

**Macquarie Media Management Limited**

A Member of the Macquarie Bank Group  
ABN 16 115 524 019  
AFS Licence No. 292297

**Macquarie Media Holdings Limited**

ABN 91 116 024 536

**Macquarie Media International Limited**

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28 October 2009

**ASX / MEDIA RELEASE**

**Macquarie Media Group<sup>®1</sup> 2009 AGM Results**



Macquarie Media Group (MMG) advises that at the Annual General Meetings of Macquarie Media Holdings Limited and Macquarie Media International Limited and the general meeting of Macquarie Media Trust held today, each of the resolutions in the notices of meeting dated 24 September 2009 were passed on a poll in accordance with relevant legal requirements.

Enclosed are the details of the proxies lodged and poll results together with the full text of each resolution.

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<sup>1</sup> Registered trademark of Macquarie Group Limited

Macquarie Media Management Limited is not an authorised deposit-taking institution for the purposes of the Banking Act 1959 (Commonwealth of Australia), and Macquarie Media Management Limited's obligations do not represent deposits or other liabilities of Macquarie Bank Limited ABN 46 008 583 542 ("MBL"). MBL provides a limited AUD5,000,000 guarantee as required by the Australian Securities and Investments Commission in respect of Corporations Act obligations of Macquarie Media Management Limited as a responsible entity of a managed investment scheme. MBL does not otherwise guarantee or provide assurance in respect of the obligations of Macquarie Media Management Limited, the performance of funds managed by Macquarie Media Management Limited or the repayment of capital.

## MACQUARIE MEDIA HOLDINGS LIMITED

### **Resolution 1 – Adoption of Remuneration Report (non-binding advisory resolution)**

That MMHL adopt the Remuneration Report included in the MMHL's Directors' Report for the financial year ended 30 June 2009.

### **Resolution 2 – Re-election of director**

That Anthony Edward Bell be re-elected as a director of MMHL.

### **Resolution 3 – Approval of issues of stapled securities in the last 12 months**

That approval be given for all purposes (including ASX Listing Rule 7.4), to all issues of stapled securities (including shares in MMHL) which have occurred in the 12 months prior to the date of this meeting.

## MACQUARIE MEDIA INTERNATIONAL LIMITED

### **Resolution 1 – Financial Accounts and Reports**

To receive, consider and adopt the Financial Report of MMIL and the Directors' Report and the Auditor's Report, for the financial year ended 30 June 2009.

### **Resolution 2 – Re-appointment of auditor**

That PricewaterhouseCoopers be re-appointed as auditor of MMIL and that the directors be authorised to determine the auditor's remuneration.

### **Resolution 3 – Re-election of director**

That E. Michael Leverock be re-elected as a director of MMIL.

### **Resolution 4 – Approval of issues of stapled securities in the last 12 months**

That approval be given for all purposes (including ASX Listing Rule 7.4) to all issues of stapled securities (including shares in MMIL) that have occurred in the 12 months prior to the date of this meeting.

### **Resolution 5 – Amendment to the bye-laws of MMIL**

That Articles 63 and 64 of the bye-laws of MMIL be deleted in their entirety and replaced with the following new Articles 63 and 64 respectively:

#### **63 Form of Proxy**

- (a) Any Shareholder may appoint a standing proxy or (if a corporation) representative(s) by:
- (i) depositing at the Registered Office or the office of the Stapled Security Registrar:
    - (A) an instrument appointing a proxy, signed by the appointor (or the appointor's attorney authorised by the appointor in writing); or
    - (B) (if a corporation) an instrument appointing representative(s), signed by an officer of the corporation or an attorney or other person authorised by the corporation; or
  - (ii) (if the relevant notice of meeting provides details for electronic submission of a proxy or (if a corporation) an authorisation), submitting electronically the proxy or authorisation in accordance with the details for electronic submission contained in the notice of meeting,

and such proxy or authorisation shall be valid for all general meetings and adjournments thereof or, resolutions in writing, as the case may be, until notice of revocation is received at the Registered Office or the office of the Stapled Security Registrar. Where a standing proxy or authorisation exists, its operation shall be deemed to have been suspended at any general meeting or adjournment thereof at which the Shareholder is present or in respect to which the Shareholder has specially appointed a proxy or representative(s).

- (b) The Directors may from time to time require such evidence as they shall deem necessary as to the due execution and continuing validity of any such standing proxy or authorisation and the operation of any such standing proxy or authorisation shall be deemed to be suspended until such time as the Directors determine that they have received the requested evidence or other evidence satisfactory to them.
- (c) Instruments of proxy shall be in any common form or in such other form as the Directors may approve (including electronic form) and the Directors may send out with the notice of any meeting or any written resolution forms of instruments of proxy for use at that meeting or in connection with that written resolution. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a written resolution or amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall unless the contrary is stated therein be valid as well for any adjournment of the meeting as for the meeting to which it relates.

#### **64 Lodgement and electronic submission of Proxies**

Subject to the provisions of this Bye-Law, (i) the instrument appointing a proxy or a representative (together with such other evidence as to its due execution as the Directors may from time to time require); or (ii) (if the relevant notice of meeting provides details for electronic submission of a proxy or (if a corporation) an authorisation), any such electronically submitted proxy or authorisation, shall be received electronically at, or delivered (including by facsimile or other electronic means) to the Registered Office (or at such place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case or the case of a written resolution, in any document sent therewith) at least 48 hours prior to the holding of the relevant meeting or adjourned meeting at which the person named in the instrument or authorisation or such electronically submitted proxy or authorisation proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, before the time appointed for the taking of the poll, or, in the case of a written resolution, prior to the effective date of the written resolution and in default the instrument of proxy or authorisation or any such electronically submitted proxy or authorisation shall not be treated as valid.'

#### **MACQUARIE MEDIA TRUST**

##### **Resolution 1 – Approval of issues of stapled securities in the last 12 months**

That approval be given for all purposes (including ASX Listing Rule 7.4 and ASIC Class Order 05/26) to issues of stapled securities (including units in MMT) which have occurred in the 12 months prior to the date of this meeting.

**MMG Annual General Meeting Results - Wednesday 28 October 2009**

As required by section 251AA(2) of the Corporations Act 2001 the following statistics are provided in respect of each resolution in the notices of meeting.

	Manner in which the security holder directed the proxy to vote				Manner in which votes were cast in person and by proxy on a poll			Result
	Votes "for"	Votes "against"	Votes "discretionary"	Votes "abstain"	Votes "for"	Votes "against"	Votes "abstain"	
MMHL Resolution 1	67,113,139	22,898,660	926,510	613,280	68,515,620	22,920,660	665,780	Carried
MMHL Resolution 2	82,614,857	7,369,219	923,237	644,276	83,966,065	7,369,219	766,776	Carried
MMHL Resolution 3	89,252,135	478,493	934,967	648,837	90,682,840	478,493	703,570	Carried
MMIL Resolution 1	89,873,533	114,497	926,115	637,444	91,297,619	114,497	689,944	Carried
MMIL Resolution 2	90,012,918	45,884	920,237	572,550	91,429,126	45,884	627,050	Carried
MMIL Resolution 3	88,601,948	1,380,071	923,377	646,193	90,023,296	1,380,071	698,693	Carried
MMIL Resolution 4	89,254,401	469,274	916,237	674,520	90,664,376	469,274	731,253	Carried
MMIL Resolution 5	89,754,270	185,542	925,470	686,307	91,177,711	185,542	738,807	Carried
MMT Resolution 1	88,882,265	465,564	1,244,820	719,683	90,620,823	465,564	776,416	Carried