

**Clime Investment Management Ltd (“CIW”)**

Australian Stock Exchange  
Company Announcement Officer

**Clime has obtained a 19.99% stake in Headline Group Limited**

Dear Sir/Madam,

Clime Investment Management Limited (“CIW”) today announces that, due to further on-market acquisitions since its most recent Change in Substantial Holding Notice on 26 June 2008, it now holds 19.99% of the issued capital of Headline Group Limited (“Headline”).

CIW’s interest in Headline comprises of the following:

- Direct holding of 9.64%; and
- Relevant interest in the 10.35% direct holding held by Clime Capital Limited (“CAM”).

*Explanation of nature of relevant interest in CAM holding*

The Investment Manager of Clime Capital Limited is Clime Asset Management Pty Ltd, a wholly-owned subsidiary of CIW. Pursuant to Clause 12.1 of the Management Agreement between Clime Capital Limited and Clime Asset Management Pty Ltd dated 12 November 2003, and in the absence of any specific directions received from Clime Capital Limited, the Investment Manager is authorised to exercise the voting rights attached to any shares beneficially owned by Clime Capital Limited in any manner it sees fit.

As such, although CIW cannot unconditionally control the voting interests of shares held by Clime Capital Limited, the Board of CIW considers it prudent to treat Clime Capital Limited as an associate for the purposes of the substantial holder provisions of the Corporations Act 2001. In the absence of any specific direction received from Clime Capital Limited, and as the owner of the Investment Manager, CIW is entitled to vote on behalf of the shares beneficially held by Clime Capital Limited.

The 12,384,726 Headline Group Limited shares held by Clime Capital Limited as at 15 December 2008 have therefore been aggregated with CIW’s holding for the purposes of determining CIW’s total relevant interest.

Please contact me on (02) 8917 2109 if you require any further details.

Yours sincerely,



**Cameron Fellows**  
Company Secretary