

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

## Notice of change of interests of substantial holder

To Company Name/Scheme Macquarie Media Limited

ACN/ARSN ACN 063 906 927

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

Name Nine Entertainment Co. Holdings Limited (Nine) and each of the entities set out in Annexure A

ACN/ARSN (if applicable) ACN 008 663 161

This notice is given by Nine on behalf of itself, Fairfax Media Limited (**Fairfax**) and each of the entities set out in **Annexure A** (each a **Nine Group Company** and together, the **Nine Group**).

There was a change in the interests of the substantial holder on

23 / 09 / 2019

The previous notice was given to the company on

30 / 08 / 2019

The previous notice was dated

30 / 08 / 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		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares (Shares)	93,196,512	54.4% (based on 171,204,556 Shares on issue)	149,027,918	87.05% (based on 171,204,556 Shares on issue)

**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
See Annexure B	Nine and each Nine Group Company	Acquisition of relevant interest in Shares pursuant to contracts arising as a result of acceptances of the takeover offer made by Fairfax to acquire Shares (the <b>Offer</b> ) as set out in the Bidder's Statement dated 30 August 2019 ( <b>Offer Acceptance Contracts</b> ).	\$1.46 per Share	See Annexure B	See Annexure B

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder 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
Fairfax	Fairfax	Not applicable	Fairfax has a relevant interest under s608(1) of the Corporations Act 2001 (Cth) ( <b>Corporations Act</b> ) as registered holder of the Shares.	93,196,512 Shares	93,196,512
Nine	Fairfax	Not applicable	Nine has a relevant interest under s608(3)(b) of the Corporations Act by reason of having control of Fairfax.	93,196,512 Shares	93,196,512

Each Nine Group Company (see Annexure A)	Fairfax	Not applicable	Each Nine Group Company has a relevant interest in the Shares by virtue of s 608(3)(a) of the Corporations Act, by reason of having voting power (through the relevant interests of its associate, Nine) above 20% in Fairfax.	93,196,512 Shares	93,196,512
Fairfax	Various offerees who have accepted the Offer referred to in paragraph 3.	Fairfax (subject to the Offer Acceptance Contracts referred to in paragraph 3).	Fairfax has a relevant interest in Shares under ss 608(1)(c) and 608(8) of the Corporations Act as a result of acceptances of the Offer.	55,831,406 Shares	55,831,406
Nine			Nine has a relevant interest under s608(3)(b) of the Corporations Act by reason of having control of Fairfax.	55,831,406 Shares	55,831,406
Each Nine Group Company (see Annexure A)			Each Nine Group Company has a relevant interest in the Shares by virtue of s 608(3)(a) of the Corporations Act, by reason of having voting power (through the relevant interests of its associate, Nine) above 20% in Fairfax.	55,831,406 Shares	55,831,406

#### 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	N/A

#### 6. Addresses

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


Name	Address
Nine	24 Artarmon Road, Willoughby NSW 2068
Fairfax	1 Darling Island Road, Pyrmont, NSW 2009
Each Nine Group Company	See Annexure A

## Signature

print name RACHEL LAUNDERS

capacity Company Secretary

sign here



date 24/09/2019

#### 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 Corporations 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).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) 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 on 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.
- (8) 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".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## ANNEXURE A

## DETAILS OF SUBSTANTIAL HOLDERS

This is Annexure "A" of 2 pages referred to in the Form 604 Notice of Change of Interests of Substantial Holder signed by me and dated 24 September 2019



Signed: \_\_\_\_\_

Name (printed): Rachel Launder  
Capacity: Company Secretary

Name	Company Number	Address
2GTHR Pty Limited	117 674 021	1 Darling Island Road, Pyrmont NSW 2009
3H Group Pty Limited	104 697 663	1 Darling Island Road, Pyrmont NSW 2009
A.C.N. 129 831 072 Pty Limited	129 831 072	1 Darling Island Road, Pyrmont NSW 2009
Allure Media Pty Ltd	122 263 352	1 Darling Island Road, Pyrmont NSW 2009
Associated Newspapers Pty Limited	000 021 750	1 Darling Island Road, Pyrmont NSW 2009
Australian Openair Cinemas Pty Ltd	121 863 081	1 Darling Island Road, Pyrmont NSW 2009
Bellsline Nominees Pty. Limited	003 569 202	1 Darling Island Road, Pyrmont NSW 2009
Bodypass Trading Pty Ltd	604 384 394	1 Darling Island Road, Pyrmont NSW 2009
Canberra Newspapers Pty Limited	008 431 070	1 Darling Island Road, Pyrmont NSW 2009
David Syme & Co Pty Limited	000 005 087	1 Darling Island Road, Pyrmont NSW 2009
Fairfax Corporation Pty. Limited	000 115 104	1 Darling Island Road, Pyrmont NSW 2009
Fairfax Digital Australia & New Zealand Pty Limited	087 887 456	1 Darling Island Road, Pyrmont NSW 2009
Fairfax Digital Pty Limited	066 325 782	1 Darling Island Road, Pyrmont NSW 2009
Fairfax Entertainment Pty Limited	601 354 545	1 Darling Island Road, Pyrmont NSW 2009
Fairfax Events Sub Pty Ltd	602 963 413	1 Darling Island Road, Pyrmont NSW 2009
Fairfax Foundation Nominees Pty. Limited	072 393 661	1 Darling Island Road, Pyrmont NSW 2009
Fairfax Group Finance New Zealand Limited	1778988	1 Darling Island Road, Pyrmont NSW 2009
Fairfax Media (UK) Limited	N/A	1 Darling Island Road, Pyrmont NSW 2009
Fairfax Media (US) Limited	N/A	1 Darling Island Road, Pyrmont NSW 2009
Fairfax Media Events New Zealand Pty Limited	6228832	1 Darling Island Road, Pyrmont NSW 2009
Fairfax Media Events Pty Limited	104 735 766	1 Darling Island Road, Pyrmont NSW 2009
Fairfax Media Group Finance Pty Limited	008 622 697	1 Darling Island Road, Pyrmont NSW 2009
Fairfax Media Management Pty Limited	124 337 239	1 Darling Island Road, Pyrmont NSW 2009
Fairfax Media Publications Pty Limited	003 357 720	1 Darling Island Road, Pyrmont NSW 2009
Fairfax Metro (Operations) Pty Limited	615 407 693	1 Darling Island Road, Pyrmont NSW 2009
Fairfax Metro Pty Limited	615 406 801	1 Darling Island Road, Pyrmont NSW 2009
Fairfax New Zealand Limited	6554412	1 Darling Island Road, Pyrmont NSW 2009
Fairfax News Network Pty Limited	126 292 171	1 Darling Island Road, Pyrmont NSW 2009
Fairfax SPV No.1 Pty Limited	621 966 845	1 Darling Island Road, Pyrmont NSW 2009
Find A Babysitter Pty. Ltd.	113 070 901	1 Darling Island Road, Pyrmont NSW 2009
JFRF Nominee Pty Ltd	065 529 099	1 Darling Island Road, Pyrmont NSW 2009
John Fairfax & Sons Pty Limited	000 007 269	1 Darling Island Road, Pyrmont NSW 2009
John Fairfax Pty Limited	008 396 585	1 Darling Island Road, Pyrmont NSW 2009
Media Development Partners Pty Ltd	101 998 725	1 Darling Island Road, Pyrmont NSW 2009
Muvinow NZ Limited	6436133	1 Darling Island Road, Pyrmont NSW 2009
Neighbourly Limited	4759079	1 Darling Island Road, Pyrmont NSW 2009
Netus Pty Limited	117 674 030	1 Darling Island Road, Pyrmont NSW 2009
NZ Fibre Communications Limited	5927107	1 Darling Island Road, Pyrmont NSW 2009
RSVP.com.au Pty Limited	067 935 737	1 Darling Island Road, Pyrmont NSW 2009
Stuff Limited	1301556	1 Darling Island Road, Pyrmont NSW 2009
The Age Company Pty Limited	004 262 702	1 Darling Island Road, Pyrmont NSW 2009
The Age Staff Pensions Pty Ltd	065 754 627	1 Darling Island Road, Pyrmont NSW 2009
The Weather Company Pty Limited	078 711 930	1 Darling Island Road, Pyrmont NSW 2009
Vident Pty. Limited	008 423 130	1 Darling Island Road, Pyrmont NSW 2009
112 Pty Limited	605 457 047	24 Artarmon Road, Willoughby NSW 2068
5th Finger Pty Ltd	091 591 007	24 Artarmon Road, Willoughby NSW 2068
Australian Premium Ad Exchange Pty Ltd	164 218 366	24 Artarmon Road, Willoughby NSW 2068
Caradvice.com Pty Limited	116 608 158	24 Artarmon Road, Willoughby NSW 2068
Channel 9 Australia Inc	C1003245	24 Artarmon Road, Willoughby NSW 2068
Channel 9 South Australia Pty Ltd	007 577 880	24 Artarmon Road, Willoughby NSW 2068
Ecorp Pty Limited	063 248 671	24 Artarmon Road, Willoughby NSW 2068
General Television Corporation Proprietary Limited	004 330 036	24 Artarmon Road, Willoughby NSW 2068
Mi9 New Zealand Limited	1913126	24 Artarmon Road, Willoughby NSW 2068
Micjoy Pty. Ltd	096 774 113	24 Artarmon Road, Willoughby NSW 2068
NBN Enterprises Pty Limited	009 140 078	24 Artarmon Road, Willoughby NSW 2068
NBN Pty Ltd	000 232 486	24 Artarmon Road, Willoughby NSW 2068
NEC Mastheads Pty Limited	122 205 707	24 Artarmon Road, Willoughby NSW 2068
Nine Digital Pty Limited	077 753 461	24 Artarmon Road, Willoughby NSW 2068
Nine Entertainment Group Pty Limited	122 201 905	24 Artarmon Road, Willoughby NSW 2068
Nine Entertainment Co Pty Ltd	122 205 065	24 Artarmon Road, Willoughby NSW 2068
Nine Films & Television Pty Ltd	066 040 024	24 Artarmon Road, Willoughby NSW 2068

Nine Films & Television Distribution Pty Ltd	083 158 365	24 Artarmon Road, Willoughby NSW 2068
Nine Network Australia Holdings Pty Ltd	124 816 093	24 Artarmon Road, Willoughby NSW 2068
Nine Network Australia Pty Ltd	008 685 407	24 Artarmon Road, Willoughby NSW 2068
Nine Network Marketing Pty Ltd	064 850 059	24 Artarmon Road, Willoughby NSW 2068
Nine Network Productions Pty. Limited	002 965 755	24 Artarmon Road, Willoughby NSW 2068
Pay TV Holdings Pty. Ltd.	058 558 857	24 Artarmon Road, Willoughby NSW 2068
Pedestrian Group Pty Ltd	112 839 568	24 Artarmon Road, Willoughby NSW 2068
Pedestrian Corporation Holdings Pty Ltd	143 639 758	24 Artarmon Road, Willoughby NSW 2068
Petelex Pty. Limited	096 683 626	24 Artarmon Road, Willoughby NSW 2068
Pink Platypus Pty Limited	142 406 148	24 Artarmon Road, Willoughby NSW 2068
Queensland Television Holdings Pty Ltd	124 816 100	24 Artarmon Road, Willoughby NSW 2068
Queensland Television Pty Ltd.	009 674 373	24 Artarmon Road, Willoughby NSW 2068
Shertip Pty. Limited	063 980 987	24 Artarmon Road, Willoughby NSW 2068
Stan Entertainment Pty Ltd	168 856 924	24 Artarmon Road, Willoughby NSW 2068
Swan Television & Radio Broadcasters Pty Ltd	008 689 745	24 Artarmon Road, Willoughby NSW 2068
TCN Channel Nine Pty Ltd	001 549 560	24 Artarmon Road, Willoughby NSW 2068
Television Holdings Darwin Pty. Limited	009 634 048	24 Artarmon Road, Willoughby NSW 2068
Territory Television Pty. Ltd.	009 594 987	24 Artarmon Road, Willoughby NSW 2068
Tipstone Australia Pty Limited	168 915 419	24 Artarmon Road, Willoughby NSW 2068
White Whale Pty Ltd	078 268 014	24 Artarmon Road, Willoughby NSW 2068

**ANNEXURE B**  
**ACCEPTANCES**

This is Annexure "B" of 1 page referred to in the Form 604 Notice of Change of Interests of Substantial Holder signed by me and dated 24 September 2019



Signed: \_\_\_\_\_

Name (printed): Rachel Lauanders  
Capacity: Company Secretary

<b>Date of change</b>	<b>Class and number of securities affected</b>	<b>Person's votes affected</b>
18/09/2019	59,835 Shares	59,835
19/09/2019	64,245 Shares	64,245
20/09/2019	63,900 Shares	63,900
23/09/2019	55,643,426 Shares	55,643,426