

**Form 604  
Corporations Act 2001  
Section 671B**

**Notice of Change of Interests of Substantial Holder**

To: **NINE ENTERTAINMENT COMPANY HOLDINGS LIMITED**

ACN/ARSN:

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

Name: FIL Limited and the entities listed in Annexure A ("FIL")  
ACN/ARSN (if applicable)

|  |                  |
|--|------------------|
| There was a change in the interests of the substantial holder on | 05 March 2019    |
| The previous notice was given to the company on                  | 28 February 2019 |
| The previous notice was dated                                    | 28 February 2019 |

**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 holder 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 Person's votes | Previous Notice Voting Power (5) | Present Notice Person's votes | Present Notice Voting Power (5) |
|-------------------------|--------------------------------|----------------------------------|-------------------------------|---------------------------------|
| COMMON STOCK            | 108,595,415                    | 6.37%                            | 128,186,842                   | 7.52%                           |

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give 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 |
|----------------|--|----------------------|---|---|-------------------------|
|                |  |                      | AUD\$   | COMMON STOCK                            | COMMON STOCK            |
| 27-Feb-19      | FIL                                    | BUY                  | 1.6894  | 536,918                                 | 536,918                 |
| 27-Feb-19      | FIL                                    | BUY                  | 1.6894  | 11,812                                  | 11,812                  |
| 27-Feb-19      | FIL                                    | BUY                  | 1.6894  | 22,285                                  | 22,285                  |
| 27-Feb-19      | FIL                                    | BUY                  | 1.6894  | 28,549                                  | 28,549                  |
| 27-Feb-19      | FIL                                    | BUY                  | 1.6894  | 56,449                                  | 56,449                  |
| 27-Feb-19      | FIL                                    | BUY                  | 1.6894  | 687,972                                 | 687,972                 |
| 27-Feb-19      | FIL                                    | BUY                  | 1.6894  | 30,515                                  | 30,515                  |
| 27-Feb-19      | FIL                                    | BUY                  | 1.6894  | 161,074                                 | 161,074                 |
| 28-Feb-19      | FIL                                    | BUY                  | 1.6895  | 63,575                                  | 63,575                  |
| 28-Feb-19      | FIL                                    | BUY                  | 1.7039  | 68,503                                  | 68,503                  |
| 28-Feb-19      | FIL                                    | BUY                  | 1.6895  | 873,821                                 | 873,821                 |
| 28-Feb-19      | FIL                                    | BUY                  | 1.7039  | 947,149                                 | 947,149                 |

|           |     |     |        |           |           |
|-----------|-----|-----|--------|-----------|-----------|
| 28-Feb-19 | FIL | BUY | 1.6895 | 4,149     | 4,149     |
| 28-Feb-19 | FIL | BUY | 1.7039 | 4,114     | 4,114     |
| 28-Feb-19 | FIL | BUY | 1.6895 | 5,152     | 5,152     |
| 28-Feb-19 | FIL | BUY | 1.7039 | 5,552     | 5,552     |
| 28-Feb-19 | FIL | BUY | 1.6895 | 11,072    | 11,072    |
| 28-Feb-19 | FIL | BUY | 1.7039 | 4,421     | 4,421     |
| 28-Feb-19 | FIL | BUY | 1.6895 | 6,684     | 6,684     |
| 28-Feb-19 | FIL | BUY | 1.7039 | 7,202     | 7,202     |
| 28-Feb-19 | FIL | BUY | 1.6895 | 81,461    | 81,461    |
| 28-Feb-19 | FIL | BUY | 1.7039 | 87,776    | 87,776    |
| 28-Feb-19 | FIL | BUY | 1.6895 | 303,002   | 303,002   |
| 28-Feb-19 | FIL | BUY | 1.7039 | 328,429   | 328,429   |
| 28-Feb-19 | FIL | BUY | 1.6895 | 5,434     | 5,434     |
| 28-Feb-19 | FIL | BUY | 1.7039 | 5,855     | 5,855     |
| 28-Feb-19 | FIL | BUY | 1.6895 | 19,072    | 19,072    |
| 28-Feb-19 | FIL | BUY | 1.7039 | 20,551    | 20,551    |
| 1-Mar-19  | FIL | BUY | 1.7458 | 185,515   | 185,515   |
| 1-Mar-19  | FIL | BUY | 1.7500 | 36,970    | 36,970    |
| 1-Mar-19  | FIL | BUY | 1.7458 | 2,564,987 | 2,564,987 |
| 1-Mar-19  | FIL | BUY | 1.7500 | 511,165   | 511,165   |
| 1-Mar-19  | FIL | BUY | 1.7458 | 8,070     | 8,070     |
| 1-Mar-19  | FIL | BUY | 1.7458 | 13,996    | 13,996    |
| 1-Mar-19  | FIL | BUY | 1.7500 | 4,035     | 4,035     |
| 1-Mar-19  | FIL | BUY | 1.7458 | 10,324    | 10,324    |
| 1-Mar-19  | FIL | BUY | 1.7500 | 4,035     | 4,035     |
| 1-Mar-19  | FIL | BUY | 1.7458 | 19,356    | 19,356    |
| 1-Mar-19  | FIL | BUY | 1.7500 | 4,035     | 4,035     |
| 1-Mar-19  | FIL | BUY | 1.7458 | 237,690   | 237,690   |
| 1-Mar-19  | FIL | BUY | 1.7500 | 47,388    | 47,388    |
| 1-Mar-19  | FIL | BUY | 1.7458 | 889,430   | 889,430   |
| 1-Mar-19  | FIL | BUY | 1.7500 | 177,242   | 177,242   |
| 1-Mar-19  | FIL | BUY | 1.7458 | 14,982    | 14,982    |
| 1-Mar-19  | FIL | BUY | 1.7500 | 4,035     | 4,035     |
| 1-Mar-19  | FIL | BUY | 1.7458 | 55,650    | 55,650    |
| 1-Mar-19  | FIL | BUY | 1.7500 | 11,095    | 11,095    |
| 4-Mar-19  | FIL | BUY | 1.7564 | 155,446   | 155,446   |
| 4-Mar-19  | FIL | BUY | 1.7564 | 2,180,948 | 2,180,948 |
| 4-Mar-19  | FIL | BUY | 1.7564 | 5,389     | 5,389     |
| 4-Mar-19  | FIL | BUY | 1.7564 | 12,598    | 12,598    |
| 4-Mar-19  | FIL | BUY | 1.7564 | 16,802    | 16,802    |
| 4-Mar-19  | FIL | BUY | 1.7564 | 16,342    | 16,342    |
| 4-Mar-19  | FIL | BUY | 1.7564 | 199,178   | 199,178   |
| 4-Mar-19  | FIL | BUY | 1.7564 | 756,256   | 756,256   |
| 4-Mar-19  | FIL | BUY | 1.7564 | 13,287    | 13,287    |
| 4-Mar-19  | FIL | BUY | 1.7564 | 46,633    | 46,633    |
| 5-Mar-19  | FIL | BUY | 1.7147 | 319,765   | 319,765   |
| 5-Mar-19  | FIL | BUY | 1.7147 | 4,486,388 | 4,486,388 |
| 5-Mar-19  | FIL | BUY | 1.7147 | 11,085    | 11,085    |
| 5-Mar-19  | FIL | BUY | 1.7147 | 25,915    | 25,915    |
| 5-Mar-19  | FIL | BUY | 1.7147 | 34,562    | 34,562    |
| 5-Mar-19  | FIL | BUY | 1.7147 | 33,618    | 33,618    |

|          |     |     |                   |                   |                   |
|----------|-----|-----|-------------------|-------------------|-------------------|
| 5-Mar-19 | FIL | BUY | 1.7147            | 409,726           | 409,726           |
| 5-Mar-19 | FIL | BUY | 1.7147            | 1,555,680         | 1,555,680         |
| 5-Mar-19 | FIL | BUY | 1.7147            | 27,332            | 27,332            |
| 5-Mar-19 | FIL | BUY | 1.7147            | 95,929            | 95,929            |
|          |     |     | <b>Total Buys</b> | <b>19,591,427</b> | <b>19,591,427</b> |

#### 4. Present Relevant Interest

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

Refer to Annexure A

#### 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 |
|-----------------------------------|-----------------------|
| N/A                               |                       |

#### 6. Addresses

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

Refer to Annexure A



Sign Here \_\_\_\_\_

**Dated: 07 March 2019**

**Jen Li**

**Head of Regulatory Reporting, Asia Pacific**

**Duly authorized under Powers of Attorney by and on behalf of FIL Limited**

#### Annexure A

| Investment Manager                            | Address   | Custodian                      | Nature of Relevant Interest          | Sum of Numerator Shares |
|---|---|--------------------------------|--------------------------------------|-------------------------|
| FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED | Level 11, 167 Macquarie Street, Sydney, NSW 2000, Australia | BROWN BROS HARRIMN LTD LUX (C) | Investment Discretion / Voting Power | 6,537,920               |
|   |   | BROWN BROTHERS HARRIMAN AND CO |                                      | 179,901                 |
|   |   | JP MORGAN, BOURNEMOUTH (C)     |                                      | 60,824,393              |
|   |   | NATIONAL ASTL BK MELBOURNE (S) |                                      | 9,949,643               |
|   |   | NORTHERN TRUST LONDON (C)      |                                      | 4,015,517               |

|   |   |                                |                    |
|---|---|--------------------------------|--------------------|
| FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED | Level 21, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong                             | BROWN BROS HARRIMN LTD LUX (C) | 5,908,501          |
|   |   | CITIBANK LONDON                | 5,562,528          |
|   |   | JP MORGAN, BOURNEMOUTH (C)     | 524,271            |
|   |   | LANDESBANK BADEN-WUERTEMBERG   | 864,203            |
| FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED | 8 Marina View, #35-06, Asia Square Tower 1, 018960, Singapore                               | BNP PARIBAS FRANKFURT (C)      | 1,526,772          |
|   |   | BROWN BROS HARRIMN LTD LUX (C) | 3,545,491          |
|   |   | CITIBANK LONDON                | 4,251,823          |
|   |   | HSBC INVST BANK LTD SEOUL (S)  | 7,518,774          |
|   |   | JP MORGAN, BOURNEMOUTH (C)     | 3,439,915          |
|   |   | MASTER TRUST BANK OF JAPAN (C) | 13,552             |
|   |   | NOMURA TRUST AND BANKING (C)   | 242,896            |
| FIL INVESTMENTS INTERNATIONAL                 | Oakhill House, 130 Tonbridge Road, Hildenborough, Tonbridge, Kent, TN11 9DZ, United Kingdom | BROWN BROS HARRIMN LTD LUX (C) | 1,803,498          |
|   |   | CHASE MANHATTAN BK ASTL SYD(S) | 10,461             |
|   |   | HSBC TRINKAUS UND BURKH 1 (S)  | 614,763            |
|   |   | STATE STREET BANK AND TR CO    | 790,596            |
| FIL LIMITED                                   | Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda  | BROWN BROS HARRIMN LTD LUX (C) | 80,209             |
| FIL PENSIONS MANAGEMENT                       | Oakhill House, 130 Tonbridge Road, Hildenborough, Kent, England TN119DZ                     | BNP PARIBAS SEC SRVS ITALY     | 594,714            |
|   |   | CLEARSTREAM BANKING SA LUX (C) | 488,313            |
|   |   | JPMORGAN CHASE BANK            | 3,161,747          |
|   |   | LANDESBANK BADEN-WUERTEMBERG   | 2,654,428          |
|   |   | NATIONAL ASTL BK MELBOURNE (S) | 3,082,013          |
| <b>Grand Total</b>                            |   |                                | <b>128,186,842</b> |