



10 October 2018

Company Announcements Office
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

By electronic lodgment

Total Pages: 11 (including covering letter)

Dear Sir / Madam

Notice of AGM and Proxy Form

Attached is a copy of the 2018 Notice of Annual General Meeting and Proxy Form for shareholders which will be dispatched to shareholders along with the 2018 Annual Report today.

The 2018 Annual Report was lodged separately with ASX on 21 August 2018.

Yours faithfully

Warren Coatsworth
Company Secretary



SEVEN WEST MEDIA

ABN 91 053 480 845

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Seven West Media Limited ("the Company") will be held at Doltone House, (North Pier Room), Jones Bay Wharf, Piers 19–21 Upper Deck, 26–32, Pirrama Road, Pyrmont, New South Wales 2009 on Wednesday, 14 November 2018 at 10.00am (Sydney time).

The Annual General Meeting will be webcast live. Details for accessing the webcast will be posted on the Company's website (www.sevenwestmedia.com.au) in advance of the meeting.

Items of Business

Financial Statements

1. To receive and consider the financial statements of the Company and the entities it controlled for the year ended 30 June 2018, together with the Directors' and Auditor's reports for that period.

Note: There is no requirement for members to approve these statements or reports, and therefore no vote will be held on this item.

Re-election and Election of Directors

2. To consider and, if thought fit, pass the following ordinary resolution:
That Mr David Evans (who, in accordance with the Company's Constitution retires by rotation and, being eligible, offers himself for re-election), be re-elected as a Director of the Company.
3. To consider and, if thought fit, pass the following ordinary resolution:
That Mr Michael Malone (who, in accordance with the Company's Constitution retires by rotation and, being eligible, offers himself for re-election), be re-elected as a Director of the Company.
4. To consider and, if thought fit, pass the following ordinary resolution:
That Ms Teresa Dyson (who, having been appointed by the Board as a Director since the last Annual General Meeting, retires in accordance with the Company's Constitution and, being eligible, offers herself for election), be elected as a Director of the Company.
5. To consider and, if thought fit, pass the following ordinary resolution:
That Mr Michael Ziegelaar (who, having been appointed by the Board as a Director since the last Annual General Meeting, retires in accordance with the Company's Constitution and, being eligible, offers himself for election), be elected as a Director of the Company.

Remuneration Report

6. To consider and, if thought fit, pass the following non-binding resolution:
That the Remuneration Report for the year ended 30 June 2018 be adopted.

Notes:

- *The vote on this resolution is advisory only and does not bind the Directors or the Company.*
- *The Directors will consider the outcome of the vote and comments made by members on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.*
- *A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes for Item 6.*

Grant of Performance Rights to Managing Director & Chief Executive Officer

7. To consider and, if thought fit, pass the following ordinary resolution:
That approval be given under ASX Listing Rule 10.14 and for all other purposes for the grant of 1,214,953 Performance Rights to the Managing Director & Chief Executive Officer ("MD & CEO"), Mr Tim Worner, under the Seven West Media Equity Incentive Plan, on the terms summarised in the Explanatory Notes.

Note:

- *A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes for Item 7.*

Refer to the Explanatory Notes for further information on the proposed resolutions.

BY ORDER OF THE BOARD



Warren Coatsworth
Company Secretary

10 October 2018

Explanatory Notes to the Notice of Annual General Meeting to be held on Wednesday, 14 November 2018

The Explanatory Notes are presented to members to provide them with information concerning each of the resolutions to be considered at the Company's 2018 Annual General Meeting.

Each of the resolutions to be considered by members are ordinary resolutions, requiring the approval of more than 50% of the votes cast by members who are entitled to vote and are present in person, or by an attorney, representative or proxy at the Annual General Meeting.

Items 2 to 5 – Re-Election and Election of Directors

For the reasons set out later in these Explanatory Notes, the Board, excluding the Director to whom each resolution relates, unanimously recommends that members vote in favour of the re-election of Messrs David Evans and Michael Malone and the election of Ms Teresa Dyson and Mr Michael Ziegelaar.

In accordance with the Company's Constitution, at every Annual General Meeting, the following of the Company's Directors must retire from office and are eligible for re-election:

- one third of the Directors (rounded down to the nearest whole number), excluding Directors appointed since the last Annual General Meeting and the Managing Director & Chief Executive Officer; and
- any Director who, if he or she does not retire, will at the conclusion of the meeting have been in office for three or more years and for three or more Annual General Meetings since he or she was last elected.

On this basis Messrs David Evans and Michael Malone retire, and offer themselves for re-election (see, respectively, Items 2 and 3 under 'Items of Business').

Under the Company's Constitution and the ASX Listing Rules, any Director appointed by the Board during the year (as an additional Director or to fill a casual vacancy) may only hold office until the next Annual General Meeting, at which time the Director can offer herself or himself for election.

On this basis, Ms Teresa Dyson and Mr Michael Ziegelaar, who were each appointed a Director on 2 November 2017, offer themselves for election (see, respectively Items 4 and 5 under 'Items of Business').

As Managing Director & Chief Executive Officer, Mr Tim Worner is not required to stand for election under the Constitution or the ASX Listing Rules.

Set out below are short biographies of the Directors standing for re-election and election.

Mr David Evans Independent Non-Executive Director

Mr Evans was appointed to the Board on 21 August 2012.

He is a member of the Audit & Risk Committee and is a member of the Remuneration & Nomination Committee.

Mr Evans is the Executive Chairman of Evans Dixon Pty Ltd. Mr Evans established Evans and Partners Pty Ltd, the investment advisory company, in June 2007.

Since 1990, he has worked in a variety of roles within JB Were & Son, and then the merged entity Goldman Sachs JBWere Pty Ltd. Prior to establishing Evans and Partners Mr Evans ran Goldman Sachs JBWere's Private Wealth business and the Institutional Equities business. His most recent role at GSJBW was as Managing Director and Chief of Staff.

Mr Evans is a member of the Victorian Police Corporate Advisory Group and Chairman of Cricket Australia's Investment Committee.

Mr Evans brings a deep knowledge of financial, banking and commercial matters to the Board. His business acumen and understanding of company management and economic conditions is brought to bear in the testing and consideration of management's strategy and execution of strategy as well as in relation to the assessment of the Company's financial and non-financial risks.

Having served on the Board since 2012, Mr Evans has acquired valuable insights into the Company and the industries in which it operates. His proposed re-election provides continuity on the Board and its Committees.

Mr Michael Malone Independent Non-Executive Director

Mr Malone was appointed to the Board on 24 June 2015.

He is a member of the Audit & Risk Committee.

Mr Malone founded iiNet Limited in 1993 and continued as CEO until retiring in 2014. During his tenure, iiNet grew to service one million households and businesses, with revenues of one billion dollars and a market cap of over one billion dollars. He has been recognised with a raft of industry accolades, including 2012 Australian Entrepreneur of the Year, CEO of the Year in the Australian Telecom Awards and National Customer Service CEO of the Year in the CSIA's Australian Service Excellence Awards.

Mr Malone presently sits on the board as a non-executive Director of NBN Co and ASX listed SpeedCast Limited, Dreamscape Networks Limited and is the Chairman on Superloop Limited. He is a founder of Diamond Cyber, an IT security firm in Perth. He is also a Director of Axicom Pty Limited and a member of the Advisory Committee of the Regional and Small Publishers Innovation Fund.

Mr Malone is a highly experienced listed company CEO and company director who has a proven track record as an entrepreneur and in building shareholder value. He brings this mindset and expertise to his role on the Board and its Committees.

Mr Malone's technical and strategic understanding of technology is particularly valuable to the Board and Management as the Company continues to drive innovation and change through technology to reduce the Company's cost base, respond to digital disruption and exploit opportunities in the marketplace.

Ms Teresa Dyson
Independent Non-Executive Director

Ms Dyson was appointed to the Board on 2 November 2017.

She is Chairman of the Audit and Risk Committee.

Ms Dyson is currently a director of Power & Water Corporation (NT), Energy Queensland, Genex Power Limited, Gold Coast Hospital and Health Board, Fare Limited, UN Women National Committee Australia Ltd and Opera Queensland and is a member of the Foreign Investment Review Board and the Takeovers Panel.

Ms Dyson holds a Masters of Applied Finance from Macquarie University. She graduated with a Bachelor of Laws (Honours), a Bachelor of Arts and a Masters of Taxation from the University of Queensland and is a graduate of the Australian Institute of Company Directors.

Ms Dyson is an experienced company director, with a broad range of expertise across public and private sectors. She has been closely involved in strategic decision making in business and organisational structuring, covering the financial services, transport, energy and resources sectors, as well as infrastructure projects. Ms Dyson brings skills and experience in financial, regulatory, legal matters as well as in governance and risk management to the Board.

As Ms Dyson is principally based in Queensland she gives the Board insights to issues and conditions impacting the Company's performance in that market. Her proposed election also provides fresh perspectives on the Board and orderly succession on the Audit & Risk Committee through Ms Dyson's appointment as Chairman of that Committee.

Mr Michael Ziegelaar
Independent Non-Executive Director

Mr Ziegelaar was appointed to the Board on 2 November 2017.

Mr Ziegelaar is a senior partner of global law firm Herbert Smith Freehills ("HSF"), where he is the Co-Head of Australian Equity Capital Markets. He specialises in corporate, equity capital markets and M&A transactions and has acted for a wide range of clients across various industries. HSF provides certain legal services to the Company. The legal services provided by HSF are not considered material having regard to the Company's disclosed quantitative materiality threshold and given that Mr Ziegelaar is not involved in providing the services. As disclosed in the Company's Corporate Governance Statement, the Board is satisfied that Mr Ziegelaar's role with HSF does not interfere with the exercise of his judgment as a Non-Executive Director of the Company.

Mr Ziegelaar is also a non-executive director of the Burnet Institute.

He holds a Bachelor of Laws (Hons), a Bachelor of Economics (majoring in Accounting and Corporate Finance) and a Master of Laws (majoring in Commercial Law) from Monash University.

Mr Ziegelaar is a highly credentialed corporate lawyer with deep legal and commercial experience gained through advising on many of Australia's largest corporate transactions. He contributes broad skills in law, mergers and acquisitions, fundraising, governance, finance and business development to the Board and connects the Company to the business community in Victoria where he is based.

The Chairman intends to vote all available proxies in favour of all of the above Items of Business.

Item 6 – Remuneration Report

The Board unanimously recommends that members vote in favour of the Remuneration Report.

The Corporations Act requires listed companies to put the Remuneration Report for each financial year to a resolution of members at their Annual General Meeting. The Remuneration Report for the year ended 30 June 2018 can be found on pages 62 to 88 of the Company's Annual Report and covers director and executive remuneration. Under the Corporations Act, the vote on the Remuneration Report is advisory only and does not bind the Directors or the Company, and does not affect the employment arrangements in place for employees of the Company and its subsidiaries.

The Board will consider the outcome of the vote and comments made by members on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

In summary, the Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of Directors, secretaries and executives of the Company;
- explains the relationship between the Board's Remuneration Policy and the Company's performance;
- details and explains any performance conditions applicable to the remuneration of Directors, secretaries and senior managers of the Company; and
- sets out remuneration details for the key management personnel of the Company, which includes each Director.

Voting Exclusion Statement

The Company will disregard any votes cast on Item 6:

- by or on behalf of a Director or other key management personnel of the Company named in the Remuneration Report for the year ended 30 June 2018, or any of their respective closely related parties (as that term is defined in the Corporations Act, which includes certain of their family members, dependents and companies they control) ("Closely Related Parties") regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the key management personnel of the Company at the date of the meeting or any of their Closely Related Parties.

The only circumstances in which a vote cast on Item 6 by a member of the key management personnel of the Company or their Closely Related Parties will be counted is if that person votes as a proxy for a member who is entitled to vote on Item 6 and either the proxy:

- votes in accordance with the member's direction as to how to vote, as set out on the proxy form; or
- is the Chairman of the meeting and votes pursuant to an express authorisation to vote as the proxy as he sees fit, even though Item 6 is connected with the remuneration of the key management personnel.

Accordingly, if you appoint as your proxy a member of the key management personnel of the Company (other than the Chairman of the meeting) or one of their Closely Related Parties, you are encouraged to direct your proxy how to vote on Item 6 (Remuneration Report) by marking either “For”, “Against” or “Abstain” on the corresponding section of the proxy form, in accordance with the instructions on that form. If you appoint the Chairman of the meeting as your proxy, or if the Chairman is appointed as your proxy by default, and you do not direct the Chairman how to vote on Item 6 on the proxy form, by submitting the proxy form, you will be expressly authorising the Chairman to vote the shares the subject of your proxy as he sees fit.

The Chairman intends to vote all available proxies in favour of this Item of Business.

Item 7 – Grant of Performance Rights to the MD & CEO

The Board, excluding Mr Tim Worner, unanimously recommends that members vote in favour of the grant of Performance Rights to the MD & CEO.

As highlighted in the Remuneration Report of the Company's FY18 Annual Report, the Company introduced a new Long Term Incentive Plan (“LTI Plan”) for its executives during FY18. The purpose of the change was to ensure the Company's executive remuneration framework supports the Company's strategic objectives and aligns both Company and individual performance with remuneration outcomes.

These changes, introduced in FY18, will also apply to the Performance Rights (“Performance Rights”) to be awarded for the FY19 grant under the LTI Plan (“2019 LTI Grant”).

Approvals Sought

Shareholders are asked to approve the grant of 1,214,953 Performance Rights to Mr Worner under the LTI Plan on the terms and conditions summarised in these Explanatory Notes.

ASX Listing Rule 10.14 requires shareholder approval to be obtained before a Director can be issued Shares in the Company under an employee incentive scheme, but shareholder approval is not required if the terms of the scheme require the Shares to be purchased on market. It is currently intended that Shares will be acquired on market to satisfy any Performance Rights that vest. However, approval is being sought under ASX Listing Rule 10.14 to provide flexibility for the Company to satisfy Performance Rights under the LTI Plan with new Shares, if that is considered appropriate in the future.

Approval of this resolution under Listing Rule 10.14 will also result in the Performance Rights granted to Mr Worner being included as an exception to ASX Listing Rule 7.1. This means the Performance Rights granted to Mr Worner, and any Shares issued for the purpose of the 2019 LTI Grant, will not use up part of the Company's 15% available under ASX Listing Rule 7.1.

Further details of Mr Worner's executive remuneration package can be found on pages 62 to 88 of the 2018 Annual Report.

Key Elements of the 2019 LTI Grant to Mr Worner

	Description
Number of Performance Rights and Other Details of the FY19 Grant	<p>The Board proposes to grant Mr Worner 1,214,953 Performance Rights to acquire shares in the Company in respect of FY19 based on an FY19 LTI Grant value of \$1.3 million.</p> <p>This grant represents the long-term incentive component of Mr Worner's remuneration package.</p> <p>The maximum grant of 1,214,953 Performance Rights has been calculated as follows:</p> $\frac{\text{2019 LTI Grant value of \$1.3 million (being 50\% of Mr Worner's fixed remuneration)}}{\text{divided by}}$ <p>The five-day volume weighted average price (“VWAP”) of a Company share following release of FY18 full-year results adjusted for expected dividends during the vesting period (\$1.07).</p>
LTI Plan Vehicle	<p>Each Performance Right is a right to acquire one fully paid ordinary share in the Company at no cost upon satisfaction of the vesting conditions.</p> <p>Performance Rights will vest subject to Mr Worner's continued employment with the Company and satisfaction of the performance hurdles over a three-year performance period commencing 1 July 2018 and ending on 30 June 2021.</p> <p>Performance Rights do not carry any dividend or voting rights.</p>
Date of Grant	If shareholder approval is obtained, Performance Rights will be granted to Mr Worner shortly after the meeting but, in any event, within 12 months after the date of the meeting.

Key Elements of the 2019 LTI Grant to Mr Worner

	Description								
Performance Hurdles	<p>Performance Rights are subject to continued employment with SWM, a single relative Total Shareholder Return ("RTSR") performance hurdle and an individual performance condition.</p> <p>Relative Total Shareholder Return Performance</p> <p>Performance Rights are subject to a hurdle based on the Company's total shareholder return relative to the S&P/ASX 200 Consumer Discretionary Index ("Index").</p> <p>The vesting schedule based on TSR performance over the three (3) year performance period is summarised in the following table:</p> <table> <tr> <th>Company's TSR performance relative to the Index over the performance period</th><th>Proportion of Performance Rights available to vest (%)</th></tr> <tr> <td>Outperform Index by at least 10% or more</td><td>100%</td></tr> <tr> <td>Outperform Index by up to 10%</td><td>Straight-line between 50% and 100%</td></tr> <tr> <td>Equal to or less than Index</td><td>Nil</td></tr> </table> <p>Individual Performance</p> <p>To the extent any Performance Rights become available to vest based on the Company's TSR performance against the Index, the percentage of Performance Rights that vest will be determined based on the executive's individual Key Performance Indicator ("KPI") outcomes over the three (3) year performance period.</p> <p>The number of Performance Rights that vest will be calculated based on the following formula:</p> $\begin{array}{c} \text{Number of Performance Rights available to vest, based on TSR performance} \\ \text{multiplied by} \\ \text{The average of the executive's individual KPI outcomes (expressed as a percentage)} \\ \text{for the relevant three (3) financial years of the performance period.} \end{array}$	Company's TSR performance relative to the Index over the performance period	Proportion of Performance Rights available to vest (%)	Outperform Index by at least 10% or more	100%	Outperform Index by up to 10%	Straight-line between 50% and 100%	Equal to or less than Index	Nil
Company's TSR performance relative to the Index over the performance period	Proportion of Performance Rights available to vest (%)								
Outperform Index by at least 10% or more	100%								
Outperform Index by up to 10%	Straight-line between 50% and 100%								
Equal to or less than Index	Nil								
Performance Period and Vesting	<p>The performance period is three (3) years, commencing 1 July 2018 and ending on 30 June 2021.</p> <p>Any Performance Rights that do not vest following testing of the performance hurdles at the end of the performance period will lapse.</p>								
Testing of Performance Hurdles	<p>Testing of the performance hurdles is expected to occur in August 2021, shortly after the announcement of SWM's full-year results for the financial year ending 30 June 2021. Any Performance Rights that do not vest after testing will automatically lapse.</p> <p>In assessing performance against the performance hurdles, the Remuneration & Nomination Committee, in its absolute discretion, may make any adjustments having regard to any matters that it considers relevant, including adjusting for abnormal or unusual factors that are outside of management's control.</p>								
Allocation of Shares	<p>Following testing of the performance hurdles and determination of the level of vesting of Performance Rights, one Share in the Company will be allocated in relation to each Performance Right that vests.</p> <p>It is the present intention of the Board that no new Shares will be issued to satisfy the Company's obligation to allocate shares on vesting.</p>								
Trading Restrictions	<p>Shares allocated on vesting of Performance Rights will be subject to an additional trading restriction for a period of 12 months following vesting.</p> <p>During this trading restriction period, Mr Worner will not be able to sell or otherwise deal in the shares.</p> <p>Mr Worner is also able to elect that the shares be subject to an additional trading restriction for up to a further three years.</p> <p>The trading restriction will be lifted earlier upon cessation of employment or in other circumstances approved by the Board.</p>								
Price Payable for Securities	<p>No amount will be payable by Mr Worner in respect of the grant of Performance Rights, nor in respect of any shares allocated upon vesting of the Performance Rights.</p>								
Cessation of employment	<p>If Mr Worner ceases employment with the Company before the end of the performance period, his entitlement to the unvested Performance Rights (if any) will depend on the circumstances of cessation.</p> <p>All unvested Performance Rights will lapse in the event of gross misconduct, termination for cause, or certain other circumstances (which would normally include resignation) determined by the Board.</p> <p>If Mr Worner ceases employment in other circumstances, unless the Board determines otherwise, unvested Performance Rights will not lapse and will be tested at the end of the performance period, based on the original performance hurdles.</p> <p>The Board has discretion to determine another treatment that it deems appropriate in the circumstances including that:</p> <ul style="list-style-type: none"> ▪ all or a portion of Performance Rights lapse at cessation; or ▪ a pro-rata number of Performance Rights vest based on the time worked during the performance period and the extent to which the performance hurdles have been achieved at the time of ceasing employment. 								

**Key Elements of
the 2019 LTI Grant
to Mr Worner**

	Description
Change of Control	<p>In the event of:</p> <ul style="list-style-type: none"> a takeover bid being made, recommended by the Board or becoming unconditional; a merger, scheme of arrangement, reconstruction or winding up of the Company being put to shareholders; or any other transaction, event or state of affairs that the Board reasonably expects will result in a change in Control of the Company, <p>some or all of Mr Worner's Performance Rights may vest at the Board's discretion, having regard to the nature of the change of control and the extent to which performance has been (or deemed to have been achieved), and the period that has elapsed.</p>
Adjustments	In the event the Company undertakes a corporate action or capital reconstruction (including, for example, a bonus or rights issue, or a capital reorganisation), the Board, having regard to the ASX Listing Rules, may adjust the terms of Performance Rights in order to ensure that no material advantage or disadvantage accrues to the holder.
Other Information	<p>No other director in the Company other than Mr Worner is eligible to participate in the LTI Plan.</p> <p>At the 2017 Annual General Meeting ("AGM"), shareholders approved the grant of the maximum of 2,037,617 Performance Rights to Mr Worner under the LTI Plan. Since the 2017 AGM (being the date of the last approval) 2,037,617 Performance Rights were granted to Mr Worner under the LTI Plan. This grant of Performance Rights was made on 1 February 2018 and no amount was payable for that grant.</p>

Voting exclusion statement

The Company will disregard any votes on Item 7:

- cast in favour of the resolution by or on behalf of the MD & CEO or any of his associates (regardless of the capacity in which the vote is cast); or
- cast as a proxy by any of the Company's key management personnel at the date of the meeting or their Closely Related Parties.

However, the Company need not disregard a vote if it is cast by a person as a proxy for a person entitled to vote on Item 7:

- in accordance with the directions on the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation to vote as the proxy decides, even though Item 7 is connected with the remuneration of the key management personnel.

The Chairman intends to vote all available proxies in favour of this Item of Business.

Notes

- A member is entitled to appoint a proxy. A member who is entitled to cast two or more votes is entitled to appoint up to two proxies. If two proxies are appointed by a member, that member may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes. If a member appoints the Chairman of the meeting or another Director of the Company as proxy and does not direct that person how to vote on an item of business, the Chairman or other Director intends to vote available proxies in favour of each of the proposed resolutions set out in this Notice of Annual General Meeting.
- Voting exclusions apply to Item 6 (Remuneration Report) and to Item 7 (Grant of Performance Rights to the MD & CEO), details of which are set out in the Explanatory Notes.
Unless the Chairman of the meeting is your proxy, members of the key management personnel of the Company (including the Directors) and their Closely Related Parties (as defined under the Corporations Act 2001, which includes spouses, dependents and companies they control) will not be able to vote as a proxy on Item 6 or Item 7 unless you direct them how to vote on the proxy form. If you intend to appoint one of these individuals as your proxy, you should ensure that you direct that person how to vote on Item 6 and Item 7.

If you appoint the Chairman of the meeting as your proxy, or if the Chairman is appointed as your proxy by default, you may:

- direct the Chairman how to vote on Item 6 and Item 7 by marking either "For", "Against" or "Abstain" on the section of the proxy form corresponding to Item 6 and Item 7, in accordance with the directions on that form; or
 - not direct the Chairman how to vote on Item 6 and Item 7, in which case, by submitting the proxy form, you will be expressly authorising the Chairman to vote the undirected proxy as he sees fit even though these Items are connected with the remuneration of the key management personnel of the Company.
- For the purpose of determining a person's entitlement to vote at the meeting, a person will be recognised as a member and the holder of shares if that person is registered as a holder of those shares at 7.00 pm (Sydney time) on Monday, 12 November 2018.
 - A proxy need not be a member of the Company.
 - Duly completed proxy forms must be returned to the Secretary, Seven West Media Limited, either at:
 - Company Secretariat, Level 2, 38 – 42 Pirrama Road, Pyrmont NSW 2009 or fax number: 02 8777 7192; or
 - Boardroom Pty Limited, Level 12, Grosvenor Place, 225 George Street, Sydney NSW 2000 or fax number: 02 9290 9655; or completed online at www.votingonline.com.au/swmagm2018, in each case by no later than 10.00 am (Sydney time) on Monday, 12 November 2018.

Any power of attorney or authority under which a proxy form is signed (or a copy of that power of attorney or authority certified as a true copy by statutory declaration) must accompany the proxy form.

- If a poll is conducted on a resolution and your proxy either does not attend the meeting or registers but does not vote on the resolution in accordance with your directions, your proxy votes will automatically default to the Chairman of the meeting for that resolution. The Chairman is required to vote any directed proxies in the manner directed and may otherwise vote as the Chairman sees fit.
- The Chairman intends to vote all available proxies in favour of all Items of Business.
- The Explanatory Notes form part of this Notice of Meeting. Members should read these documents in full.

Directions and map

Parking

The Star Parking Station is located at Pyrmont Street, Pyrmont. For further information call (02) 9777 9000.

Wilson Jones Bay Wharf Carpark is located at 19–21 Pirrama Road, Pyrmont.

Walking

From Town Hall, please walk over the Pyrmont Bridge, then turn right onto Pirrama Road, Pyrmont, and continue until you reach Doltone House at Darling Island Wharf.

Light Rail

Light rail service departs from Central Station. The nearest station is located at The Star.

Bus

State Transit Bus Route 389 regularly departs the city to Pirrama Road. For route and timetable information, call 131 500 or visit sydneybuses.info.

Ferry

For ferry access, take the F4 service to Pyrmont Bay ferry wharf, located next to the Australian Maritime Museum. Then walk along Pirrama Road to Doltone House at Darling Island Wharf.



SEVEN WEST MEDIA

Newspaper House,
50 Hasler Road, Osborne Park,
Perth WA 6017

T +61 8 9482 3111
F +61 8 9482 9080

sevenwestmedia.com.au

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (Sydney time) on Monday, 12 November 2018**

🖨 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/swmagm2018
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting or does not vote in accordance with your instructions, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the Company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

If you are entitled to cast two or more votes, you are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the Company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses, to the extent permitted by law. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the Company's securities registry.

Voting restrictions for KMP

Please note that if you appoint a member of the Company's key management personnel (KMP) (which includes each of the directors) or one of their closely related parties as your proxy, they will not be able to cast your votes on Items 6 or 7, unless you direct them how to vote or the Chair of the Meeting is your proxy. If you appoint the Chair of the Meeting as your proxy or the Chair of the Meeting is appointed as your proxy by default, but you do not mark a voting box for Item 6 or 7, by completing and submitting this Proxy Form you will be expressly authorising the Chair of the Meeting to exercise your proxy in respect of the relevant Item, even though the Item is indirectly or directly connected with the remuneration of the KMP.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (Sydney time) on Monday, 12 November 2018**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** www.votingonline.com.au/swmagm2018

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Seven West Media Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Doltone House, North Pier Room, Jones Bay Wharf, Piers 19-21 Upper Deck, 26-32 Pirrama Road, Pyrmont, New South Wales 2009 on Wednesday, 14 November 2018 at 10:00am (Sydney time)** and at any adjournment or postponement of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, and to the extent permitted by law, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair of the Meeting becomes my/our proxy by default) and I/we have not directed my/our proxy how to vote in respect of Items 6 and 7, then by submitting this form I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of those Items even though Items 6 and 7 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting intends to vote all available undirected proxies in favour of all Items of business (including Items 6 and 7). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that item.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Item 2	Re-election of Mr David Evans as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Mr Michael Malone as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Election of Ms Teresa Dyson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Election of Mr Michael Ziegelaar as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Grant of Performance Rights to Managing Director & Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDER

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018