



Pacific Star Network Limited







General Meeting

THURSDAY 15 MARCH 2018 – 11.00AM

Introductions

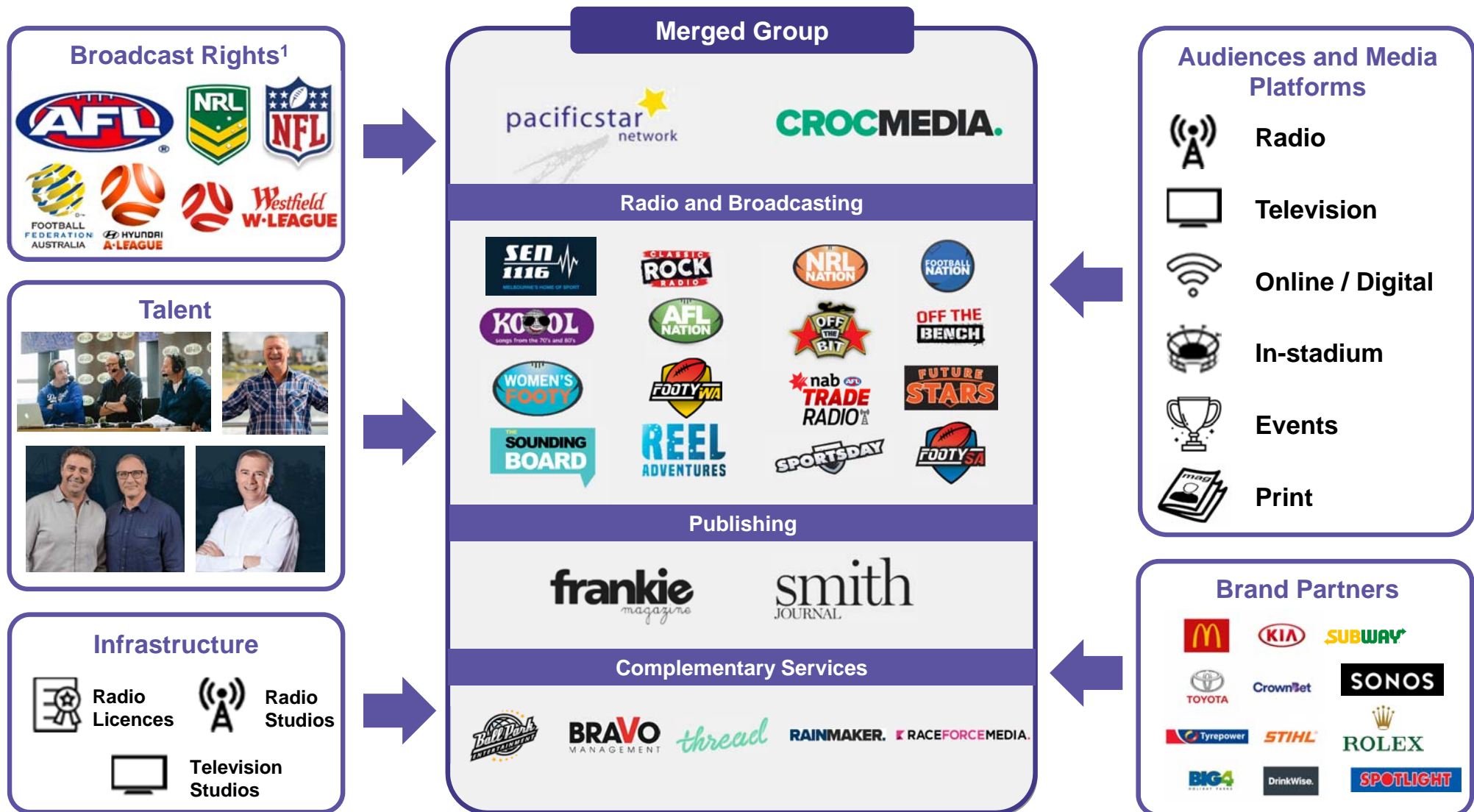
Merged Group – Proposed Board and Senior Executive

Extensive operational, management and corporate experience combined with deep industry relationships and significant shareholder alignment

Name and Title	Biography
 <p>Craig Coleman Non-Executive Chairman</p>	<ul style="list-style-type: none"> Mr Craig Coleman is an experienced senior executive and director, with a 30 year career spanning banking and finance, corporate advisory and investment and funds management Mr Coleman is the Executive Chairman of Viburnum Funds, an existing 19.5% PNW shareholder
 <p>Andrew Moffat Non-Executive Director</p>	<ul style="list-style-type: none"> Mr Andrew Moffat has in excess of 23 years of corporate and investment banking experience, including serving as a director of Equity Capital Markets and Advisory for BNP Paribas Equities (Australia) Mr Moffat is a Non-Executive Director of 360 Capital Group Limited and was previously Chairman of PNW
 <p>Colm O'Brien Non-Executive Director</p>	<ul style="list-style-type: none"> Mr Colm O'Brien has over 20 years of experience at an executive level, including nine years as a director and CEO with ASX listed media company, Aspermont Limited Mr O'Brien has also worked in international financial services, tier one management consultancy and other industries, and is currently a Director of management consultancy Carrington Partners
 <p>Craig Hutchison Managing Director</p>	<ul style="list-style-type: none"> Mr Craig Hutchison co-founded Crocmedia in 2006 and is the group's current Chief Executive Officer Mr Hutchison has an extensive career in newspapers, radio and television and is a household name in sports journalism having established himself as one of the AFL's greatest news breakers
 <p>Chris Giannopoulos Executive Director</p>	<ul style="list-style-type: none"> Mr Chris Giannopoulos joined Crocmedia in 2011 and is focused on the acquisition of live sports rights and leading Bravo Management Mr Giannopoulos was previously Director of Client Management and New Business at IMG for 14 years
 <p>Jodie Simm General Manager</p>	<ul style="list-style-type: none"> Ms Jodie Simm joined Crocmedia in 2007 and is responsible for operations and finance Ms Simm previously had 10 years of experience with Deloitte Growth Solutions as Client Director consulting to SMEs regarding all tax, business, and accounting issues

Merged Group – Overview

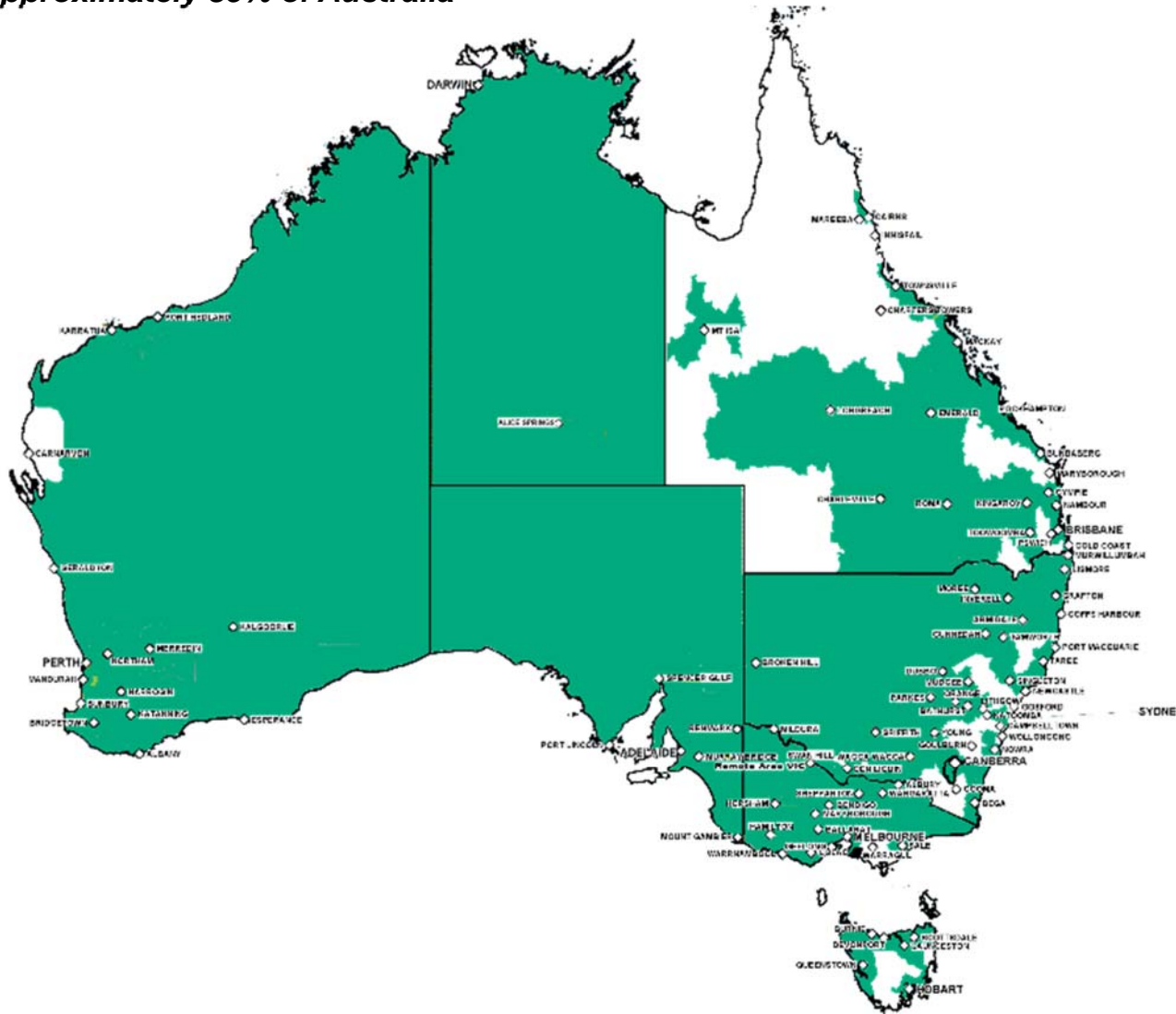
The Merger creates a sports, entertainment and lifestyle content business connecting brands to national audiences, with unique and exclusive content, via owned and syndicated radio stations, television, digital, online, in-stadium, live event and print platforms



1. Reference to NFL relates to the National Football League Super Bowl 2018, please refer to Slide 18 for further details.

Merged Group – Radio Broadcast Footprint

Reaching national and regional audiences via company owned radio licences and multi-year syndication agreements with radio stations across 200 frequencies with an estimated potential audience of 20.5 million listeners across approximately 85% of Australia



QUEENSLAND

- Brisbane
- Brisbane
- Toowoomba/Warwick
- Gympie
- Sunshine Coast
- Mackay/Whitsundays
- Townsville
- Cairns
- Airle
- Rockhampton
- Longreach
- Mt Isa
- Roma
- Charleville
- Kingaroy
- Emerald
- Bundaberg

ACT

Canberra

TASMANIA

Hobart

- Launceston
- Burnie
- Queenstown
- Devonport
- Scotsdale

NORTHERN TERRITORY

Darwin

- Alice Springs
- CAAMA Network

SOUTH AUSTRALIA

Adelaide

- Mt Gambier
- Murray Bridge
- Port Lincoln
- Riverland
- Port Augusta/Whyalla
- Port Pirie/Yorke Peninsula
- FLOW FM

WESTERN AUSTRALIA

Perth

- Geraldton
- Karratha
- Exmouth
- Port Hedland
- Broome
- Bunbury
- Albany
- Bridgetown
- Busselton
- Collie
- Esperance
- Kalgoorlie
- Katanning
- Merridin
- Narrogin
- Northam
- Mandurah
- RED FM

- 4BC
- Talking Lifestyle 882
- 4WK
- 4GY
- Zinc 96.1FM
- 4MK
- Zinc 100.7FM
- 4CA
- 90.7FM
- 4RO
- 4LG
- 4LM
- 4ZR
- 4VL
- 4SB
- 4HI
- 4BU

2CC

HOFM

- LAFM
- 7BU
- 7XS
- 7AD
- 7SD

Mix 104.9FM

- 8HA

FIVEaa

- 5SE
- 5MU
- 5CC
- 5RM
- 5AU
- 5CS

6PR

- 98.1
- 1260am
- 99.7
- 1026am
- 102.9
- 621am
- 6VA 783AM
- 6YB 900AM
- 6TZ 756AM
- 6CI 11134AM
- 6SA 747AM
- 6KG 981AM
- 6WB 1071AM
- 6MD 1098AM
- 6NA 918AM
- 6AM 864AM
- 6MM

NEW SOUTH WALES

- Sydney
- Sydney
- Sydney
- Bega
- Nowra
- Muswellbrook
- Wagga Wagga
- Griffith
- Broken Hill
- Albury
- Newcastle
- Taree
- Port Macquarie
- Coffs Harbour
- Dubbo
- Gunnedah
- Inverell
- Armidale
- Moree
- Mudgee
- Tamworth
- Tweed Coast
- Young
- Parkes
- Orange
- Grafton
- Lismore

VICTORIA

Melbourne

Melbourne

- Geelong
- Shepparton
- Bendigo
- Ballarat
- Colac Sth West
- Horsham Wimmera
- Hamilton West VIC
- Swan Hill The Mallee
- Mildura
- Gippsland Latrobe Valley
- Warrnambool
- Wangaratta
- Echuca/Deniliquin

2GB

- Talking Lifestyle 954
- 2SM
- 2EC
- 2ST
- 2NM
- 2WG
- 2RG
- 2BH
- 2AY
- 2HD
- 2RE
- RADIO 531
- 2HC
- 2DU
- 2MO
- 2NZ
- 2AD
- 2VM
- 2MG
- 2TM
- RADIO 97
- 2LF
- 2PK
- RADIO 1089
- 2GF
- 2LM

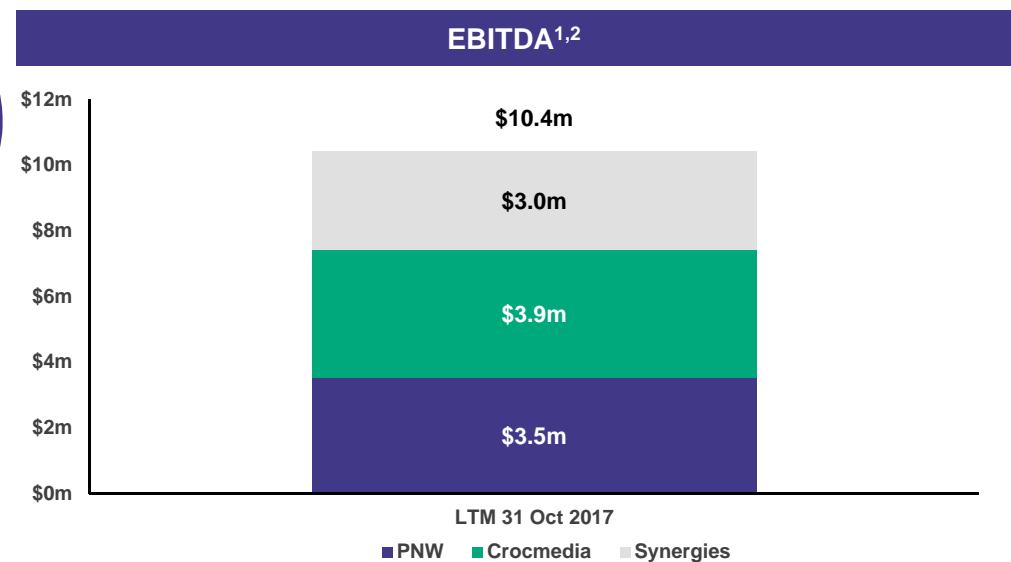
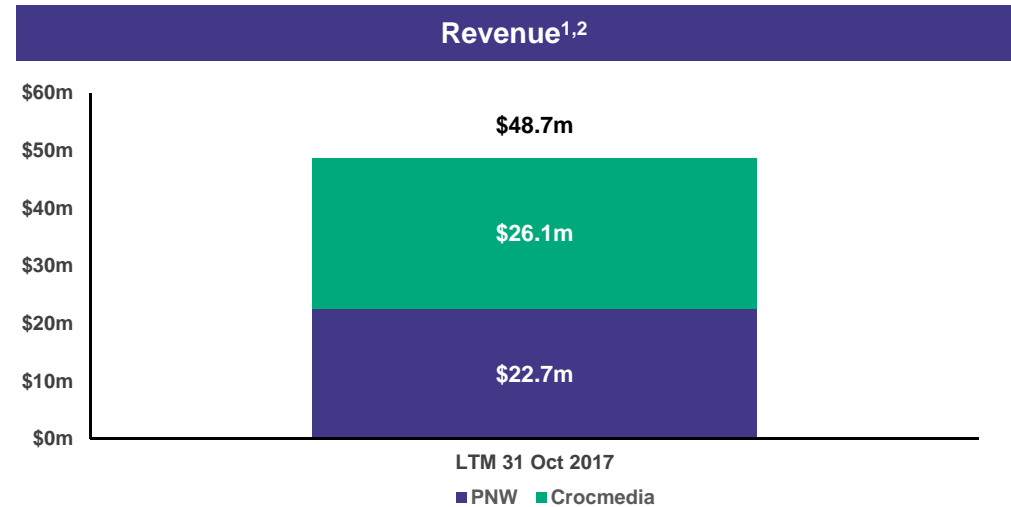
3AW 693

SEN 1116AM

- K-Rock
- 3SR
- 1071am
- 3BA
- 3CS
- 3WM
- 3HA
- 3SH
- 1467am
- Gold 1242
- 3YB
- 3NE
- 2QN

Merged Group – Revenue Sources and Pro Forma Financials

An opportunity to leverage expanded sports, entertainment and lifestyle content to generate multiple revenue opportunities

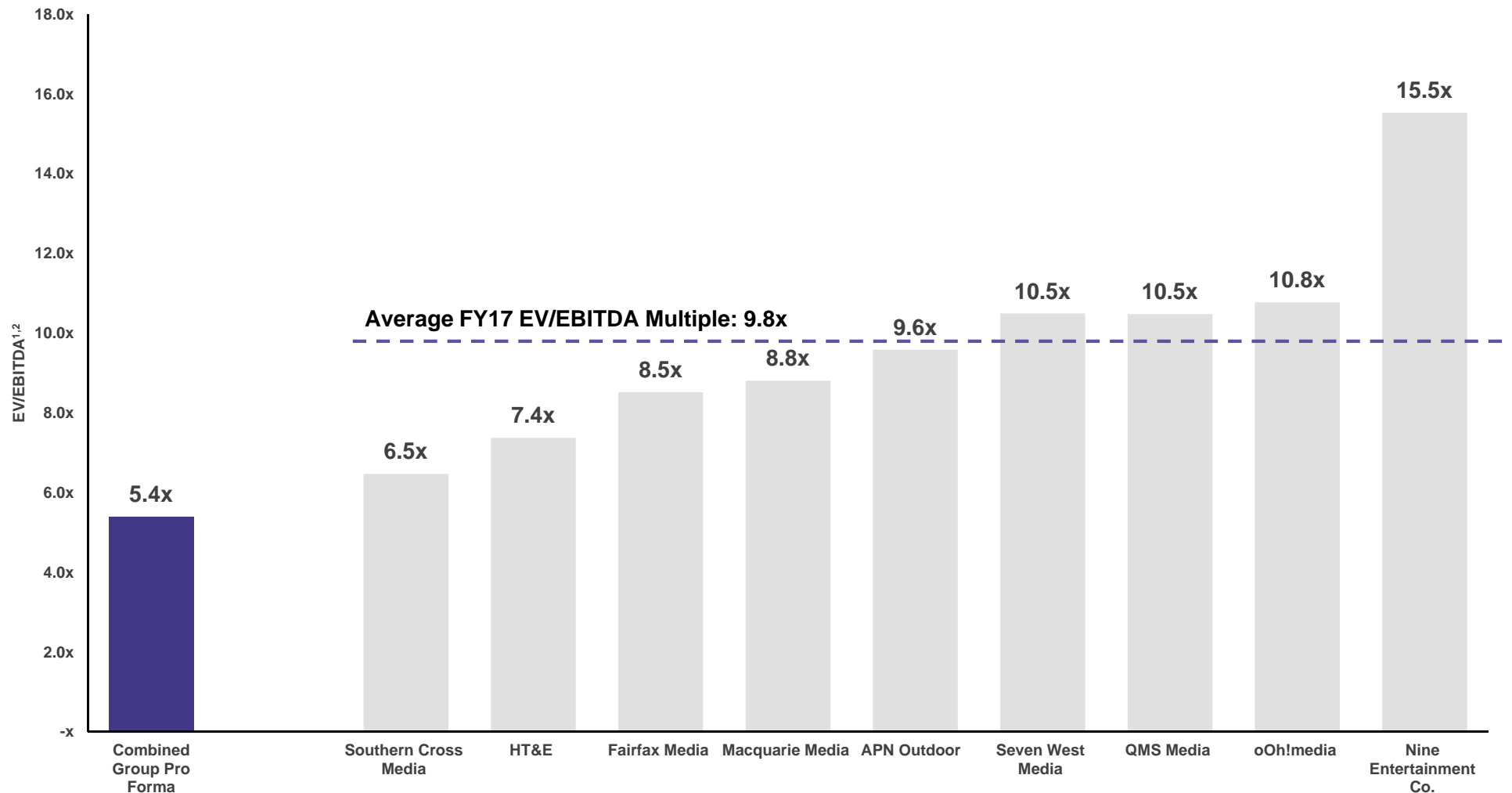


1. PNW's financial statements on which the LTM 31 October 2017 information is based were audited to 30 June 2017, with the balance of the period to 31 October 2017 unaudited. Crocmedia financial information is unaudited. Financial information presented assumes a 100% earnings contribution from Thread.

2. Both PNW and Crocmedia EBITDA have been normalised. EBITDA includes identified pro forma synergies of \$3.0 million (excluding restructuring costs) and includes 100% of Thread earnings.

Comparable Analysis – ASX Listed Media Peers^{1,2}

Domestic media peers traded at an average FY17 EV/EBITDA multiple of 9.8x relative to combined group pro forma LTM October EV/EBITDA multiple of 5.4x



Source: Capital IQ and company analysis.

- All multiples are based on FY17 EBITDA, except for combined group pro forma. Combined group pro forma EV/EBITDA multiple refers to the implied EV/EBITDA multiple based on PNW's latest share price of \$0.30 (6 March 2018), the combined group pro forma balance sheet as at 31 October 2017 and the LTM 31 Oct 2017 normalised EBITDA for the combined group. The combined group pro forma EV/EBITDA multiple is derived from unaudited information of Crocmedia and PNW's audited financial information to 30 June 2017 and unaudited information to 31 October 2017.
- Multiples are based on the latest share price (6 March 2018).

Merger Rationale

Compelling strategic, financial and corporate logic

- 1** *Expanded multi-year sport broadcast rights, talent and production infrastructure - enables more diverse, unique and exclusive content to be created*
- 2** *Enlarged content distribution footprint - reaching national and regional audiences across multiple platforms including owned and syndicated radio stations, television, digital, online, in-stadium, live event and print*
- 3** *Enhanced value proposition to brand partners - providing increased access to national and regional audiences via unique, exclusive and relevant content*
- 4** *Meaningful corporate and financial logic - identified cost synergies, potential revenue opportunities, an experienced board and executive team with significant shareholder alignment, improved access to capital markets and strengthened balance sheet to pursue value enhancing opportunities*

Formal Business

Resolution 1

*“Subject to Resolutions 2, 3, 4, 5, 6, 7, 8, 9 and 10 set out in the notice convening this meeting (**Notice of Meeting**) being passed, for the purposes of section 611 item 7 and for all other purposes, the shareholders of Pacific Star Network Limited (**PNW**) approve and agree to:*

- a) the acquisition by PNW of Crocmedia and the minority interest in Thread;*
- b) the acquisition of the Consideration Shares by the Crocmedia Shareholders and executives;*
- c) the acquisition of Shares by Jodie Simm and Amanda Henderson upon vesting of Performance Rights to be granted under the Special Purpose 2018 PNW Performance Rights Plan;*
- d) the acquisition of further Shares under the Placement by each of Lords Furniture Pty Ltd, Maxipop Pty Ltd, Trevisim Pty Ltd and Leisa Giannopoulos; and*
- e) the acquisition of Shares by Craig Hutchison and Chris Giannopoulos upon vesting of Performance Rights to be granted under the 2018 PNW Performance Rights Plan,*

on the terms and conditions described in the explanatory statement accompanying the Notice of Meeting.”

Resolution 1 – Proxy Voting

For	46,416,826
Against	36,994
Proxy's Discretion	404,548
Abstain	59,438
Excluded	<u>11,342</u> (ineligible to vote)
Total	46,929,148

Resolution 2

*“Subject to Resolution 1, 3, 4, 5, 6, 7, 8, 9 and 10 set out in the notice convening this meeting (**Notice of Meeting**) being passed, that pursuant to and in accordance with item 7 of section 611 of the Corporations Act, and for all other purposes, the shareholders of Pacific Star Network Limited (**PNW**) approve and agree to the acquisition by Viburnum of 33,000,000 Shares under the Placement that will increase the voting power of Viburnum Funds and its Associated Parties to 23.6% on the terms and conditions described in the explanatory statement accompanying the Notice of Meeting.”*

Resolution 2 – Proxy Voting

For	31,921,967
Against	36,997
Proxy's Discretion	404,548
Abstain	14,565,636
Excluded	<u>Nil (ineligible to vote)</u>
Total	46,929,148

Resolution 3

*“Subject to Resolutions 1, 2, 4, 5, 6, 7, 8, 9 and 10 set out in the notice convening this meeting (**Notice of Meeting**) being passed, that pursuant to and in accordance with ASX Listing Rule 7.1 and for all other purposes, the shareholders of Pacific Star Network Limited (**PNW**) approve and agree to the acquisition of a relevant interest by PNW in the Escrowed Shares for the purposes of item 7 of section 611 of the Corporations Act as described in the explanatory statement accompanying the Notice of Meeting.”*

Resolution 3 – Proxy Voting

For	31,915,976
Against	36,646
Proxy's Discretion	404,548
Abstain	14,560,636
Excluded	<u>11,342</u> (ineligible to vote)
Total	46,929,148

Resolution 4

*“Subject to Resolutions 1, 2, 3, 5, 6, 7, 8, 9 and 10 set out in the notice convening this meeting (**Notice of Meeting**) being passed, that pursuant to and in accordance with ASX Listing Rules 7.1 and for all other purposes, the shareholders of Pacific Star Network Limited (**PNW**) approve and agree to the issue and allotment of up to 40,000,000 Shares by way of a placement at an issue price of \$0.25 per Share on the terms and conditions described in the explanatory statement accompanying the Notice of Meeting”*

Resolution 4 – Proxy Voting

For	31,910,628
Against	33,233
Proxy's Discretion	404,896
Abstain	14,569,049
Excluded	<u>11,342</u> (ineligible to vote)
Total	46,929,148

Resolution 5

*“Subject to Resolutions 1, 2, 3, 4, 6, 7, 8, 9 and 10 set out in the notice convening this meeting (**Notice of Meeting**) being passed, that pursuant to and in accordance with ASX Listing Rule 10.11, and for all other purposes, the shareholders of Pacific Star Network Limited (**PNW**) approve and agree for Cowoso Capital to be issued 3,000,000 Shares at \$0.25 per Share under the Placement on the terms and conditions described in the explanatory statement accompanying the Notice of Meeting.”*

Resolution 5 – Proxy Voting

For	46,428,165
Against	37,007
Proxy's Discretion	404,548
Abstain	59,428
Excluded	<u>Nil (ineligible to vote)</u>
Total	46,929,148

Resolution 6

*“Subject to Resolutions 1, 2, 3, 4, 5, 7, 8, 9 and 10 set out in the notice convening this meeting (**Notice of Meeting**) being passed, that pursuant to and in accordance with ASX Listing Rule 7.1, ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, the shareholders of Pacific Star Network Limited (**PNW**) approve and agree to the establishment of the Equity Incentive Plans, the issue of Performance Rights under the terms of the respective Equity Incentive Plan and the issue and/or delivery of Shares upon vesting of the Performance Rights on the terms and conditions described in the explanatory statement accompanying the Notice of Meeting.”*

Resolution 6 – Proxy Voting

For	46,116,594
Against	337,236
Proxy's Discretion	404,548
Abstain	59,428
Excluded	<u>11,342</u> (ineligible to vote)
Total	46,929,148

Resolution 7

*“Subject to Resolutions 1, 2, 3, 4, 5, 6, 8, 9 and 10 set out in the notice convening this meeting (**Notice of Meeting**) being passed, that pursuant to and in accordance with sections 259B(2) and 260C(4) of the Corporations Act and for all other purposes, the shareholders of Pacific Star Network Limited (**PNW**) approve and agree to allow PNW or a subsidiary to acquire shares in PNW and provide financial assistance in respect of Shares to be delivered to participants under the Equity Incentive Plans on the terms and conditions described in the explanatory statement accompanying the Notice of Meeting.”*

Resolution 7 – Proxy Voting

For	46,121,594
Against	328,823
Proxy's Discretion	404,548
Abstain	62,841
Excluded	<u>11,342</u> (ineligible to vote)
Total	46,929,148

Resolution 8

*“Subject to Resolutions 1, 2, 3, 4, 5, 6, 7, 9 and 10 set out in the notice convening this meeting (**Notice of Meeting**) being passed, that pursuant to and in accordance with ASX Listing Rule 10.14 and for all other purposes, the shareholders of Pacific Star Network Limited (**PNW**) approve and agree to the grant of Performance Rights and the issue or delivery of Shares upon vesting of those Performance Rights to Craig Hutchison and Chris Giannopoulos under the 2018 PNW Performance Rights Plan on the terms and conditions described in the explanatory statement accompanying the Notice of Meeting.”*

Resolution 8 – Proxy Voting

For	46,116,594
Against	337,236
Proxy's Discretion	404,548
Abstain	59,428
Excluded	<u>11,342</u> (ineligible to vote)
Total	46,929,148

Resolution 9

*“Subject to Resolutions 1, 2, 3, 4, 5, 6, 7, 8 and 10 set out in the notice convening this meeting being passed, that pursuant to clause 12.3 of the constitution, and for all other purposes, the shareholders of Pacific Star Network Limited (**PNW**) approve and agree to the appointment of Craig Hutchison as a director of PNW.”*

Resolution 9 – Proxy Voting

For	46,403,172
Against	41,646
Proxy's Discretion	404,548
Abstain	79,782
Excluded	<u>Nil (ineligible to vote)</u>
Total	46,929,148

Resolution 10

*“Subject to Resolutions 1, 2, 3, 4, 5, 6, 7, 8 and 9 set out in the notice convening this meeting being passed, that pursuant to clause 12.3 of the constitution, and for all other purposes, the shareholders of Pacific Star Network Limited (**PNW**) approve and agree to the appointment of Chris Giannopoulos as a director of PNW.”*

Resolution 10 – Proxy Voting

For	46,407,966
Against	41,646
Proxy's Discretion	404,548
Abstain	74,988
Excluded	<u>Nil (ineligible to vote)</u>
Total	46,929,148

Conduct Poll

The procedures for filling in the voting papers is as follows:

- a) Proxyholders have attached to their admission card a Summary of Proxy Votes which details the voting instructions, if any, for business items on the appointment documents in your favour.
- b) By completing the voting paper, when instructed to vote in a particular manner, you are deemed to have voted in accordance with those instructions.
- c) In respect of any open votes a proxyholder may be entitled to cast, you need to mark a box beside the motion to indicate how you wish to cast your open votes.
- d) Proxyholders should refer to the Summary of Proxy Votes form attached to your voting paper for further information.
- e) Shareholders also need to mark a box beside the motion to indicate how you wish to cast your votes.
- f) Please ensure you print your name where indicated and sign the voting paper. When you have finished filling in your voting paper, please lodge it in a ballot box, to ensure your votes are counted.

Close of Meeting

As the results of the poll will not be available until after the meeting is closed, they will be released to the ASX and displayed on the Company's website (www.pacificstarnetwork.com.au/investors)