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Date 10 December 2013
Pages 5 (including this page)

To Company Announcements Platform
Australian Securities Exchange Limited
Fax 1300 135 638

Dear Sir/Madam

Nine Entertainment Co. Holdings Limited – Form 603

We act for AIF VII Singapore Pte. Ltd and certain related bodies corporate (**Apollo Group**).

In accordance with the *Corporations Act 2001* (Cth), we **attach** a Form 603 "Notice of initial substantial holder" issued by the Apollo Group in relation to the shares in Nine Entertainment Co. Holdings Limited ACN 122 203 892.

Yours faithfully
Corrs Chambers Westgarth

Corrs Chambers Westgarth

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Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme	Nine Entertainment Co. Holdings Limited (NEC)
ACN/ARSN	ACN 122 203 892
1. Details of substantial holder (1)	
Name	AIF VII Singapore Pte. Ltd. and certain related bodies corporate named in Annexure A (Apollo Group)
	This notice is issued on behalf of the Apollo Group
ACN/ARSN (if applicable)	Not applicable

The holder became a substantial holder on 8/2/2013

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	514,865,355	514,865,355	84.33%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Apollo Group	Relevant interest under section 608(1) of the Corporations Act (for registered holders named in paragraph 4 below) or deemed relevant interest under section 608(3) of the Corporations Act.	205,142,520 ordinary shares
Apollo Group	Deemed relevant interest under section 608(3)(a) of the Corporations Act in shares in which NEC has a relevant interest under section 608(1)(c) of the Corporations Act.	514,865,355 ordinary shares (including the 205,142,520 ordinary shares referred to above)

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Apollo Group	Apollo Credit Singapore Pte Ltd	Apollo Credit Singapore Pte Ltd	22,276,838 ordinary shares
Apollo Group	Apollo SPN Investments I (Credit) LLC	Apollo SPN Investments I (Credit) LLC	14,014,060 ordinary shares
Apollo Group	Apollo Special Opportunities Managed Account L.P.	Apollo Special Opportunities Managed Account L.P.	11,804,964 ordinary shares
Apollo Group	Apollo Centre Street Partnership L.P.	Apollo Centre Street Partnership L.P.	4,842,788 ordinary shares
Apollo Group	AIF VII Singapore Pte. Ltd	AIF VII Singapore Pte. Ltd	152,203,872 ordinary shares
Apollo Group	Oaktree Netherlands Entertainment Holdings B.V.	Oaktree Netherlands Entertainment Holdings B.V.	133,579,656 ordinary shares
Apollo Group	The Selling Shareholders (as defined in the prospectus dated 8 November 2013 lodged by NEC and NEC SaleCo Pty Limited)	The Selling Shareholders (as defined in the prospectus dated 8 November 2013 lodged by NEC and NEC SaleCo Pty Limited)	175,943,179 ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:
Not applicable.

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:
The entities named in Annexure A are related bodies corporate or under common control in connection with the relevant interest.

7. Addresses

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

Name	Address
NEC	24 Artarmon Road, Willoughby NSW 2068
Apollo Group	See Annexure A
Oaktree Netherlands Entertainment Holdings B.V. Oaktree Capital Management	Barbara Strozilian 201, 1083 HN Amsterdam, The Netherlands

Signature

print name

NARAYANAN GIRISH KUMAR

capacity DIRECTOR

sign here

date 9/12/2013

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of the 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.
- (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) 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.

Annexure A

This is Annexure A of 2 pages referred to in the Form 603 (Notice of initial substantial holder)

print name	NARAYANAN GIRISH KUMAR	capacity	DIRECTOR
sign here		date	9/12/2013

	Name	Address
1	AIF VII Singapore Pte. Ltd	61 Robinson Road, 11 th Floor Suite 1, Robinson Centre, Singapore 068893
2	Apollo Credit Singapore Pte. Ltd	61 Robinson Road, 11 th Floor Suite 1, Robinson Centre, Singapore 068893
3	Apollo Centre Street Partnership, L.P.	One Manhattanville Road, Suite 201, Purchase, New York 10577
4	Apollo Special Opportunities Managed Account, L.P.	One Manhattanville Road, Suite 201, Purchase, New York 10577
5	Apollo SPN Investments 1 (Credit), LLC	One Manhattanville Road, Suite 201 Purchase, New York 10577
6	Apollo Management Singapore Pte Ltd	61 Robinson Road, 11th Floor Suite 1, Robinson Centre, Singapore 068893
7	Apollo Centre Street Management, LLC	One Manhattanville Road, Suite 201 Purchase, New York 10577
8	Apollo SVF Management L.P.	9 West 57 th Street, 43 rd Floor New York, New York 10019
9	Apollo SPN Management, LLC	One Manhattanville Road, Suite 201 Purchase, New York 10577
10	Apollo ST Fund Management, LLC	9 West 57 th Street, 43 rd Floor New York, New York 10019
11	Apollo Advisers VII (EH), L.P.	c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY19005
12	Apollo Advisers VII (EH-GP), Ltd	c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY19005
13	Apollo Principal Holdings III GP, Ltd	c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY19005
14	Apollo SPN Advisors (APO DC), L.P.	One Manhattanville Road, Suite 201 Purchase, New York 10577
15	Apollo SPN Capital Management (APO DC-GP), LLC	One Manhattanville Road, Suite 201 Purchase, New York 10577
16	Apollo Centre Street Advisors (APO DC), L.P.	One Manhattanville Road, Suite 201 Purchase, New York 10577
17	Apollo Centre Street Advisors (APO DC-GP), LLC	One Manhattanville Road, Suite 201 Purchase, New York 10577
18	Apollo SOMA Advisors, L.P.	One Manhattanville Road, Suite 201 Purchase, New York 10577
19	Apollo SOMA Capital Management, LLC	c/o Apollo SOMA Advisors, L.P., One Manhattanville Road, Suite 201 Purchase, New York 10577
20	Apollo European Strategic Advisors L.P.	9 West 57 th Street, 43 rd Floor, New York, New York 10019
21	Apollo European Credit Advisors, L.P.	9 West 57 th Street, 43 rd Floor, New York, New York 10019
22	Apollo SK Strategic Advisors, L.P.	c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY19005
23	Apollo European Strategic Advisors LLC	9 West 57 th Street, 43 rd Floor, New York, New York 10019

	Name	Address
24	Apollo European Credit Advisors, LLC	9 West 57 th Street, 43 rd Floor, New York, New York 10019
25	Apollo SK Strategic Advisors, LLC	One Manhattanville Road, Suite 201 Purchase, New York 10577
26	Apollo Principal Holdings IX GP, Ltd	c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY19005
27	Apollo Principal Holdings IV GP, Ltd	c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY19005
28	Apollo Principal Holdings II GP, LLC	One Manhattanville Road, Suite 201 Purchase, New York 10577
29	Apollo Asia Management GP, LLC	c/o Apollo Asia Management, L.P., 9 West 57 th Street, 43 rd Floor, New York, New York 10019
30	Apollo SVF Management GP, LLC	c/o Apollo SVF Management, L.P., 9 West 57 th Street, 43 rd Floor, New York, New York 10019
31	Apollo Capital Management GP, LLC	c/o Apollo Capital Management, L.P., 9 West 57 th Street, 43 rd Floor, New York, New York 10019
32	Apollo Management Holdings GP, LLC	One Manhattanville Road, Suite 201 Purchase, New York 10577
33	AIF VII Asia Intermediate, LLC	One Manhattanville Road, Suite 201 Purchase, New York 10577
34	AIF VII Euro Holdings, L.P.	c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY19005
35	Apollo Principal Holdings III, L.P.	c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY19005
36	APO Asset Co., LLC	One Manhattanville Road, Suite 201 Purchase, New York 10577
37	Apollo SPN Investments I, L.P.	c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY19005
38	Apollo Asia Management L.P.	One Manhattanville Road, Suite 201 Purchase, New York 10577
39	Apollo European Strategic Investments (Holdings), L.P.	c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY19005
40	Apollo European Credit Master Fund L.P.	c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY19005
41	Apollo SK Strategic Investments, L.P.	c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY19005
42	Apollo Credit Master Fund Ltd	Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman KY1-1104 Cayman Islands
43	Apollo Credit Strategies Master Fund Ltd	Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands
44	Apollo Principal Holdings IX, L.P.	c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY19005
45	Apollo Principal Holdings IV, L.P.	c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY19005
46	Apollo Principal Holdings II, L.P.	One Manhattanville Road, Suite 201 Purchase, New York 10577
47	Apollo Capital Management L.P.	9 West 57 th Street, 43 rd Floor, New York, New York 10019
48	Apollo Management Holdings, L.P.	One Manhattanville Road, Suite 201 Purchase, New York 10577
49	APO (FC), LLC	One Manhattanville Road, Suite 201 Purchase, New York 10577
50	APO Corp.	One Manhattanville Road, Suite 201 Purchase, New York 10577
51	Apollo Global Management, LLC	9 West 57 th Street, 43 rd Floor, New York, New York 10019