
NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

PRE-QUOTATION DISCLOSURE

The following information is required to be provided to ASX Limited for release to the market in connection with the official quotation and conditional and deferred settlement trading of the fully paid ordinary shares (**Shares**) in Nine Entertainment Co. Holdings Limited (**NEC**).

Capitalised terms which have not been otherwise defined in this document have the meaning given to them in the prospectus lodged by NEC with the Australian Securities and Investments Commission on 8 November 2013 ("**Prospectus**").

1 Basis of allocation and procedures for determining allocations

The basis of allocation and the procedures by which Applicants may determine their precise allocation of shares are described in the attached advertisement – see **Attachment 1**. This advertisement has been published in this morning's edition of the Australian Financial Review, The Australian, The Sydney Morning Herald and The Melbourne Age.

As stated in the attached advertisement, Applicants can confirm their allocation of Shares, or make general enquiries regarding the Offer, by contacting the Nine Entertainment IPO Information Line on 1800 128 092 (toll free within Australia) or +61 1800 128 092 (outside Australia) between 8.30am and 5.30pm (Sydney Time), Monday to Friday.

2 Conditions for the Conditional Market

The conditions for the conditional market as outlined in the Prospectus and the date by which each of these conditions must be satisfied as required by ASX Operating Rules – Procedure 3330.1(a)(iii) are:

Condition	Time for satisfaction
Settlement of the Offer under the Offer Management Agreement dated 4 November 2013	Tuesday, 10 December 2013
The issue and transfer of Shares to successful applicants under the Offer	Wednesday, 11 December 2013

3 The Final Price and number of shares issued under the Offer

The Final Price for each Share under the Retail Offer (comprising the Broker Firm Offer, the Employee Gift and the Priority Offer) and the Institutional Offer is \$2.05.

The number of Shares allocated under each part of the Retail Offer and the Institutional Offer is:

Broker Firm Offer	45,609,191
Employee Gift Offer	882,444
Priority Offer	209,755
Institutional Offer	264,270,574
Total Shares issued or transferred under the Offer	310,971,964

4 Intended despatch date

The intended date for issuing and transferring Shares to Applicants under the Offer is Wednesday, 11 December 2013.

The intended date for the despatch of CHESS allotment notices and issuer sponsored holding statements and any refund of money is Wednesday, 11 December 2013.

5 Indicative statement of largest 20 holders

An indicative statement setting out the names of the 20 largest holders of each class of securities to be quoted, including the number and percentage of each class of securities held by those holders is set out in **Attachment 2**.

6 Indicative distribution schedule

An indicative distribution schedule of the numbers of holders in each class of securities to be quoted is set out in **Attachment 3**.

Based on the Final Price, there are 1,757 holders of Shares with parcels of \$2,000 or greater in value.

Accordingly, NEC confirms that:

- there will be at least 300 shareholders, each having a parcel of Shares with a value of at least \$2,000; and
- at least 50% of the NEC's Shares will not be held by related parties.

7 Escrow

Please refer to **Attachment 4** for details the number of Shares subject to voluntary escrow and other non-disposal restrictions and the restriction period applied to those Shares.

8 Performance Rights and other Share issues

8.1 Performance Rights Plan

The following Performance Rights are expected to be granted under the Performance Rights Plan, assuming that all offers which NEC intends to make following Listing are accepted by the recipients of those offers:

Name	Performance Rights granted assuming acceptance of the offer
David Gyngell	2,195,122
Other intended offerees under the Performance Rights Plan	3,988,293
TOTAL	6,183,415

8.2 Other issues of Shares

Upon Completion of the Offer, NEC will issue the following Shares (in addition to the Shares being issued under the Offer), as disclosed in the Prospectus:

Name	Shares issued on Completion of the Offer
David Gyngell	4,878,048
David Haslingden	109,588
Peter Costello	27,396
Hugh Marks	27,396
Joanne Pollard	27,396
Other Senior Manager	195,121
TOTAL	5,264,945

ATTACHMENT 1 – ADVERTISEMENT OF BASIS OF ALLOCATIONS



Nine Entertainment Co. Share Offer

IMPORTANT NOTICE TO ALL APPLICANTS UNDER THE NINE ENTERTAINMENT CO. HOLDINGS LIMITED SHARE OFFER

The initial public offering of New Shares by Nine Entertainment Co. Holdings Limited (NEC) and sale of Existing Shares by SaleCo (the Offer) has now closed.*

Final Price

Successful Applicants under the Offer will pay \$2.05 per Share, which is the Final Price as determined at the conclusion of the bookbuild on 4 December 2013. The size of the Offer is approximately \$636 million.

Allocation Policy

The allocation for each component of the Retail Offer was as follows:

Broker Firm Offer – For Broker Firm Offer participants, the relevant Broker decides how Shares are allocated amongst their retail clients. Applicants under the Broker Firm Offer may confirm their allocations by phoning their Broker.

Employee Gift Offer – Eligible Employees who participated in the Employee Gift Offer were allocated in total 882,444 Shares (those who applied for the maximum \$1,000 worth of Shares were allocated 487 Shares each).

Priority Offer – Valid Applications under the Priority Offer were accepted in full. Applications received after the close of the Retail Offer have not been allocated any Shares.

The Joint Lead Managers have advised Successful Applicants in the Institutional Offer of their allocations.

ASX Trading

It is the responsibility of each Applicant or bidder to confirm their holding before trading in Shares. Applicants or bidders who sell Shares before they receive an initial statement of holding do so at their own risk.

It is expected that the Shares will commence trading on the ASX on 6 December 2013 at 12.00pm (Sydney time), initially on a conditional and deferred settlement basis, under the ASX code of "NEC".

Conditional trading will continue until NEC has advised the ASX that Settlement has occurred and that the New Shares have been issued, and Existing Shares transferred, to successful Applicants under the Offer, which is expected to be before the market opens on 11 December 2013. Trading will then be on an unconditional but deferred settlement basis until the Company has advised the ASX that holding statements have been dispatched to Shareholders, which is expected to be on 11 December 2013. Normal settlement trading (that is, trading on a T+3 settlement basis) is expected to commence on 12 December 2013.

If Settlement has not occurred within 14 days (or such longer period as the ASX allows) after the day Shares are first quoted on the ASX, the Offer and all contracts arising on acceptance of Applications and bids will be cancelled and of no further effect and all Application Monies will be refunded (without interest). In these circumstances, all purchases and sales made through ASX participating organisations during the conditional trading period will be cancelled and of no effect.

Further Information

Applicants can also call the Nine Entertainment IPO Information Line on 1800 128 092 (toll free within Australia) or +61 1800 128 092 (outside Australia) in each case, open from 8.30am to 5.30pm (Sydney Time) Monday to Friday or their Broker to confirm their allocations.

* Certain capitalised terms used in this notice have the same meaning as defined in the NEC Prospectus dated 8 November 2013. This notice does not constitute an offer to sell, or the solicitation of an offer to buy, any shares in NEC in the United States. Shares in NEC have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

ATTACHMENT 2 – Indicative statement of largest 20 shareholders

Indicative Top 20 shareholders

	Name	Number of Shares held	Percentage of Shares held
1	AIF VII Singapore Pte. Ltd	152,203,872	16.2%
2	Oaktree Netherlands Entertainment Holdings B.V.	133,579,656	14.2%
3	Citicorp Nominees Pty Limited	30,000,000	3.2%
4	RBC Investor Services Australia Nominees Pty Limited	30,000,000	3.2%
5	ACMO Finance (Ireland) Limited	26,548,236	2.8%
6	Monarch Master Funding Ltd	25,123,248	2.7%
7	BNP Paribas Nominees Pty Ltd	25,000,000	2.7%
8	HSBC Custody Nominees (Australia) Limited	25,000,000	2.7%
9	Apollo Credit Singapore Pte. Ltd	22,276,836	2.4%
10	Erste Abwicklungsanstalt	21,706,192	2.3%
11	J P Morgan Nominees Australia Limited	17,000,000	1.8%
12	AG Super Fund LP	16,753,224	1.8%
13	Broad Peak Master Fund II Ltd	16,395,364	1.7%
14	Apollo SPN Investments I (Credit) LLC	14,014,060	1.5%
15	HSBC Custody Nominees (Australia) Limited	14,000,000	1.5%
16	Goldman Sachs (Asia) Finance	13,134,400	1.4%
17	J P Morgan Nominees Australia Limited	12,000,000	1.3%
18	Apollo Special Opportunities Managed Account L.P.	11,804,964	1.3%
19	Silver Point Capital Offshore Master Fund L.P.	11,730,324	1.2%
20	Morgan Stanley & Company International Plc	11,232,168	1.2%
	Top 20 shareholders	629,502,544	66.9%
	Balance of register	310,791,018	33.1%
	Total Shares on issue which are quoted on ASX	940,293,562	100.0%

ATTACHMENT 3 – Indicative distribution schedule

Category	Number of holders
1 – 1,000	2,009
1,001 – 5,000	700
5,001 – 10,000	325
10,001 – 100,000	546
100,001 and over	186
Total	3,766

ATTACHMENT 4 – ESCROWED SECURITIES

The following is a breakdown of the number of Shares subject to voluntary escrow and other disposal restrictions and the escrow period applied to those Shares. For details of the material terms of the voluntary escrow arrangements, including any exceptions to the restrictions on disposal, please refer to Section 7.5 of the Prospectus.

Parties whose securities are subject to voluntary escrow or other disposal restrictions	Number of securities subject to voluntary escrow or other disposal restrictions	Escrow period
Oaktree	133,579,656	The period commencing on the date of Listing and continuing until the date on which the Company's full year results for the period ended 30 June 2014 are released to the ASX.
Apollo	205,142,520	The period commencing on the date of Listing and continuing until the date on which the Company's full year results for the period ended 30 June 2014 are released to the ASX.
David Haslingden	109,588 ¹	The period commencing on the date of Listing and continuing until the date on which the Company's full year results for the period ended 30 June 2014 are released to the ASX.
Peter Costello	27,396 ¹	The period commencing on the date of Listing and continuing until the date on which the Company's full year results for the period ended 30 June 2014 are released to the ASX.
Tindale Rd Films No. 1 Pty Ltd (Hugh Marks)	27,396 ¹	The period commencing on the date of Listing and continuing until the date on which the Company's full year results for the period ended 30 June 2014 are released to the ASX.

Parties whose securities are subject to voluntary escrow or other disposal restrictions	Number of securities subject to voluntary escrow or other disposal restrictions	Escrow period
Joanne Pollard	27,396 ¹	The period commencing on the date of Listing and continuing until the date on which the Company's full year results for the period ended 30 June 2014 are released to the ASX.
David Gyngell	4,878,048 ¹	The period commencing on the date of Listing and continuing until the date that is 3 years from the date of Listing.
Other Senior Manager	195,121 ¹	The period commencing on the date of Listing and continuing until the date that is 3 years from the date of Listing.

¹ Shares to be issued on Completion.

This notice does not constitute an offer of securities in the United States or to any person to whom it would not be lawful outside Australia. The securities referred to herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended, or under the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This notice must not be distributed or released in the United States, or in any jurisdiction outside of Australia where distribution may be restricted by law.