



NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

6 December 2016

Dear Shareholder

GTN Limited Entitlement Offer – Notification to Ineligible Retail Shareholders

On 5 December 2016, GTN Limited (ACN 606 841 801) (**GTN** or **the Company**) announced an accelerated non-renounceable pro rata entitlement offer of up to 20.7 million new fully paid ordinary shares in the Company (**New Shares**) at an issue price of A\$2.90 per New Share (**Offer Price**)(**Entitlement Offer**) to raise approximately A\$60.2 million before costs and expenses.

This letter is to inform you about the Entitlement Offer, and to explain why you will not be able to subscribe for New Shares under the Entitlement Offer. This letter is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares. **You are not required to do anything in response to this letter.**

The Entitlement Offer

The Entitlement Offer comprises an institutional component (**Institutional Entitlement Offer**) and an offer to Eligible Retail Shareholders (as defined below) (**Retail Entitlement Offer**). The Institutional Entitlement Offer raised approximately A\$57.8 million, and the Retail Entitlement Offer is expected to raise approximately A\$2.3 million.

The Entitlement Offer is being made in accordance with section 708AA of the Australian Corporations Act 2001 (Cth) (**Corporations Act**) (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84), meaning that no prospectus needs to be prepared.

The Retail Entitlement Offer is being made to Eligible Retail Shareholders (as defined below) on the basis of 1 New Share for every 9.7 existing ordinary shares in GTN held at 7.00pm (Sydney time) on Wednesday, 7 December 2016 (**Record Date**), at an offer price of \$2.90 per New Share.

Documents relating to the Retail Entitlement Offer were lodged with the ASX today and are expected to be despatched to Eligible Retail Shareholders on or before Friday, 9 December 2016.

The Entitlement Offer is fully underwritten by Macquarie Capital (Australia) Limited (ACN 123 199 548) (**Underwriter**).

Eligibility to participate in the Retail Entitlement Offer

An Eligible Retail Shareholder is a holder of ordinary shares in GTN who:

- (a) was a registered holder of GTN ordinary shares as at 7.00pm (Sydney time) on the Record Date;
- (b) has a registered address in GTN's share register in Australia or New Zealand or are a shareholder that GTN has otherwise determined is eligible to participate;
- (c) is not in the United States or a person (including nominees or custodians) acting for the account or benefit of a person in the United States;
- (d) is not an Eligible Institutional Shareholder (other than as nominee, in respect of other underlying holdings) nor an Ineligible Institutional Shareholder (as defined in the Retail Entitlement Offer Booklet lodged with ASX on 6 December 2016 ("**Retail Entitlement Booklet**")); and

(e) is eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Shareholders who are not Eligible Retail Shareholders and who were not invited to participate in the Institutional Entitlement Offer and were not treated as Ineligible Institutional Holders (as defined in the Retail Entitlement Booklet) under the Institutional Entitlement Offer are **"Ineligible Retail Shareholders"**.

The restrictions upon eligibility under the Retail Entitlement Offer arise because of the legal and regulatory requirements in countries other than Australia or New Zealand and the potential costs to GTN of complying with these legal and regulatory requirements compared with the relatively small number of shareholders in those countries, the relatively small number of existing GTN ordinary shares they hold and the relatively low value of New Shares to which those shareholders would otherwise be entitled.

GTN has determined, pursuant to section 9A(3)(a) of the Corporations Act and Listing Rule 7.7.1(a) of the ASX Listing Rules, that it would be unreasonable to make offers to shareholders in countries outside Australia or New Zealand in connection with the Retail Entitlement Offer.

Unfortunately, according to our records you do not satisfy the criteria for an Eligible Retail Shareholder, accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3)(b) of the Corporations Act, GTN wishes to advise you that it is unable to extend to you the opportunity to participate in the Retail Entitlement Offer. If our records are incorrect on this matter, please contact the Offer Information Line on the details below. You will not be sent the documents relating to the Retail Entitlement Offer or be able to subscribe for New Shares under the Retail Entitlement Offer.

Notwithstanding the above, GTN may agree to extend the Retail Entitlement Offer to certain institutional shareholders who did not participate in the Institutional Entitlement Offer or to other retail shareholders, subject to compliance with applicable laws.

In accordance with section 615 of the Corporations Act, GTN has appointed Belike Nominees Pty Ltd ("**Nominee**"), as nominee to sell the entitlement to New Shares that would have been offered under the Entitlement Offer to Ineligible Retail Shareholders had they been entitled to participate in the Entitlement Offer (**Ineligible Entitlements**). The appointment of the Nominee for this purpose has been approved by the Australian Securities and Investments Commission in accordance with section 615(a) of the Corporations Act.

The Nominee will sell the Ineligible Entitlements to the Underwriter, or to persons from whom the Underwriter has procured subscriptions for New Shares, pursuant to the underwriting arrangements between GTN and the Underwriter. The price at which the Ineligible Entitlements will be sold will be the Offer Price. Accordingly, Ineligible Retail Shareholders will not receive any value as a result of the issue of any New Shares which they would have been entitled to subscribe for had they been eligible to participate in the Entitlement Offer.

You do not need to respond to this letter. If you have questions in relation to any of the matters described above, please contact the Offer Information Line on 1300 420 094 (from within Australia) or +61 1300 420 094 (from outside Australia) from 8.30am to 5.30pm (Sydney time), Monday to Friday.

On behalf of the Board of GTN, we thank you for your continued support.

Yours faithfully



William Yde III
Managing Director and Chief Executive Officer
GTN Limited

Important Notices

This notice is issued by GTN Limited. This notice is not a prospectus or offering document under Australian law or under any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any securities in GTN in any jurisdiction. This letter does not constitute financial product advice and does not and will not form part of any contract for the acquisition of GTN ordinary shares.

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or any other country. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia and New Zealand. In particular, the New Shares to be offered and sold in the Entitlement Offer have not been, and will not be, registered under the U.S. Securities Act of 1933 (the "U.S. Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold to persons in the United States except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

Because of legal restrictions, you must not send copies of this letter or any material in relation to the Entitlement Offer to any person outside Australia and New Zealand. Failure to comply with these restrictions may result in violations of applicable securities law.

The provision of this document is not, and should not be considered as, a securities recommendation or financial product advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. Before acting on the information, you should consider the appropriateness of the information, having regard to your objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your stockbroker, accountant, taxation adviser, financial adviser or other professional adviser.