

Notice of 2019 Annual General Meeting

7 NOVEMBER 2019



ABN 32 063 906 927

Macquarie Media Limited (MML or the Company, ASX: MRN) will hold its Annual General Meeting (AGM) at 11.00am (AEDT) on Thursday 7 November 2019 at the offices of Computershare Investor Services Pty Ltd at Level 3, 60 Carrington Street, Sydney, NSW for the purpose of transacting the business set out in this Notice.

BUSINESS

Item 1: Financial reports

To receive the Financial Statements, Directors' Report and Auditors Report for MML and its controlled entities for the year ended 30 June 2019 (**FY19**).

Item 2: Remuneration report

To consider and, if thought fit, to pass the following as a non-binding ordinary resolution:

That the remuneration report that forms part of the Directors' Report of the 2019 Annual Report is adopted.

Note: A voting exclusion statement in relation to this resolution is set out below, in the "Explanatory Notes" section.

This resolution is advisory only and does not bind the Company or the directors. The directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting when reviewing the Company's remuneration policies.

Item 3: Re-election of Ms Monique Anderson as a Director

To consider and, if thought fit, to pass the following as an ordinary resolution:

That Ms Monique Anderson is re-elected as a director of the Company.

Note: The non-candidate directors unanimously support the re-election of Ms Monique Anderson.

KEY DATES

Eligibility to attend and vote

You are eligible to attend and vote at the meeting if you are registered as an MML shareholder at 7.00pm (AEDT) on Tuesday 5 November 2019.

Last date to submit Voting Form

Your completed Proxy Form must be received by no later than 11.00am (AEDT) on Tuesday 5 November 2019.

HOW TO VOTE

- Eligible shareholders may attend the meeting and vote in person.
- You can vote directly on resolutions considered at the meeting without attending the meeting by lodging your vote: online; or by mail; or by using your mobile device by scanning the QR code provided. Detailed instructions for each of these options can be found on the enclosed Form.
- You can appoint a proxy to attend and vote on your behalf as an alternative to attending the meeting in person or casting a direct vote. The proxy does not need to be member of the Company.

A shareholder wishing to appoint a proxy may use the Proxy Form provided with this Notice of Meeting. Please carefully follow the "How to complete the Proxy Form" instructions on the other side of the Proxy Form.

The Chairman intends to vote undirected proxies on, and in favour of, all resolutions set out in this Notice.

QUESTIONS FROM SHAREHOLDERS

Shareholders may direct questions during the meeting to the Chairman about the operation and management of MML, or to MML's auditor about the content of the auditor's report and the conduct of the audit.

You can also write your comments or questions on a separate sheet of paper and return them with the Proxy Form.

By order of the Board
Lisa Young
Company Secretary
4 October 2019

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EXPLANATORY NOTES

Chairman means both Chairman of the Meeting, and Chairman of the Company.

Item 1: Financial report

The financial report, directors' report and auditor's report are contained in the Company's 2019 Annual Report. A copy of the Annual Report can be found on the Company's website at www.macquariemedia.com.au.

While the *Corporations Act 2001* (Cth) (**Corporations Act**) requires the financial report, the directors' report and the auditor's report of the Company for the year to be laid before the Annual General Meeting, neither the Corporations Act nor the Company's Constitution requires shareholders to vote on, approve or adopt those reports.

Shareholders will, however, have a reasonable opportunity at the Annual General Meeting to ask questions on those reports and on the management of the Company. Shareholders will also have a reasonable opportunity to ask the auditor questions in relation to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements of the Company, and the independence of the auditor in relation to the conduct of the audit.

Item 2: Remuneration report

The remuneration report is part of the directors' report for the year and is set out on pages 7 to 11 of the 2019 Annual Report.

The remuneration report outlines MML's executive remuneration framework and the FY19 remuneration outcomes for the MML Board and Key Management Personnel (KMP).

The Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the remuneration report at the meeting before calling for a vote.

The resolution is advisory only. The Board will consider and take into account the outcome of the vote and feedback from shareholders on the remuneration report when reviewing the Company's remuneration policies.

Board recommendation

The Board recommends that you vote in favour of this item.

Voting exclusions

MML will disregard any votes cast on this resolution:

- by or on behalf of a member of the KMP named in the remuneration report for the year ended 30 June 2019, or that KMP's closely related party, regardless of the capacity in which the vote is cast
- as a proxy by a member of the KMP at the date of the meeting, or that KMP's closely related party, unless the vote is cast as a proxy for a person who is entitled to vote on this resolution:
 - in accordance with their directions on how to vote as set out in the proxy appointment or
 - by the Chairman pursuant to an express authorisation on the Proxy Form.

Item 3: Re-election of Ms Monique Anderson as a director

In accordance with the director rotation provisions of ASX Listing Rule 14.4 and rule 6.1(d) of the Company's Constitution, Ms Monique Anderson is required to retire from office at the Annual General Meeting and now offer herself for re-election to the Board.

Ms Anderson has over 28 years' experience in senior management roles specialising in business management, venue management, development and business transformation projects. Ms Anderson is the Chief Executive Officer of the John Singleton Group, overseeing the operation of the group's portfolio and has held senior roles with companies owned by John Singleton for over 19 years. Ms Anderson is a graduate of the Australian Institute of Company Directors and sits on numerous boards. Ms Anderson holds an Advanced Diploma of Management, Business Administration, Hospitality, Venue and Events.

Board recommendation

The non-candidate directors unanimously support the re-election of Ms Anderson.