



2020 ANNUAL GENERAL MEETING

2 October 2020: Nine Entertainment Co. (ASX:NEC) provides the following documents for its Annual General Meeting, which will be held at 10.00am (Sydney time) on 12 November 2020, as a virtual meeting:

- Notice of Meeting
- Sample Voting Form
- Q&A Form
- Virtual Meeting Guide

The Notice of Meeting and Virtual Meeting Guide include detailed information about how shareholders can participate in the AGM, including registering, viewing the meeting, voting and asking questions.

This announcement was authorised for lodgment by the Company Secretary of Nine.

Further information:

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2020 AGM
Notice of Meeting

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Dear Shareholder

2020 ANNUAL GENERAL MEETING

On behalf of the Board of Directors of Nine Entertainment Co. Holdings Limited (the **Company**), I am pleased to invite you to participate in the Company's 2020 Annual General Meeting (**AGM**) on Thursday, 12 November 2020, at 10.00am. The AGM will be held virtually in 2020 (other than those directors who are able to attend in person), given the current restrictions on travel and gatherings and the need to protect the health and safety of our shareholders and staff.

The enclosed Notice of Meeting and Explanatory Statement contain important information about the matters to be considered at the meeting.

I encourage all shareholders who are able to, to participate in the AGM virtually, via the online platform at <https://agmlive.link/NEC20>. Details of how to log in to the meeting are set out in the enclosed Notice of Meeting and Virtual AGM Guide. Registration opens one hour before the commencement of the meeting for you to log onto the platform. You will need your SRN or HIN (which are on your Voting Form) or proxyholder login which will be provided by Link. You will be able to see the live webcast of directors and the presentations to the AGM, as well as the presentation slides. Shareholders and proxy holders will be able to ask questions during the AGM and to hear the discussion. If you are unable to attend the AGM but wish to vote, you can either appoint a proxy or lodge a direct vote. Details for how to do this are in the attached materials.

If you wish to submit a question to the AGM ahead of the meeting on any matters relating to the management of the Company, there is a link available via the Company's website (www.nineforbrands.com.au/investors).

I look forward to welcoming you to the AGM on Thursday, 12 November 2020.

Yours sincerely

A handwritten signature in black ink that reads "Peter Costello".

Peter Costello
Chairman

Notice of Meeting

Nine Entertainment Co. Holdings Limited ACN 122 203 892 (Company) will hold its Annual General Meeting on Thursday, 12 November 2020 at 10.00am (Sydney time) to transact the following business referred to in this Notice of Meeting.

Shareholders are requested to participate in the AGM virtually via our online AGM platform <https://agmlive.link/NEC20> or via the use of a direct voting form or the appointment of a proxy.

1. Financial Reports

To receive and consider the financial report of the Company for the year ended 30 June 2020, together with the Directors' Report and the Auditor's Report as set out in the Annual Report of the Company for the year ended 30 June 2020.

2. Resolution 1 – Non Binding Resolution to adopt the Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2020 as set out in the Annual Report.

Note: The vote on this Resolution is advisory only and does not bind the Company.

3. Resolution 2 – Re-election of Mr Peter Costello as a Director

To re-elect Mr Peter Costello, who retires in accordance with clause 26.10 of the Constitution and offers himself for re-election, as a Director.

4. Resolution 3 – Grant of additional 2020 performance rights to CEO

To approve for all purposes the grant of 292,118 performance rights to the Chief Executive Officer, Mr Hugh Marks, as described in the Explanatory Statement.

5. Resolution 4 – Grant of 2021 performance rights to CEO

To approve for all purposes the grant of 1,156,026 performance rights to the Chief Executive Officer, Mr Hugh Marks, as described in the Explanatory Statement.

6. Resolution 5 – Variation to constitution

To approve a variation of the Company's Constitution under section 136(2) of the Corporations Act as a special resolution, by including the following as a new rule 22.12

"22.12 Direct Voting

Despite anything to the contrary in this constitution, the Directors may decide that at any general meeting or class meeting, a Member who is entitled to attend and vote on a resolution at that meeting is entitled to vote by direct vote. A direct vote includes a vote delivered to the Company by post, fax or other electronic means approved by the Directors. The Directors may approve rules or procedures in relation to direct voting, including specifying the form, method and timing for giving a direct vote at a meeting, in order for the vote to be valid."

By order of the Board

Rachel Launder

Company Secretary

Dated: 2 October 2020

Information for Shareholders

Accessing the Virtual AGM

The AGM will be webcast for participation by Shareholders and proxyholders, via the online platform at <https://agmlive.link/NEC20>. To participate, you will need a desktop computer or mobile/tablet device with internet access.

We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below, to check that it works on your device.

Enter <https://agmlive.link/NEC20> into a web browser on your computer or device. To be verified as a shareholder or proxy holder who is eligible to vote and participate in the meeting:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Voting Form; and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

More information about how to use the AGM platform, including how to vote and ask questions during the meeting is available in the Virtual AGM Guide, which has been lodged with the ASX and is available on our website (<https://www.nineforbrands.com.au/investors/>).

Shareholders who are entitled to vote

You are eligible to attend and vote at the AGM, if you are registered as a Shareholder as at 7.00pm (Sydney time) on 10 November 2020.

How to vote

As the AGM is being held virtually, each resolution considered at the AGM will be conducted by poll, rather than a show of hands.

Shareholders may vote by:

- using the online platform during the meeting;
- appointing a proxy; or
- lodging a direct vote before the meeting.

Online voting

A Shareholder who wishes to vote online during the meeting will need to log onto the platform, using the instructions set out above. Online voting will be open between the commencement of the AGM at 10.00am (Sydney time) on 12 November 2020 and the time at which the Chairman announces voting closure.

Voting by proxy

A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies, by completing the "Appoint a Proxy" section in the enclosed Voting Form. Each proxy will have the right to vote on a poll and to speak at the AGM. The proxy can be either an individual or a body corporate. A proxy need not be a Shareholder.

Where two proxies are appointed by a Shareholder, the appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. If the appointment does not specify the proportion or number of the Shareholder's votes which each proxy may exercise, the votes will be divided equally among the proxies.

If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. Proxy appointments in favour of the Chairman that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions.

Link will contact all proxyholders at least 48 hours before the AGM to provide them with the login information that they will need to use the online AGM platform.

Direct voting before the meeting

If a Shareholder is unable to participate in the AGM, they are entitled to vote their shares directly before the meeting, by completing and returning the "Direct Voting" section of the enclosed Voting Form. They will then not need to appoint a proxy. The Shareholder must mark either the "for" or "against" boxes for each item on the Voting Form. If a Shareholder does not give a direction on all the items, or if they complete sections for the Voting Form for both the appointment of a proxy and a direct vote, the Voting Form will be treated as the appointment of the Chairman as proxy for the Shareholder.

Submitting a Voting Form

The Voting Form must be signed by the Shareholder or the Shareholder's attorney and accompanied by an original or certified copy of any Power of Attorney under which it is signed. Voting Forms given by corporations must be executed in accordance with the Corporations Act.

Please lodge the Voting Form online at linkmarketservices.com.au in accordance with the instructions provided on the website or send it in the reply-paid envelope provided to Link Market Services Limited, Locked Bag 414, Sydney South NSW 1235 or by fax to Link Market Services Limited on +61 29287 0309.

Voting Forms must be received by 10.00am (Sydney time) on 10 November 2020.

Submitting questions in advance

Shareholders are invited to submit questions to the AGM ahead of the meeting on any matters relating to the management of the Company. This can be done via the form which is available on the Company's website (www.nineforbrands.com.au/investors). The Company will endeavour to address the more frequently asked questions during the presentations to the meeting. Questions must be received by the Company or Link Market Services by 5.00pm on 4 November 2020.

Explanatory Statement

This Explanatory Statement is intended to provide Shareholders with information to assess the Resolutions contained in the accompanying Notice of Meeting for the AGM.

1. Financial Reports

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2020, together with the Directors' declaration and report in relation to that financial year and the Auditor's Report.

No resolution is required on this item of business. Shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments on the accounts and on the management of the Company. Shareholders will also have a reasonable opportunity to ask a representative of Ernst & Young, the Company's auditor, questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the independent audit report;
- c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d. the independence of the auditor in relation to the conduct of the audit.

2. Resolution 1 – Adoption of the Remuneration Report

The Company is required to put a resolution to its Shareholders that the Remuneration Report as disclosed in the Company's 2020 Annual Report be adopted. The Remuneration Report is contained in the Company's 2020 Annual Report which is available on the Company's website (www.nineforbrands.com.au/investors). It provides information relating to the remuneration policy and practices of the Company and the structure and details of remuneration payable to the Directors and certain senior executives of the Company.

The vote on Resolution 1 is advisory only and does not bind the Company. However, the Board will take account of the outcome of the vote on this resolution in reviewing the remuneration practices and policies of the Company.

Shareholders should note that the Chairman intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chairman to vote against Resolution 1 or to abstain from voting.

The Board, acknowledging that each Director has an interest in his or her remuneration as disclosed in the Remuneration Report, recommends that Shareholders vote in favour of Resolution 1.

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a Restricted Voter. However, the Company need not disregard a vote if:

- a. it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution; and
- b. it is not cast on behalf of a Restricted Voter.

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 1 unless:

- a. the appointment specifies the way the proxy is to vote on Resolution 1; or
- b. the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-election of Mr Peter Costello as a director

Pursuant to Clause 26.10 of the Company's Constitution, Mr Peter Costello retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr Costello was appointed to the Board in February 2013 as an independent, Non-Executive Director and in March 2016 became Chairman of the Board. He is also a member of the Audit & Risk Management Committee.

Mr Costello is currently Chairman of the Board of Guardians of Australia's Future Fund and serves on a number of domestic and international advisory boards. He commenced his career as a solicitor, and then a barrister. Mr Costello was a member of the Australian House of Representatives from 1990 to 2009 and Treasurer of the Commonwealth of Australia from March 1996 to December 2007. From 2009, Mr Costello has worked as a corporate advisor in the field of mergers, acquisitions and foreign investment.

He has a Bachelor of Arts and a Bachelor of Laws LLB (Hons) and a Doctorate of Laws (Honoris Causa) from Monash University. In 2011, Mr Costello was appointed a Companion of the Order of Australia.

Mr Costello brings to the Board skills in, among other areas, the media industry, financial markets, strategy, risk management, M&A, and political and regulatory matters.

The Board (Mr Costello abstaining) recommends that Shareholders vote in favour of Resolution 2.

4. Resolution 3 – Grant of additional 2020 performance rights to CEO

At the 2019 AGM, shareholders approved the issue of 760,869 Performance Rights to Mr Marks, on the terms of the LTI Plan. Subsequently, the Board increased Mr Marks' remuneration, which entitles him (subject to Shareholder approval) to a further allocation of 292,118 Performance Rights. 81,521 of the proposed additional Performance Rights are subject to the vesting conditions relating to EPS growth and relative total shareholder return which apply to the performance rights approved at the Company's 2019 AGM. The remaining 210,597 of the proposed additional Performance Rights are subject to a new vesting condition relating to growth of Nine's digital businesses. Further details of these conditions are set out below.

Based on the 10 day volume weighted average price around the release of the Company's financial results for the year to 30 June 2019 of \$1.84, the value of those Performance Rights is \$537,500.

ASX Listing Rule 10.14 requires shareholder approval for Mr Marks, being a director of the Company and therefore a Listing Rule 10.14.1 party, to be issued securities under an employee incentive plan such as the Company's Long Term Incentive Plan. The Board intends that no new shares will be issued to Mr Marks on vesting of the Performance Rights (as any entitlement to shares will be satisfied by the acquisition of shares on market), but obtaining this approval gives the Company flexibility to issue shares on exercise of the Performance Rights if circumstances require at that time. Mr Marks is the only director who is, or has ever been, entitled to participate in the Long Term Incentive Plan.

If shareholder approval is obtained under ASX Listing Rule 10.14, the grant of these performance rights will then fall within the Listing Rule 7.2 exception 14, with the result that the issue of those securities (which equate to 0.02% of the Company's issued capital) will not be included in the calculation of the Company's 15% placement capacity under Listing Rule 7.1.

Details of Mr Marks' remuneration

Mr Marks' remuneration package comprises:

- Fixed remuneration (base pay, superannuation, non-monetary benefits) of \$1,550,000 per annum;
- A short term incentive opportunity of 100% of fixed remuneration (at target) and 150% of fixed remuneration (as the maximum opportunity); and
- A long term incentive opportunity of 125% of fixed remuneration, comprising 100% allocated on a basis consistent with other executives who are participants in the LTI Plan and an additional 25% which is subject to a vesting condition on digital transformation which only applies to Mr Marks.

Previous grants

Mr Marks has received a total of 4,583,266 performance rights under the LTI Plan. From the tranches which have vested to date, he has received 2,424,233 fully paid ordinary shares. The performance rights are issued for no consideration and no amount is payable for the issue of shares on exercise of the performance right. However, the weighted average notional issue price is \$1.53.

Performance Rights

Performance rights are not fully paid ordinary securities. The material terms of the securities are set out below. Performance rights are a commonly used form of security for executive incentive plans, as they can be issued subject to vesting criteria and do not give any rights to the holder (such as voting or dividend rights) before they are vested and exercised, but create alignment between the executives who hold the rights and shareholders.

Details of the Company's LTI Plan are contained in the Annual Report. Key elements of the plan are summarised below:

<p>What does a Performance Right provide?</p>	<p>If the conditions to vesting are satisfied, each Performance Right will, at the Company's election, convert to a Share on a one-for-one basis or entitle Mr Marks to receive cash to the value of a Share. No amount is payable by Mr Marks for the issue of the Performance Rights or on conversion of the Performance Rights.</p> <p>Mr Marks does not receive any voting or dividend entitlements before the Performance Rights have vested and been exercised.</p>
<p>Vesting Condition 1 - Total Shareholder Return</p>	<p>40,761 of the Performance Rights (to the value of \$75,000) are subject to the Company's Total Shareholder Return (TSR) performance against a comparator group over the 3 year period from 1 July 2019 to 30 June 2022. The comparator group is a subset of ASX 200 companies (being companies in the Information Technology, Consumer Discretionary, Consumer Staples and Telecommunication Services sectors).</p> <p>If the Company's TSR performance is at the 50th percentile, 50% of these Performance Rights (ie 20,380 Performance Rights) will vest. If TSR exceeds the stretch target of the 75th percentile, 100% of these Performance Rights will vest (ie 40,761 Performance Rights). Between those two targets, Performance Rights will vest on a straight line basis.</p>
<p>Vesting Condition 2 - Earnings Per Share Growth</p>	<p>40,760 of the Performance Rights (to the value of \$75,000) are subject to the achievement of fully diluted earnings per share growth (EPSG) targets over the 3 year period to 30 June 2022. The targets for the 3 year period have been set by the Board.</p> <p>As the target for EPSG is commercially sensitive, the Company will disclose the performance targets when Performance Rights vest.</p> <p>If EPSG over the 3 year period meets the threshold target, 33% of these Performance Rights (ie 13,451 Performance Rights) will vest. If EPSG exceeds the stretch target, 100% of these Performance Rights (ie 40,760 Performance Rights) will vest. Between those two targets, Performance Rights will vest on a straight line basis.</p>
<p>Vesting Condition 3 - Digital Growth</p>	<p>210,597 of the Performance Rights (to the value of \$387,500) will vest, based on the Board's assessment of performance against measures set by the Board to accelerate the Nine group's transformation as a digital business over the 3 years to 30 June 2022. This is based on targets relating to digital audience growth, digital revenue growth and subscription revenue growth. The Board will assess the Company's performance against the targets on an aggregated basis, in determining how many of this tranche of Performance Rights will vest.</p>

Cessation of employment (Employment Conditions) If Mr Marks ceases to be employed by the Company before 1 July 2022 due to:

- being summarily dismissed;
- resignation (subject to the Board exercising a discretion to allow some or all Performance Rights to be retained); or
- terminating his employment agreement otherwise than in accordance with the terms of that agreement,

any unvested Performance Rights held at the date of termination will lapse.

If Mr Marks ceases to be employed by the Company in any other circumstances (e.g. redundancy, retirement, ill health), Mr Marks will retain a pro-rated number of unvested Performance Rights, which will be tested after 1 July 2022, to determine the number of such rights which have vested.

Testing Performance against each of the vesting conditions will be determined independently.

Any Performance Rights which do not vest at the end of the performance period will lapse.

Performance rights which vest may be exercised at any time up to 30 June 2024 (subject to the Company's Securities Trading Policy). Any rights which are not exercised before that date will lapse.

Restrictions Mr Marks is not permitted to transfer any Performance Rights.

Trading in any shares issued to Mr Marks on exercise of the Performance Rights will be restricted for so long as he remains an employee of Nine, and is subject to the Company's Securities Trading Policy.

Maximum number of shares The maximum number of shares which Mr Marks may receive, if vesting conditions are met and the rights exercised, will be 292,118 (subject to any adjustments made under the Long Term Incentive Plan).

Grant of rights If Shareholders approve this resolution, the rights will be granted to Mr Marks shortly after the meeting, and within 12 months after the date of this meeting.

There are no loans made in connection with the acquisition of securities under the Long Term Incentive Plan.

Details of any securities issued under the LTI Plan following approval under this resolution will be published in Nine's annual report for the current financial year with a statement that approval of the issue was obtained under ASX Listing Rule 10.14. As Mr Marks is currently the only person named in this resolution, no other person covered by ASX Listing Rule 10.14 who becomes entitled to participate in an issue of securities under the LTI Plan may do so, until approval is obtained under that rule.

The Board (Mr Marks abstaining) recommends that Shareholders vote in favour of Resolution 3.

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 3:

- a. by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in Nine's LTI Plan or any associate of those persons; or
- b. by a Restricted Voter as a proxy unless the vote is cast as a proxy for a person who is entitled to vote on the resolution, and:
 - the appointment specifies the way the proxy is to vote on Resolution 3; or
 - the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy.

However, a vote may be cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided:
 - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the resolution; and
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote on that way.

5. Resolution 4 – Grant of 2021 performance rights to CEO

The Board has determined, subject to Shareholder approval, to offer Mr Marks (a director of the Company) an allocation of Performance Rights, to the value of \$1,937,500 on the terms of the Company's LTI Plan, which will be tested against vesting conditions for the 3 years to 30 June 2023. Based on the 10 day volume weighted average price around the release of the Company's financial results for the year to 30 June 2020 of \$1.676, Mr Marks will be entitled to 1,156,026 Performance Rights.

As with Resolution 3, this resolution seeks approval under ASX Listing Rule 10.14 as Mr Marks is a director of the Company and therefore a Listing Rule 10.14.1 party. The Board intends that no new shares will be issued to Mr Marks on vesting of the Performance Rights (as any entitlement to shares will be satisfied by the acquisition of shares on market), but obtaining this approval gives the Company flexibility to issue shares on exercise of the Performance Rights if circumstances require at that time.

As noted above in relation to Resolution 3, if shareholder approval is obtained under ASX Listing Rule 10.14, the grant of these performance rights will then fall within Listing Rule 7.2 exception 14, with the result that the issue of those securities (which equate to 0.07% of the Company's issued capital) will not be included in the calculation of the Company's 15% placement capacity under Listing Rule 7.1.

The details of Mr Marks' remuneration package, the number of rights granted to him under the LTI Plan previously, proposed timing to issue rights and the key terms of the Performance Rights set out above in relation to Resolution 3 also apply to the proposed 2021 Performance Rights. Details specific to the 2021 Performance Rights are set out below:

Vesting Condition 1 - Total Shareholder Return	462,410 of the Performance Rights (to the value of \$775,000) are subject to the Company's Total Shareholder Return (TSR) performance against a comparator group over the 3 year period from 1 July 2020 to 30 June 2023. The comparator group is a subset of ASX 200 companies (being companies in the Information Technology, Consumer Discretionary, Consumer Staples and Telecommunication Services sectors).
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If the Company's TSR performance is at the 50th percentile, 50% of these Performance Rights (ie 231,205 Performance Rights) will vest. If TSR exceeds the stretch target of the 75th percentile, 100% of these Performance Rights will vest (ie 462,410 Performance Rights). Between those two targets, Performance Rights will vest on a straight line basis.

Vesting Condition 2 – Earnings Per Share Growth 462,411 of the Performance Rights (to the value of \$775,000) are subject to the achievement of fully diluted earnings per share growth (EPSG) targets over the 3 year period to 30 June 2023. The targets for the 3 year period have been set by the Board.

As the target for EPSG is commercially sensitive, the Company will disclose the performance targets when Performance Rights vest.

If EPSG over the 3 year period meets the threshold target, 33% of these Performance Rights (ie 152,595 Performance Rights) will vest. If EPSG exceeds the stretch target, 100% of these Performance Rights (ie 462,411 Performance Rights) will vest. Between those two targets, Performance Rights will vest on a straight line basis.

Vesting Condition 3 – Digital Growth 231,205 of the Performance Rights (to the value of \$387,500) will vest, based on the Board’s assessment of performance against measures set by the Board to accelerate the Nine group’s transformation as a digital business. This is based on targets relating to digital audience growth, digital revenue growth and subscription revenue growth. The Board will assess the Company’s performance against the targets on an aggregated basis, in determining how many of this tranche of Performance Rights will vest.

Exercise of vested rights Performance rights which vest may be exercised at any time up to 30 June 2025 (subject to the Company’s Securities Trading Policy). Any rights which are not exercised before that date will lapse.

Maximum number of shares The maximum number of shares which Mr Marks may receive, if vesting conditions are met and the rights exercised, will be 1,156,026 (subject to any adjustments made under the Long Term Incentive Plan).

Details of any securities issued under the LTI Plan following approval under this resolution will be published in Nine’s annual report for the current financial year with a statement that approval of the issue was obtained under ASX Listing Rule 10.14. As Mr Marks is currently the only person named in this resolution, no other person covered by ASX Listing Rule 10.14 who becomes entitled to participate in an issue of securities under the LTI Plan may do so, until approval is obtained under that rule.

The Board (Mr Marks abstaining) recommends that Shareholders vote in favour of Resolution 4.

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 4:

- a. by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in Nine’s LTI Plan, or any associate of those persons; or
- b. by a Restricted Voter as a proxy unless the vote is cast as a proxy for a person who is entitled to vote on the resolution, and:
 - the appointment specifies the way the proxy is to vote on Resolution 4; or
 - the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy.

Further, a vote may be cast in favour of the resolution by:

- an otherwise excluded person as proxy or attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided:
 - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the resolution; and
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote on that way.

6. Resolution 5 – Variation of constitution

The Company is able to hold its AGM in 2020 virtually with direct voting by shareholders, in reliance on a determination made by the Treasurer to facilitate virtual meetings during 2020, given the restrictions on travel and public gatherings.

Shareholder approval is sought to amend the Company's constitution under section 136(2) of the Corporations Act to allow direct voting at future meetings. If approved, the proposed amendment will allow greater flexibility for shareholders to participate in meetings of the Company, by allowing shareholders to cast a vote directly, rather than granting a right to a proxy to vote on their behalf, if they are unable to attend a meeting. This will facilitate future meetings being held virtually, or in a hybrid way (ie shareholders have a choice about attending in person or virtually), which will be a benefit to shareholders.

This resolution is a special resolution and requires approval of 75% or more of the votes cast on the resolution.

The Board recommends that Shareholders vote in favour of Resolution 5.

7. Glossary

Board means the board of directors of the Company.

Chairman means the individual appointed under the Constitution to chair any meeting of the Company from time to time.

Closely Related Party has the meaning given to that term in the Corporations Act.

Constitution means the Company's constitution, as amended from time to time.

Corporations Act means Corporations Act 2001 (Cth).

Explanatory Statement means this explanatory statement.

Key Management Personnel has the meaning given to that term in the Accounting Standards.

LTI Plan means the Long Term Incentive Plan of Nine, described in the Explanatory Statement.

Notice of Meeting means the notice of meeting accompanying the Explanatory Statement.

Restricted Voter means Key Management Personnel and their Closely Related Parties.

Shareholder means a person who is a registered holder of fully paid ordinary shares in the capital of the Company.

LODGE YOUR QUESTIONS

ONLINE
 www.linkmarketservices.com.au

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VOTING FORM

I/We being a member(s) of Nine Entertainment Co. Holdings Limited and entitled to attend and vote hereby appoint:

A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

i in relation to the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Thursday, 12 November 2020**, and at any adjournment or postponement of the Meeting. You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR B APPOINT A PROXY

the Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name
 Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Thursday, 12 November 2020** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in: Online at <https://agmlive.link/NEC20> (refer to details in the Virtual Annual General Meeting Online Guide).

Important for Resolutions 1, 3 & 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 3 & 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

Resolutions	For	Against	Abstain*	For	Against	Abstain*
1 Non Binding Resolution to adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Variation to constitution	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Peter Costello as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
3 Grant of additional 2020 performance rights to CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
4 Grant of 2021 performance rights to CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)
 Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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STEP 1 Please mark either A or B

STEP 2

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Tuesday, 10 November 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Nine Entertainment Co. Holdings Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* in business hours (Monday to Friday, 9:00am–5:00pm)

LODGE YOUR QUESTIONS

-  **ONLINE**
www.linkmarketservices.com.au
-  **BY MAIL**
 Nine Entertainment Co. Holdings Ltd
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia
-  **BY FAX**
 +61 2 9287 0309
-  **BY HAND**
 Link Market Services Limited
 1A Homebush Bay Drive, Rhodes NSW 2138
-  **ALL ENQUIRIES TO**
 Telephone: +61 1800 128 092 (free call within Australia)



X999999999999

Please use this form to submit any questions about Nine Entertainment Co. Holdings Ltd (“the Company”) that you would like us to respond to at the Company’s 2020 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company’s auditor it should be relevant to the content of the auditor’s report, or the conduct of the audit of the financial report.

This form must be received by the Company’s share registrar, Link Market Services Limited, by **5:00pm on Wednesday, 4 November 2020**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company’s auditor the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to (please mark the most appropriate box)

- | | | |
|----------------------------------|-----------------------------------|--------------------|
| Performance or financial reports | A resolution being put to the AGM | General suggestion |
| Remuneration Report | Sustainability/Environment | Other |
| My question is for the auditor | Future direction | |

- | | | |
|----------------------------------|-----------------------------------|--------------------|
| Performance or financial reports | A resolution being put to the AGM | General suggestion |
| Remuneration Report | Sustainability/Environment | Other |
| My question is for the auditor | Future direction | |

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QUESTIONS

SAMPLE

Virtual Annual General Meeting Online Guide

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Virtual Annual General Meeting Online Guide

Before you begin

Ensure your browser is compatible. You can easily check your current browser by going to the website: whatismybrowser.com

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 “Mavericks” & OS X v10.10 “Yosemite” and after
- Internet Explorer 9 and up (please note Internet Explorer 8 is not supported)

The virtual meeting is viewable from desktops and laptops. Additionally, access is supported on iOS 13 (and after) software for those using iPhone or iPad devices. To vote or ask questions at the meeting, shareholders must register, and provide their SRN/HIN and postcode.

If you are an appointed proxy you will need your proxy number which will be provided by email by Link Market Services prior to the meeting. **Please make sure you have this information before proceeding.**

Corporate Representatives:

If a representative of the corporation is to attend the Meeting, the appropriate “Certificate of Appointment of Corporate Representative” must be received by Link Market Services (at the postal address or business address or fax number given on page 5 of the Notice of Meeting) by no later than 48 hours before the commencement of the Meeting. A form of the certificate may be obtained from the Company’s share registry or online at www.linkmarketservices.com.au.

Step 1

Open your web browser and go to <https://agmlive.link/NEC20> and select NEC AGM 2020



Note: Registration for the Annual General Meeting and voting opens one hour before the meeting commences.

Step 2

Login to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the **‘Register and Watch Annual General Meeting’** button.

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Once you have logged in you will see:

- On the left – a live video webcast of the Annual General Meeting
- On the right – the presentation slides that will be addressed during the Annual General Meeting.

Note: After you have logged in we recommend that you keep your browser open for the duration of the meeting. If you close your browser, your session will expire. If you attempt to log in again, you will be sent a recovery link via email for security purposes.



Navigating

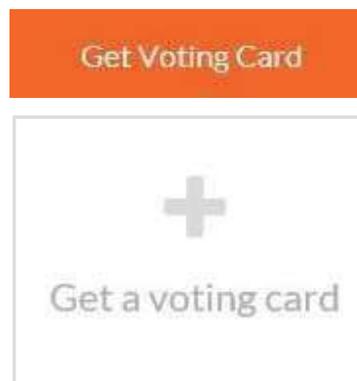
At the bottom of the webpage under the webcast and presentation there are three boxes. Refer to each section below for operating instructions.

- 1 Get a voting card
- 2 Ask a Question
- 3 Downloads



1. Get a voting card

To register to vote - click on the 'Get a voting card' box at the top of the webpage or below the videos.



Virtual Annual General Meeting Online Guide continued

This will bring up a box which looks like this.

The screenshot shows a 'Voting Card' registration window. It has a title bar with a close button. Below the title, it says 'Please provide your Shareholder or Proxy details'. There are two main sections: 'SHAREHOLDER DETAILS' and 'PROXY DETAILS', separated by an 'OR' button. The 'SHAREHOLDER DETAILS' section has input fields for 'Shareholder Number' and 'Post Code', a link for 'Outside Australia', and a 'SUBMIT DETAILS AND VOTE' button. The 'PROXY DETAILS' section has a 'Proxy Number' input field and a 'SUBMIT DETAILS AND VOTE' button.

If you are an individual or joint shareholder you will need to register and provide verification by entering your details in the top section:

- **NEC registered holders:** Shareholder number (SRN/HIN) and postcode

If you are an appointed proxy, please enter the Proxy Number issued to you by Link Market Services in the PROXYDETAILS section. Once you have entered your details click the '**SUBMIT DETAILS AND VOTE**' button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by shareholders at the Annual General Meeting (asset out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to scroll up or down to view all resolutions.

All those with a voting card (including Corporate Representatives) may ask questions during the meeting.

Shareholders and proxies can either submit a Full Vote or a Partial Vote. You can move between the two tabs by clicking on '**Full Vote**' or '**Partial Vote**' at the top of the voting card.

The screenshot shows the 'Voting Card' interface for a user named 'JOHN SAMPLE'. It has a title bar with the user name and a close button. Below the title, it says 'Voting Card' and provides instructions: 'Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the the shareholder's voting instructions.' There are two tabs: 'Full Vote' and 'Partial Vote'. Below the tabs, there are four resolution cards. Each card has a title (Resolution 1-4), a description, and three buttons: 'For', 'Against', and 'Abstain'. The resolutions are: Resolution 1 (ADOPT THE REMUNERATION REPORT), Resolution 2 (ELECT DIRECTOR ONE), Resolution 3 (ELECT DIRECTOR TWO), and Resolution 4 (ELECT DIRECTOR FOUR).

Full Votes

To submit a full vote on a resolution ensure you are in the '**Full Vote**' tab. Place your vote by clicking on the '**For**', '**Against**', or '**Abstain**' voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the '**Partial Vote**' tab. You can enter the number of votes you would like to vote (for any or all) resolution/s. The total amount of votes that you are entitled to cast will be listed under each resolution. When you enter the number of votes in a certain box it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click the **'Cast Vote'** or **'Cast Partial Vote'** button.

Note: You are able to close your voting card during the meeting without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

If at any point you have submitted your voting card and wish to make a change while voting is still open you can do so by clicking the **'Edit Card'** button and making the required change. Once you have completed your card select the **'Cast Vote'** or **'Cast Partial Vote'** button.

The voting card remains editable until the voting is closed at the conclusion of the Annual General Meeting. Once voting has been closed all voting cards, submitted and un-submitted, will automatically be submitted and cannot be changed.

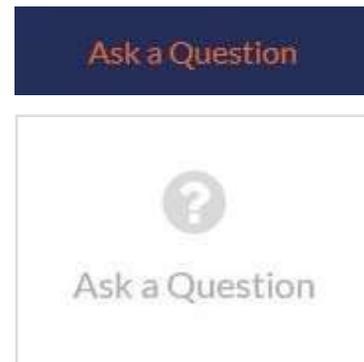
At the conclusion of the Annual General Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time available to shareholders. Please make any changes required to your voting cards at this point and submit your voting cards.

If an additional resolution is proposed during the meeting, there will be a short delay while the resolution is added to the voting card. Once the resolution has been added you will be notified by the Chairman during the meeting. In order to vote on the extra resolution you will need to reopen your voting card to cast your vote by clicking the **'Edit Card'** button.

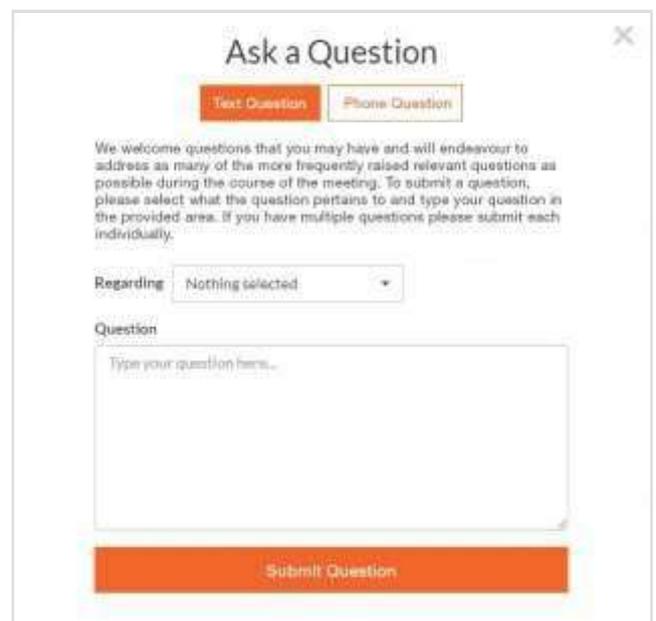
2. How to ask a question

Note: Only shareholders and proxyholders are able to ask questions (and only after they have registered).

You will only be able to ask a question after you have registered to vote. If you would like to ask a question, click on the **'Ask a Question'** box either at the top or bottom of the webpage.



The **'Ask a Question'** box will then pop up with two sections for completion.



Ask a Question [X]

Text Question | **Phone Question**

We welcome questions that you may have and will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.

Regarding:

Question

Type your question here...

Submit Question

Virtual Annual General Meeting Online Guide continued

Asking a question via text

To ask a question via text, select the **'Text Question'** button.

In the **'Regarding'** section click on the drop down arrow and select one of the following categories:

- Item 1 Financial Reports
- Resolution1- Non Binding Resolution to adopt the Remuneration Report
- Resolution2-Re-election of Mr Peter Costello as a Director
- Resolution3 -Grant of additional 2020 performance rights to CEO
- Resolution4 - Grant of 2021 performance rights to CEO
- Resolution 5 - Variation to constitution
- General Business

After you have selected your question category, click in the **'Question'** section and type your question.

When you are ready to submit your question – click the **'Submit Question'** button. This will send the question to the Management/Board.

Note: We will endeavor to address as many of the more frequently raised relevant questions as possible during the course of the meeting.

Once you have asked a question a **'View Questions'** box will appear.

At any point you can click on **'View Questions'** and see all the questions you have submitted. Only you can see the questions you have asked.

Note: You can submit your questions by this method one hour before the meeting begins, if you have registered to vote.

If your question has been answered and you would like to reply, you can do so by submitting another question.

Asking a question via phone

To ask a question via phone, select the **'Phone Question'** button.

Select a resolution from the **'Regarding'** drop down box and then select **'Get Phone Details'**.

The screenshot shows a window titled "Ask a Question" with a close button (X) in the top right. At the top, there are two buttons: "Text Question" and "Phone Question", with "Phone Question" highlighted in orange. Below these is a "Regarding" dropdown menu currently set to "Nothing selected". A text box contains instructions: "To ask a question via phone, click the Get Phone Details button below and dial the local number for your country. At the prompt, enter the PIN number displayed. You will be entered into the meeting via phone conference and will be placed on mute. At the appropriate time in the meeting you will be able to press *1 on your phone's keypad to 'raise your hand' and go in the queue to ask your question." At the bottom is a large orange button labeled "Get Phone Details".

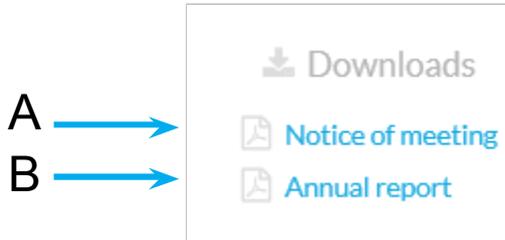
You will be given the phone numbers for the meeting. Dial the local number for your country. At the prompt, enter the PIN number displayed. You will be entered into the meeting via phone conference and will be placed on mute. At the appropriate time in the meeting you will be able to press **'1'** on your phone's keypad to **'raise your hand'** and go into the queue to ask your question.

The screenshot shows the same "Ask a Question" window. The "Phone Question" button is still highlighted. The "Regarding" dropdown menu is now set to "General Business". The text box contains the same instructions as above. Below the instructions is a large orange button labeled "Get Phone Details". Underneath this button, the phone numbers and PIN are displayed: "Australia 1800 572 288", "New Zealand 0800 448 986", and "PIN: 999010814".

The screenshot shows a window titled "View questions" with a close button (X) in the top right. The text reads: "Your submitted questions can be viewed below. We will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the meeting." Below this is a box containing a question: "Question 1" with the category "General Business" and the text "When will you be holding your next AGM?". At the bottom of the window is a blue button labeled "SUBMIT ANOTHER QUESTION".

3. Downloads

If you would like to see the Notice of Meeting or the Annual Report you can do so here.



- To download the Notice of Meeting – click A
- To download the Annual Report – click B When you click on these links the file will open in another tab in your browser.

4. Voting closing

Voting will close 5 minutes after the close of the Annual General Meeting.

At the conclusion of the Annual General Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not yet submitted your vote at this point, you will be required to do so now.

At the close of the meeting any votes you have placed will automatically be submitted.



Contact us

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