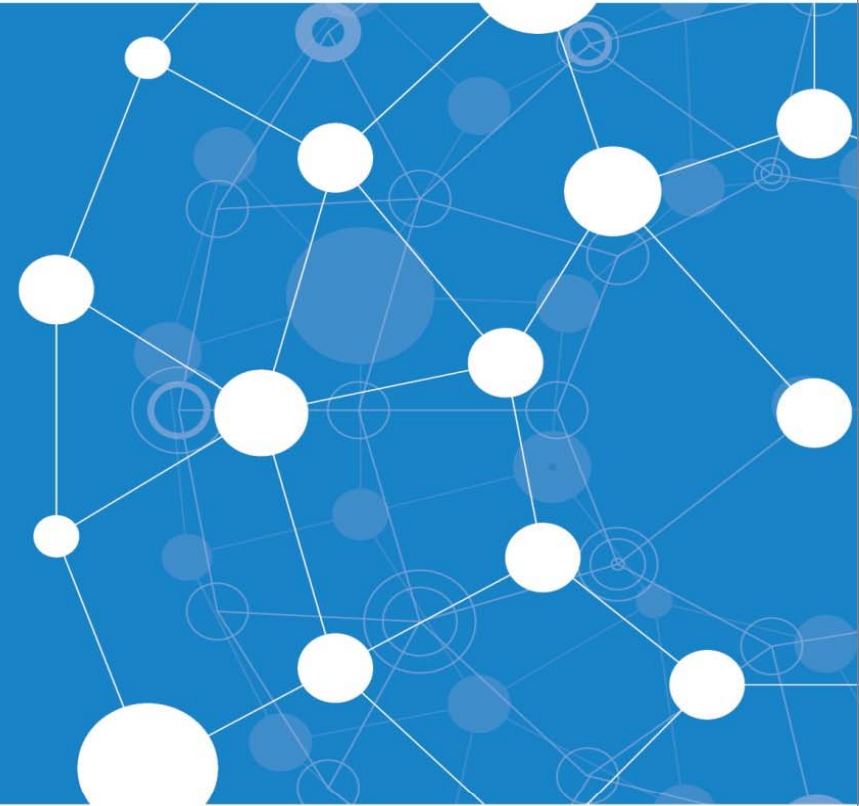
- 1 for 9.7 pro rata accelerated non-renounceable entitlement offer ('Entitlement Offer') to eligible shareholders
- Entitlement Offer price of \$2.90 per new share representing:
 - 12.1% discount to TERP⁽¹⁾ of \$3.30
 - 13.2% discount to the closing price on 2 December 2016 of \$3.34
- GTN Board may consider implementing a dividend reinvestment plan ('DRP') for 2017 and will continue to evaluate capital management policy alternatives throughout the initial period of U.S. expansion strategy
- GTCR Funds have committed to take up their pro rata entitlements under the offer, representing approximately 49% of shares and Managing Director, Bill Yde has committed to take up a portion of his pro rata entitlements

Notes: (1) Theoretical ex-rights price. The theoretical ex-rights price is the theoretical price at which GTN Limited shares should trade immediately after the ex-date for the Equity Raising. The TERP is the theoretical calculation only and the actual price at which GTN Limited shares trade immediately after the ex-date for the Equity Raising may vary from TERP. TERP is calculated by reference to GTN Limited's closing price of \$3.34 per share on 2 December 2016, being last trading day prior to the announcement of the Equity Raising.



Section 01

Trading update



Trading update

GTN is pleased to reaffirm that the business remains on track to achieve its FY2017 Prospectus forecast (excluding Radiate) assuming the continuation of current market conditions

- All GTN geographies continue to perform well and achieved strong revenue growth in local currency in Q1 FY2017
 - Increase in spots inventory across all operating geographies in Q1 FY2017 vs pcp
 - Sell out rate also increased in all operating geographies in Q1 FY2017 vs pcp
 - Spot rates (in local currency) either increased or remained flat in all operating geographies in Q1 FY2017 vs pcp
 - UKTN revenue declined 9.5% in Q1 FY2017 due to unfavourable movements in foreign exchange rate
- All geographies, including Brazil, were EBITDA positive in Q1 FY2017
- GTN will continue to execute its growth strategy in each of its operating regions

Q1 FY2017 revenue performance by segment

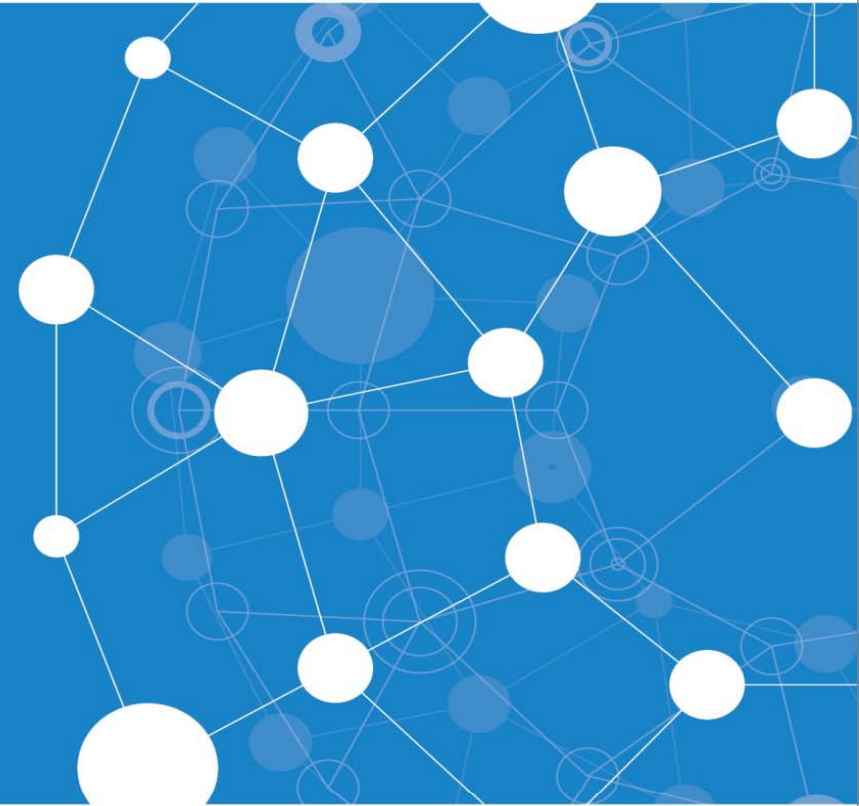
(A\$m)	Q1 FY2016	Q1 FY2017	Growth (p.c.p)	Notes
ATN	19.2	22.6	+17.3%	
CTN	4.4	6.7	+50.9%	Continues to leverage national network to drive revenue growth
UKTN	12.0	10.8	(9.5%)	Up in local currency but impacted by adverse FX rates
BTN	1.3	2.2	+67.1%	Strong revenue growth, EBITDA positive for the first time in Q1 FY2017
Total	36.9	42.3	+14.6%	

Note: This presentation contains certain unaudited financial information in relation to the Company. As such, it has not been subject to an audit or an audit process or otherwise independently verified.



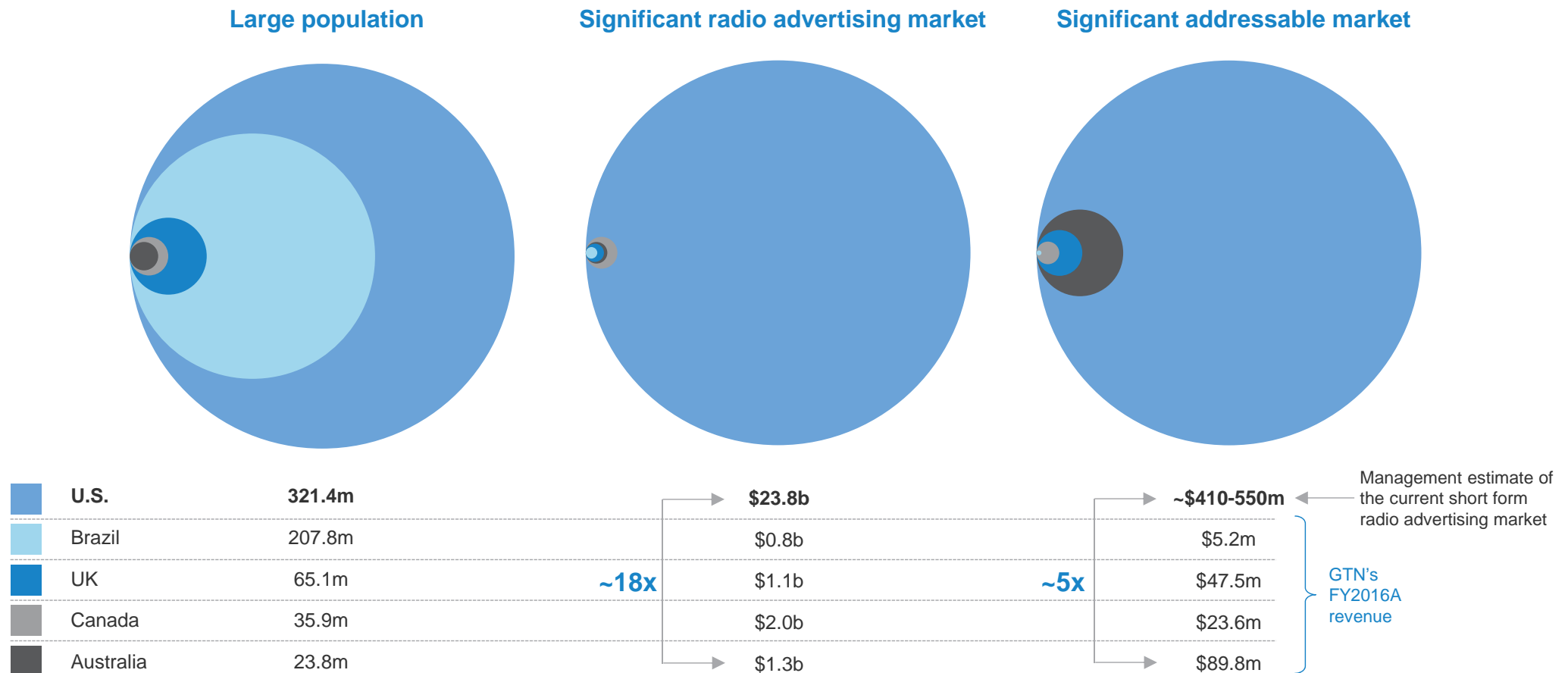
Section 02

U.S. strategy



U.S. market is a very large market opportunity

U.S. represents a significant market opportunity for GTN. Radiate provides a strong foundation for GTN to build out a national network in U.S.



Notes: (1) All figures converted from USD to AUD at the FX rate of 0.73 (AUD/USD).

Overview of Radiate

Radiate is one of the leading short form radio advertising platforms in the U.S.

- Commenced operations in the United States in 1998 as Traffic.com
- Radiate primarily sells short form radio advertising spots
 - In FY2016, radio generated ~85% of revenue and television ~15%
- GTN management team know the U.S. market well
 - GTN CEO and CFO have a long history of working in the U.S. radio market, including with Metro Networks, Inc. (now part of iHeartMedia, Inc.)
 - Radiate President, Ivan Shulman, is a former employee of GTN and Metro Networks, Inc.
- Radiate's primary competitor is Total Traffic and Weather Network, owned by iHeartMedia Inc.

Radiate's network (pre CBS and new affiliates)

Number of radio affiliates	930
Radio spots inventory ⁽¹⁾	2.7m
FY2016 revenue ⁽²⁾	~A\$60m
FY2016 EBITDA ⁽²⁾	~A\$1.6m



Notes: (1) LTM as at 30 September 2016. (2) FY2016 reflects unaudited June year end. Based on internal unaudited information provided by Radiate. USD figures converted to AUD at the FX rate of 0.73 (AUD/USD).

U.S. strategy

Acquiring Radiate is the first step in executing GTN's broader North American strategy

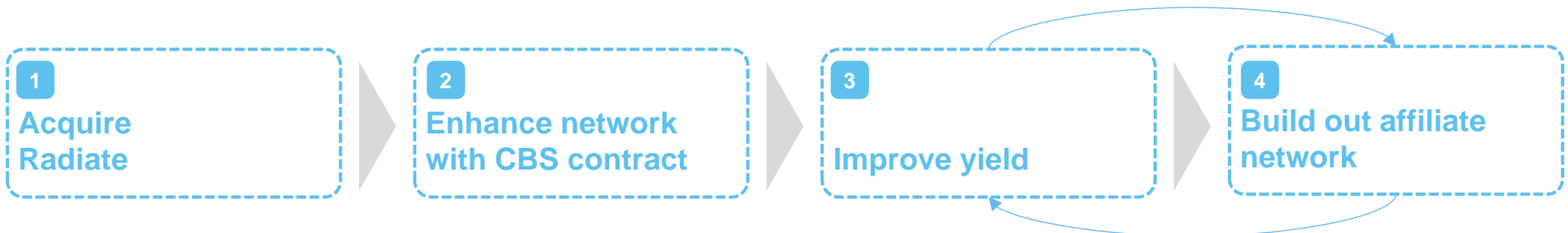
Two key priorities in maximising the Radiate opportunity:

A Increase audience

- Monetise the value of an enlarged network created via addition of CBS and other affiliates
- Continue to build out affiliate network in U.S.
 - Increase spots inventory
 - Increase audience reach, which increases value of network to advertisers

B Improve yield

- Large portion of spots are currently sold at significant discount to traditional radio spots
- Invest in a sales force that can articulate value proposition on large scale
- Target advertisers directly and articulate premium offering to drive improvements in yield across the portfolio



New and enhanced affiliate agreements

Radiate has negotiated new affiliate agreements since June 2016, which will significantly increase Radiate's audience reach in key markets and provide over 0.5m additional spots⁽¹⁾

New and enhanced affiliate agreements

CBS affiliate agreement

- Multi-year affiliate agreement with CBS Radio
- Radiate will provide traffic and other information services for all CBS radio stations across the U.S.
- CBS is the second largest radio network in the U.S. by audience reach and revenue
 - Significant audience reach in key markets including New York, LA, Chicago, Dallas and Boston
- Will commence 1 April 2017 (3 month impact in FY2017)

Other affiliates

- Radiate is in the process of agreeing to new or enhanced affiliate agreements with several groups
- These agreements are expected to become effective during 2H FY2017
- Will further expand audience share in key markets

Expected impact

1

Increase spots inventory

2

Increase audience reach in key markets

3

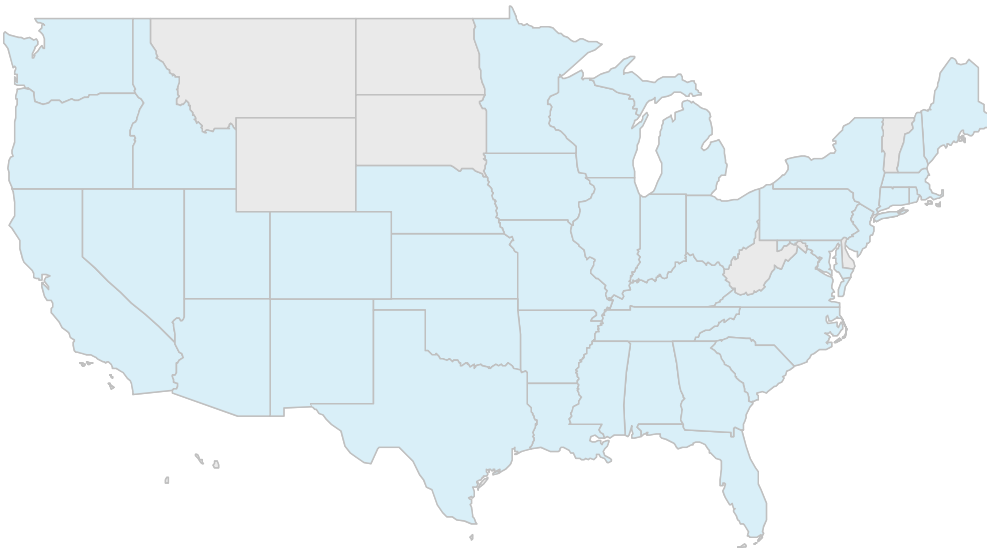
Broader audience reach increases value of Radiate network to drive improved yield

(1) Full year impact of CBS and other new contracts expected to become effective during 2H FY2017.

Radiate's expanded affiliate network

CBS contract significantly enhances the Radiate platform, increasing audience reach in all of the top 15 U.S. radio markets. The significant expansion in Radiate's audience reach is expected to drive a material increase in average spot rate

Broad audience reach through national network of affiliates



Radiate has a national footprint which provides a strong platform for GTN to build on

GTN's focus is on building audience reach in key markets by expanding the affiliate network

Significant uplift in audience reach from CBS⁽¹⁾

Market	Radiate audience reach (pre CBS)	Radiate audience reach (post CBS)	Uplift
New York	25	46	1.9x
Los Angeles	18	39	2.1x
Chicago	31	51	1.7x
San Francisco	38	53	1.4x
Dallas/Fort Worth	15	35	2.4x
Houston	19	36	1.9x
Washington DC	7	22	3.3x
Atlanta	28	40	1.4x
Philadelphia	2	21	14.3x
Boston	0	25	nmf
Miami	22	30	1.4x
Detroit	9	36	3.8x
Seattle	2	14	6.5x
Phoenix	12	25	2.0x
Minneapolis	30	43	1.5x

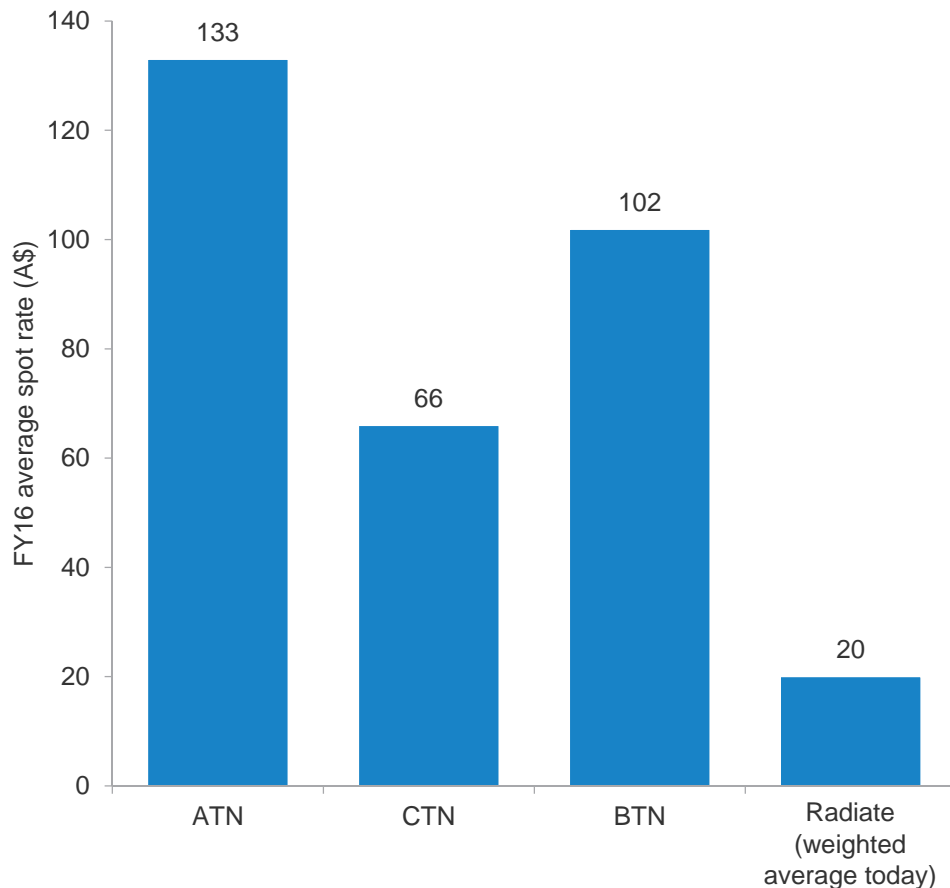
CBS contract will provide highly valuable inventory – more than doubling Radiate's audience reach in some large and valuable markets

Notes: (1) Audience reach in Top 15 U.S. markets. Excludes Puerto Rico. Measure based on share of 25-54 audience, Fall 2015.

Potential to improve yield

GTN intends to drive improvement in yield by expanding Radiate's affiliate network and audience reach and adopting the same bundling strategy and sales model used in GTN's other operating geographies⁽¹⁾

FY2016 average spot rate



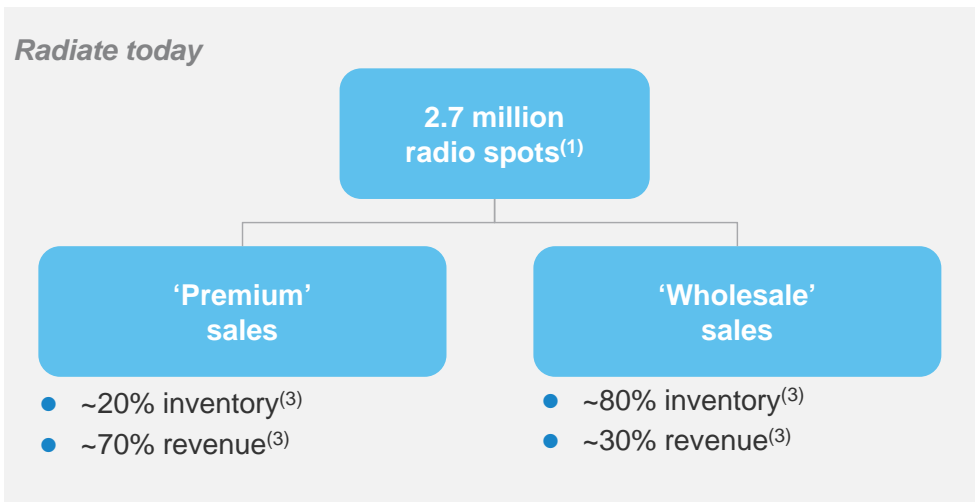
- Radiate spots are sold at a wide range of prices, as illustrated by:
 - ~20% of spots generated ~70% of revenue in the last twelve months to 30 September; and
 - remaining ~80% spots were sold at wholesale rates and generated ~30% of revenue
- 'Wholesale' spots sold at a material discount to market, which drags down weighted average spot price
- Radiate's average spot rate is significantly lower than GTN's other operating geographies
- Significant potential upside from adopting GTN's sales model to leverage the broad audience reach and increased audience share in high quality markets, including:
 - investing in a sales force to sell all inventory at higher value, reduce 'wholesale' sales;
 - positioning Radiate as a premium product with advertisers; and
 - bundling a national platform of premium spots in peak listening hours

Note: Radiate analysis Based on internal unaudited information provided by Radiate. (1) Other than the United Kingdom where impacts sold on a 'cost per thousand' basis.

Strategies to drive spot rate

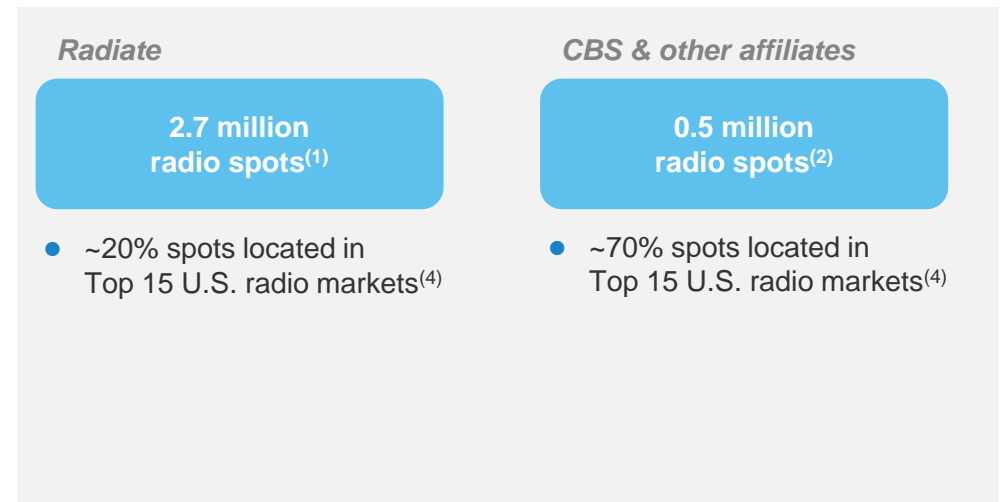
GTN expects to achieve significant annual increases in average spot rate, driven by the increased effectiveness of the sales force and the enhanced value of an enlarged network following the CBS deal

1 Enhance capacity of sales force to sell effectively



- Wholesale sales includes remnant sales, which represent excess inventory that is typically sold to re-sellers/intermediaries at heavily discounted rates
- GTN intends to more effectively monetise spots currently being sold at wholesale rates by expanding the sales force in order to sell inventory at premium rates

2 Sell increased quality of network



- A** CBS affiliate agreement significantly increases Radiate's audience reach, particularly in heavily populated, high value markets
 - Expected to almost double Radiate's inventory in Top 15 markets
- Heavier weighting of inventory in premium markets will increase average spots rates, as premium markets command higher spot prices
- B** Improved audience reach increases the value across the entire inventory, due to the network effect

Note: Based on internal unaudited information provided by Radiate. (1) Last 12 months to 30 September 2016. (2) Full year run rate of new contracts. (3) Indicative split based on historic sales. (4) Indicative split based on October 2016 inventory.






U.S. growth levers

GTN intends to use a number of levers to grow the Radiate business

- 1 Sell spots at premium rates (transition away from 'wholesale' sales)
- 2 Increase spot rates due to larger and high quality network (including CBS)
- 3 Bundle spots as a network to increase rate
- 4 Add new affiliates to expand inventory and audience share to drive higher spot rate
- 5 Add additional inventory from existing stations

GTN post Radiate acquisition

Combination of established, market leading businesses with investment in attractive, large new market opportunities

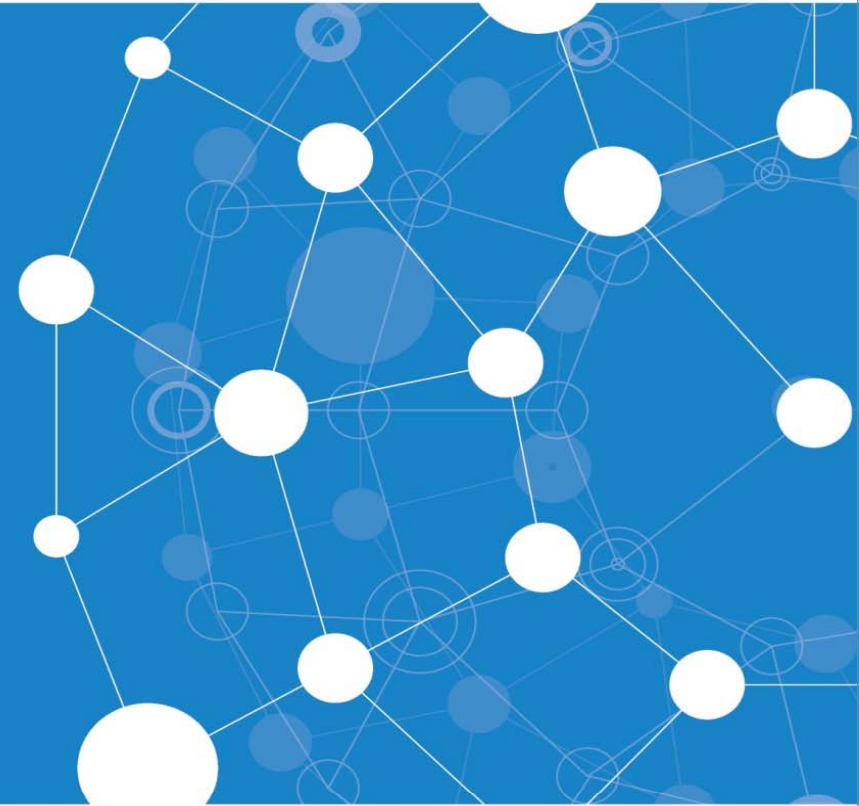
		Population	Radio advertising expenditure	GTN FY2016 revenue	GTN's share of market spend	GTN's years in market
<i>Established market leading positions</i>	 ATN	23.8m	A\$1.3b	A\$89.8m	6.9%	19 years
	 UKTN	65.1m	A\$1.1b	A\$47.5m	4.3%	9 years
	 CTN	35.9m	A\$2.0b	A\$23.6m	1.2%	11 years
<i>New and large market opportunities</i>	 BTN	207.8m	A\$0.8b	A\$5.2m	0.7%	5 years
	 Radiate	321.4m	A\$23.8b	~A\$60.0m	0.3%	New

Source: Zenith Optimedia. All USD figures have been converted to AUD at the FX rate of 0.73 (AUD/USD).



Section 03

Equity raising



Overview of funding

- The U.S. expansion strategy will be funded via:
 - A\$21.4 million of existing cash that was set aside at the time of IPO to fund the exercise of the Radiate option
 - A\$60.2 million raised via a fully underwritten non-renounceable entitlement offer
- The funds will be used to support the U.S. expansion, including:
 - Funding station compensation payable under new affiliate agreements;
 - Building scale in the U.S. sales force; and
 - Additional working capital
- Following the acquisition and capital raising GTN will have:
 - approximately \$100 million of drawn debt facilities; and
 - approximately \$89 million cash
- Acquisition will not impact GTN's banking facilities, which are guaranteed by GTN's Australian and UK subsidiaries
- Group net debt / adjusted EBITDA forecast to be maintained below 2.0x at closing of offer and for Prospectus forecast period
- GTN Board may consider implementing a DRP for 2017 and will continue to evaluate capital management policy alternatives throughout the initial period of U.S. expansion strategy

Sources and uses (A\$m)

Sources		Uses	
IPO proceeds set aside to exercise Radiate option	21.4	Exercise Radiate option	26.7 ⁽¹⁾
Fully underwritten Entitlement Offer	60.2	Funding U.S. expansion, including:	53.4
		– Pre-funding for additional station compensation	
		– Pre-funding for additional sales staff, training and related costs	
		Transaction costs	1.5
Total sources	81.6	Total uses	81.6

(1) Acquisition expected to complete on 5 December 2016 in the United States. No substantive conditions to completion remain outstanding. Includes US\$15 million purchase price plus estimated US\$4-5 million completion adjustments. Converted to AUD at the FX rate of 0.73 (AUD/USD).

Entitlement Offer overview

Offer size and structure	<ul style="list-style-type: none"> Fully underwritten 1 for 9.7 accelerated pro-rata non-renounceable entitlement offer to raise gross proceeds of approximately \$60.2 million Approximately 20.7 million new shares to be issued (equivalent to approximately 10.3% of the existing ordinary shares on issue)
Offer price	<ul style="list-style-type: none"> New Shares will be issued at an offer price of \$2.90 per New Share Offer price of \$2.90 per New Share represents: <ul style="list-style-type: none"> 12.1% discount to TERP⁽¹⁾ of \$3.30 13.2% discount to the closing price on 2 December 2016 of \$3.34
Ranking	<ul style="list-style-type: none"> New Shares will rank equally with existing ordinary shares from the time of issue
Major shareholder participation	<ul style="list-style-type: none"> GTCR Funds, currently a 49.1% shareholder in GTN, has committed to take up its pro rata entitlement under the Offer Managing Director and Chief Executive Officer, Bill Yde, currently a 1.7% shareholder in GTN, has also committed to take up a portion of his pro rata entitlement under the Offer
Underwriting	<ul style="list-style-type: none"> Offer is fully underwritten

(1) Theoretical ex-rights price. The theoretical ex-rights price is the theoretical price at which GTN Limited shares should trade immediately after the ex-date for the Equity Raising. The TERP is the theoretical calculation only and the actual price at which GTN Limited shares trade immediately after the ex-date for the Equity Raising may vary from TERP. TERP is calculated by reference to GTN Limited's closing price of \$3.34 per share on 2 December 2016, being last trading day prior to the announcement of the Equity Raising.

Indicative timetable

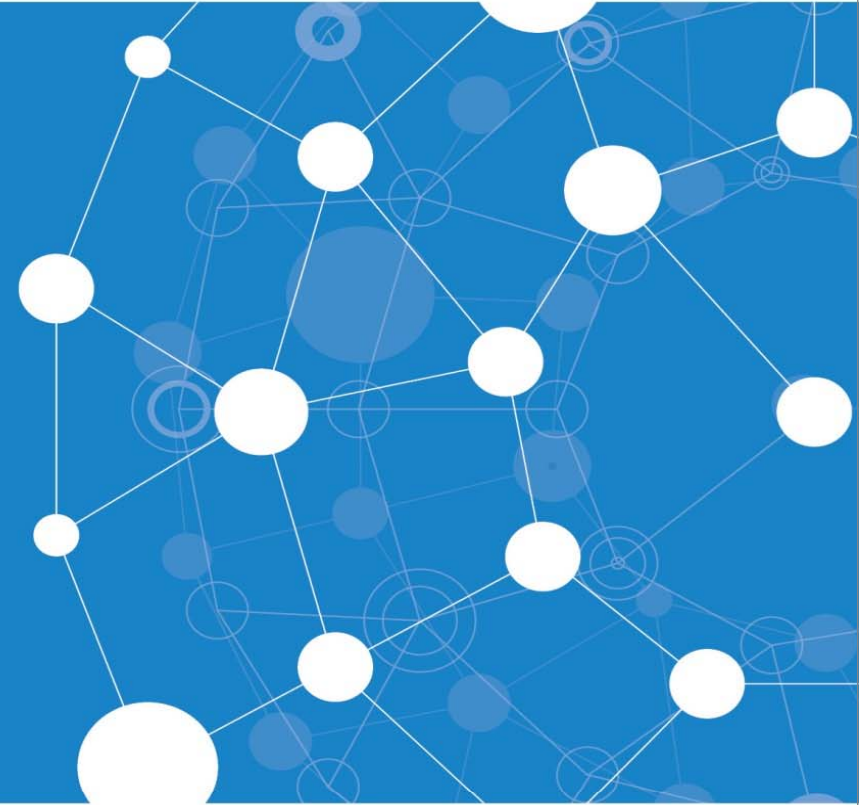
• Trading halt and announcement of Equity Raising, Institutional Entitlement Offer opens	Monday, 5 December 2016
• Institutional Entitlement Offer closes	Monday, 5 December 2016
• Trading halt lifted – existing shares recommence trading on ASX on an ex-entitlement basis	Tuesday, 6 December 2016
• Record Date for the Entitlement Offer	7.00pm Wednesday, 7 December 2016
• Retail Entitlement Offer opens	9.00am Friday, 9 December 2016
• Despatch of Retail Entitlement Offer Booklet	Friday, 9 December 2016
• Settlement of Institutional Entitlement Offer	Wednesday, 14 December 2016
• Issue of New Shares under the Institutional Entitlement Offer	Thursday, 15 December 2016
• Retail Entitlement Offer closes	Tuesday, 20 December 2016
• Settlement of Retail Entitlement Offer	Thursday, 29 December 2016
• Issue of New Shares under the Retail Entitlement Offer	Friday, 30 December 2016
• Normal trading of New Shares under the Retail Entitlement Offer	Tuesday, 3 January 2017
• Despatch of holding statements under the Retail Entitlement Offer	Tuesday, 3 January 2017

Note: Dates and times are indicative only and subject to change without notice. GTN reserves the right to alter the dates in this document at its discretion and without notice subject to the ASX Listing Rules and the Corporations Act 2001 (Cth). All dates refer to Sydney, Australia time.



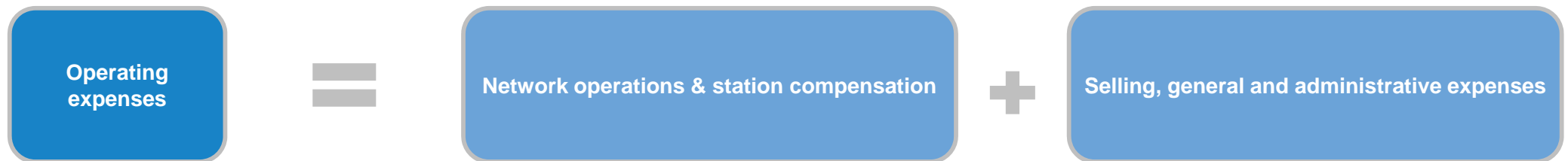
Appendix A

GTN business model



GTN business model recap

Business has demonstrated in multiple geographies the ability to achieve revenue growth and margin improvement once a national platform is established, whilst maintaining relatively constant cost base



- Station compensation is payment to affiliates in exchange for inventory
- Network operations includes aviation costs and on air announcers
- Largely fixed in nature

- Selling includes sales and marketing expenses. Includes fixed and variable elements (e.g. commissions and bonuses)
- General and administrative expenses are largely fixed in nature

GTN growth cycle: revenue follows audience

Additional affiliates typically result in a net cost to the business until additional inventory is monetised

Phase 1: Expand affiliate network & audience

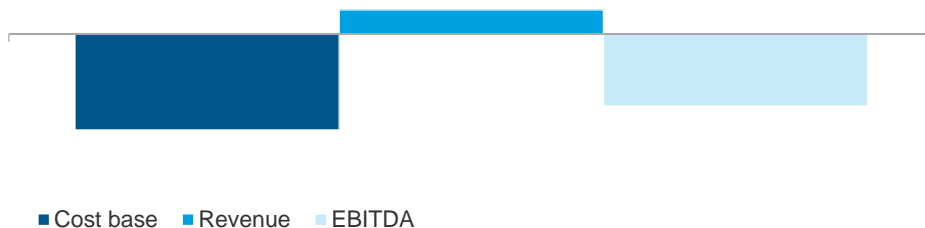
- Sign new affiliate
- Receive additional inventory
- Increase audience reach
- Station compensation payable

Phase 2: Monetise network

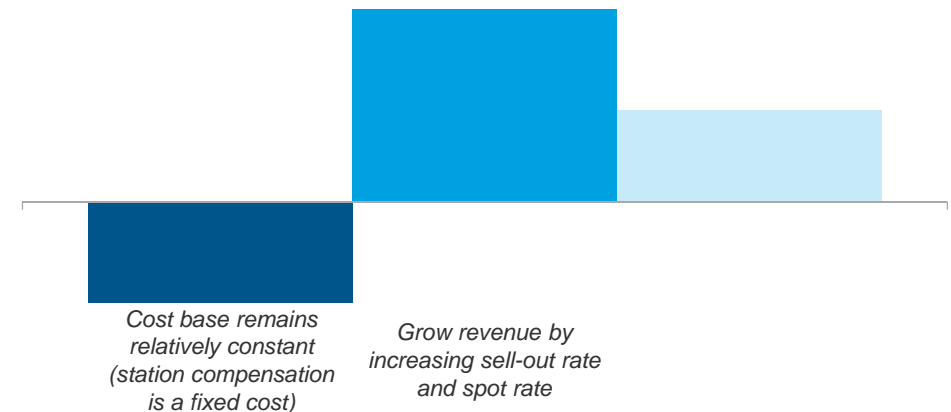
- Sell additional inventory
- Increase yield by leveraging broader audience
- Improve margins

Illustrative financial profiles

Phase 1: Expand affiliate network (station compensation payable)



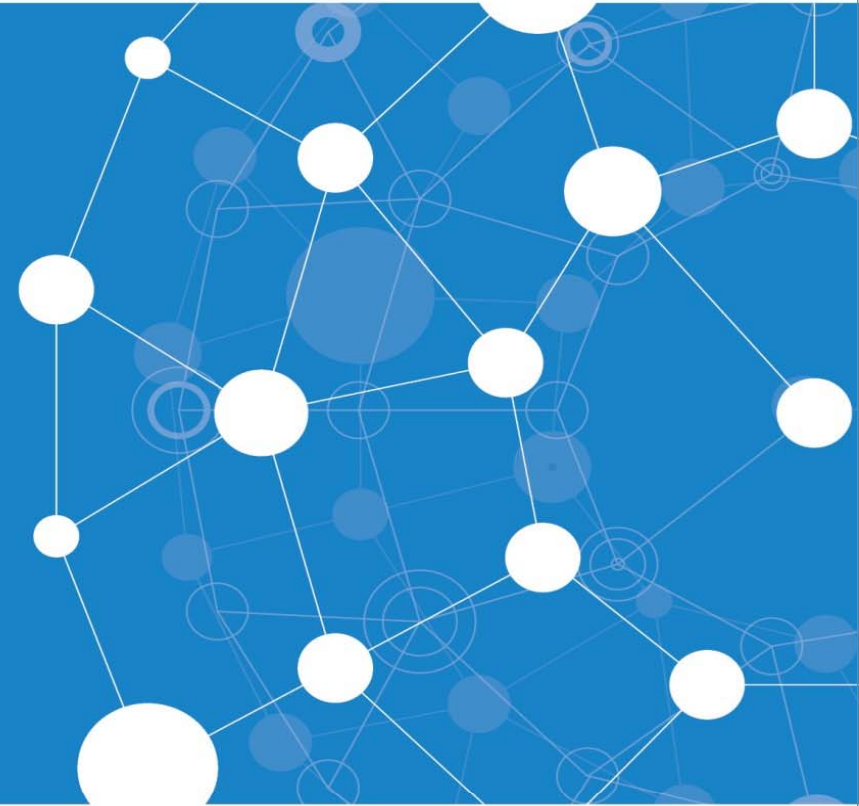
Phase 2: Monetise network (sell inventory and increase yield)





Appendix B

Key risks



Key risks – Acquisition risks

Unsuccessful expansion into U.S.	<ul style="list-style-type: none"> • GTN has previously incurred losses when undertaking expansions into new markets. Although GTN's operations have historically generated positive EBITDA in Australia, Canada and the United Kingdom, those past results are not indicative of future performance and GTN may not be able to replicate such profitable operations in U.S. • While GTN expects its operations in U.S. to become profitable over time, it may incur significant expenses in connection with providing its information reporting services in the U.S., expanding its affiliate network and developing its base of advertisers. There is no certainty about whether Radiate will ever successfully generate profit or the timeframe within which it will achieve profitability. • The acquisition of Radiate is expected to double the number of employees of GTN which may impact its small executive management team. Further, the Company's business plan for Radiate includes a significant increase in fixed costs which will be incurred regardless of the revenue levels. • The lack of current experience in the U.S. market may lead GTN to over-value radio/television advertising inventory, resulting in lower than forecast revenues on a fixed cost structure.
Effectiveness of Radiate sales force	<ul style="list-style-type: none"> • GTN's outlook for the U.S. business is based on both expanding the audience of the Radiate network (by gaining new affiliates and additional spots) and improving the effectiveness of the Radiate sales force to increase the sale of spots and the average spot rate. • GTN management believe there is scope to increase the average spot rate of the U.S. business, however there is not assurance that they will be successful, and if GTN fails to increase the spot rate or there is a delay in increasing the spot rate, this will adversely impact the revenue growth and profitability of the U.S. business, and will result in the U.S. business incurring significant losses.
Change to Radiate spot inventory	<ul style="list-style-type: none"> • The majority of Radiate's advertising spots are 15 seconds in length. • The new network affiliate agreements (including CBS) are based on the sale of 10 second inventory. • It is forecast that the shorter length spots will not impact the revenue of Radiate. However, if this is not be the case, revenue could be substantially lower than anticipated and Radiate may be unable to generate sufficient revenue to become profitable.
Competition in U.S. market	<ul style="list-style-type: none"> • Unlike GTN's existing operations in other markets, Radiate has a competitor that has a significantly larger market share and is owned by a company that is much larger than GTN. • Should this competitor, Total Traffic and Weather Network, use its market share and resources to either: <ol style="list-style-type: none"> i. drive up station compensation by paying more than Radiate is willing or able; ii. Package its product offerings with its related entities' product offering; and/or iii. lower the price advertisers pay for its advertising, Radiate may be unable to generate sufficient revenue to become profitable.
Capacity of management team	<ul style="list-style-type: none"> • GTN has a small executive management team. • The acquisition of Radiate is expected to double the number of employees of GTN. • The integration of Radiate and execution of the U.S. expansion strategy may stretch the capacity of the GTN management team.
Non-exclusive affiliate agreements	<ul style="list-style-type: none"> • Many of Radiates affiliate agreements are non-exclusive. It is possible its primary competitor, Total Traffic and Weather Network, will be able to obtain inventory from Radiate's affiliate stations. Total Traffic and Weather Network's parent company, iHeartMedia, Inc. is the largest owner of radio stations in the United States, while Radiate owns no radio stations. It is possible that Total Traffic and Weather Network will be able to offer advertisers a network that includes substantially all the Radiate affiliates as well as iHeartMedia, Inc. owned radio stations which Radiate will not have access to.

Key risks – Acquisition risks

Due diligence in relation to Radiate	<ul style="list-style-type: none"> • The financial information in this presentation in respect of Radiate is subject to a number of assumptions and has not been subject to audit and may not be indicative of actual results. • GTN undertook a due diligence process in respect of Radiate, which relied in part on the review of financial and other information provided by Radiate. While GTN considers the due diligence process undertaken to be appropriate, GTN has not been able to verify the accuracy, reliability or completeness of all the information which was provided to it against independent data. Similarly, GTN has prepared the financial information relating to Radiate included in this Presentation in reliance on limited financial information and other information provided by Radiate. GTN is unable to verify the accuracy or completeness of any of the information provided by or about Radiate. If any of the data or information provided to GTN in its due diligence process proves to be incomplete, incorrect, inaccurate or misleading, there is a risk that the actual financial position and performance of GTN may be materially different to the financial position and performance expected by GTN and reflected in this Presentation. • Investors should also note that there is no assurance that the due diligence conducted was conclusive and that all material issues and risks in respect of the transaction have been identified and avoided or managed, so there is a risk that unforeseen issues and risks may arise. This could adversely affect the operations, financial performance or position of GTN.
Counterparty risk	<ul style="list-style-type: none"> • The acquisition of Radiate requires the assignment of various contracts to which Radiate is a party. There is a risk that a counterparty may not provide their consent to the acquisition, which may trigger a termination right in favour of that counterparty or that the counterparty may require a payment from GTN or renegotiation of terms to obtain such consent. If any of the material contracts containing a restriction on assignment are terminated by the counterparty or renegotiated on less favourable terms, it may have an adverse impact on GTN's financial performance and prospects. There can be no assurance that GTN would be able to renegotiate such contracts on commercially reasonable terms, if at all. • There is also a risk that an affiliate contract may be cancelled if an affiliate files for bankruptcy under U.S. bankruptcy law or becomes insolvent under the applicable laws in any other jurisdiction. If an affiliate agreement was cancelled Radiate may lose access to the relevant spots inventory and as a result revenue associated with those spots.
Radiate litigation risk	<ul style="list-style-type: none"> • Radiate is a party to legal proceedings and is subject to potential claims regarding operation of its business and there is a risk that GTN is joined to these proceedings or exposed to successor liability relating to actions by Radiate. These proceedings may involve substantial costs, including attorneys' fees, managerial time and other personnel resources and costs in pursuing resolution, and adverse resolution of these proceedings could result in liability for damages, materially adversely affect GTN's income and reserves and damage its reputation. • In particular, Radiate is party to a tortious interference claim from a major competitor who claims Radiate induced one of its employees to violate the terms of its employment agreement in order to allow Radiate and the employee to prematurely enter into an employment relationship.
Integration risk	<ul style="list-style-type: none"> • GTN, with the exception of the UK acquisition in 2009, has primarily grown organically and has limited experience with the due diligence and integration of acquisitions. • It is possible that the operational or financial analysis as well as the forecasted estimates undertaken by GTN regarding the acquisition of Radiate are inaccurate or are not realised in due course because of factors within or outside of GTN's control. • If GTN experiences difficulties integrating Radiate into the GTN model due to cultural compatibility, inability recruit required talent, or operational integration, GTN may incur additional costs and fail to achieve the forecast revenue growth from Radiate. • To the extent that actual results achieved by Radiate are weaker than those indicated by GTN's analysis and forecasts, there is a risk that this may have an adverse impact on GTN's financial position and financial performance and ultimately its share price. • This may adversely impact GTN's business, operations and financial performance and GTN may be required to impair goodwill and other intangible assets associated with the acquisition of Radiate.

Key risks – Business risks

Attraction of new affiliates and maintenance of key affiliate relationships, particularly in the U.S.	<ul style="list-style-type: none"> • GTN's success depends on its ability to maintain existing relationships and contracts with affiliates and develop relationships with additional radio and television stations. A key component of the U.S. strategy involves expanding Radiate's audience by adding new affiliates to the Radiate network. • GTN faces competition in providing its information reporting services to affiliates, both from the affiliates themselves (which may decide to produce those information reporting services internally) and from third party sources of information services (such as Total Traffic and Weather Network in the U.S.). • Failure to attract new affiliates or the loss of significant affiliate contracts through non-renewal or termination could materially reduce the revenue GTN is able to generate from advertising sales in future. • GTN may also be required to increase the amount of cash compensation it pays affiliates to obtain spots in the future, including in response to potential competitors seeking to obtain spots. If GTN is required to increase the amount of cash compensation it pays to obtain spots, GTN may experience a material reduction in its cash flows which may adversely affect GTN's ability to pay dividends or meet debt servicing obligations. It is also likely to have an adverse effect on GTN's financial position and financial performance.
Sale of spots and short forward sales pipeline	<ul style="list-style-type: none"> • GTN's financial success depends on its ability to compete successfully with other forms of advertising in selling its spots to advertisers. GTN's advertising revenue may fall below expectations, including as a result of factors such as increased competition in advertising markets, specific issues impacting GTN's ability to deliver spots to advertisers, and deterioration in general market conditions. • Selling advertising is highly competitive. GTN competes for advertising sales with radio and television stations, including its affiliates, as well as with other media. As a result of the competition faced by GTN in the radio and television advertising market, it experiences and expects to continue to experience price competition, which could lower the rates it is able to charge for its spots and may have a material adverse effect on its future revenue and business prospects. • GTN's forward sales pipeline is short, as is typical of the radio business. The short forward sales pipeline makes it difficult to predict GTN's future revenue. It also means there is no certainty that the seasonal trends displayed historically will continue in the future.
Key management	<ul style="list-style-type: none"> • GTN relies on a high quality management team with significant experience in the broadcast advertising industry. • The loss of William Yde III and other key management or the failure to attract additional key individuals on equivalent compensation packages, could materially adversely affect GTN's operations, including its relationships with affiliates and key advertisers. • GTN's success and viability is also dependent to a significant extent upon its ability to attract and retain qualified personnel in all areas of its business, especially, sales professionals and on-air broadcasters.
Potential impact of GTN's fixed cost structure	<ul style="list-style-type: none"> • Majority of GTN's costs are fixed, including station compensation payable to affiliates. • Because of those fixed costs, it is difficult to reduce GTN's costs in the short term and any decrease in revenue or delay in monetising spots from new affiliates could largely flow through to earnings and therefore disproportionately adversely affect GTN's future financial performance and cash flows. • In particular, the company's business plan for Radiate includes a significant increase in fixed costs which will be incurred regardless of Radiate revenue levels.

Key risks – Business risks

Exposure to movements in foreign exchange rates	<ul style="list-style-type: none"> • A large part of GTN's revenue is generated outside Australia and is denominated in foreign currencies. Following the acquisition of Radiate, GTN expects that the majority of GTN's revenue will be generated outside Australia, including a large portion in US dollars. • Adverse movements in the exchange rate between the US dollar, Australian dollar and the foreign currencies of the jurisdictions in which GTN conducts its business will affect, among other things, the Australian dollar amount of GTN's revenue and expenses, which may impact GTN's future financial performance.
Popularity of radio and television	<ul style="list-style-type: none"> • GTN's business is dependent upon the performance of the highly competitive radio and television industries. • Demand for GTN's spots may decline if the audiences of its affiliates decline. • New technologies and alternative media platforms increasingly compete with radio and television stations for audiences and advertising revenue, and in the case of some products, allow viewers and listeners to avoid traditional commercial advertisements. GTN is unable to predict the effect such new technologies and alternative media platforms will have on the radio and television broadcasting industry, however any reduction in the audience of its affiliates may have an adverse impact on demand for GTN spots.
Impact of new technology	<ul style="list-style-type: none"> • Introduction of new technology may result in GTN facing competition from providers of information reporting services that utilise these new technologies, such as smart phone applications that provide traffic information without related advertising. • In addition, new technology that may disrupt traditional forms of radio and television broadcast include: <ul style="list-style-type: none"> – mobile and internet-based media, including television and radio streaming services and podcasting; and – smart phones, including information and entertainment applications such as Pandora, iHeartRadio, Spotify, Apple Music and Google Play Music.
Southern Cross Austereo affiliate contract	<ul style="list-style-type: none"> • Due to the long term nature of the Southern Cross Austereo affiliate contract, ATN may not receive full value for the upfront payment it has made under that contract over the term of the contract, potentially including as a result of: <ul style="list-style-type: none"> – insolvency of Southern Cross Austereo; – a material reduction in Southern Cross Austereo's market share and accordingly the value of spots provided by Southern Cross Austereo; and – changing consumer preferences that reduce the value of radio spots generally.
Review event risk under the Facility Agreement	<ul style="list-style-type: none"> • The GTN Group obtains significant funding from banks. Although GTN's banking facilities have a term of five years, the facility agreement includes certain "review events", which could lead to an acceleration of amounts owing under the facility agreement where one is breached and a resolution is not agreed with the financiers within 30 days.

Key risks – Business risks

Expansion into other information services	<ul style="list-style-type: none"> • In the future, GTN may consider expanding its operations into the generation of additional information reporting services, including news, entertainment and sports information services. GTN provides traffic information services in each jurisdiction in which it operates and also provides entertainment news services in the United Kingdom. GTN's inexperience in providing news and other information services increases the risk that such expansions will not be successful and that it may generate losses and incur significant expenses and capital expenditures in undertaking these expansions.
Advertising agency industry consolidation	<ul style="list-style-type: none"> • A significant amount of GTN's advertising revenues are placed through advertising agencies that represent the ultimate client advertiser. • As a result of the trend towards advertising industry consolidation, certain advertising agencies now represent more advertisers and are responsible for a greater proportion of GTN's revenue, and those advertising agencies now have greater market power and may be able to extract more favourable pricing and other concessions from GTN.
Advertising industry fluctuation	<ul style="list-style-type: none"> • GTN's ability to sell its spots may be subject to fluctuations in the economy generally and the advertising industry. • The advertising industry tends to be affected by general economic conditions and is sensitive to the overall level of consumers' disposable income within a given market. • A decline in general economic conditions within a market in which GTN operates could adversely affect advertising revenues.
Broadcasting industry consolidation	<ul style="list-style-type: none"> • A substantial majority of GTN's spots in Australia, Canada and the United Kingdom are sourced through a limited number of affiliates. • The potential consolidation of radio and television stations and networks in the countries in which GTN operates may result in a reduction of its negotiating leverage and may increase GTN's costs through an increase in station compensation, impacting GTN's profitability.

Key risks – Transaction risks

Risks associated with an investment in Shares

- There are general risks associated with investments in equity capital such as GTN shares. The trading price of GTN shares may fluctuate with movements in equity capital markets in Australia and internationally. This may result in the market price for the New Shares being less or more than the Offer Price. Generally applicable factors that may affect the market price of shares include:
 - general movements in Australian and international stock markets;
 - investor sentiment;
 - Australian and international economic conditions and outlook;
 - changes in interest rate and the rate of inflation;
 - changes in government legislation and policies, in particular taxation laws;
 - announcement of new technologies;
 - geo-political instability, including international hostilities and acts of terrorism;
 - demand for and supply of GTN shares; and
 - analyst reports.
- No assurances can be given that the New Shares will trade at or above the Offer Price. None of GTN, its directors, the Underwriter or any other person guarantees the market performance of the New Shares.
- The operational and financial performance and position of GTN and GTN's share price may be adversely affected by a worsening of general economic conditions in Australia or the U.S., as well as international market conditions and related factors. It is also possible that new risks might emerge as a result of Australian, U.S. or global markets experiencing extreme stress or existing risk, manifesting themselves in ways that are not currently foreseeable.

Key risks – Transaction risks

Underwriting risk

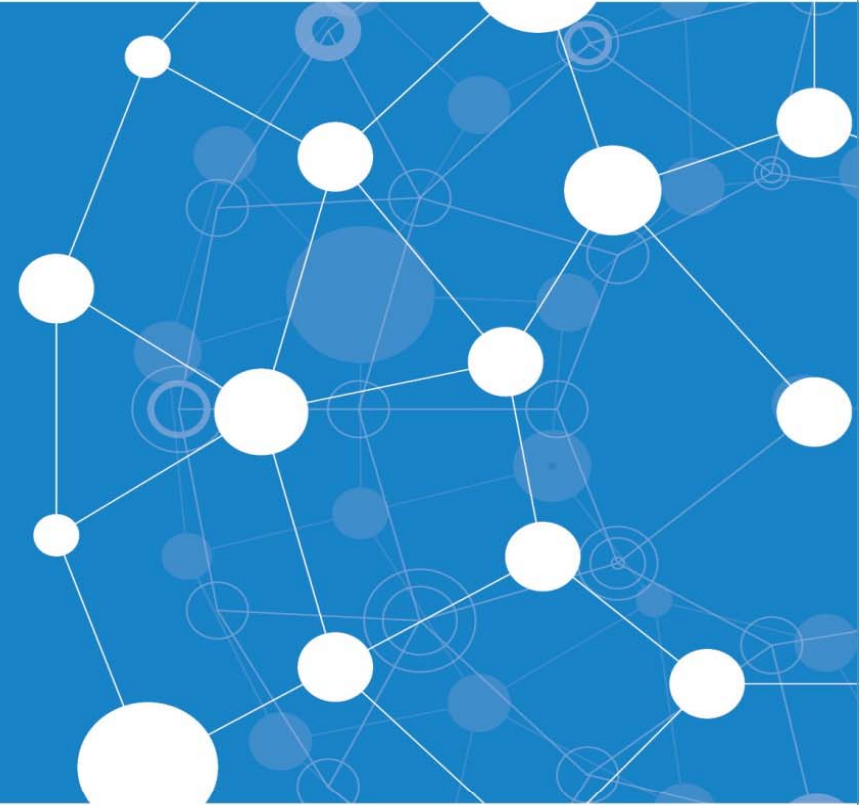
- GTN has entered into an underwriting agreement under which the lead manager and underwriter of the Entitlement Offer has agreed to fully underwrite the Offer, subject to the terms and conditions of the underwriting agreement between GTN and the Underwriter ('Underwriting Agreement'). The Underwriter's obligation to underwrite the Offer is conditional on certain customary matters. Further, if certain events occur, the Underwriter may terminate the Underwriting Agreement. Termination of the Underwriting Agreement could have an adverse impact on the amount of proceeds raised under the Offer and could materially adversely affect GTN's business, cash flow, financial performance, financial condition and share price. The Underwriter may terminate the Underwriting Agreement if certain events occur, including if:
 - GTN is removed from the official list of the ASX, its Shares are suspended from quotation or approval for the New Shares is not given or is withdrawn by ASX;
 - there are delays in the timetable of more than one business day without the Underwriter's consent;
 - the S&P/ASX 200 Index on certain dates is at a level on market close less than a specified percentage;
 - there are material disruptions in key financial markets, hostilities commence or escalate, or a major terrorist attack is perpetrated in certain key countries;
 - there is a change in the CEO, CFO or senior management of GTN;
 - an adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of GTN or the Group from that disclosed to ASX prior to the date of the Underwriting Agreement or in the offering documentation; and
 - the Radiate acquisition agreement is breached, terminated, rescinded, repudiated or released, is not completed on or before 8 December 2016, or is amended in any respect without the Underwriter's consent.

In some cases (including the material disruptions, change to senior management and adverse change events referred to above), the Underwriter's ability to terminate the Underwriting Agreement will depend on whether the Underwriter has reasonable grounds to believe that the event has or is likely to have a materially adverse effect on the success, settlement or marketing of the Entitlement Offer, or has or is likely to give rise to a contravention by the Underwriter of any applicable law



Appendix C

Selling restrictions



International offer restrictions

This document does not constitute an offer of new ordinary shares ("New Shares") of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces") and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such New Shares. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are "accredited investors" within the meaning of NI 45-106 – *Prospectus and Registration Exemptions*, of the Canadian Securities Administrators.

No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements. These resale restrictions may in some circumstances apply to resales of the New Shares outside Canada and, as a result, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Statutory rights of action for damages and rescission

Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defenses contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the New Shares purchased pursuant to this document (other than (a) a "Canadian financial institution" or a "Schedule III bank" (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against the Company if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the Company. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the Securities Act (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the New Shares during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against the Company, provided that (a) the Company will not be liable if it proves that the purchaser purchased the New Shares with knowledge of the misrepresentation; (b) in an action for damages, the Company is not liable for all or any portion of the damages that the Company proves does not represent the depreciation in value of the New Shares as a result of the misrepresentation relied upon; and (c) in no case shall the amount recoverable exceed the price at which the New Shares were offered.

International offer restrictions

Section 138 of the *Securities Act* (Ontario) provides that no action shall be commenced to enforce these rights more than (a) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action or (b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action. These rights are in addition to and not in derogation from any other right the purchaser may have.

Certain Canadian income tax considerations. Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*

European Economic Area - Belgium, Denmark, Germany, Luxembourg and Netherlands

The information in this document has been prepared on the basis that all offers of New Shares will be made pursuant to an exemption under the Directive 2003/71/EC ("Prospectus Directive"), as amended and implemented in Member States of the European Economic Area (each, a "Relevant Member State"), from the requirement to publish a prospectus for offers of securities.

An offer to the public of New Shares has not been made, and may not be made, in a Relevant Member State except pursuant to one of the following exemptions under the Prospectus Directive as implemented in the Relevant Member State:

- to any legal entity that is authorized or regulated to operate in the financial markets or whose main business is to invest in financial instruments;
- to any legal entity that satisfies two of the following three criteria: (i) balance sheet total of at least €20,000,000; (ii) annual net turnover of at least €40,000,000 and (iii) own funds of at least €2,000,000 (as shown on its last annual unconsolidated or consolidated financial statements);
- to any person or entity who has requested to be treated as a professional client in accordance with the EU Markets in Financial Instruments Directive (Directive 2004/39/EC, "MiFID"); or
- to any person or entity who is recognised as an eligible counterparty in accordance with Article 24 of the MiFID.

France

This document is not being distributed in the context of a public offering of financial securities (offre au public de titres financiers) in France within the meaning of Article L.411-1 of the French Monetary and Financial Code (Code monétaire et financier) and Articles 211-1 *et seq.* of the General Regulation of the French Autorité des marchés financiers ("AMF"). The New Shares have not been offered or sold and will not be offered or sold, directly or indirectly, to the public in France.

This document and any other offering material relating to the New Shares have not been, and will not be, submitted to the AMF for approval in France and, accordingly, may not be distributed (directly or indirectly) to the public in France. Such offers, sales and distributions have been and shall only be made in France to qualified investors (investisseurs qualifiés) acting for their own account, as defined in and in accordance with Articles L.411-2-II-2, D.411-1, L.533-16, L.533-20, D.533-11, D.533-13, D.744-1, D.754-1 and D.764-1 of the French Monetary and Financial Code and any implementing regulation.

Pursuant to Article 211-3 of the General Regulation of the AMF, investors in France are informed that the New Shares cannot be distributed (directly or indirectly) to the public by the investors otherwise than in accordance with Articles L.411-1, L.411-2, L.412-1 and L.621-8 to L.621-8-3 of the French Monetary and Financial Code.

International offer restrictions

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Ireland

The information in this document does not constitute a prospectus under any Irish laws or regulations and this document has not been filed with or approved by any Irish regulatory authority as the information has not been prepared in the context of a public offering of securities in Ireland within the meaning of the Irish Prospectus (Directive 2003/71/EC) Regulations 2005, as amended (the "Prospectus Regulations"). The New Shares have not been offered or sold, and will not be offered, sold or delivered directly or indirectly in Ireland by way of a public offering, except to "qualified investors" as defined in Regulation 2(l) of the Prospectus Regulations.

Italy

The offering of the New Shares in the Republic of Italy has not been authorized by the Italian Securities and Exchange Commission (Commissione Nazionale per le Società e la Borsa, "CONSOB") pursuant to the Italian securities legislation and, accordingly, no offering material relating to the New Shares may be distributed in Italy and the New Shares may not be offered or sold in Italy in a public offer within the meaning of Article 1.1(t) of Legislative Decree No. 58 of 24 February 1998, as amended ("Decree No. 58"), other than:

- to qualified investors ("Qualified Investors"), as defined in Article 100 of Decree No. 58 by reference to Article 34-ter of CONSOB Regulation no. 11971 of 14 May 1999, as amended ("Regulation No. 11971"); and
- in other circumstances that are exempt from the rules on public offer pursuant to Article 100 of Decree No. 58 and Article 34-ter of Regulation No. 11971.
- Any offer, sale or delivery of the New Shares or distribution of any offer document relating to the New Shares in Italy (excluding placements where a Qualified Investor solicits an offer from the issuer) under the paragraphs above must be:
 - made by investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with Legislative Decree No. 385 of 1 September 1993 (as amended), Decree No. 58, CONSOB Regulation No. 16190 of 29 October 2007 (as amended) and any other applicable laws; and
 - in compliance with all relevant Italian securities, tax and exchange controls and any other applicable laws.
- Any subsequent distribution of the New Shares in Italy must be made in compliance with the public offer and prospectus requirement rules provided under Decree No. 58 and the Regulation No. 11971, unless an exception from those rules applies. Failure to comply with such rules may result in the sale of such New Shares being declared null and void and in the liability of the entity transferring the New Shares for any damages suffered by the investors.

International offer restrictions

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the FMC Act and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.

The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation).

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Sweden

This document has not been, and will not be, registered with or approved by Finansinspektionen (the Swedish Financial Supervisory Authority). Accordingly, this document may not be made available, nor may the New Shares be offered for sale in Sweden, other than under circumstances that are deemed not to require a prospectus under the Swedish Financial Instruments Trading Act (1991:980) (*Sw. lag (1991:980) om handel med finansiella instrument*). Any offering of New Shares in Sweden is limited to persons who are "qualified investors" (as defined in the Financial Instruments Trading Act). Only such investors may receive this document and they may not distribute it or the information contained in it to any other person.

International offer restrictions

Switzerland

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange ("SIX") or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to regulated financial intermediaries such as banks, securities dealers, insurance institutions and fund management companies as well as institutional investors with professional treasury operations.

Neither this document nor any other offering or marketing material relating to the New Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

This document is personal to the recipient only and not for general circulation in Switzerland.

United Arab Emirates

Neither this document nor the New Shares have been approved, disapproved or passed on in any way by the Central Bank of the United Arab Emirates, the Emirates Securities and Commodities Authority or any other governmental authority in the United Arab Emirates, nor has the Company received authorization or licensing from the Central Bank of the United Arab Emirates, the Emirates Securities and Commodities Authority or any other governmental authority in the United Arab Emirates to market or sell the New Shares within the United Arab Emirates. No marketing of any financial products or services may be made from within the United Arab Emirates and no subscription to any financial products or services may be consummated within the United Arab Emirates. This document does not constitute and may not be used for the purpose of an offer or invitation. No services relating to the New Shares, including the receipt of applications and/or the allotment or redemption of New Shares, may be rendered within the United Arab Emirates by the Company.

No offer or invitation to subscribe for New Shares is valid in, or permitted from any person in, the Dubai International Financial Centre.

United Kingdom

Neither the information in this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of the FSMA) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

6 December 2016



GTN successfully completes Institutional Entitlement Offer

GTN Limited (ABN 38 606 841 801) (ASX:GTN) ('**GTN**' or the '**Company**') is pleased to announce the successful completion of the institutional component of its fully underwritten accelerated non-renounceable pro rata entitlement offer.

On Monday, 5 December 2016, GTN announced it exercised its option to acquire substantially all of the assets of Radiate Media, LLC ('**Radiate**') for consideration of US\$15 million¹ (the '**Acquisition**') and was undertaking a fully underwritten accelerated non-renounceable 1 for 9.7 pro rata entitlement offer ('**Entitlement Offer**') to raise approximately A\$60.2 million. The Entitlement Offer consists of an accelerated institutional component ('**Institutional Entitlement Offer**') and a retail component ('**Retail Entitlement Offer**'). The proceeds of the Entitlement Offer will be used to fund GTN's United States expansion strategy following the Acquisition.

The Institutional Entitlement Offer raised approximately A\$57.8 million from subscriptions for new fully paid ordinary shares in GTN ("**New Shares**") at the Offer Price of A\$2.90 per New Share. The Institutional Entitlement Offer attracted strong support from institutional shareholders with a take-up rate by eligible institutional shareholders of approximately 99.0%, including GTCR Gridlock II (Cayman) L.P. ('**GTCR**'), which took up its full pro rata entitlement of A\$29.6 million. Managing Director and CEO William Yde III has also committed to take up a minimum of 50% of his pro rata entitlement. The institutional shortfall, comprising the entitlements not taken up by eligible institutional investors along with the entitlements of ineligible institutional shareholders, was significantly oversubscribed by existing institutional shareholders.

New Shares to be issued under the Institutional Entitlement Offer will rank equally with existing GTN shares in all respects. Settlement of New Shares issued as part of the Institutional Entitlement Offer is expected to occur on Wednesday, 14 December 2016. The issue of those New Shares is expected to occur on Thursday, 15 December 2016, with ordinary trading commencing on the same day.

Retail entitlement offer

The Retail Entitlement Offer is expected to raise approximately A\$2.3 million. The Retail Entitlement Offer will open at 9.00am (Sydney time) on Friday, 9 December 2016 and close at 5.00pm (Sydney time) on Tuesday, 20 December 2016.

Eligible retail shareholders with a registered address in Australia or New Zealand will be able to subscribe for 1 New Share for every 9.7 fully paid ordinary shares held in GTN as at 7.00pm (Sydney time) on the record date of Wednesday, 7 December 2016 ("**Record Date**"), at the same offer price as the Institutional Entitlement Offer, of A\$2.90 per New Share.

¹ Subject to completion adjustments, currently estimated to be US\$4-5 million.

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The Entitlement Offer also includes a Retail Oversubscription Facility under which eligible shareholders in Australia and New Zealand who are not a related party of GTN may also apply for additional New Shares in excess of their Entitlement up to 50% of their Entitlement. The additional New Shares available (if any) are those shares under the Entitlement Offer for which valid applications are not received from eligible shareholders and are therefore available under the Retail Oversubscription Facility.

Eligible retail shareholders should carefully read the Retail Offer Booklet and accompanying personalised entitlement and acceptance form, which are expected to be despatched Friday, 9 December 2016.

Entitlements may only be exercised by eligible shareholders, being persons who have a registered address in Australia or New Zealand or are a shareholder GTN has otherwise determined is eligible to participate, and certain categories of institutional or professional investor in certain other countries, subject to restrictions under and in accordance with the applicable securities laws. GTN has appointed Belike Nominees Pty Ltd as nominee to sell the entitlements to New Shares that would have been available to be issued to foreign ineligible shareholders had they been eligible to participate in the Retail Entitlement Offer.

GTN's ordinary shares are expected to resume trading on ASX from market open today Tuesday, 6 December 2016 on an ex-entitlement basis.

Indicative Entitlement Offer timetable

Trading halt and announcement of Equity Raising, Institutional Entitlement Offer opens	Monday, 5 December 2016
Institutional Entitlement Offer closed	Monday, 5 December 2016
Trading halt lifted - existing shares recommence trading on ASX on an ex-entitlement basis	Tuesday, 6 December 2016
Record Date for the Entitlement Offer	7.00pm Wednesday, 7 December 2016
Retail Entitlement Offer opens	9.00am Friday, 9 December 2016
Despatch of Retail Entitlement Offer Booklet	Friday, 9 December 2016
Settlement of Institutional Entitlement Offer	Wednesday, 14 December 2016
Issue of New Shares under the Institutional Entitlement Offer	Thursday, 15 December 2016
Retail Entitlement Offer closes	Tuesday, 20 December 2016
Settlement of Retail Entitlement Offer	Thursday, 29 December 2016
Issue of New Shares under the Retail Entitlement Offer	Friday, 30 December 2016
Normal trading of New Shares under the Retail Entitlement Offer	Tuesday, 3 January 2017
Despatch of holding statements under the Retail Entitlement Offer	Tuesday, 3 January 2017

All dates and times represent Sydney time.

The above timetable is indicative and subject to variation. GTN reserves the right to alter the timetable at its discretion and without notice, subject to ASX Listing Rules and *Corporations Act 2001* (Cth) and other applicable law.

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Shareholder enquiries

Retail shareholders who have any questions about the Retail Entitlement Offer should consult with their broker, legal, financial or other professional adviser. Retail shareholders can also call the GTN Entitlement Offer Information Line on 1300 420 094 within Australia or +61 1300 420 094 outside Australia from 8:30am to 5:30pm (Sydney time) Monday to Friday.

Important Notice and Disclaimer

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

None of the information in this announcement or the Retail Offer Booklet constitutes an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither this announcement (or any part of it), the accompanying nor the Retail Offer Booklet when made available, may be released or distributed directly or indirectly, to persons in the United States. Neither the Entitlements nor the New Shares have been, nor will be, registered under the U.S. Securities Act of 1933, as amended (the "US Securities Act") or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be taken up by persons in the United States or by persons (including nominees or custodians) who are acting for the account or benefit of a person in the United States. Neither the Entitlements nor the New Shares may be offered, sold or resold in the United States or to persons acting for the account or benefit of a person in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable U.S. states securities laws. The Entitlements and the New Shares to be offered and sold in the Retail Entitlement Offer described in this announcement may only be offered and sold in "offshore transactions" (as defined in Regulation S under the US Securities Act) in reliance on Regulation S under the US Securities Act.

Forward looking statements

This announcement contains certain forward-looking statements. Forward-looking statements can generally be identified by the use of forward-looking words such as "may", "should", "will", "expect", "intend", "plan", "estimate", "anticipate", "believe", "continue", "objectives", "outlook", "guidance" or other similar words, and include statements in this announcement regarding certain plans, strategies and objectives of management of GTN and expected financial performance, the conduct and outcome of the Entitlement Offer and the use of proceeds. These forward-looking statements contained in this announcement involve known and unknown risks, uncertainties and other factors which are subject to change without notice, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. Forward-looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. In particular, such forward-looking statements are subject to significant uncertainties and contingencies, many of which are outside the control of GTN. A number of important factors could cause actual results or performance to differ materially from the forward looking statements. Investors should consider the forward looking statements contained in this announcement in light of those disclosures.

Neither GTN, nor any other person, gives any representation, warranty, assurance nor will guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur. GTN disclaims any responsibility for the accuracy or completeness of any forward-looking statements whether as a result of new information, future events or results or otherwise. GTN disclaims any responsibility to update or revise any forward-looking statement to reflect any change in GTN's financial condition, status or affairs or any change in events, conditions or circumstances on which a statement is based, except as required by law.

The lead manager of the Entitlement Offer has not authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this announcement and there is no statement in this announcement which is based on any statement made by it or by any of its affiliates, officers or

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employees. To the maximum extent permitted by law, each of the lead manager, each of its respective affiliates, officers, employees and advisers expressly disclaim all liabilities in respect of, and make no representations regarding, and take no responsibility for, any part of this announcement other than references to their name and make no representation or warranty as to the currency, accuracy, reliability or completeness of this announcement.

Determination of eligibility of investors for the purposes of the Institutional Entitlement Offer and Retail Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and the lead manager. Each of the Company, the lead manager and their respective advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

4 Additional information

4.1 Eligibility of Retail Shareholders

The Retail Entitlement Offer is being offered to all Eligible Retail Shareholders only.

Eligible Retail Shareholders are Shareholders on the Record Date who:

- (a) are registered as a holder of existing GTN shares;
- (b) has a registered address in Australia or New Zealand or is a Shareholder that GTN has otherwise determined is eligible to participate;
- (c) is not in the United States and is not a person (including nominees or custodians) acting for the account or benefit of a person in the United States in respect of the relevant underlying holders of Existing Shares;
- (d) was not invited to participate in the Institutional Entitlement Offer and was not treated as an Ineligible Institutional Shareholder under the Institutional Entitlement Offer (other than as a nominee or custodian, in each case in respect of other underlying holdings); and
- (e) is eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

GTN has determined that it is unreasonable to extend the Retail Entitlement Offer to Ineligible Retail Shareholders because of the small number of such Shareholders, the number and value of Shares that they hold and the cost of complying with the applicable regulations in jurisdictions outside Australia and New Zealand.

4.2 Ranking of New Shares

The New Shares issued under the Retail Entitlement Offer will be fully paid and rank equally with Existing Shares.

The rights attaching to the New Shares are set out in GTN's constitution and are regulated by the Corporations Act, Listing Rules and general law.

4.3 Quotation and trading

GTN has or will apply for quotation of the New Shares on ASX in accordance with Listing Rule requirements. If ASX does not grant quotation of the New Shares, GTN will repay all Application Monies (without interest).

Subject to ASX approval being granted, it is expected that the New Shares allotted under the Retail Entitlement Offer will commence trading on a normal basis on Tuesday, 3 January 2017.

It is the responsibility of Applicants to determine the number of New Shares allotted and issued to them prior to trading in the New Shares. The sale by an Applicant of New Shares prior to receiving their holding statement is at the Applicant's own risk.

4.4 Reconciliation

In any entitlement offer, investors may believe that they own more Existing Shares on the record date than they ultimately do. This may result in a need for reconciliation to ensure all eligible Shareholders have the opportunity to receive their full Entitlement.

GTN may need to issue a small quantity of additional New Shares to ensure all eligible Shareholders have the opportunity to receive their appropriate allocation of New Shares. The price at which these New Shares would be issued, if required, is the same as the Offer Price.

GTN reserves the right to reduce the number of an Entitlement or New Shares allocated to eligible Shareholders or persons claiming to be eligible Shareholders, if their Entitlement claims prove to be overstated, if they or their nominees fail to provide information requested to substantiate their Entitlement claims, or if they are not eligible Shareholders. In that case, GTN may, in its discretion, require the relevant shareholder to transfer excess New Shares (and Additional New Shares, if applicable) to the Underwriter at the Offer Price per New Share. If necessary, the relevant shareholder may need to transfer Existing Shares held by them or to purchase additional Shares on-market to meet this obligation. The relevant shareholder will bear any and all losses caused by subscribing for New Shares (and Additional New Shares, if applicable) in excess of their Entitlement and any actions they are required to take in this regard.

By applying under the Entitlement Offer, those doing so irrevocably acknowledge and agree to do the above as required by GTN or the Underwriter. Those applying acknowledge that there is no time limit on the ability of GTN or the Underwriter to require any of the actions set out above.

4.5 Underwriting

The Entitlement Offer is fully underwritten by the Underwriter. Any New Shares which are not subscribed for by Eligible Retail Shareholders pursuant to their Entitlement or under the Retail Oversubscription Facility will form part of the Shortfall to be taken up by the Underwriter or sub-underwriters, on the terms and conditions of the Underwriting Agreement.

GTN and the Underwriter have entered into an Underwriting Agreement. Customary with these types of arrangements:

- (a) GTN has agreed, subject to certain carve-outs, to indemnify the Underwriter, its affiliates and related bodies corporate, and each of their directors, officers and employees, and each person (if any) who controls the Underwriter within the meaning of section 14 of the US Securities Act or section 20 of the US Securities Exchange Act of 1934 against any losses they may suffer or incur in connection with the Entitlement Offer;
- (b) GTN and the Underwriter have given certain representations, warranties and undertakings in connection with (among other things) the Entitlement Offer;
- (c) the Underwriter may (in certain circumstances having regard to the materiality of the relevant event) terminate the Underwriting Agreement and be released from their obligations under it on the occurrence of certain events, including (but not limited to) where:
 - (i) GTN is removed from the official list of ASX, its Shares are suspended from trading or quotation, or approval for quotation of the New Shares is not given by ASX;
 - (ii) there are material disruptions in financial or economic conditions in key markets, or hostilities commence or escalate, or a major terrorist attack is perpetrated in certain key countries;

- (iii) there are certain delays in the timetable for the Entitlement Offer without the Underwriter's consent;
- (iv) the S&P/ASX 200 Index on certain dates is at a level on market close less than a specified percentage;
- (v) there is a change in the CEO, CFO or senior management of GTN;
- (vi) an adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of GTN or the GTN Group from that disclosed to ASX prior to the date of the Underwriting Agreement or in the offering documentation;
- (vii) the Radiate acquisition agreement is breached, terminated, rescinded, repudiated or released, is not completed on or before 8 December 2016, or is amended in any respect without the Underwriter's consent;
- (viii) any of the offer documents (including this Retail Offer Booklet and all ASX announcements made in connection with the Entitlement Offer) omits information required by the Corporations Act or is or becomes misleading or deceptive (including by omission) or likely to mislead or deceive, having regard to the provisions of Part 6D.2 of the Corporations Act, the Listing Rules, or any other applicable law or regulation; or
- (ix) GTN indicates that it does not intend to proceed with all or part of the Entitlement Offer.

The Underwriter will be paid an underwriting fee of 2.0% (excluding GST) if the Institutional Entitlement Offer proceeds excluding offer proceeds received from GTCR Gridlock II (Cayman) L.P. (**GTCR**). The Underwriter will also be paid an underwriting fee of 2.0% (excluding GST) if the Retail Entitlement Offer proceeds, excluding offer proceeds received from William Yde III. In addition, the Underwriter will be paid a management fee of 0.5% of the proceeds of the Institutional Entitlement Offer and Retail Entitlement Offer. The Underwriter will also be reimbursed for certain expenses.

Neither the Underwriter nor any of its respective related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees, representatives or agents (collectively, the '**Underwriter Parties**') have authorised or caused the issue or lodgement, submission, dispatch or provision of this Retail Offer Booklet and there is no statement in this Retail Offer Booklet which is based on a statement made by an Underwriter Party. To the maximum extent permitted by law, each Underwriter Party expressly disclaims all liabilities in respect of, and make no, representations regarding, and takes no responsibility for any part of this Retail Offer Booklet or any action taken by you on the basis of the information in this Retail Offer Booklet, and make no representation or warranty as to the currency, accuracy, reliability or completeness of this Retail Offer Booklet. To the maximum extent permitted by law, the Underwriter Parties exclude and disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and this Retail Offer Booklet being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise. None of the Underwriter Parties makes any recommendations as to whether you or your related parties should participate in the Entitlement Offer nor do they make any representations or warranties to you concerning this Entitlement Offer, or any such information and you represent, warrant and agree that you have not relied on any statements made by any of the Underwriter Parties in relation to the New Shares or the Entitlement Offer generally.

4.6 Continuous Disclosure

GTN is a “disclosing entity” under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules, including the preparation of annual reports and half yearly reports.

GTN is required to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the stock markets conducted by ASX. In particular, GTN has an obligation under the Listing Rules (subject to certain exceptions) to notify ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of GTN shares. That information is available to the public from ASX.

4.7 Not Financial Product Advice

This Retail Offer Booklet and the accompanying Entitlement and Acceptance Form is for information purposes only and is not a prospectus, disclosure document or other offering document under the Corporations Act or any other law and has not been lodged with ASIC. It is also not financial product or investment advice or a recommendation to acquire New Shares and has been prepared without taking into account your objectives, financial situation or particular needs. This Entitlement Offer Booklet should not be considered to be comprehensive and does not purport to contain all the information that you may require to make a decision about whether to submit your personalised Entitlement and Acceptance Form and invest in New Shares.

Before making an investment decision, you should consider the appropriateness of the information in this Retail Offer Booklet having regard to your own objectives, financial situation and needs and seek legal and taxation advice appropriate to your jurisdiction. If you have any questions about whether you should participate in the Entitlement Offer, you should seek professional financial advice before making any investment decision. GTN is not licensed to provide financial product advice in respect of New Shares. Cooling off rights do not apply to the acquisition of New Shares or Additional New Shares (if applicable).

4.8 Financial Data

All dollar values are in Australian dollars (\$A).

All financial data is presented as at 30 June 2016 unless otherwise stated.

4.9 Ineligible Shareholders

All Shareholders who do not satisfy the criteria to be Eligible Retail Shareholders or Eligible Institutional Shareholders, are Ineligible Shareholders. Ineligible Shareholders are not entitled to participate in the Entitlement Offer, unless GTN otherwise determines.

The restrictions upon eligibility to participate in the Entitlement Offer arise because GTN has determined, pursuant to ASX Listing Rule 7.7.1(a) and section 9A(3)(a) of the Corporations Act, that it would be unreasonable to extend the Entitlement Offer to Ineligible Shareholders. This decision has been made after taking into account the relatively small number and value of New Shares to which those Shareholders would otherwise be entitled and the potential costs of complying with legal and regulatory requirements in the jurisdictions in which the Ineligible Shareholders are located in relation to the Entitlement Offer.

GTN, in its absolute discretion, may extend the Entitlement Offer to any Shareholder if it is satisfied that the Entitlement Offer may be made to the Shareholder in compliance with all applicable laws. GTN, in its absolute discretion, reserves the right to determine whether a Shareholder is an Eligible Retail Shareholder, Eligible Institutional Shareholder or an Ineligible

Shareholder. To the maximum extent permitted by law, GTN disclaims all liability in respect of such determination.

GTN has appointed Belike Nominees Pty Ltd AFSL 238164 (the **Nominee**) in accordance with section 615 of the Corporations Act as nominee for Ineligible Shareholders and will transfer to the Nominee the entitlement to New Shares which otherwise would have been available to be issued to those Ineligible Shareholders had they been entitled to participate in the Entitlement Offer.

The Nominee will sell the New Shares which would have otherwise been available to be issued to Ineligible Retail Shareholders (**Ineligible Entitlements**) to persons from whom GTN has received applications for Additional New Shares, or to the Underwriter, or to persons from whom the Underwriter has procured subscriptions for those New Shares on settlement of the Retail Entitlement Offer.

The price at which the Ineligible Entitlements will be sold is the Offer Price. Accordingly, Ineligible Shareholders will not receive any value as a result of the issue of any of those New Shares they would have been entitled to subscribe for had they been eligible to participate in the Entitlement Offer.

5 Australian taxation consequences

Below is a general guide to the Australian income tax, goods and services tax (**GST**) and stamp duty implications of the Retail Entitlement Offer for Eligible Retail Shareholders that hold their New Shares on capital account. In addition, the guide below applies only to Eligible Retail Shareholders who are Australian tax resident individuals, companies or complying superannuation entities. The guide does not apply to Eligible Retail Shareholders who:

- (a) hold Shares as revenue assets or trading stock (which will generally be the case if you are a bank, insurance company or carry on a business of share trading);
- (b) acquired the Shares in respect of which their Entitlements is issued under any employee share scheme or where New Shares are acquired pursuant to any employee share scheme; or
- (c) may be subject to special tax rules, such as insurance companies, partnerships, tax exempt organisations, trusts (except where expressly stated), superannuation funds (except where expressly stated) or temporary residents.

The guide does not take account of the individual circumstances of particular Eligible Retail Shareholders and does not constitute tax advice. It does not purport to be a complete analysis of the potential tax consequences of the Retail Entitlement Offer and is intended as a general guide to the Australian tax implications. Eligible Retail Shareholders should seek advice from an appropriate professional advisor in relation to the tax implications of the Retail Entitlement Offer based on their own individual circumstances.

The comments below are based on the Australian tax law as it applies as at 9.00am (AEDT) on Tuesday, 6 December 2016. Other than as expressly discussed or specified, the comments do not take into account or anticipate changes in Australian tax law or future judicial interpretations of law after this time. The comments also do not take into account tax legislation of any country other than Australia.

5.1 Issue of Entitlement

The issue of the Entitlement should not, in itself, result in any amount being included in the assessable income of an Eligible Retail Shareholder.

5.2 Exercise of Entitlement

New Shares will be acquired where the Eligible Retail Shareholder exercises all or part of their Entitlement under the Retail Entitlement Offer. Additional New Shares may be acquired where the Eligible Retail Shareholder applies for Additional New Shares under the Retail Entitlement Offer, and there is a Shortfall.

An Eligible Retail Shareholder should not derive any assessable income, or make any capital gain or capital loss, at the time of exercising their Entitlement under the Retail Entitlement Offer.

For Australian capital gains tax (**CGT**) purposes, the cost base of each New Share will be equal to the Offer Price payable for each New Share plus certain non-deductible incidental costs the Eligible Retail Shareholder incurs in acquiring the New Shares.

5.3 Lapse of Entitlement

If an Eligible Retail Shareholder does not accept all or part of their Entitlement in accordance with the instructions set out above, then that Entitlement will lapse and the Eligible Retail Shareholder

will not receive any consideration for their Entitlement that is not taken up. There should be no tax implications for an Eligible Retail Shareholder from the lapse of the Entitlement.

5.4 Taxation in respect of Dividends on New Shares

Any future dividends or other distributions made in respect of New Shares will be subject to the same income taxation treatment as dividends or other distributions made on Existing Shares held in the same circumstances.

5.5 Disposal of New Shares

The disposal of New Shares will constitute a disposal for CGT purposes.

On disposal of a New Share, an Eligible Retail Shareholder will make a capital gain if the capital proceeds received on disposal exceed the cost base of the New Share. An Eligible Retail Shareholder will make a capital loss if the capital proceeds are less than the reduced cost base of the New Share.

Eligible Retail Shareholders that are individuals or complying superannuation entities and that have held their New Shares for 12 months or more at the time of disposal should be entitled to apply the applicable CGT discount factor to reduce the capital gain (after offsetting capital losses). The CGT discount factor is 50% for individuals and 33.33% for complying superannuation entities.

Eligible Retail Shareholders will be taken to have acquired New Shares on the day they exercise their Entitlement under the Retail Entitlement Offer. Accordingly, to be eligible for the CGT discount, the New Shares must be held for at least 12 months after the date that Eligible Retail Shareholders exercised their Entitlement.

Eligible Retail Shareholders that make a capital loss can only use that loss to offset other capital gains from other sources i.e. the capital loss cannot be used against taxable income on revenue account. However, if the capital loss cannot be used in a particular income year, it can be carried forward to use in future income years, provided certain loss utilisation tests are satisfied.

5.6 Taxation of Financial Arrangements

The application of the Taxation of Financial Arrangements (**TOFA**) provisions depends on the specific facts and circumstances of the Eligible Retail Shareholder. Eligible Retail Shareholders should seek advice from an appropriate professional advisor in relation to the implications of the TOFA provisions.

5.7 GST and stamp duty

Australian GST or stamp duty should not be payable in respect of the issue or exercise of Entitlements or the acquisition of New Shares pursuant to the Retail Entitlement Offer. Subject to certain requirements, there may be a restriction on the entitlement of Eligible Retail Shareholders to claim an input tax credit for any GST incurred on costs associated with the acquisition of New Shares (such as brokerage or advisor fees).

6 Definitions

Additional New Shares means New Shares which Eligible Retail Shareholders are able to apply for in excess of their Entitlement under the Retail Oversubscription Facility.

AEDT means Australian Eastern Daylight Time.

Applicant means an Eligible Retail Shareholder who has submitted a valid Application.

Application means the arranging for payment of the relevant Application Monies through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form or the submission of an Entitlement and Acceptance Form accompanied by the relevant Application Monies.

Application Monies means the aggregate amount payable for the New Shares and Additional New Shares (if applicable) applied for through BPAY® or in a duly completed Entitlement and Acceptance Form.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 and the securities exchange operated by it.

Closing Date means the day the Retail Entitlement Offer closes, expected to be 5.00pm (AEDT) on Tuesday, 20 December 2016.

Cap means 50% of an Eligible Retail Shareholder's Entitlements.

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

Eligible Institutional Shareholder means an institutional Shareholder to whom the Underwriter made an offer on behalf of GTN under the Institutional Entitlement Offer (and who, for the avoidance of doubt, is not an excluded institutional shareholder under the Underwriting Agreement).

Eligible Retail Shareholder means a Shareholder on the Record Date who:

- (f) is registered as a holder of existing GTN shares;
- (g) have a registered address in Australia or New Zealand or are a Shareholder that GTN has otherwise determined is eligible to participate;
- (h) are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States in respect of the relevant underlying holders of Existing Shares;
- (i) were not invited to participate in the Institutional Entitlement Offer and were not treated as an Ineligible Institutional Shareholder under the Institutional Entitlement Offer (other than as a nominee or custodian, in each case in respect of other underlying holdings); and
- (j) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Entitlement means the right to subscribe for 1 New Shares for every 9.7 Shares held by eligible Shareholders on the Record Date, pursuant to the Entitlement Offer.

Entitlement and Acceptance Form means the entitlement and acceptance form that will accompany this Retail Offer Booklet when it is dispatched to Eligible Retail Shareholders.

Entitlement Offer means the pro rata accelerated non-renounceable entitlement offer of New Shares to Eligible Shareholders to raise approximately A\$60.2 million at the Offer Price on the basis of 1 New Shares for every 9.7 Shares held on the Record Date, and comprised of the Institutional Entitlement Offer and the Retail Entitlement Offer.

Existing Shares means the Shares already on issue on the Record Date.

GTN means GTN Limited (ACN 606 841 801).

Ineligible Institutional Shareholder means an institutional Shareholder that is not an Eligible Institutional Shareholder.

Ineligible Retail Shareholder means a retail Shareholder that is not an Eligible Retail Shareholder.

Institutional Entitlement Offer means the pro rata non-renounceable entitlement offer of New Shares to Eligible Institutional Shareholders under the Entitlement Offer.

Retail Offer Booklet means this document.

Investor Presentation means the presentation to investors released to the ASX on Tuesday, 6 December 2016, incorporated in section 3 of this Retail Offer Booklet.

Listing Rules means the official listing rules of ASX.

New Shares means Shares to be allotted and issued under the Entitlement Offer, including (as the context requires) to the Underwriter or any sub-underwriters, and any Additional New Shares (if applicable).

Offer Price means \$2.90 per New Share.

Record Date means 7.00pm (AEDT) on Wednesday, 7 December 2016.

Related Party has the meaning given in section 228 of the Corporations Act, and includes without limitation, a Director of GTN, their spouses, de facto partners, parents or children or an entity controlled by any of them.

Retail Entitlement Offer means the pro rata non-renounceable entitlement offer of New Shares to Eligible Retail Shareholders under the Entitlement Offer.

Retail Oversubscription Facility means the opportunity for Eligible Retail Shareholders who take up all of their Entitlement to also apply for Additional New Shares in excess of their Entitlement, up to the Cap.

Share means a fully paid ordinary share in the capital of GTN.

Share Registry means Link Market Services Limited ACN 083 214 537.

Shareholder means a registered holder of Shares.

Shortfall means the number of New Shares offered under the Retail Entitlement Offer for which valid applications have not been received from Eligible Retail Shareholders and which are therefore available for subscription under the Retail Oversubscription Facility.

Underwriter means Macquarie Capital (Australia) Limited (ABN 79 123 199 548).

Underwriting Agreement means the underwriting agreement dated 5 December 2016 between GTN and the Underwriter.

US Securities Act means the US Securities Act of 1933, as amended.

7 Corporate information

Company

GTN Limited (ACN 606 841 801)
Level 42, Northpoint
100 Miller Street
North Sydney NSW 200
Australia

Underwriter

Macquarie Capital (Australia) Limited
50 Martin Place
Sydney NSW 2000 Australia

Share Registry

Link Market Services Limited
Level 12
680 George Street
Sydney NSW 2000
Australia

Legal Adviser

King & Wood Mallesons
Level 61
Governor Phillip Tower
1 Farrer Place
Sydney NSW 2000
Australia

GTN Retail Entitlement Offer information line

Australia: 1300 420 094
International: +61 1300 420 094
Open 8.30am to 5.00pm (AEDT) Monday to Friday, before the Retail Entitlement Offer closes at 5.00pm (AEDT) on Tuesday, 20 December 2016.