

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

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

To Company Name/Scheme YELLOW BRICK ROAD HOLDINGS LIMITED

ACN/ARSN 119 436 083

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

Name Nine Entertainment Co Holdings Limited and the entities listed in Parts 1 and 3 of Annexure A (Nine Entertainment Group)

ACN/ARSN (if applicable) 122 203 892

There was a change in the interests of the substantial holder on 29/08/14  
The previous notice was given to the company on 02/07/13  
The previous notice was dated 02/07/13

**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
Ordinary Shares	32,450,000	16.7%	49,592,858	17.8%

**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 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 (7)	Class and number of securities affected	Person's votes affected
29/08/14	All holders	Issue of shares to Pink Platypus Pty Ltd under the placement described in the Company's notice of meeting dated 25 July 2014	\$0.70 per share	17,142,858	17,142,858

**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
Pink Platypus Pty Limited	Pink Platypus Pty Limited	N/A	Section 608(1)(a) – holder of the securities	49,592,858 ordinary shares	49,592,858
Nine Entertainment Group	Pink Platypus Pty Limited	N/A	Section 608(1)(b) and (3) – controllers of the holder and other related bodies corporate with voting power	49,592,858 ordinary shares	49,592,858

**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 ACN/ARSN (if applicable)	Nature of association
See Annexure A	

**6. Addresses**

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

Name	Address
Nine Entertainment Group	24 Artarmon Road, Willoughby NSW 2068

**Signature**

print name

SIMON KELLY

capacity COMPANY SECRETARY

sign here

Date

11/9/14

**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 6 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
  - (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 acquisitions, 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 3 pages attached to the Form 604 lodged by Nine Entertainment Co Holdings Ltd and signed by me, and dated 2014.

Name: \_\_\_\_\_

Date: 1 SEPTEMBER 2014

### Part 1 – Continuing Associates of Nine Entertainment Co Holdings Ltd

Name	Company Number
Nine Entertainment Group Pty Ltd	ACN 122 201 905
NEC Finance (1) Pty Ltd	ACN 122 205 716
Nine Entertainment Investment Pty Ltd	ACN 134 426 583
NEC Debenture Co. Pty Ltd	ACN 123 119 371
Nine Entertainment Co. Pty Ltd	ACN 122 205 065
Petelex Pty Ltd	ACN 096 683 626
NEC Finance Holdings Pty Ltd	ACN 122 203 865
NEC Finance (3) Pty Ltd	ACN 122 205 074
NEC Mastheads Pty Ltd	ACN 122 205 707
NBN Enterprises Pty Limited	ACN 009 140 078
NBN Ltd	ACN 000 232 486
NBN Productions Pty Limited	ACN 001 341 340
NBN Investments Pty Limited	ACN 000 493 738
Nine Network Marketing Pty Ltd	ACN 064 850 059
Queensland Television Ltd	ACN 009 674 373
Queensland Television Holdings Pty Ltd	ACN 124 816 100
General Television Corporation Pty Ltd	ACN 004 330 036
Cops Production No 1 Pty Ltd	ACN 129 015 952
TCN Channel Nine Pty Ltd	ACN 001 549 560
Micjoy Pty Ltd	ACN 096 774 113
Channel 9 Australia Inc	
PBL Pacific Television Pty Ltd	ACN 002 997 364
Pay TV Holdings Pty Ltd	ACN 058 558 857
Shertip Pty Ltd	ACN 063 980 987
TV Your Way Pty Ltd	ACN 122 916 652
Nine Network Australia Holdings Pty Ltd	ACN 124 816 093
Nine Network Australia Pty Ltd	ACN 008 685 407
Channel 9 South Australia Pty Ltd	ACN 007 577 880
Recordable TV Pty Ltd	ACN 093 210 381
Sixteenby9 Film & Television Pty Ltd	ACN 113 045 944

<b>Name</b>	<b>Company Number</b>
Television Holdings Darwin Pty Ltd	ACN 009 634 048
Territory Television Pty Ltd	ACN 009 594 987
Nine Network Productions Pty Ltd	ACN 002 965 755
PBL Marketing Pty Ltd	ACN 009 252 251
Nine Films & Television Pty Ltd	ACN 066 040 024
Nine Films & Television Distribution Pty Ltd	ACN 083 158 365
Ecorp Limited	ACN 063 248 671
Pink Platypus Pty Ltd	ACN 142 406 148
White Whale Pty Ltd	ACN 078 268 014
Sydney Superdome Pty Ltd	ACN 110 613 431
Events Management Catering Pty Ltd	ACN 110 991 912
Ticketek Pty Ltd	ACN 010 129 110
Bass New Zealand Ltd	
Softix Pty Ltd	ACN 061 232 139
Ticketek Victoria Pty Ltd	ACN 070 395 603
Ticketek Queensland Pty Ltd	ACN 010 582 751
Nine Touring and Events Pty Ltd	ACN 150 055 100
Nine Rewards Pty Ltd	ACN 128 328 469
Eventopia Pty Ltd	ACN 151 324 382
Ticketek Investments Ltd	
Ticketek Services Ltd	
Ticketek Ltd	
Ticketek New Zealand Ltd	
Zacchaeus Pty Ltd	ACN 074 172 455

**Part 2 – Entities which have ceased to be associates of Nine Entertainment Co Holdings Ltd since the last filing**

<b>Name</b>	<b>Company Number</b>
Nine Entertainment (Delaware) Corporation	

**Part 3– Entities which have become associates of Nine Entertainment Co Holdings Ltd since the last filing**

<b>Name</b>	<b>Company Number</b>
Swan Television & Radio Broadcasters Pty Ltd	ACN 008 689 745
Streamco Australia Pty Ltd	ACN 168 178 381
Ninemsn Pty Ltd	ACN 077 753 461
Ninemsn Investments Pty Ltd	ACN 091 232 629
Tipstone Australia Pty Ltd	ACN 168 915 419
HWW Pty Ltd	ACN 003 076 104

Name	Company Number
Mi9 New Zealand Limited	
5 <sup>th</sup> Finger Pty Ltd	ACN 091 591 007