

Wednesday 20 May 2015

The Manager  
Company Announcements Office  
Australian Securities Exchange  
20 Bridge Street  
SYDNEY NSW 2000

***APPENDIX 3Y – SHARE TRANSACTION BY DAVID GYNGELL, CEO***

The attached Appendix 3Y refers to the sale of 731,707 ordinary shares in Nine Entertainment Co. (ASX:NEC) by David Gyngell, NEC's Chief Executive Officer.

As detailed in the NEC 2014 Annual Report, during the year ended 30 June 2014 Mr Gyngell's employment terms were renegotiated, which resulted in a reduction in his fixed annual remuneration. At the time, in lieu of this reduction, Mr Gyngell was granted 2,195,121 Share Rights divided into three equal tranches. Mr Gyngell's sale follows the release and conversion of the first tranche of these Share Rights.

Following this transaction, Mr Gyngell continues to hold 4,878,048 ordinary shares and a further in 1,463,414 Share Rights.

Yours faithfully



**Simon Kelly**  
Chief Operating Officer, Chief Financial Officer  
& Company Secretary

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available.  
Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b> Nine Entertainment Co. Holdings Ltd
<b>ABN</b> 60 122 203 892

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	David Gyngell
<b>Date of last notice</b>	5 March 2015

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
<b>Date of change</b>	13, 14 and 15 May 2015
<b>No. of securities held prior to change</b>	4,878,048 ordinary shares (subject to a holding restriction until 10 December 2016)  731,707 ordinary shares  1,463,414 performance rights
<b>Class</b>	Ordinary shares and performance rights
<b>Number acquired</b>	Nil
<b>Number disposed</b>	731,707 ordinary shares

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$1,556,167.09
<b>No. of securities held after change</b>	4,878,048 ordinary shares (subject to a holding restriction until 10 December 2016)  1,463,414 performance rights
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market trades

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

+ See chapter 19 for defined terms.

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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+ See chapter 19 for defined terms.