

# notice of 2014 annual general meeting

**MACQUARIE RADIO NETWORK LIMITED**

ABN 32 063 906 927

("COMPANY")

Notice is given that the Annual General Meeting of Shareholders of Macquarie Radio Network Limited will be held on **Thursday 13 November 2014** commencing at **11.00 am** at the offices of Macquarie Radio Network at Level 1, Building C, 33-35 Saunders St, Pyrmont, 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 2014 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 advisory ordinary resolution:

*That the Remuneration Report that forms part of the Directors' Report of the 2014 Annual Report is adopted.*

### **3 Resolution 2 – Re-election of Maureen Plavsic as a Director**

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

*That Maureen Plavsic is re-elected as a Director of the Company.*

Dated 10 October 2014

**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 13 November 2014.

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 2014.

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 2014 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 Maureen Plavsic as a Director**

Maureen Plavsic has been a Director of the Company since April 2005, and was last re-elected as a Director at the Company's annual general meeting held in November 2011. In accordance with the director rotation provisions of ASX Listing Rule 14.4 and rule 6.1 of the Company's Constitution, Ms Plavsic is required to retire from office at the Annual General Meeting and now offers herself for re-election.

Maureen has over 25 years experience in marketing and media, including 14 years in various executive roles at the Seven Network, where she was also a Board member for five years. Her roles at the Seven Network included Chief Executive Officer of Broadcast Television and prior to that Director of Sales and Corporate Marketing. During the past three years, Maureen has been a director of Pacific Brands Limited (2004 to 2011), a Trustee of the National Gallery of Victoria and a Director of Bestest, a not for profit organisation that raises money for distribution to various children's charities.

Maureen is currently Chair of the Nomination and Remuneration Committee for MRN.

The other Directors unanimously recommend that Maureen Plavsic 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 **11 November 2014**. 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.