Form 604 Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme	Macquarie	Media Limited	
To company Name/Coheme			
ACN/ARSN	ACN 063 90)6 927	
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		
		is given by Nine on behalf of itself, Fairfax Media Limited (Fairfax) and each of the entities set out in A (each a Nine Group Company and together, the Nine Group).	
There was a change in the interests of	the		
substantial holder on		04/ 10 / 2019	
The previous notice was given to the co	ompany on	01/ 10 / 2019	
The previous notice was dated		01 / 10/ 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	
Class of securities (4)	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares (Shares)	151,989,086	88.78% (based on 171,204,556 Shares on issue)	158,869,583	92.80% (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)		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 Offer) as set out in the Bidder's Statement dated 30 August 2019 (Offer Acceptance Contracts).	\$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
Fa	iirfax	Fairfax	Not applicable	Fairfax has a relevant interest under s608(1) of the Corporations Act 2001 (Cth) (Corporations Act) as registered holder of the Shares.	93,196,512 Shares	93,196,512
Nii	ne	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 Grou Company (se Annexure A)		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	93,196,512	
Fairfax			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.	65,673,071 Shares	65,673,071	
Nine	Various offerees who have accepted the Offer referred to in paragraph 3.	Fairfax (subject to the Offer Acceptance Contracts referred to in paragraph 3).	Nine has a relevant interest under s608(3)(b) of the Corporations Act by reason of having control of Fairfax.	65,673,071 Shares	65,673,071	
Each Nine Grou Company (se Annexure A)	p		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.	65,673,071 Shares	65,673,071	

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
None	N/A

6. Addresses

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

Name	Address	
Nine	4 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	Keelit-	date	07/10/2019
		_	
	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 7 October 2019

e Reel Signed:

Name (printed): Rachel Launders Capacity: Company Secretary

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	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 7 October 2019

Reel Signed:

Name (printed): Rachel Launders Capacity: Company Secretary

Date of change	Class and number of securities affected	Person's votes affected
01/10/2019	48,241 Shares	48,241
02/10/2019	595,419 Shares	595,419
03/10/2019	50,413 Shares	50,413
04/10/2019	6,186,424 Shares	6,186,424