

# BIRKETU PTY LIMITED

A.B.N. 80 003 831 392

## By e-Lodgement

Market Announcements Platform  
ASX Limited  
Exchange Centre  
20 Bridge St  
Sydney NSW 2000

14 December 2018

Dear Sir/Madam

### **Nine Entertainment Co. Holdings Limited (ASX: NEC) – Corporations Form 604**

On behalf of Mr Bruce Gordon, Birketu Pty Ltd, WIN Corporation Pty Ltd and their controlled entities (**WIN Group**), attached is a notice of change of interests of substantial holder (Form 604) in relation to Nine Entertainment Co. Holdings Limited (ASX: NEC).

The Form 604 discloses the WIN Group's voting power of 7.76% and economic interest in a further 5.61% as a result of the previously disclosed cash settled swaps in relation to NEC which remain on foot.

The reduction in voting power and economic interest since the WIN Group's last Form 604 reflects the issue of NEC shares pursuant to its recently implemented acquisition of Fairfax Media Limited.

Yours faithfully



Andrew Lancaster  
Chief Executive Officer

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Locked Bag 8800  
WOLLONGONG NSW 2500  
Phone (02) 4223 4199

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**Form 604**

**Corporations Act 2001  
Section 671B**

**Notice of change of interests of substantial holder**

To Company Name/Scheme Nine Entertainment Co. Holdings Limited (**NEC**)  
 ACN/ARSN 122 203 892

**1. Details of substantial holders (1)**

Names Mr Bruce Gordon, Birketu Pty Ltd (**Birketu**),  
WIN Corporation Pty Ltd (**WIN**) and the  
associates of WIN listed in Annexure A (together  
the **WIN Group**)

ACN/ARSN (if applicable) Birketu (003 831 392) and WIN (000 737 404)

There was a change in the interests of the substantial holders on 9/12/2018

The previous notice was given to the company on 4/10/2018

The previous notice was dated 4/10/2018

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holders or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares (Shares)	130,477,718	14.97%. In addition the WIN Group had economic interests in a further notional notional 95,591,638 Shares pursuant to cash settled swaps (being equivalent to 10.97% of NEC's issued shares at that time) as disclosed in its prior substantial holder notice dated 4 October 2018.	132,291,218	7.76% (based on 1,705,393,253 NEC Shares on issue). In addition, the WIN Group has economic interests in a further notional notional 95,591,638 Shares pursuant to cash settled swaps (being equivalent to 5.61% of NEC's issued shares) as disclosed in its prior substantial holder notice dated 4 October 2018. This economic interest, together with its relevant interest in NEC Shares, represents an aggregate economic interest of 13.37%.

Each of the cash settled share swap transactions do not constitute the acquisition of a relevant interest in any Shares (whether pursuant to section 608(8) of the Corporations Act 2001 (**Act**) or otherwise). Except as may be disclosed from time to time by the swap counterparty, pursuant to its disclosure obligations under the Act, Birketu, WIN and Bruce Gordon are uncertain as to the current or intended future holding of Shares by or for or otherwise controlled by the swap counterparty (whether or not as part of any hedge in relation to the transaction). In any event, none of Birketu or any other

member of the WIN Group has any right or interest in or to any such Shares or any power in relation to them including, without limitation, any power to control, or right to be consulted, concerning disposal or trading of those Shares or any decision with respect to the exercise of any right to vote attaching to them.

### 3. Changes in relevant or economic interests

Particulars of each change in, or change in the nature of, a relevant or economic interest of the substantial holders or an associate in voting securities of the company or scheme, since the substantial holders last gave a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
9/12/2018	Birketu and each member of the WIN Group	Acquisition by Birketu of NEC Shares as a result of the implementation of the scheme of arrangement in relation to the merger of Fairfax Media Limited with NEC	5,000,000 ordinary shares in the issued capital of Fairfax Media Limited	1,813,500 ordinary shares in the issued capital of NEC	1,813,500

### 4. Present relevant interests

Particulars of each relevant interest of the substantial holders in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Birketu	Birketu	Birketu	Relevant interest in 131,491,218 Shares pursuant to section 608(1)(a) of the Act as registered holder of those Shares	131,491,218 Shares	131,491,218
WIN	WIN	WIN	Relevant interest in 800,000 Shares pursuant to section 608(1)(a) of the Act as registered holder of those Shares	800,000 Shares	800,000
Mr Bruce Gordon	Birketu	Birketu	Relevant Interest in 131,491,218 Shares pursuant to section 608(1)(b) and (c) and/or section 608(3) of the Act	131,491,218 Shares	131,491,218
Mr Bruce Gordon	WIN	WIN	Relevant interest in 800,000 Shares pursuant to section 608(1)(b) and (c) and/or section 608(3) of the Act	800,000 Shares	800,000

### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
No change	No change

## 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Mr Bruce Gordon, Birketu Pty Ltd and WIN Corporation Pty Ltd	Television Avenue, Mount Saint Thomas, Wollongong, NSW 2500 Australia

Print name Chris Halios-Lewis capacity: Birketu Pty Ltd, WIN Corporation Pty Ltd Company Secretary

date 14/12/18

sign here 

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. A corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporation Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of: (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- (7) See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (9) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".

- (10) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A

This is Annexure A of 1 page referred to in the Form 604 Notice of change of interests of substantial holder by Mr Bruce Gordon, Birketu Pty Ltd and WIN Corporation Pty Ltd

[Sign here] \_\_\_\_\_



**Name: Chris Halios-Lewis**  
**Capacity: Company Secretary**  
**Date: 14 December 2018**

**Entitles that control WIN Corporation Pty Ltd**

Hoverton Pty Ltd

**Entitles controlled by WIN Corporation Pty Ltd**

Crawford Productions Holdings Pty Ltd  
WIN Television Network Pty Ltd  
Broadcast Transmission Services Pty Ltd  
Crawford Productions Services Pty Ltd  
Footscray Pipe Pty Ltd  
WIN Properties Pty Ltd  
WIN Radio Pty Ltd  
Campbelltown Radio Pty Ltd  
WIN Television NSW Pty Ltd  
WIN Superannuation Pty Ltd  
WIN Television Queensland Pty Ltd  
Digital distribution Australia Pty Ltd  
WIN Television WA Pty Ltd  
WIN Television Griffith Pty Ltd  
WIN Television SA Pty Ltd  
ENT Pty Ltd  
ENT Finance Pty Ltd  
Associated Broadcasting Services Pty Ltd

Mt Leslie Estates Pty Ltd  
My Directory Pty Ltd  
ENT Securities Pty Ltd  
Gotham City Properties Pty Ltd  
Marrickville Properties Pty Ltd  
Apulia Pty Ltd  
WIN TV Australia Pty Ltd  
Aussie Gold Television Pty Ltd  
Goulburn Murray Television Pty Ltd  
WIN Television Vic Pty Ltd  
ENT Securities Pty Ltd  
WIN Television Mildura Pty Ltd  
ACN 009 486 104 Pty Ltd  
WIN Internet Pty Ltd  
ENT Enterprises Pty Ltd  
WIN Television Tas Pty Ltd  
WIN NBN Sales Pty Ltd  
TVT Properties Pty Ltd  
Network Investments Pty Ltd