Nine Entertainment Co. Holdings Limited

Notice of Annual General Meeting

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Nine Entertainment Co. Holdings Limited ACN 122 203 892

Dear Shareholder

2017 ANNUAL GENERAL MEETING

On behalf of the Board of Directors of Nine Entertainment Co. Holdings Limited, I am pleased to invite you to attend the Company's 2017 Annual General Meeting (AGM) on Monday, 13 November 2017, at 10.00am, at Ashurst Australia, 5 Martin Place, Sydney.

The Notice of Meeting and Explanatory Statement contain important information about the matters to be considered at the meeting.

If you are unable to attend the AGM but wish to appoint a proxy, please complete and return the enclosed proxy form so that it is received prior to 10.00am on 11 November 2017. Details of how to complete and submit the proxy form are included on the proxy form.

If you wish to submit a question to the AGM on any matters relating to the management of the Company, there is a link available via the Nine Entertainment Co. website (www.nineentertainmentco.com.au). While time may not permit me to address all the questions submitted, I will try, during the course of the AGM, to address the more frequently raised shareholder matters.

If you are unable to attend the meeting in person, you will be able to watch the meeting via webcast, which will be accessible via the Company's website (www.nineentertainmentco.com.au).

I look forward to seeing you at the AGM on Monday, 13 November 2017.

Yours sincerely

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Peter Costello Chairman



Nine Entertainment Co. Holdings Limited ACN 122 203 892

Notice of Meeting

Nine Entertainment Co. Holdings Limited ACN 122 203 892 (Company) will hold its Annual General Meeting at Ashurst Australia, 5 Martin Place, Sydney on Monday, 13 November 2017 at 10.00am (Sydney time) for the purpose of transacting the following business referred to in this Notice of Meeting.

1. Financial Reports

To receive and consider the financial report of the Company for the year ended 30 June 2017, together with the Directors' Report and the Auditor's Report as set out in the Annual Report of the Company for the year ended 30 June 2017.

2. Resolution 1 - Non Binding Resolution to adopt the Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2017 as set out in the Annual Report.

Note: The vote on this Resolution is advisory only and does not bind the Company.

3. Resolution 2 – Election of Ms Janette Kendall as a Director

To elect Ms Janette Kendall, who was appointed a Director of the Company by the Board, and is required to seek election in accordance with clause 26.6 of the Constitution, as a Director.

4. Resolution 3 – Election of Ms Samantha Lewis as a Director

To elect Ms Samantha Lewis, who was appointed a Director of the Company by the Board, and is required to seek election in accordance with clause 26.6 of the Constitution, as a Director.

5. Resolution 4 - Re-election of Mr Peter Costello as a Director

To re-elect Mr Peter Costello, who retires in accordance with clause 26.10 of the Constitution and offers himself for re-election, as a Director.

6. Resolution 5 - Grant of 2018 performance rights to CEO

To approve for all purposes of the grant of 958,904 performance rights to the Chief Executive Officer, Mr Hugh Marks, as described in the Explanatory Statement.

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Rachel Launders Company Secretary Dated: 3 October 2017

Information for Shareholders

Shareholders who are entitled to vote

You are eligible to attend and vote at the AGM, if you are registered as a Shareholder as at 7.00pm (Sydney time) on 11 November 2017.

How to vote

Shareholders can vote by either:

- attending the AGM and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- · appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the AGM are asked to arrive at the venue by 9.45am so that their holding may be checked against the Company's share register and their attendance recorded. Attorneys should bring with them an original or certified copy of the Power of Attorney under which they have been authorised to attend and vote at the AGM.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the AGM. The appointment must comply with the requirements of the Corporations Act. The representative should bring to the AGM evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the AGM. The proxy can be either an individual or a body corporate. A proxy need not be a Shareholder.

Where two proxies are appointed by a shareholder, the appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. If the appointment does not specify the proportion or number of the Shareholder's votes which each proxy may exercise, the votes will be divided equally among the proxies.

If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. Proxy appointments in favour of the Chairman that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice.

Proxies, and an original or certified copy of any Power of Attorney under which it is signed, must be lodged by 10.00am (Sydney time) on 11 November 2017. Proxies may be lodged using any of the methods set out on the enclosed proxy form. The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act.

Explanatory Statement

This Explanatory Statement is intended to provide Shareholders with information to assess the Resolutions contained in the accompanying Notice of Meeting for the AGM.

1. Financial Reports

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2017, together with the Directors' declaration and report in relation to that financial year and the Auditor's Report.

No resolution is required on this item of business. Shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments on the accounts and on the management of the Company. Shareholders will also have a reasonable opportunity to ask a representative of Ernst & Young, the Company's auditor, questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the independent audit report;
- c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d. the independence of the auditor in relation to the conduct of the audit.

2. Resolution 1 - Adoption of the Remuneration Report

The Company is required to put a resolution to its Shareholders that the Remuneration Report as disclosed in the Company's 2017 Annual Report be adopted. The Remuneration Report is contained in the Company's 2017 Annual Report which is available on the Company's website (www.nineentertainmentco.com.au). It provides information relating to the remuneration policy and practices of the Company and the structure and details of remuneration payable to the Directors and certain senior executives of the Company.

The vote on Resolution 1 is advisory only and does not bind the Company. However, the Board will take account of the outcome of the vote on this resolution in reviewing the remuneration practices and policies of the Company.

Shareholders should note that the Chairman intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chairman to vote against Resolution 1 or to abstain from voting.

The Board, acknowledging that each Director has an interest in his or her remuneration as disclosed in the Remuneration Report, recommends that Shareholders vote in favour of Resolution 1.

Voting exclusion statement:

The Company will disregard any votes cast on Resolution 1 by or on behalf of a Restricted Voter. However, the Company need not disregard a vote if:

- a. it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution; and
- b. it is not cast on behalf of a Restricted Voter.
- Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 1 unless:
- a. the appointment specifies the way the proxy is to vote on Resolution 1; or
- b. the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Election of Ms Janette Kendall as a director

Pursuant to Clause 26.6 of the Company's Constitution, Ms Janette Kendall, who was appointed a Director of the Company by the Board on 5 June 2017, is required to seek election as a Director.

Ms Kendall is an independent, non-executive director and a member of the People & Remuneration Committee.

Ms Kendall has more than 23 years' board experience across public, private and not-for-profit organisations, spanning a range of industries including marketing and technology, advertising, digital media, supermarkets and the arts. She is currently a non-executive director of ASX-listed Costa Group and Wellcom Group as well as the Melbourne Theatre Company, and, from 1 December 2017 will join the board of Vicinity Centres.

Ms Kendall is a former senior executive who has held various roles in her career including Senior Vice President of Marketing at Galaxy Entertainment Group in Macau, China; Executive General Manager of Marketing at Crown Melbourne; General Manager, Pacific Brands; Managing Director of emitch Limited; and Executive Director of Clemenger BBDO.

Ms Kendall holds a Bachelor of Business - Marketing and is a Fellow of the Australian Institute of Company Directors.

The Board (Ms Kendall abstaining) recommends that Shareholders vote in favour of Resolution 2.

Explanatory Statement continued

4. Resolution 3 – Election of Ms Samantha Lewis as a director

Pursuant to Clause 26.6 of the Company's Constitution, Ms Samantha Lewis, who was appointed a Director of the Company by the Board on 20 March 2017, is required to seek election as a Director.

Ms Lewis is an independent, non-executive director, Chair of the Audit & Risk Management Committee and a member of the People & Remuneration Committee.

Ms Lewis has extensive financial experience, with 20 years at Deloitte Touche Tohmatsu including 14 years as a Partner. In that role, she led the audit of a number of major Australian listed companies, in the retail/FMCG and industrial sectors. During her time at Deloitte, Ms Lewis also provided accounting advice and transactional advisory services, including due diligence, IPOs and debt/ equity raisings.

Since retiring from Deloitte in 2014, Ms Lewis has been appointed to the Boards of ASX-listed Orora Ltd and Aurizon Holdings Ltd and is also the Chair of the Audit Committee of the Australian Prudential Regulatory Authority. She is a Member of the Institute of Chartered Accountants in both Australia, and England and Wales, and is a Member of the Australian Institute of Company Directors.

Ms Lewis holds a Bachelor of Arts (Hons) degree from the University of Liverpool.

The Board (Ms Lewis abstaining) recommends that Shareholders vote in favour of Resolution 3.

5. Resolution 4 – Re-election of Mr Peter Costello as a director

Pursuant to Clause 26.10 of the Company's Constitution, Mr Peter Costello retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr Costello was appointed to the Board in February 2013 as an independent, non-executive director and in March 2016 became Chairman of the Board. He is also a member of the Audit & Risk Management Committee.

Mr Costello is currently Chairman of the Board of Guardians of Australia's Future Fund and serves on a number of domestic and international advisory boards. His business, ECG Financial Pty Ltd, is a boutique advisor on mergers and acquisitions, foreign investment, competition and regulatory issues which affect business in Australia. Mr Costello served as a member of the House of Representatives from 1990 to 2009 and was Treasurer of the Commonwealth of Australia from March 1996 to December 2007.

Prior to entering Parliament Mr Costello was a barrister. He has a Bachelor of Arts and a Bachelor of Laws LLB (Hons) and a Doctorate of Laws (Honoris Causa) from Monash University. In 2011, Mr Costello was appointed a Companion of the Order of Australia.

The Board (Mr Costello abstaining) recommends that Shareholders vote in favour of Resolution 4.

6. Resolution 5 - Grant of 2018 performance rights to CEO

The Board has determined, subject to shareholder approval, to offer Mr Marks an allocation of Performance Rights, to the value of \$1,400,000, on the terms of the Company's Long Term Incentive Plan. Based on the 10 day volume weighted average price around the release of the Company's financial results for the year to 30 June 2017 of \$1.46, Mr Marks will be entitled to 958,904 Performance Rights.

ASX Listing Rule 10.14 requires shareholder approval for a director to be issued securities under an employee incentive plan such as the Company's Long Term Incentive Plan. The Board intends that no new shares will be issued to Mr Marks on vesting of the Performance Rights (as any entitlement to shares will be satisfied by the acquisition of shares on market). Mr Marks is the only director who is, or has ever been, entitled to participate in the Long Term Incentive Plan.

Details of the Company's Long Term Incentive Plan are contained in the Annual Report. Key elements of the plan are summarised below:

What does a Performance Right provide?	If the conditions to vesting are satisfied, each Performance Right will, at the Company's election, convert to a Share on a one-for-one basis or entitle Mr Marks to receive cash to the value of a Share. No amount is payable by Mr Marks for the issue of the Performance Rights or on conversion of the Performance Rights.
	Mr Marks does not receive any voting or dividend entitlements before the Performance Rights have vested.
Vesting Condition 1 – Total Shareholder Return	50% of the Performance Rights are subject to the Company's Total Shareholder Return (TSR) performance against a comparator group over the 3 year period from 1 July 2017 to 30 June 2020. The comparator group is a subset of ASX 200 companies (being companies in the Information Technology, Consumer Discretionary, Consumer Staples and Telecommunication Services sectors).
	If the Company's TSR performance is at the 50th percentile, 50% of these Performance Rights (ie 239,726 Performance Rights) will vest. If TSR exceeds the stretch target of the 75th percentile, 100% of these Performance Rights will vest (ie 479,452 Performance Rights). Between those two targets, Performance Rights will vest on a straight line basis.

Vesting Condition 2 – Earnings Per Share Growth	The other 50% of the Performance Rights are subject to the achievement of fully diluted earnings per share growth (EPSG) targets over the 3 year period to 30 June 2020. The targets for the 3 year period have been set by the Board.
	As the target for EPSG is commercially sensitive, the Company will disclose the performance targets when and if Performance Rights vest.
	If EPSG over the 3 year period meets the threshold target, 33% of these Performance Rights (ie 159,817 Performance Rights) will vest. If EPSG exceeds the stretch target, 100% of these Performance Rights (ie 479,452 Performance Rights) will vest. Between those two targets, Performance Rights will vest on a straight line basis.
Cessation of employment (Employment Conditions)	If Mr Marks is not employed by the Company on 1 July 2020 due to:
	 being summarily dismissed; or resignation (subject to the Board exercising a discretion to allow some or all Performance Rights to be retained); or
	 terminating his employment agreement otherwise than in accordance with the terms of that agreement,
	any unvested Performance Rights held at the date of termination will lapse.
	If Mr Marks has ceased to be employed by the Company in any other circumstances (e.g. redundancy, retirement, ill health), Mr Marks will retain a pro-rated number of unvested Performance Rights, which will be tested after 1 July 2020, to determine the number of such rights which have vested.
Testing	Performance against each of the TSR and EPSG vesting conditions will be determined independently.
	Any Performance Rights which do not vest at the end of the performance period will lapse.
Restrictions	Mr Marks is not permitted to transfer any Performance Rights.
	Trading in any shares issued to Mr Marks on vesting of the Performance Rights will be subject to the Company's Securities Trading Policy.
Maximum number of shares	The maximum number of shares which Mr Marks may receive, if vesting conditions are met, will be 958,904 (subject to any adjustments made under the Long Term Incentive Plan).
Grant of rights	If shareholders approve this resolution, the rights will be granted to Mr Marks shortly after the meeting, and within 12 months after the date of this meeting.

No person referred to in ASX Listing Rule 10.14, other than Mr Marks, has received securities under the Long term Incentive Plan. Following approval at the Company's 2016 AGM, Mr Marks received 2,278,698 Performance Rights (906,149 to vest from 1 July 2018 and 1,372,549 to vest from 1 July 2019), which were issued for no consideration.

There are no loans made in connection with the acquisition of securities under the Long Term Incentive Plan.

The Board (Mr Marks abstaining) recommends that Shareholders vote in favour of Resolution 5.

Voting exclusion statement:

The Company will disregard any votes cast on Resolution 5:

a. by or on behalf of Mr Marks and any associate of Mr Marks; or

- b. by a Restricted Voter as a proxy unless the vote is cast as a proxy for a person who is entitled to vote on the resolution, and:
 - the appointment specifies the way the proxy is to vote on Resolution 5; or
 - the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy.

Explanatory Statement continued

7. Glossary

Chairman means the individual appointed under the Constitution to chair any meeting of the Company from time to time. Closely Related Party has the meaning given to that term in the Corporations Act.

Constitution means the Company's constitution, as amended from time to time.

Corporations Act means Corporations Act 2001 (Cth).

Key Management Personnel has the meaning given to that term in the Accounting Standards.

Restricted Voter means Key Management Personnel and their Closely Related Parties.





Nine Entertainment Co. Holdings Ltd ABN 60 122 203 892





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PROXY FORM

I/We being a shareholder(s) of Nine Entertainment Co. Holdings Ltd and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Monday**, **13 November 2017 at Ashurst Australia**, **5 Martin Place**, **Sydney NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 & 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 & 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution.

form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

VOTING DIRECTIONS

STEP 3

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an \boxtimes

Resolutions	For Against Abstain*	For Against Abstain*			
1 Adopt the Remuneration Report	5 Grant of 2018 performance rights to CEO				
2 Election of Ms Janette Kendall as a Director					
3 Election of Ms Samantha Lewis as a Director					
4 Re-election of Mr Peter Costello as a Director					
• If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.					
SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED					
Shareholder 1 (Individual)	Joint Shareholder 2 (Individual) Joint Shareho	lder 3 (Individual)			
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one) Director				
This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the					

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YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note:** you cannot change ownership of your shares using this form.

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that resolution. A proxy need not be a shareholder of the Company.

PROXY VOTING BY THE CHAIRMAN OF THE MEETING

On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit. If the Chairman of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Proxy Form you are expressly authorising the Chairman of the Meeting to exercise your proxy on resolutions that are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

- To appoint a second proxy you must:
- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

 $\label{eq:linear} \textbf{Individual:} where the holding is in one name, the holder must sign.$

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Saturday, 11 November 2017,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link **www.linkmarketservices.com.au** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

BY MAIL

Nine Entertainment Co. Holdings Ltd C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia

BY FAX

+61 2 9287 0309

BY HAND

delivering it to Link Market Services Limited* 1A Homebush Bay Drive Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am-5:00pm)





COMMUNICATIONS PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.