

**Form 603  
Corporations Act 2001  
Section 671B**

**Notice of initial substantial holder**

**To:** Prime Media Group Ltd  
**ACN:** 000 764 867  
**ASX Code:** PRT

**1. Details of substantial holder**

**Name:** IOOF Holdings Limited  
**ACN:** 100 103 722

This notice is given by IOOF Holdings Limited on behalf of itself and its subsidiaries.

The holder became a substantial shareholder on: 17/09/2014

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interest in the scheme that the substantial holder or an associate had a relevant interest in on the date the substantial holder is as follows:

<b>Class of securities</b>	<b>Number of securities</b>	<b>Person's votes</b>	<b>Voting Power</b>
Ordinary	18,405,107	18,405,107	5.024%

**3. Details of present registered holders**

The persons registered as holders of the securities are as follows:

<b>Holder</b>	<b>Registered holder of securities</b>	<b>Person Entitled to be holder</b>	<b>Nature of relevant interest</b>	<b>Class &amp; Number (Ord)</b>	<b>Person's votes</b>
Perennial Investment Partners Limited (ACN 087 901 620)	State Street		Investment Manager	3,586,817	3,586,817
Perennial Investment Partners Limited (ACN 087 901 620)	NAB Asset Servicing		Investment Manager	7526167	7526167
Perennial Investment	Citigroup		Investment Manager	2217056	2217056

Partners Limited (ACN 087 901 620)					
Perennial Investment Partners Limited (ACN 087 901 620)	BNP		Investment Manager	5075067	5075067

#### 4. Consideration

The consideration paid for each relevant interest and acquired in the time since the day of ceasing to be a substantial shareholder to the day that the holder once again became a substantial holder is as follows:

Date	Person	Nature	Consideration	Class & number (ord)	Person's votes
23/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 3,143.02	- 2,970	- 2,970
24/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 645.94	623	623
14/07/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 922.57	- 920	- 920
16/07/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 2,843.28	2,800	2,800
17/07/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,667.06	4,588	4,588
18/07/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,051.18	1,030	1,030
24/07/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,175.26	1,150	1,150
4/08/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 55,741.48	- 54,769	- 54,769
5/08/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 15,341.18	- 15,000	- 15,000
11/08/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 30,532.68	- 30,000	- 30,000
19/08/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 10,177.56	- 10,000	- 10,000
20/08/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 10,177.56	- 10,000	- 10,000
16/09/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 106,330.35	111,681	111,681
17/09/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 175,814.26	185,501	185,501

#### 5. Associates

Name & ACN	Nature of association
Not applicable	

## 6. Addresses

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

<b>Name</b>	<b>Address</b>
IOOF Holdings Limited	Level 6, 161 Collins Street Melbourne Victoria 3000
Perennial Investment Partners Limited	Level 24, 303 Collins Street Melbourne Victoria 3000
Prime Media Group Ltd	363 Antill St Watson ACT 2602