



SEVEN WEST MEDIA

8 October 2015

Company Announcements Office
ASX Limited
Level 6
20 Bridge Street
Sydney NSW 2000

By electronic lodgment

Total Pages: 11 (including cover letter)

Dear Sir/Madam

Notice of AGM and Proxy Form

Attached is a copy of the 2015 Notice of Annual General Meeting and Proxy Form for ordinary shareholders which will be dispatched to shareholders along with the 2015 Annual Report today.

The 2015 Annual Report was lodged separately with ASX on 19 August 2015.

Yours faithfully

Warren Coatsworth
Company Secretary

For personal use only



SEVEN WEST MEDIA

ABN 91 053 480 845

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Seven West Media Limited (“the Company”) will be held at Doltone House, Darling Island Wharf, Ground Floor, 48 Pirrama Road, Pyrmont, New South Wales 2009 on Thursday, 12 November 2015 at 10.30 am.

The Annual General Meeting will be webcast live. Details for accessing the webcast will be posted on the Company’s website (www.sevenwestmedia.com.au) in advance of the meeting.



Agenda

Items of Business

Financial Statements

1. To receive and consider the financial statements and reports of the Directors for the year ended 27 June 2015, together with the Directors' and Auditors' reports for that period.

Note: There is no requirement for members to approve these statements or reports and therefore no vote will be held on this item.

Re-election and Election of Directors

2. To consider and, if thought fit, pass the following ordinary resolution:
That Mr Kerry Stokes AC (who, in accordance with the Company's Constitution retires by rotation and, being eligible, offers himself for re-election), be re-elected as a Director of the Company.
3. To consider and, if thought fit, pass the following ordinary resolution:
That Mr David Evans (who, in accordance with the Company's Constitution retires by rotation and, being eligible, offers himself for re-election), be re-elected as a Director of the Company.
4. To consider and, if thought fit, pass the following ordinary resolution:
That Ms Sheila McGregor (who, having been appointed by the Board as a Director since the last Annual General Meeting, retires in accordance with the Company's Constitution and, being eligible, offers herself for election), be elected as a Director of the Company.
5. To consider and, if thought fit, pass the following ordinary resolution:
That The Hon. Jeffrey Kennett AC (who, having been appointed by the Board as a Director since the last Annual General Meeting, retires in accordance with the Company's Constitution and, being eligible, offers himself for election), be elected as a Director of the Company.
6. To consider and, if thought fit, pass the following ordinary resolution:
That Mr Michael Malone (who, having been appointed by the Board as a Director since the last Annual General Meeting, retires in accordance with the Company's Constitution and, being eligible, offers himself for election), be elected as a Director of the Company.

Remuneration Report

7. To consider and, if thought fit, pass the following non-binding resolution:
That the Remuneration Report for the year ended 27 June 2015 be adopted.
A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes for Item 7.

Grant of Performance Rights to the MD & CEO

8. To consider and, if thought fit, pass the following ordinary resolution:
That approval be given for the grant of a maximum of 2,031,250 Performance Rights to the Managing Director & Chief Executive Officer, Mr Tim Worner, under the Seven West Media Equity Incentive Plan, on the terms summarised in the Explanatory Notes.
A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes for Item 8.

Refer to the Explanatory Notes for further information on the proposed resolutions.

BY ORDER OF THE BOARD

Warren Coatsworth
Company Secretary

8 October 2015

Entitlement to Attend and Vote

The Board has determined that a person's entitlement to vote at the Annual General Meeting will be taken to be the entitlement of that person shown in the Register of Members at 7.00 pm on Tuesday, 10 November 2015.

Voting members can vote in one of two ways:

- by attending the meeting and voting, either in person (or by attorney), or in the case of corporate members, by corporate representative; or
- by appointing a proxy to attend the meeting and vote on their behalf, in the manner set out below.

Voting by Proxy

If voting members wish to appoint a proxy to vote on their behalf at the meeting, they can do so by completing the proxy form that accompanies this Notice of Meeting and returning it either:

- by mail to Seven West Media Limited, c/- the Company's share registry, Computershare Investor Services Pty Limited, GPO Box 242 Melbourne Victoria 3001; or
- by fax to Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or +61 3 473 2555 (outside Australia);

or by submitting their proxy appointment online:

- at www.investorvote.com.au;
- for Intermediary Online subscribers only (custodians), at www.intermediaryonline.com.

For further instructions on voting, please refer to the proxy form.

Proxy appointments must be received by Computershare Investor Services Pty Limited by 10.30 am on Tuesday, 10 November 2015 (being 48 hours before the commencement of the meeting).

If the proxy form is signed by the member's attorney, the original or an original certified copy of the authority under which the attorney was appointed must accompany the proxy form.

The person appointed as proxy does not need to be a member of the Company, and a member can appoint an individual or a body corporate as a proxy. A body corporate appointed as a proxy must also lodge a *Certificate of Appointment of a Corporate Representative*.

A member who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes.

If a member who has appointed a proxy to vote on their behalf attends or takes part in the meeting, the proxy appointment is not revoked, but if the member votes on any resolution, the proxy is not entitled to vote, and must not vote, as the proxy on that resolution.

Proxy Voting by Key Management Personnel

Certain voting exclusions apply to Items 7 and 8, details of which are set out in the Explanatory Notes for those Items within this Notice of Meeting.

The key management personnel of the Company and their closely related parties (as defined under the *Corporations Act 2001*, which includes spouses, dependants and companies they control) ("Closely Related Parties") will not be able to vote as your proxy on Items 7 and 8 unless you direct them how to vote on the proxy form.

If you appoint the Chairman of the meeting as your proxy, or if the Chairman of the meeting is appointed as your proxy by default, and you do not mark any of the voting boxes on the proxy form for Items 7 or 8, by submitting the proxy form, you will be expressly authorising the Chairman of the meeting to vote your undirected proxy as he sees fit on the relevant Item.

If you appoint as your proxy any other member of the Company's key management personnel (including the other Directors of the Company) or any of their Closely Related Parties, you are encouraged to direct that person how to vote on Items 7 and 8. If you do not direct that person how to vote on these Items, that person will not be entitled to vote, and will not vote, your proxy on those Items.

Default to the Chairman of the Meeting

If a poll is conducted and you have directed your proxy how to vote, but your proxy either does not attend the meeting, or registers but does not vote on a resolution, your proxy votes will automatically default to the Chairman of the meeting, who is required to vote those proxies as directed on the proxy form.

The Chairman intends to vote all available proxies in favour of all Items of Business.

Explanatory Notes

Explanatory Notes accompany and form part of this Notice of Meeting. Members should read these documents in full.

Explanatory Notes

The Explanatory Notes are presented to members to provide them with information concerning each of the resolutions to be considered at the Company's 2015 Annual General Meeting.

Each of the resolutions to be considered by members are ordinary resolutions, requiring the approval of more than 50% of the votes cast by members who are entitled to vote and present in person, or by an attorney, representative or proxy at the Annual General Meeting.

Items 2 to 6 – Re-Election and Election of Directors

The Board, excluding the Director to whom each resolution relates, unanimously recommends that members vote in favour of the re-election of Mr Kerry Stokes AC and Mr David Evans, and the election of Ms Sheila McGregor, The Hon. Jeffrey Kennett AC and Mr Michael Malone.

In accordance with the Company's Constitution, at every Annual General Meeting, the following of the Company's Directors must retire from office and are eligible for re-election:

- one third of the Directors (rounded down to the nearest whole number), excluding Directors appointed since the last Annual General Meeting and the Managing Director & Chief Executive Officer; and
- any Director who, if he or she does not retire, will at the conclusion of the meeting have been in office for three or more years and for three or more Annual General Meetings since he or she was last elected.

On this basis Mr Kerry Stokes AC and Mr David Evans retire, and offer themselves for re-election (see, respectively, Items 2 and 3 under 'Items of Business').

Under the Company's Constitution and the ASX Listing Rules, any Director appointed by the Board during the year (as an additional Director or to fill a casual vacancy) may only hold office until the next Annual General Meeting, at which time the Director can offer herself or himself for election.

On this basis, Ms Sheila McGregor, Mr Jeffrey Kennett AC and Mr Michael Malone, who were each appointed a Director on 24 June 2015, offer themselves for election (see, respectively Items 4, 5 and 6 under 'Items of Business').

As Managing Director & Chief Executive Officer, Mr Tim Worner, who was appointed to the Board on 24 June 2015, is not required to stand for election under the Constitution or the ASX Listing Rules.

Set out below are short biographies of the Directors standing for re-election and election.

Mr Kerry Stokes AC

Non-executive Director & Chairman

Mr Stokes was appointed to the Board on 25 September 2008. Mr Stokes is the Executive Chairman of Seven Group Holdings Limited, a company with a market-leading presence in the resources services sector in Australia and China and a significant investment in media in Australia through Seven West Media. Mr Stokes has held that position since April 2010. He is also Chairman of Australian Capital Equity Pty Limited, which has substantial interests in media and entertainment, resources, energy, property and industrial activities.

Mr Stokes' many board memberships include Council Member of the Paley Group (formerly the International Council for Museum & Television); Council Member for the Australian War Memorial; and a former Chairman of the National Gallery of Australia. Mr Stokes holds professional recognitions which include an Honorary Doctorate in Commerce at Edith Cowan University and an Honorary Fellow of Murdoch University.

Mr Stokes has, throughout his career, been the recipient of many awards, including Life Membership of the Returned Services League of Australia; 1994 Paul Harris Rotary Fellow Award; 1994 Citizen of Western Australia for Industry & Commerce; 2002 Gold Medal award from the AICD for Western Australian Director of the Year; 2007 Fiona Stanley Award for outstanding contribution to Child Health Research; 2009 Richard Pratt Business Arts Leadership Award from the Australian Business Arts Foundation; and 2011 Charles Court Inspiring Leadership Award.

Mr Stokes was awarded Australia's highest honour, the Companion in the General Division in the Order of Australia (AC) in 2008. In 1995, he was recognised as Officer in the General Division of the Order of Australia (AO).

Mr David Evans

Independent Non-executive Director

Mr Evans was appointed to the Board on 21 August 2012. Mr Evans is the Executive Chairman of Evans and Partners Pty Ltd, having established the investment advisory company in June 2007. Mr Evans has spent his working life in the world of investment banking and stockbroking. Since 1990, he has worked in a variety of roles within JB Were & Son, and then the merged entity Goldman Sachs JBWere Pty Limited ("GSJBW"). Prior to establishing Evans and Partners, Mr Evans ran GSJBW's Private Wealth business and the Institutional Equities business. His most recent role at GSJBW was as Managing Director and Chief of Staff.

Mr Evans has lived in Melbourne all his life, and finished his formal education in 1988 at Monash University.

Mr Evans is also a member of the Victorian Police Corporate Advisory Group and a Board member of the State Library of Victoria and Director of The Shane Warne Foundation. He is also Chairman of Cricket Australia's Investment Committee.

Mr Evans is Chairman of the Audit & Risk Committee and a member of the Remuneration & Nomination Committee.

Ms Sheila McGregor

Independent Non-executive Director

Ms McGregor was appointed to the Board on 24 June 2015.

Ms McGregor is a Partner at Gilbert + Tobin in Sydney and is an experienced commercial adviser, company director and senior lawyer. During a career spanning over 20 years, she has advised senior management and boards of some of Australia's leading companies in the financial services, information technology, media and telecommunications industries.

Prior to joining Gilbert + Tobin in 2003, Ms McGregor was a senior partner at Freehills. She is a former Chairman and President of the Royal Women's Hospital Foundation Board and is a former member of the Commonwealth Bank life and general insurance subsidiary boards. She is currently on the Board of The Australian Indigenous Chamber of Commerce and on the Gilbert + Tobin Board.

Ms McGregor holds a BA(Hons) and LLB from the University of Sydney and an AICD Diploma.

The Hon. Jeffrey Kennett AC

Independent Non-executive Director

Mr Kennett was appointed to the Board on 24 June 2015.

Mr Kennett AC is the founding Chairman of beyondblue: the national depression initiative and has been Chairman since 2000. He is Chairman of The Torch, a program assisting incarcerated Indigenous men and women.

Mr Kennett was an Officer in the Royal Australian Regiment, serving at home and overseas. He was a Member of the Victorian Parliament for 23 years, and was Premier of the

State from 1992 to 1999. Prior to that, he was Leader of the Opposition 1982-1989; 1991-1992.

Mr Kennett is Chairman of Primary Opinion Limited and a Director of Equity Trustees Limited. He is currently Chairman of Open Windows Australia Proprietary Limited, Chairman of CT Management Group Pty Ltd, Chairman of Amtek Corporation Pty Ltd and Chairman of LEDified Lighting Corporation Pty Ltd.

In 2005 Mr Kennett was awarded the Companion of the Order of Australia.

Mr Michael Malone

Independent Non-executive Director

Mr Malone was appointed to the Board on 24 June 2015.

Mr Malone founded iiNet Limited in 1993 and continued as CEO until retiring in 2014. During his tenure, iiNet grew to service one million households and businesses, with revenues of one billion dollars and a market cap of over one billion dollars.

Mr Malone has been recognised by the award of industry accolades, including 2012 Australian Entrepreneur of the Year, CEO of the Year in the Australian Telecom Awards and National Customer Service CEO of the Year in the CSIA's Australian Service Excellence Awards.

He presently sits on the boards of ASX listed SpeedCast Limited and Superloop Limited and is a founder of Diamond Cyber, an IT security firm in Perth.

The Chairman intends to vote all available proxies in favour of all of the above Items of Business.

Item 7 – Remuneration Report

The Board unanimously recommends that members vote in favour of the adoption of the Remuneration Report.

Members are asked to adopt the Company's Remuneration Report. The Remuneration Report is contained within the Directors' Report section of the 2015 Annual Report.

The Remuneration Report:

- Explains the Board's policies in relation to the objectives and structure of remuneration;
- Discusses the relationship between the policies and the Company's performance;
- Provides a summary of performance conditions, why they were chosen and how performance is measured against them; and
- Sets out the remuneration details for each Director and other key management personnel.

The vote on Item 7 is advisory only and does not bind the Directors or the Company.

Voting exclusion statement

- The Company will disregard any votes cast on Item 7:
- by or on behalf of a member of the key management personnel of the Company (including the Directors) named in the Remuneration Report for the year ended 27 June 2015 and their Closely Related Parties (regardless of the capacity in which the vote is cast); or
 - as a proxy by a person who is a member of the Company's key management personnel at the date of the meeting or their Closely Related Parties.

However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote on Item 7:

- in accordance with the directions on the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation to vote as the proxy decides, even though Item 7 is connected with the remuneration of the key management personnel.

The Chairman intends to vote all available proxies in favour of this Item of Business.

Item 8 – Grant of Performance Rights to MD & CEO

The Board, excluding Mr Tim Worner, unanimously recommends that members vote in favour of the grant of the Performance Rights to the MD & CEO.

Overview of grant

It is proposed that a grant of Performance Rights be made to the MD & CEO, Mr Tim Worner, as the long term incentive component of his remuneration, under the terms of the Seven West Media Long Term Incentive Plan ("LTI Plan").

The primary objectives of the Remuneration Committee and the Board in setting Mr Worner's remuneration and providing him with equity based long term incentives under the LTI Plan for the 2016 financial year are to:

- encourage sustained performance;
- drive long term shareholder value creation;
- ensure alignment of Mr Worner's remuneration outcomes to shareholder interests; and
- ensure Mr Worner's remuneration is competitive and aligned with market rates in the Australian media sector.

Further details of Mr Worner's remuneration package and a summary of the operation of the LTI Plan are set out in the 2015 Remuneration Report on pages 64 to 82 of the Annual Report.

Why is shareholder approval being sought?

Under ASX Listing Rule 10.14, shareholder approval is required in order for a director to be issued securities under an employee incentive scheme. While it is the intention of the Board that no new shares will be issued to satisfy the Company's obligation to allocate shares on vesting, the Board is nonetheless seeking this shareholder approval in the interests of transparency and good corporate governance.

Summary of the key terms of the grant of Performance Rights

A brief overview of the key terms of the proposed grant is set out below.

Number of Performance Rights and other details of the LTI grant	<p>The Board proposes to grant Mr Worner 2,031,250 Performance Rights over shares in the Company in respect of the 2016 financial year. This grant represents the long term incentive component of Mr Worner's remuneration package ("LTI grant").</p> <p>The value of the LTI grant is based on 50% of Mr Worner's fixed remuneration.</p> <p>The number of Performance Rights proposed to be granted to Mr Worner is approximately equivalent to the LTI grant value divided by an amount calculated based on a share price of \$0.8052, being the volume weighted average market price of the Company's shares over the 5 day period immediately following the announcement of the Company's 2015 annual financial results, adjusted to reflect that Performance Rights do not entitle the holder to dividends on the underlying shares until the Performance Rights vest and shares are acquired.</p> <p>Each performance right is a right to acquire one share in the Company, subject to the achievement of the performance hurdles set out below. Accordingly, the maximum number of shares that may be acquired by Mr Worner (where the performance hurdles are achieved in full) is 2,031,250 (subject to any adjustment made in accordance with the LTI Plan).</p> <p>Performance Rights do not carry any dividend or voting rights.</p>
Date of grant	<p>If shareholder approval is obtained, the Performance Rights will be granted to Mr Worner shortly after the meeting but, in any event, within 12 months after the date of the meeting.</p>

Performance hurdles	<p>The Performance Rights are subject to two performance hurdles which are independent and will be tested separately.</p> <p>TSR Performance</p> <p>50% of the Performance Rights are subject to a hurdle based on total shareholder return (“TSR”) relative to 15 S&P/ASX 200 companies above and 15 companies below the Company’s 12 month average market capitalisation ranking (to 1 July 2015), after resources and mining companies and trusts have been excluded. The Board has discretion to adjust the comparator group, if appropriate.</p> <p>The vesting schedule for the TSR performance component over the performance period is as follows:</p> <ul style="list-style-type: none"> - No Performance Rights will vest if the Company’s TSR performance is less than the 51st percentile - If performance is at the 51st percentile, then 50% of the Performance Rights will vest - Performance rights will vest on a straight line basis between the 51st percentile up to the 75th percentile, at which point 100% of the Performance Rights in the TSR performance component will vest. <p>DEPS Performance</p> <p>50% of the Performance Rights are subject to a hurdle based on diluted earnings per share (“DEPS”). DEPS is calculated by dividing the net profit or loss (for the reporting period) by the weighted average number of ordinary shares in the Company (i.e. including ordinary shares that may be on issue following the exercise of outstanding share options/rights).</p> <p>DEPS performance is measured as aggregate DEPS achieved over the performance period (i.e., year 1 DEPS + year 2 DEPS + year 3 DEPS).</p> <p>The vesting schedule for the DEPS performance component, based on the Company’s aggregate DEPS performance over the whole performance period, is as follows:</p> <ul style="list-style-type: none"> - No Performance Rights will vest if the Company’s DEPS performances is less than threshold (budget); - If DEPS performance is at threshold (budget), then 50% of the Performance Rights will vest; - Performance rights will vest on a straight line basis between threshold (budget) and stretch DEPS performance, at which point 100% of the Performance Rights in the DEPS performance component will vest. <p>The level of annual DEPS performance required to attract full or partial vesting under the DEPS performance component is set at the start of each financial year during the performance period (actual vesting is only determined following the end of the three-year performance period based on aggregate DEPS performance over that period). The annual DEPS targets are commercially sensitive and will be disclosed on a retrospective basis in the Remuneration Report for each financial year. The aggregate level of DEPS performance achieved over the three-year period relative to the threshold and stretch targets, and the resulting level of vesting, will be disclosed following the end of the performance period in the 2018 Remuneration Report.</p> <p>The Board retains a discretion to adjust the DEPS performance hurdle to ensure that Mr Worner is neither advantaged nor disadvantaged by matters outside management’s control that affect DEPS (for example, by excluding one-off non-recurrent items or the impact of significant acquisitions or disposals).</p>
Performance period and vesting	<p>The performance period is 3 years, commencing 1 July 2015 and ending on 30 June 2018.</p> <p>Any Performance Rights that do not vest following testing of the performance hurdles at the end of the performance period will lapse.</p>
Allocation of shares	<p>Following testing of the applicable performance conditions and determination of the level of vesting of Performance Rights, one fully paid share in the Company will be allocated in relation to each performance right which vests.</p> <p>It is the intention of the Board that no new shares will be issued to satisfy the Company’s obligation to allocate shares on vesting.</p>
Trading restrictions	<p>Shares allocated on vesting of Performance Rights will be subject to an additional trading restriction for a period of 12 months following vesting.</p> <p>During this trading restriction period, Mr Worner will not be able to sell or otherwise deal with his shares.</p> <p>Mr Worner is also able to elect that the shares be subject to an additional trading restriction for up to a further three years (ie. up to the announcement of the Company’s full year results announcement in 2022).</p> <p>The trading restriction will be lifted earlier upon cessation of Mr Worner’s employment or in other circumstances approved by the Board.</p>
Price payable for securities	<p>No amount will be payable by Mr Worner in respect of the grant of Performance Rights, nor in respect of any shares allocated upon vesting of the Performance Rights.</p>

Cessation of employment	<p>If Mr Worner ceases employment with the Company before the end of the performance period, his entitlement to the unvested Performance Rights (if any) will depend on the circumstances of cessation.</p> <p>All Performance Rights will lapse in the event of gross misconduct, termination for cause, or certain other circumstances determined by the Board.</p> <p>In accordance with the LTI Plan, in certain circumstances, including death, disablement or other circumstances approved by the Board, Performance Rights do not lapse and are tested at the end of the performance period, based on the original performance hurdles.</p> <p>However, the Board has discretion to determine another treatment that it deems appropriate in the circumstances including that:</p> <ul style="list-style-type: none"> - all or a portion of Performance Rights lapse at cessation; or - a pro-rata number of Performance Rights vest based on the time worked during the performance period and the extent to which the performance hurdles have been achieved at the time of ceasing employment.
Adjustments	<p>In the event the Company undertakes a corporate action or capital reconstruction (including, for example, a bonus or rights issue, or a capital reorganisation), the Board may adjust the terms of Performance Rights in order to ensure that no material advantage or disadvantage accrues to the holder.</p>
Other information	<p>No other director of the Company other than Mr Worner is eligible to participate in the LTI Plan.</p> <p>At the 2014 Annual General Meeting ("AGM"), shareholders approved the grant of a maximum of 833,333 Performance Rights to Mr Worner under the LTI Plan. Since the 2014 AGM (being the date of the last approval), 833,333 Performance Rights were granted to Mr Worner Plan under the LTI Plan. These grants of Performance Rights were made on 15 June 2015 and no amount was payable for the grant.</p>

The Board believes that an equity based long-term incentive is an important component of executive remuneration, to ensure an appropriate part of executive reward is linked to generating satisfactory long term returns for shareholders.

Voting exclusion statement

The Company will disregard any votes cast on Item 8:

- by or on behalf of the MD & CEO or any of his associates (regardless of the capacity in which the vote is cast); or
- as a proxy by any of the Company's key management personnel at the date of the meeting or their Closely Related Parties.

However, the Company need not disregard a vote if it is cast by a person as a proxy for a person entitled to vote on Item 8:

- in accordance with the directions on the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation to vote as the proxy decides, even though Item 8 is connected with the remuneration of the key management personnel.

The Chairman intends to vote all available proxies in favour of this Item of Business.

Directions and map

Parking

The Star Parking Station is located at Pyrmont Street, Pyrmont. For further information call (02) 9777 9000.

Wilson Jones Bay Wharf Carpark is located at 19-21 Pirrama Road, Pyrmont.

Walking

From Town Hall, please walk over the Pyrmont Bridge, then turn right onto Pirrama Road, Pyrmont, and continue until you reach Darling Island Wharf.

Light Rail

Light rail service departs from Central Station. The nearest station is located at The Star.

Bus

State Transit Bus Routes 443 and 449 regularly depart Circular Quay to Pirrama Road. For route and timetable information, call 131 500 or visit sydneybuses.info.



Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
 Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001 Australia

 Alternatively you can fax your form to
 (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

 For Intermediary Online subscribers only
 (custodians) www.intermediaryonline.com
For all enquiries call:
 (within Australia) 1300 850 505
 (outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number:
SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.


For your vote to be effective it must be received by 10.30 am (AEDT) on Tuesday, 10 November 2015

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each proxy in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder or the securityholder's attorney must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders or their attorneys should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Seven West Media Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally on my/our behalf, and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of Seven West Media Limited to be held at Doltone House, Darling Island Wharf, Ground Floor, 48 Pirrama Road, Pyrmont, New South Wales 2009 on Thursday, 12 November 2015 at 10.30 am (AEDT) and at any adjournment or postponement of that meeting.

Chairman expressly authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 7 and 8 (except where I/we have indicated a different voting intention below) even though Items 7 and 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 7 and 8 by marking the appropriate box in step 2 below.

The Chairman of the Meeting intends to vote available proxies that are undirected in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his voting intention on any resolution, in which case an ASX announcement will be made.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 2	To re-elect Mr Kerry Stokes AC as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	To re-elect Mr David Evans as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	To elect Ms Sheila McGregor as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	To elect The Hon. Jeffrey Kennett AC as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	To elect Mr Michael Malone as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	To adopt the Remuneration Report for the year ended 27 June 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8	Grant of Performance Rights to Managing Director & Chief Executive Officer, Mr Tim Worner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____