



## CLOSE OF OFFER PERIOD AND COMPULSORY ACQUISITION OF SHARES IN MACQUARIE MEDIA LIMITED

15 October 2019: Nine Entertainment Co. Holdings Limited (ASX:NEC) refers to the off-market takeover bid made by its subsidiary Fairfax Media Limited (**Nine Bidder**) in respect of all of the fully paid ordinary shares in Macquarie Media Limited (ASX:MRN), which was announced on 12 August 2019 (**Offer**).

The Offer closed at 7.00pm (Sydney time) on 14 October 2019, with Nine Bidder having a relevant interest in 98.64% of MRN shares. As all conditions to the Offer were satisfied at the end of the Offer Period, the contracts resulting from acceptances are now unconditional and accepting shareholders will receive payment for their shares in MRN within 21 days, in accordance with the Offer terms. Nine Bidder has given the attached notice to MRN today confirming that the Offer is free from the conditions.

As Nine Bidder has a relevant interest in over 90% of the shares in MRN, it will now compulsorily acquire the outstanding shares in MRN, on the same terms as the Offer. Compulsory acquisition notices will be dispatched to all MRN shareholders who did not accept the Offer. A copy of that correspondence is attached. A copy of the compulsory acquisition notice is included by way of service under section 661B(1)(d) of the *Corporations Act 2001* (Cth) and will be lodged with ASIC today.

In accordance with ASX Listing Rule 17.4, Nine notes that MRN shares will be suspended five days after the ASX receives a copy of the compulsory acquisition notice.

### Further information:

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15 October 2019

To Macquarie Media Limited

**Fulfilment of Bid Conditions**

Fairfax Media Limited ACN 008 663 161 (**Nine Bidder**), an indirect wholly-owned subsidiary of Nine Entertainment Co. Holdings Limited ACN 122 203 892 (ASX:NEC), refers to its takeover offer for all of the ordinary shares in Macquarie Media Limited ACN 063 906 927 (**MRN**) (**Offer**). The terms of the Offer are contained in the bidder's statement dated 30 August 2019 (**Bidder's Statement**). Capitalised terms used in this letter have the same meaning as in the Bidder's Statement unless otherwise defined.

The Offer closed at 7:00pm (Sydney time) on 14 October 2019. As at the date of this notice, Nine Bidder's voting power in MRN is 98.64%. Further to the Notice of Status of Defeating Conditions released by Nine Bidder on the ASX on 4 October 2019, Nine Bidder is pleased to announce that all of the defeating conditions were fulfilled by the end of the Offer Period.

In accordance with section 650F(1)(a) of the *Corporations Act 2001* (Cth) (**Corporations Act**), Nine Bidder notifies MRN that the defeating condition in section 7.12(b) of the Bidder's Statement (No prescribed occurrences) has been freed.

A handwritten signature in black ink, appearing to read 'Rachel Launders', written over a horizontal line.

Rachel Launders  
Company Secretary  
**Fairfax Media Limited**



15 October 2019

Dear Shareholder of Macquarie Media Limited

**Compulsory Acquisition of your shares in Macquarie Media Limited**

Fairfax Media Limited ACN 008 663 161 (**Nine**), an indirect wholly-owned subsidiary of Nine Entertainment Co. Holdings Limited ACN 122 203 892 (ASX:NEC), refers to its takeover offer for all of the ordinary shares in Macquarie Media Limited ACN 063 906 927 (**MRN**) (**Offer**). The terms of the Offer are contained in the bidder's statement dated 30 August 2019 (**Bidder's Statement**). Capitalised terms used in this letter have the same meaning as in the Bidder's Statement unless otherwise defined.

The Offer closed at 7:00pm (Sydney time) on 14 October 2019.

At the end of the Offer Period, Nine had a relevant interest in more than 90% of the shares in MRN. Further, all of the conditions to the Offer were fulfilled by the end of the Offer Period.

Nine will now exercise its rights to compulsorily acquire all of the remaining MRN Shares under the Corporations Act. A copy of Nine's ASIC Form 6021 (Notice of compulsory acquisition following takeover bid) which details the compulsory acquisition procedure is enclosed.

Our records indicate that you have not accepted the Offer. If you have already accepted the Offer, please ignore this letter.

You are entitled to receive the same consideration for each MRN Share you are the registered holder of, as you would have received if you had accepted the Offer (ie. cash consideration of \$1.46 for every MRN Share).

In accordance with ASX Listing Rule 17.4, MRN Shares will be suspended five business days after ASX receives a copy of the compulsory acquisition notice.

Yours faithfully

A handwritten signature in black ink, appearing to read "Rachel Launder", written over a light blue horizontal line.

Rachel Launder  
Company Secretary  
**Fairfax Media Limited**

# Notice of compulsory acquisition following takeover bid

## Notice

### To each holder of:

Description of class of securities to which the bid relates

Ordinary shares  
(‘Bid Class Securities’)

Name of target company or body

**in**  
Name (‘the Company’)  
Macquarie Media Limited  
ACN/ARBN/ARSN  
ACN 063 906 927

Tick applicable box(es)

- and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.
- and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

Name of bidder

1. Under a takeover bid offers were made by  
Fairfax Media Limited

in respect of the acquisition of Bid Class Securities in the company.  
The offers

Tick one box

- closed  
 are scheduled to close

Date offers closed or are scheduled to close

on  
Date  
1 4 / 1 0 / 1 9  
[D] [D] [M] [M] [Y] [Y]

Tick applicable box(es).  
(see subsection 661A(4) and (4A))

2. You are, as at the date of this notice, the holder of one or more of the following
- securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)
- securities to which the bid related issued after the end of the offer period and before the date of this notice
- securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- securities issued under an employee incentive scheme to which restrictions on transfer apply under the company’s constitution or the terms of issue, being
- Description of securities
- the following securities in the bid class in which the bidder has a relevant interest
- Description of securities

Description of securities

Description of securities

Tick one box

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 (‘the Act’) that the bidder has become entitled pursuant to subsection

- 661A(1)  
 661A(3)

of the Act to compulsorily acquire your securities and desires to acquire those securities.

# Continued... Notice

Date of lodgement

4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

This notice was lodged with ASIC on

Date

/   /    
[D] [D] [M] [M] [Y] [Y]

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

- 4A. You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Details of alternative terms

N/A

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

N/A

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.

Tick one box

6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

- this notice was given.  
 the end of the offer period.

7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.

8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

## Signature

Name of person signing

Rachel Launders

Capacity

Director

Signature



Date signed

/   /    
[D] [D] [M] [M] [Y] [Y]