

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available.  
Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b> Nine Entertainment Co. Holdings Ltd
<b>ABN</b> 60 122 203 892

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	David Gyngell
<b>Date of last notice</b>	8 September 2015

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
<b>Date of change</b>	11 December 2015
<b>No. of securities held prior to change</b>	4,878,048 ordinary shares (subject to a holding restriction until 10 December 2016)  1,463,414 performance rights  110,000 ordinary shares (subject to the vesting and holding restrictions described above)
<b>Class</b>	Ordinary shares and performance rights
<b>Number acquired</b>	Nil

+ See chapter 19 for defined terms.

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<b>Number disposed</b>	731,707 performance rights
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$1,311,218.94
<b>No. of securities held after change</b>	4,878,048 ordinary shares (subject to a holding restriction until 10 December 2016)  731,707 performance rights  110,000 ordinary shares (subject to vesting restrictions until 1 July 2016 and 1 July 2017 (each in respect of 50%) and holding restrictions until after release of the company's annual results following vesting).
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Vesting of performance rights, which were cash settled in accordance with the Performance Rights Plan terms

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	

+ See chapter 19 for defined terms.

<b>Interest after change</b>	
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**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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