

**Form 604  
Corporations Act 2001  
Section 671B**

**Notice of change of interests of substantial holder**

**To:** Prime Media Group Ltd  
**ACN:** 000 764 867  
**ASX Code:** PRT

**1. Details of substantial holder**

**Name:** IOOF Holdings Limited  
**ACN:** 100 103 722

This notice is given by IOOF Holdings Limited on behalf of itself and its subsidiaries.

There was a change in the interest of the substantial holder on: 20/02/2017  
The previous notice was given to the company on: 08/08/2016  
The previous notice was dated: 04/08/2016

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate had a relevant interest in when last required and when now required to give a substantial holding notice to the company or scheme, are as follows:

Class of securities	Previous notice		Present notice	
	Person's votes	Voting Power	Person's votes	Voting Power
Ordinary	23,661,544	6.459%	19,437,446	5.306%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date	Person	Nature	Consideration	Class & number (ord)	Person's votes
15/09/2016	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 13,969.18	- 50,000	- 50,000

19/09/2016	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 11,907.63	- 42,621	- 42,621
21/10/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 33,471.94	123,698	123,698
24/10/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 40,672.42	147,575	147,575
26/10/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 167,697.68	608,914	608,914
27/10/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 13,821.79	50,648	50,648
28/10/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 12,057.91	44,217	44,217
31/10/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 3,376.05	12,254	12,254
7/11/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 21,333.66	75,405	75,405
8/11/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 117,414.34	390,522	390,522
9/11/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 173,408.18	587,131	587,131
10/11/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 140,210.49	472,804	472,804
23/11/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 63,146.73	225,029	225,029
24/11/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 22,716.43	80,952	80,952
25/11/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 6,146.91	21,905	21,905
10/01/2017	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 176,538.99	- 551,866	- 551,866
12/01/2017	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 65,676.96	- 202,713	- 202,713
13/01/2017	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 36,969.25	- 112,275	- 112,275
16/01/2017	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 25,293.66	- 79,217	- 79,217
18/01/2017	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 118,123.99	- 372,747	- 372,747
19/01/2017	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 80,692.25	- 253,387	- 253,387
20/01/2017	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 18,261.99	- 57,500	- 57,500
27/01/2017	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 4,752.03	- 15,000	- 15,000
1/02/2017	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 4,110.05	13,344	13,344
2/02/2017	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 46,395.53	- 149,993	- 149,993
3/02/2017	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 422,846.19	- 1,366,146	- 1,366,146
6/02/2017	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 122,289.71	- 399,802	- 399,802

7/02/2017	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 63.97	- 216	- 216
8/02/2017	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 182,741.38	- 610,481	- 610,481
9/02/2017	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 133,582.58	- 446,257	- 446,257
10/02/2017	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 142,186.50	- 475,000	- 475,000
13/02/2017	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 48,547.06	- 161,226	- 161,226
14/02/2017	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 66,428.93	- 221,918	- 221,918
15/02/2017	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 78,500.12	- 262,244	- 262,244
16/02/2017	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 1,069.85	- 3,574	- 3,574
17/02/2017	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 1,840.34	- 6,148	- 6,148
20/02/2017	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 460,696.99	- 1,565,128	- 1,565,128

#### 4. Present Relevant Interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder	Registered holder of securities	Person Entitled to be holder	Nature of relevant interest	Class & Number (Ord)	Person's votes
Perennial Value Management Limited (ACN 090 879 904) and its subsidiaries	NAB Asset Servicing		Investment Manager	8,713,134	8,713,134
Perennial Value Management Limited (ACN 090 879 904) and its subsidiaries	JP Morgan		Investment Manager	894,838	894,838
Perennial Value Management Limited (ACN 090 879 904) and its subsidiaries	Citigroup		Investment Manager	2,627,600	2,627,600
Perennial Value Management Limited (ACN 090 879 904) and its subsidiaries	BNP		Investment Manager	7,165,874	7,165,874

IOOF Investment Management Limited (ACN 006 695 021)	BNP		Investment Manager	36,000	36,000
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## 5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name & ACN	Nature of association
Not applicable	

## 6. Addresses

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

Name	Address
IOOF Holdings Limited	Level 6, 161 Collins Street Melbourne Victoria 3000
Perennial Investment Partners Limited	Level 19, 56 Pitt Street Sydney NSW 2000
Prime Media Group Ltd	363 Antill Street Watson ACT 2602