

**Form 604**  
Corporations Act 2001  
Section 571B

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

To Company Name/Scheme Newzulu Limited (Company)

ACN/ARSN 078 661 444

**1. Details of substantial holder (1)**

Name Australian Capital Equity Pty Ltd (ACN 009 412 328) (ACE), Wroxby Pty Ltd (ACN 061 621 921) (Wroxby), North Aston Pty Ltd (ACN 009 387 606) (North Aston), Ashblue Holdings Pty Ltd (ACN 068 180 898) (Ashblue), Tiberius Pty Ltd (ACN 066 327 419) (Tiberius), Tiberius (Seven Investments) Pty Ltd (ACN 608 687 690) (TSI), Mr Kerry Matthew Stokes AC (KM Stokes).

ACN/ARSN (if applicable) As above

There was a change in the interests of the substantial holder on

2/06/2017

The previous notice was given to the company on

5/07/2016

The previous notice was dated

5/07/2016

**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 (2) had a relevant interest (3) 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 (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	268,846,610	18.35% (based on 1,451,059,639 ordinary shares)	1,602,466,223	21.92% (based on 7,310,162,145 ordinary shares)

**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 of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (cash) (7)	Class and number of securities affected	Person's votes affected
02/06/2017	KM Stokes (arising from the shareholdings in Seven Group Holdings Limited ACN 142 003 469 (SGH) of Wroxby, North Aston, TSI and Ashblue, which in turn has a relevant interest in shares held by Seven West Media Investments Pty Limited ACN 149 356 007 (SWMI))	Acquisition of shares by SWMI under 17:5 underwritten renounceable entitlement issue completed on 2 June 2017 (including as sub-underwriter). SGH has a relevant interest in the shares in the Company in which SWMI has a relevant interest. KM Stokes in turn has a relevant interest in those same shares by virtue of his interest in SGH.	\$0.001 per ordinary share	1,333,619,613 ordinary shares	1,333,619,613

#### 4. Present relevant interests

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
KM Stokes (arising from the shareholdings in SGH of Wroxby, North Aston, TSI and Ashblue)	SWM	SWM	Wroxby, North Aston, TSI and Ashblue collectively hold 207,304,349 ordinary shares in SGH, which shares collectively confer voting power of approximately 73.71%. The relevant interest of KM Stokes arises under section 608(3)(b) of the Corporations Act 2001 (Cth) (Act), being a relevant interest held through bodies corporate (Wroxby, North Aston, TSI and Ashblue) that he controls. SGH has disclosed a relevant interest in 1,602,466,223 ordinary shares in the Company by Notice of Change in Interests of Substantial Holder dated 7 June 2017.  As KM Stokes is not entitled to be registered as holder of the shares, his ability to vote and dispose of these shares is qualified accordingly. None of the entities listed below in this section 4 are associates of KM Stokes.	1,602,466,223 ordinary shares	1,602,466,223
SGH, Network Investment Holdings Pty Ltd (Network Investment) and each other member of the SGH Group as set out in Annexure A	SWM	SWM	Network Investment's relevant interest arises under section 608(3)(a) of the Act as Network Investment has a relevant interest in 618,711,654 ordinary shares in Seven West Media Limited (SWM), conferring voting power in excess of 20% in SWM. SWM has disclosed a relevant interest in 1,602,466,223 ordinary shares in the Company by Notice of change of interests of substantial holder dated 7 June 2017.  SGH and each SGH Group entity (other than Network Investment) is an associate of and/or controls Network Investment, and accordingly has a relevant interest in the same shares in the Company as SWM under paragraphs 608(3)(a) or 608(3)(b) of the Act.  As none of these entities are entitled to be registered as holder of the shares, each entity's ability to vote and dispose of these shares is qualified accordingly	1,602,466,223 ordinary shares	1,602,466,223

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and applicable	ACN/ARSN (if applicable)	Nature of association
N/A		N/A

#### 6. Addresses

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

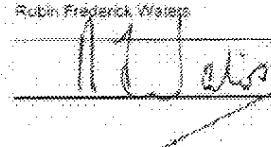
Name	Address
ACE, Wroxby, North Aston, Ashblue, Tiberius, TSI	Level 3, 30 Kings Park Road, West Perth, WA 6005
KM Stokes	c/- Level 3, 30 Kings Park Road, West Perth, WA 6005

SGH	Level 2, 36 - 42 Pirrama Road, Pyrmont, NSW, 2009
SGH Group entities	See Annexure A

## Signature

print name Robin Frederick Weiers capacity Director / Attorney

sign here



Date 6/06/2017

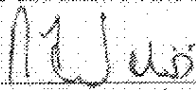
## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 8 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in Sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisition, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**Annexure 'A'**

This is Annexure 'A' of 2 pages referred to in the Form 604 (Notice of change of interests of substantial holder), signed by me and dated 8 June 2017.

  
 Robin Frederick Waters  
 Director / Attorney

**SGH Group entities**

Entity	ACN
ATPH Pty. Limited	128 476 120
ATP1 Pty. Limited	128 478 311
ATP2 Pty. Limited	128 480 491
ATP3 Pty. Limited	128 482 684
C7 Pty. Limited	082 901 442
Direct Target Access Pty. Limited	072 507 227
Industrial Investment Holdings Pty Limited	166 596 710
Kimlin Holdings Pty. Limited	112 288 445
Manooka Holdings Pty. Limited	092 680 245
Miltonstar Pty. Limited	074 811 144
Network Investment Holdings Pty. Limited	078 448 512
Point Pty. Limited	009 643 501
Realtime Reporters Pty. Limited	009 371 055
Seven Custodians Pty. Limited	089 327 551
Seven Entertainment Pty. Limited	085 598 429
Seven Finance Pty. Limited	115 082 196
Seven Media Group Pty. Limited	116 850 607
Seven (National) Pty. Limited	153 299 159
Seven Network (United States) Inc.	N/A
Seven Network Limited	052 816 789
Seven Network Nominees Pty. Limited	060 687 861
Seven Network Investments Pty. Limited	078 267 759
Seven Network International Limited	065 640 075
SGH Productions Pty. Limited	091 398 471
Seven Resources Pty. Limited	092 422 032
Seven (WAN) Pty. Limited	122 263 129
SGH Communications Pty. Limited	069 582 900
SGH Energy (No 1) Pty Limited	168 933 355
SGH Energy (No 2) Pty Limited	168 935 644
SMG Executives Pty. Limited	128 792 003
SMG FINCO Pty. Limited	122 728 321
SNZ Pty. Limited	124 503 028
Specialised Investments Pty Limited	163 941 884
Taliglen Pty. Limited	058 439 786
WesTrac Holdings Pty. Limited	009 336 109
SGH Energy Pty Limited	069 818 278
SGH Energy Aust. Pty Limited	090 835 608
SGH Energy Corporate Pty Limited	123 237 712
SGH Energy NTP66 Pty Limited	123 243 470
SGH Energy Services Pty Limited	113 220 670
SGH Energy VICP56 Pty Limited	125 038 142
SGH Energy WA377P Pty Limited	123 243 274
SGH Energy WA Pty Limited	113 911 274
SGH Energy NV Pty Limited	124 180 070
SGH Energy VICP54 Pty Limited	108 405 009

All companies listed above have a registered office located at Level 2, 38 – 42 Pirrama Road, Pyrmont, NSW, 2009 except Seven Network (United States) Inc: 1013 Centre Road, City of Wilmington, Delaware, USA

Entity	ACN
Allight Holdings Pty. Ltd	070 926 555
AllightPrimax FZCO	N/A
AllightSykes Pty. Ltd	053 434 807
Allight Sykes SA (Proprietary) Limited	N/A
FGW Pacific Pty. Ltd	085 531 353
Liaoning WesTrac Machinery Equipment Limited (incorporated in China)	N/A
Mining Equipment Spares Pty. Ltd	133 869 191
National Hire Facilitation Pty. Limited	128 890 442
National Hire Group Limited	076 688 938
Priority People Solutions Pty. Ltd	147 979 548
PT Allightsykes	N/A
Primax USA Inc (incorporated in the USA)	N/A
Pump Rentals Pty. Ltd	057 090 561
Sitech (Beijing) Engineering Technology Development Company Limited (incorporated in China)	N/A
Sitech Solutions Pty. Limited	137 343 090
Sitech (WA) Pty. Ltd	139 286 454
Sykes Group Pty. Limited	004 093 752
Sykes Fleet Services Pty. Limited	074 656 027
Sykes New Zealand Limited (incorporated in New Zealand)	N/A
Tianjin WesTrac Machinery Equipment Limited (incorporated in China)	N/A
Weishan (Beijing) Machinery Equipment Ltd (incorporated in China)	N/A
WesTrac (Beijing) Machinery Equipment Limited (incorporated in China)	N/A
WesTrac China Limited (incorporated in Hong Kong)	N/A
WesTrac (China) Machinery Equipment Limited (incorporated in China)	N/A
WesTrac Hong Kong Limited (incorporated in Hong Kong)	N/A
WesTrac Pty. Ltd	009 342 572
WesTrac Machinery Distribution Pty Limited	155 500 413

All companies registered in Australia listed above have a registered office located at 12 Hoskins Road, Landsdale, WA, 6065, except:

- Sitech (WA) Pty Ltd: 128 Great Eastern Highway, South Guildford, WA, 6055
- Mining Equipment Spares Pty Ltd: 327 Victoria Road, Malaga, WA, 6090
- Priority People Solutions Pty Ltd: Level 2, 38 – 42 Pirrama Road, Pyrmont, NSW, 2009
- Sitech Solutions Pty Limited: 33 Allison Street, Bowen Hills, QLD, 4006
- Allight Sykes SA (Proprietary) Limited: 2 Eglin Road, Sunning Hill, South Africa, 2157
- PT Allightsykes: Jl Proklamasi #38 RT 32, Balikpapan, Indonesia
- AllightPrimax FZCO: Plot No. S50119, Jebel Ali Free Zone South, Dubai, UAE