

# Appendix 3C

## Announcement of buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Nine Entertainment Co. Holdings Limited	60 122 203 892

We (the entity) give ASX the following information.

### Information about buy-back

1	Type of buy-back	On-market
2	<sup>+</sup> Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)	Ordinary
3	Voting rights (eg, one for one)	One for one
4	Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding)	Fully paid
5	Number of shares/units in the <sup>+</sup> class on issue	879,472,924
6	Whether shareholder/unitholder approval is required for buy-back	Yes – obtained on 17 November 2015
7	Reason for buy-back	Ongoing capital management

## Appendix 3C Announcement of buy-back

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- 8 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (*eg, details of any proposed takeover bid*)
- See the announcement by the Company on the date of this Appendix 3C for further information.

### On-market buy-back

- 9 Name of broker who will act on the company's behalf
- UBS AG Australia Branch
- 10 Deleted 30/9/2001.
- 11 If the company/trust intends to buy back a maximum number of shares - that number
- Shares to a maximum cost of \$150,000,000 but no more than 170,395,603 shares
- Note: This requires a figure to be included, not a percentage.
- 12 If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention
- 31 March 2016 to 16 November 2016
- 13 If the company/trust intends to buy back shares/units if conditions are met - those conditions
- N/A

### Employee share scheme buy-back

- 14 Number of shares proposed to be bought back
- 15 Price to be offered for shares

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<sup>+</sup> See chapter 19 for defined terms.

**Selective buy-back**

16 Name of person or description of class of person whose shares are proposed to be bought back

17 Number of shares proposed to be bought back

18 Price to be offered for shares

**Equal access scheme**

19 Percentage of shares proposed to be bought back

20 Total number of shares proposed to be bought back if all offers are accepted

21 Price to be offered for shares

22 <sup>+</sup>Record date for participation in offer  
Cross reference: Appendix 7A, clause 9.


**Compliance statement**

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

*or, for trusts only:*

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.

2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:  ..... Date: 25/02/2016  
(Director/Company secretary)  
Print name: Rachel Launder

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<sup>+</sup> See chapter 19 for defined terms.