



nine 
entertainment co.

*notice of 2014
Annual General Meeting*

::: 2014 Annual General Meeting

Dear Shareholder

2014 ANNUAL GENERAL MEETING

On behalf of the Board, I am pleased to invite you to attend the 2014 Annual General Meeting (**AGM**) of Nine Entertainment Co. Holdings Limited which has been scheduled for Wednesday, 19 November 2014, commencing at 10.00am, at Level 37, 2 Park Street, Sydney.

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

If you are unable to attend the AGM but wish to appoint a proxy, please complete and return the enclosed proxy form so that it is received prior to 10.00am on Monday, 17 November 2014. Details of how to complete and submit the proxy form are included on the proxy form.

Additionally, I have enclosed a form for anyone who would like to submit questions on any shareholder matters that may be relevant. I invite you to submit any questions on this enclosed form and return it by 12 November 2014. While time will undoubtedly not permit me to address all the questions submitted, I will try, during the course of the Meeting, to address the more frequently raised shareholder matters.

I look forward to seeing you at the AGM on Wednesday, 19 November 2014.

Yours sincerely



David Haslingden
Chairman

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Nine Entertainment Co. Holdings Limited
ACN 122 203 892

Notice of Meeting

Notice is given that the Annual General Meeting of Shareholders of Nine Entertainment Co. Holdings Limited ACN 122 203 892 (Company) will be held at Level 37, 2 Park Street, Sydney on 19 November 2014 at 10.00am (Sydney time) for the purpose of transacting the following business referred to in this Notice of Meeting.

Please read this Notice and Explanatory Statement carefully.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary in the Explanatory Statement.

1 Financial Reports

To receive and consider the financial report of the Company for the year ended 30 June 2014, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

2 Resolution 1 – Non Binding Resolution to adopt Remuneration Report

To consider and, if thought fit, pass the following resolution as a non-binding resolution:

"That the Remuneration Report for the year ended 30 June 2014 as set out in the 2014 Annual Report be adopted."

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

Voting exclusion statement:

The Company will disregard any votes cast on 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

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

"That Mr Peter Costello, who retires in accordance with clause 26.10 of the Constitution and, being eligible for re-election, be re-elected as a Director."

4 Resolution 3 – Re-election of Mr David Haslingden as a Director

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

"That Mr David Haslingden, who retires in accordance with clause 26.10 of the Constitution and, being eligible for re-election, be re-elected as a Director."

By order of the Board



Simon Kelly
Company Secretary

Dated: 7 October 2014

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Information about voting

Shareholders who are entitled to vote

The Board has determined that, for the purposes of determining eligibility to vote at the AGM, shares will be taken to be held by persons registered as Shareholders as at 7.00pm (Sydney time) on 17 November 2014.

How to vote

Shareholders can vote by either:

- attending the AGM and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice and by submitting their proxy appointment and voting instructions in person, by post, electronically or by facsimile.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the AGM are asked to arrive at the venue 15 minutes prior to the time designated for the AGM, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. Attorneys should bring with them an original or certified copy of the Power of Attorney under which they have been authorised to attend and vote at the AGM.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the AGM. The appointment must comply with the requirements of the Corporations Act. The representative should bring to the AGM evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the AGM.

The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies.

The proxy can be either an individual or a body corporate. A proxy need not be a Shareholder.

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. However, where a Restricted Voter is appointed as a proxy, the proxy may only decide how to vote on Resolution 1, if the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Should any resolution, other than those specified in this Notice, be proposed at the AGM, a proxy may vote on that resolution as they think fit.

If a Proxy Form is returned but the nominated proxy does not attend the AGM, the Chairman will act in place of the nominated proxy and vote in accordance with any instructions.

Proxy appointments in favour of the Chairman that do not contain a direction on how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice.

To be effective, proxies must be lodged by 10.00am (Sydney time) on 17 November 2014.

Proxies may be lodged using any of the following methods:

- by returning a completed Proxy Form by post using the pre-addressed envelope provided with this Notice to:
Link Market Services Limited
Reply Paid 1524
Sydney South NSW 1234
- in person to:
1A Homebush Bay Drive,
Rhodes NSW 2138
- by faxing a completed Proxy Form to **+61 2 9287 0309**; or
- by recording the proxy appointment and voting instructions via the internet at **www.linkmarketservices.com.au**. Only registered Shareholders may access this facility and will need their Holder Identification Number (**HIN**) or Securityholder Reference Number (**SRN**).

The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the above address by 10.00am (Sydney time) on 17 November 2014.

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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 2014, 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.

The Chairman will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative 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.

The Chairman will allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

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 2014 Annual Report be adopted. The Remuneration Report is set out on pages 25 to 34 in the Company's 2014 Annual Report and is also available on the Company's website (www.nineentertainment.com.au). 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.

During discussion on this item, there will be an opportunity for Shareholders to ask questions about, or make comments on the Remuneration Report.

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.

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, being a Director, 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. Mr Costello is currently Chairman of the Board of Guardians of Australia's Future Fund and serves on a number of advisory boards. He is a Trustee of Melbourne Cricket Ground. His business ECG Financial Pty Ltd is a boutique advisor on mergers and acquisitions, foreign investment, competition and regulatory issues which affect business in Australia. Mr Costello served as member of the House of Representatives from 1990 to 2009 and was Treasurer of the Commonwealth of Australia from March 1996 to December 2007.

Prior to entering Parliament Mr Costello was a barrister. 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.

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

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4 Resolution 3 – Re-election of Mr David Haslingden as a Director

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

Mr Haslingden was appointed to the Board in February 2013 as an independent, non-executive director and Chairman.

Mr Haslingden owns and operates a network of television production companies comprising NHNZ, Beach House Productions, Northern Pictures and Keshet Australia. These companies produce or license programming to broadcast and pay television networks around the world including Nine Network and other broadcasters. Mr Haslingden is also Chairman of Wild Aid, a conservation organisation. Previously, Mr Haslingden was President and Chief Operating Officer of Fox Networks Group. Prior to this appointment, he was Chief Executive Officer of the National Geographic Channels business.

Mr Haslingden has sat on a number of industry boards in the United States including the National Cable and Telecommunications Association. Mr Haslingden received a Bachelor of Arts and a Bachelor of Laws from Sydney University and a Master of Laws from Cambridge University.

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

5 Glossary

Annual Report means the annual report of the Company for the year ended 30 June 2014.

Auditor means Ernst & Young, the Company's auditor.

Auditor's Report means the report of the Auditor contained in the Annual Report for the year ended 30 June 2014.

Board means the Directors.

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.

Company means Nine Entertainment Co. Holdings Limited ACN 122 203 892.

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

Corporations Act means *Corporations Act 2001* (Cth).

Directors means the directors of the Company.

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

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out on pages 25 to 34 of the Annual Report.

Resolution means a resolution contained in the Notice of Meeting.

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

Shareholder means a member of the Company.

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