



SEVEN WEST MEDIA

10 October 2019

Company Announcements Office
Australian Securities Exchange Limited
Level 6, 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 2019 Notice of Annual General Meeting and Proxy Form for shareholders which will be dispatched to shareholders along with the 2019 Annual Report today.

The 2019 Annual Report was lodged separately with ASX on 20 August 2019.

Yours Sincerely

Warren Coatsworth
Company Secretary

Seven West Media

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 Seven West Media’s Presentation Studio, 8 Central Avenue, Eveleigh, New South Wales 2015 on Wednesday, 13 November 2019 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.



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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 29 June 2019, 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.

Election and Re-election of Directors

2. To consider and, if thought fit, pass the following ordinary resolution:
That Ms Colette Garnsey OAM (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.
3. To consider and, if thought fit, pass the following ordinary resolution:
That Mr John Alexander (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 Mr Ryan Stokes (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.

Remuneration Report

5. To consider and, if thought fit, pass the following non-binding resolution:
That the Remuneration Report for the year ended 29 June 2019 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 5.*

Grant of Performance Rights to Managing Director & Chief Executive Officer

6. 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 Performance Rights to the Managing Director & Chief Executive Officer ("MD & CEO"), Mr James Warburton, under the Seven West Media Equity Incentive Plan, on the terms summarised in the Explanatory Notes.

Note:

- *Note: A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes for Item 6.*

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

BY ORDER OF THE BOARD



Warren Coatsworth
Company Secretary

10 October 2019

Explanatory Notes to the Notice of Annual General Meeting to be held on Wednesday, 13 November 2019

The Explanatory Notes are presented to members to provide them with information concerning each of the resolutions to be considered at the Company's 2019 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 4 – Election and Re-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 election of Ms Colette Garnsey OAM and re-election of Messrs John Alexander and Ryan Stokes.

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 Colette Garnsey OAM, who was appointed a Director on 12 December 2018, offers herself for election (see Item 2 under 'Items of Business').

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 John Alexander and Ryan Stokes retire, and offer themselves for re-election (see, respectively, Items 3 and 4 under 'Items of Business').

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

Director Retirements

Mr Peter Gammell has advised that he will retire as a Director of the Company at the completion of his current term, effective at the end of this year's Annual General Meeting, having served as a Director since September 2008. The Board wishes to acknowledge and thank Mr Gammell for his long and distinguished service as a Director of the Company and its predecessor entities.

The Hon Jeff Kennett AC has reviewed his personal time commitments, given his other significant director roles which are principally based in Melbourne, and has decided that he will retire from the Board at the end of this year's Annual General Meeting. The Board wishes to recognise and thank Mr Kennett for his valuable contribution to the Board over the past five years.

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

Ms Colette Garnsey OAM Independent Non-Executive Director

Ms Garnsey was appointed to the Board on 12 December 2018. She is a member of the Remuneration & Nomination Committee.

Ms Garnsey is currently a non-executive Director of Flight Centre Travel Group, and non-executive Director and Chair of Australian Wool Innovation Limited.

She has over 30 years' executive experience, having held senior management positions at David Jones, Pacific Brands, and Premier Investments, encompassing strategy, operations, marketing, business planning and business transformation. She spent over 20 years with David Jones Limited rising to become Group General Manager.

Ms Garnsey has served on the board of the Melbourne Fashion Festival. She has also advised the CSIRO, The Federal Innovation Council, and the business advisory boards of various Federal Trade and Investment Ministers and Australian Fashion Week.

The Board considers that Ms Garnsey's appointment brings fresh perspectives to the Board and increases the proportion of independent Directors on the Board. Ms Garnsey's skills and experience, particularly in relation to consumer facing companies and organisations, are valuable to the Board as it seeks to maximise the value and strategic positioning of the Company's consumer and advertiser-orientated brands and content.

Satisfactory background checks were completed before Ms Garnsey was appointed to the Board.

Mr John Alexander Independent Non-Executive Director

Mr Alexander was appointed to the Board on 2 May 2013. He is Chairman of the Remuneration & Nomination Committee.

Mr Alexander was the Executive Chairman of Consolidated Media Holdings Limited (CMH) from 2007 to November 2012, when CMH was acquired by News Corporation. Prior to 2007, Mr Alexander was the Chief Executive Officer and Managing Director of Publishing and Broadcasting Limited (PBL) from 2004, the Chief Executive of ACP Magazines Limited from 1999 and PBL's group media division comprising ACP Magazines Limited and the Nine Network from 2002. Before joining the PBL Group, Mr Alexander was the Editor-in-Chief, Publisher & Editor of The Sydney Morning Herald and Editor-in-Chief of The Australian Financial Review.

Mr Alexander has previously acted as a director of a number of companies including Foxtel Management Pty Limited, Fox Sports Australia Pty Limited, SEEK Limited, Carsales.com Limited, Ninemsn Pty Limited & CrownBet. Mr Alexander is the Executive Chairman of listed company Crown Resorts Limited. He is also the Chairman of Crown Melbourne Limited and Burswood Limited Boards.

Mr Alexander is a highly experienced listed company CEO and company director who brings considerable media-related expertise to the Board, across print, television and digital media. Mr Alexander's strategic understanding of the media landscape is valuable to the Board as it continues to drive financial and operational performance whilst transforming the Company to respond to technological change and exploit opportunities in the marketplace.

Mr Ryan Stokes Non-Executive Director

Mr Stokes was appointed to the Board on 21 August 2012. He is a member of the Remuneration & Nomination Committee.

Mr Stokes is Managing Director & Chief Executive Officer of Seven Group Holdings Limited ("SGH"). SGH owns approximately 41 per cent of SWM.

Explanatory Notes

to the Notice of Annual General Meeting to be held on Wednesday, 13 November 2019

Mr Stokes was an Executive Director and then Chairman of Pacific Magazines from 2004 to 2008 and a Director of Yahoo7 from 2005 to 2013.

Mr Stokes is a Director of WesTrac, Chairman of Coates Hire, and a Director of Beach Energy. He is Chief Executive Officer of Australian Capital Equity Pty Limited (ACE). ACE is a private company with its primary investment being an interest in SGH.

Mr Stokes has been Chairman of the National Gallery of Australia since 9 July 2018. He is the former Chairman of the National Library of Australia. He is also a member of the Prime Ministerial Advisory Council on Veterans Mental Health established in 2014.

In 2015, he became a Committee member of innovationXchange (within the Department of Foreign Affairs and Trade), which provides strategic guidance on innovation in aid programs. He is also a member of the IOC Olympic Education Commission.

Mr Stokes holds a BComm from Curtin University and is a Fellow of the Australian Institute of Management (FAIM).

Mr Stokes brings a deep understanding of media industry and considerable management experience to the Board, having fulfilled executive and director roles within the Company and its predecessor entities for approximately 20 years. Mr Stokes' operational and strategic insights are particularly beneficial to the Board and Management, as are his expertise in investment, risk and people management and executive leadership.

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

Item 5 – 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 29 June 2019 can be found on pages 57 to 82 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 and senior 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 and senior executives 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 5:

- by or on behalf of a Director or other key management personnel of the Company named in the Remuneration Report for the year ended 29 June 2019, 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 5 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 5 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 5 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.

Item 6 – Grant of Performance Rights to the MD & CEO

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

Approvals Sought

Shareholders are asked to approve the grant of 10,945,945 Performance Rights to Mr Warburton as part of the Company's long term incentive ("LTI") offer for FY2020 ("FY20 LTI Grant") to be made under the Seven West Media Equity Incentive Plan (the "Plan") on the terms and conditions summarised in these Explanatory Notes.

Mr Warburton is being granted three years' LTI Performance Rights in this grant as the Board considers the next three to four years are critical to the Company's strategy and long-term outlook. Accordingly, 'frontloading' Mr Warburton's LTI grant ensures Mr Warburton's remuneration closely aligns with, and as a proportion of his overall remuneration is largely variable against, the Company's business strategy and performance over that period.

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 Plan with new Shares, if that is considered appropriate in the future.

If approval of this resolution is given under Listing Rule 10.14, approval will not be required under Listing Rule 7.1. This means the Performance Rights granted to Mr Warburton, and any Shares issued for the purpose of the FY20 LTI Grant, will not use up part of the Company's 15 per cent available under ASX Listing Rule 7.

Further details of Mr Warburton's executive remuneration package can be found on pages 57 to 82 of the 2019 Annual Report and the Company's announcement to ASX on 16 August 2019.

**Key Elements
of the FY20
LTI Grant to
Mr Warburton**

Key Elements of the FY20 LTI Grant to Mr Warburton	Description								
Number of Performance Rights and other details of the FY20 LTI Grant	<p>The Board proposes to grant Mr Warburton 10,945,945 Performance Rights to acquire shares in the Company based on a FY20 LTI Grant value of \$4.05 million (equivalent to three years' annual LTI award).</p> <p>This grant represents the long-term incentive component of Mr Warburton's remuneration package for the financial years 2020, 2021 and 2022. The Company intends for the next LTI grant to be made in respect of financial year 2023, at which time, the Company expects to commence making annual LTI awards.</p> <p>The maximum grant of 10,945,945 Performance Rights has been calculated as follows:</p> <p style="text-align: center;">FY20 LTI Grant value of \$4.05 million (being 300% of Mr Warburton's fixed remuneration)</p> <p style="text-align: center;"><i>divided by</i></p> <p style="text-align: center;">The five-day volume weighted average price ("VWAP") of a Company share following release of FY19 full-year results (\$0.37).</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 be granted in two (2) tranches and will vest subject to Mr Warburton's continued employment with the Company until the relevant vesting dates for each tranche and satisfaction of the performance hurdles in accordance with the following schedule:</p> <p>Tranche 1:</p> <ul style="list-style-type: none"> 50 per cent of Mr Warburton's Performance Rights will vest following the announcement of the FY22 financial results subject to meeting performance conditions over a three-year period (1 July 2019 to 30 June 2022). Following vesting, shares will be subject to a one-year holding lock unless Mr Warburton elects (at the time the Performance Rights are granted) for a longer holding lock for up to a further three years. <p>Tranche 2:</p> <ul style="list-style-type: none"> 50 per cent of Mr Warburton's Performance Rights will vest following the announcement of the FY23 financial results subject to meeting performance conditions over a four-year period (1 July 2019 to 30 June 2023). Following vesting, shares will be subject to a one-year holding lock unless Mr Warburton elects (at the time the Performance Rights are granted) for a longer holding lock for up to a further three years. <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 Warburton shortly after the meeting but, in any event, within 12 months after the date of the meeting.								
Performance Hurdles	<p>Each tranche of Performance Rights is subject to continued employment with the Company, a relative Total Shareholder Return ("TSR") performance hurdle and an individual performance condition.</p> <p>Relative Total Shareholder Return Performance</p> <p>Performance Rights in Tranche 1 are subject to a hurdle based on the Company's total shareholder return relative to the S&P/ASX 200 Consumer Discretionary Index ("Index") over a three-year period (1 July 2019 to 30 June 2022).</p> <p>Performance Rights in Tranche 2 are subject to a hurdle based on the Company's total shareholder return relative to the Index over a four-year period (1 July 2019 to 30 June 2023).</p> <p>The vesting schedule based on TSR performance over the relevant performance periods are summarised in the following table:</p> <table data-bbox="327 1653 1458 1825"> <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 over the relevant performance period, the percentage of Performance Rights that vest will be determined based on Mr Warburton's individual Key Performance Indicator ("KPI") outcomes over the corresponding three (3) and four (4) year performance periods.</p> <p>The number of Performance Rights in each tranche that vest will be calculated based on the following formula:</p> <p style="text-align: center;">Number of Performance Rights available to vest, based on TSR performance over the relevant three- and four-year performance periods</p> <p style="text-align: center;"><i>multiplied by</i></p> <p style="text-align: center;">The average of Mr Warburton's individual KPI outcomes (expressed as a percentage) over the corresponding three- and four-year performance period.</p>	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								

Explanatory Notes

to the Notice of Annual General Meeting to be held on Wednesday, 13 November 2019

Key Elements of the FY20 LTI Grant to Mr Warburton

Description	
Performance Periods and Vesting	<p>The performance period for 50 per cent of Mr Warburton's Performance Rights (Tranche 1) is 3 years commencing 1 July 2019 and ending on 30 June 2022.</p> <p>The performance period for 50 per cent of Mr Warburton's Performance Rights (Tranche 2) is 4 years commencing 1 July 2019 and ending on 30 June 2023.</p> <p>Any Performance Rights that do not vest following testing of the performance hurdles at the end of the relevant performance period will lapse.</p>
Testing of Performance Hurdles	<p>Testing of the performance hurdles is expected to occur as follows:</p> <ul style="list-style-type: none"> Tranche 1 in August 2022; and Tranche 2 in August 2023, <p>shortly after the announcement of the Company's full-year results for the financial years ending 30 June 2022 and 30 June 2023 respectively.</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 for 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>Any 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 Warburton will not be able to sell or otherwise deal in the Shares.</p> <p>Mr Warburton is also able to elect that any Shares allocated on vesting be subject to an additional trading restriction for up to a further three years beyond the vesting dates for each tranche.</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 Warburton 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 Warburton ceases employment with the Company before the Performance Rights vest, his entitlement to the unvested Performance Rights (if any) will depend on the circumstances of cessation.</p> <p>All unvested Performance Rights will lapse if Mr Warburton ceases employment by way of gross misconduct, termination for cause, or for any other reason (which would normally include resignation) determined by the Board.</p> <p>If Mr Warburton ceases employment for any other reason, unless the Board determines otherwise, his unvested Performance Rights will remain "on-foot" 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 Mr Warburton's unvested 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.
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 Warburton'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	<p>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.</p>

Key Elements of the FY20 LTI Grant to Mr Warburton

	Description
Other Information	<p>No other director in the Company other than Mr Warburton is eligible to participate in the FY20 LTI Grant to be made under the Plan.</p> <p>Since the 2018 Annual General Meeting (being the date of the last approval), 1,214,953 Performance Rights were granted to Mr Tim Worner (the Company's former MD & CEO) under the Plan. No amount was payable for that grant as it formed part of his remuneration.</p>

Voting exclusion statement

The Company will disregard any votes on Item 6:

- 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 6:

- 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 6 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

1. 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.
2. Voting exclusions apply to Item 5 (Remuneration Report) and to Item 6 (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 5 or Item 6 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 5 and Item 6.

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 5 and Item 6 by marking either "For", "Against" or "Abstain" on the section of the proxy form corresponding to Item 5 and Item 6, in accordance with the directions on that form; or
 - not direct the Chairman how to vote on Item 5 and Item 6, 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.
3. 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, 11 November 2019.
 4. A proxy need not be a member of the Company.
 5. Duly completed proxy forms must be returned to the Secretary, Seven West Media Limited, either at:
 - Company Secretariat, Level 5, 8 Central Avenue, Eveleigh NSW 2015 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/swmagm2019, in each case by no later than 10.00 am (Sydney time) on Monday, 11 November 2019.

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.
 6. 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.
 7. The Chairman intends to vote all available proxies in favour of all Items of Business.
 8. The Explanatory Notes form part of this Notice of Meeting. Members should read these documents in full.

Directions and map

Parking

Parking is available on-site by pre-booking a car parking space through divvy.com.au. To book the car space please go to the Divvy website (www.divvyparking.com) and search for the address 8 Central Avenue, Eveleigh NSW 2015.

Train

Seven West Media's offices at 8 Central Avenue, Eveleigh NSW 2015 are located approximately 10 minutes walk from Redfern train station. Most major city train lines pass through Redfern station.

Walking

Please refer to the map set out opposite on this page for directions to walk from Redfern Station to Seven West Media's offices at 8 Central Avenue, Eveleigh NSW 2015. Walking from Redfern train station takes approximately 10 minutes.



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 proxy appointment to be effective it must be recorded **before 10:00am (Sydney time) on Monday, 11 November 2019**

TO VOTE BY APPOINTING A PROXY ONLINE

STEP 1: VISIT www.votingonline.com.au/swmagm2019

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

BY SMARTPHONE

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:

- (a) 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.
- (b) 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 5 or 6, 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 5 or 6, 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, 11 November 2019**. 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/swmagm2019

 **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 **Seven West Media's Presentation Studio, 8 Central Avenue, Eveleigh, NSW 2015 on Wednesday, 13 November 2019 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 5 and/or 6, 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 5 and 6 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 5 and 6). 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	Election of Ms Colette Garnsey OAM as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Mr John Alexander as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Re-election of Mr Ryan Stokes as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	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 / / 2019