

# notice of 2016 annual general meeting

**MACQUARIE MEDIA LIMITED**

ABN 32 063 906 927

("COMPANY")

Notice is given that the Annual General Meeting of Shareholders of Macquarie Media Limited will be held on **Tuesday 15 November 2016** commencing at **11.00 am** at the offices of Computershare Investor Services Pty Ltd at Level 4, 60 Carrington St, Sydney, NSW.

## **ORDINARY BUSINESS**

### **1 Financial Reports and Statements**

To receive and consider the financial report of the Company and the consolidated financial statements of the Company and its controlled entities for the year ended 30 June 2016 and the related Directors' Report, Directors' Declaration and Independent Audit Report.

### **2 Resolution 1 - Remuneration Report (advisory only)**

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

*That the Remuneration Report that forms part of the Directors' Report of the 2016 Annual Report is adopted.*

#### **Voting exclusion statement**

The Company will disregard any votes cast on Resolution 1 by or on behalf of a person who is a member of the KMP at the date of the Meeting or their closely related parties whether cast as a shareholder or proxy, unless the vote is cast as proxy for a person who is entitled to vote on the Resolution:

- in accordance with a direction on the proxy form; or
- by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy notwithstanding that this resolution is connected directly or indirectly with the remuneration of a member of the KMP (by appointing the Chairman as your proxy, you will be taken to have given this express authorisation and, unless you direct the Chairman how to vote, you will be taken to have directed him to vote in accordance with his stated voting intention).

### **3 Resolution 2 – Re-election of Ms Monique Marks as a Director**

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

*That Ms Monique Marks is re-elected as a Director of the Company.*

Dated 11 October 2016

**By resolution of the Board**



**Lisa Young**  
Company Secretary

# explanatory statement

## Introduction

This Explanatory Statement has been prepared to provide the Company's Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company to be held on 15 November 2016.

All Shareholders should read the Explanatory Statement carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Annual General Meeting should consult their financial or legal adviser for assistance.

## ORDINARY BUSINESS

### 1 Financial Reports and Statements

The financial report for consideration at the meeting will be the full financial report, consisting of the reports of the Directors and the Auditor and the annual financial report, including the financial statements of the Company and its controlled entities for the year ended 30 June 2016.

Neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders on reports or statements. However, Shareholders will be given the opportunity to raise questions or comments on the reports and statements at the meeting. In addition, a reasonable opportunity will be given to Shareholders as a whole at the meeting to ask the Company's Auditor questions relevant to the conduct of the audit and the preparation and content of the Auditor's report.

### 2 Resolution 1 - Remuneration Report - Non Binding Resolution

The Remuneration Report is contained in the Directors' Report of the 2016 Annual Report. The report sets out the remuneration policy for the Company and its controlled entities, and reports the remuneration arrangements in place for key management personnel.

Section 250R of the Corporations Act requires a listed company to put to its shareholders at each Annual General Meeting a resolution adopting the Remuneration Report, but provides that the vote on this resolution is advisory only and does not bind the Directors or the Company. Shareholders will be given a reasonable opportunity to raise questions or make comments on the Remuneration Report. An advisory resolution that the Remuneration Report be adopted will then be put to a non-binding vote.

If you appoint the Chairman of the Meeting as your proxy, and you do not direct your proxy how to vote on Resolution 1 on the proxy form, you will be expressly authorising the Chairman of the Meeting to exercise your proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

### 3 Resolution 2 – Re-election of Ms Monique Marks as a Director

Ms Marks has been a Director of the Company since 7 September 2015 and was appointed as an additional director by the directors under rule 6.1(d) of the Company's Constitution. In accordance with the director rotation provisions of ASX Listing Rule 14.4 and rule 6.1 of the Company's Constitution, Ms Marks is required to retire from office at the Annual General Meeting and now offers herself for re-election.

Ms Marks has over 20 years' experience in senior management roles specialising in business management, venue management, development and business transformation projects. Ms Marks is the Chief Executive Officer of the John Singleton Group, overseeing the operation of the Groups portfolio and has held senior roles with companies owned by John Singleton for over 15 years. Monique is a graduate of the Australian Institute of Company Directors and sits on numerous boards. Monique holds an Advanced Diploma of Management, Business Administration, Hospitality, Venue and Events. Prior to joining Mr Singleton's Group, Ms Marks held senior positions in the hospitality Industry for over 12 years.

The other Directors unanimously recommend that Ms Monique Marks be re-elected as a Director of the Company.

# voting and entitlements

## **Voting Entitlements**

The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that for the purposes of the meeting (including voting), shares will be taken to be held by those persons recorded in the Company's register as at 7.00 pm (Sydney time) on **13 November 2016**. Accordingly, transactions registered after that time will be disregarded in determining Shareholders entitled to attend and vote at the meeting.

## **Proxies**

- 1 A Shareholder who is entitled to vote at the meeting may appoint:
  - one proxy if the Shareholder is only entitled to one vote; or
  - one or two proxies if the Shareholder is entitled to more than one vote.
- 2 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.