



# Notice of Annual General Meeting 2024



**Nine Entertainment Co.**

ABN 60 122 203 892

[nineentertainment.com.au](http://nineentertainment.com.au)

# Annual General Meeting 2024

## Dear Shareholder,

On behalf of the Board of Directors of Nine Entertainment Co. Holdings Limited (the **Company**), I am pleased to invite you to participate in the Company's 2024 Annual General Meeting (**AGM**) on Thursday, 7 November 2024, at 10.00am. The AGM will be held both virtually and in person at 1 Denison Street, North Sydney, to provide a variety of ways for shareholders to participate in the meeting.

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

I encourage all shareholders who are able to, to participate in the AGM either virtually, via the online platform (<https://meetings.linkgroup.com/NEC24>) or by attending in person. Details of how to log in to the meeting are set out in the enclosed Notice of Meeting and Hybrid AGM Guide. Registration opens one hour before the commencement of the meeting for you to log onto the platform. You will need your SRN or HIN (which are on your Voting Form) or proxyholder login which will be provided by Link. You will be able to see the live webcast of directors and the presentations to the AGM, as well as the presentation slides. Shareholders and proxy holders will be able to ask questions during the AGM and to hear the discussion. If you are unable to attend the AGM but wish to vote, you can either appoint a proxy or lodge a direct vote. Details for how to do this are in the attached materials.

If you wish to submit a question to the AGM ahead of the meeting on any matters relating to the management of the Company, there is a link available via the Company's website ([nineforbrands.com.au/investors](https://nineforbrands.com.au/investors)).

I look forward to welcoming you to the AGM on Thursday, 7 November 2024.

Yours sincerely



**Catherine West**  
Chair

# Notice of Meeting

Nine Entertainment Co. Holdings Limited ACN 122 203 892 (**Company**) will hold its Annual General Meeting on Thursday, 7 November 2024 at 10.00am (Sydney time) at 1 Denison Street, North Sydney to transact the following business referred to in this Notice of Meeting.

Shareholders are able to participate in the AGM by attending in person at 1 Denison Street, North Sydney, virtually via our online AGM platform (<https://meetings.linkgroup.com/NEC24>) or via the use of a direct voting form or the appointment of a proxy.

## Financial Reports

To receive and consider the financial report of the Company for the year ended 30 June 2024, 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 2024.

## Resolution 1: Non Binding Resolution to adopt the Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2024 as set out in the Annual Report.

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

## Resolution 2: Re-election of Ms Catherine West as a Director

To re-elect Ms Catherine West, who retires in accordance with clause 26.10 of the Constitution and offers herself for re-election, as a Director.

## Resolution 3: Re-election of Mr Andrew Lancaster as a Director

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

By order of the Board

**Rachel Launders**

Company Secretary

Dated: 30 September 2024

# Information for Shareholders

## Attending in person

The AGM will be held at Nine's office at 1 Denison Street, North Sydney. Please do not attend if you are unwell. In that situation, you will be able to attend the AGM via the online platform.

## Accessing the Online Platform

The AGM will be webcast for participation by Shareholders and proxyholders, via the online platform at <https://meetings.linkgroup.com/NEC24>. To participate, you will need a desktop computer or mobile/tablet device with internet access.

We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below, to check that it works on your device.

Enter <https://meetings.linkgroup.com/NEC24> into a web browser on your computer or device. To be verified as a shareholder or proxy holder who is eligible to vote and participate in the meeting:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Voting Form; and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

More information about how to use the AGM platform, including how to vote and ask questions during the meeting is available in the Hybrid AGM Guide, which has been lodged with the ASX and is available on our website ([nineforbrands.com.au/investors](http://nineforbrands.com.au/investors)).

## 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 5 November 2024.

## How to vote

Each resolution considered at the AGM will be conducted by poll, rather than a show of hands.

Shareholders may vote by:

- using the online platform during the meeting;
- appointing a proxy; or
- lodging a direct vote before the meeting.

## Online voting

A Shareholder who wishes to vote online during the meeting will need to log onto the platform, using the instructions set out above. Online voting will be open between the commencement of the AGM at 10.00am (Sydney time) on 7 November 2024 and the time at which the Chair announces voting closure.

## Voting by proxy

A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies, by completing the "Appoint a Proxy" section in the enclosed Voting Form. Each proxy will have the right to vote on a poll and 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 Chair that do not contain a direction on how to vote will be used, where possible, to support each of the Resolutions.

Link will contact all proxyholders at least 24 hours before the AGM to provide them with the login information that they will need to use on the online AGM platform.

## Direct voting before the meeting

If a Shareholder is unable to participate in the AGM, they are entitled to vote their shares directly before the meeting, by completing and returning the “Direct Voting” section of the enclosed Voting Form. They will then not need to appoint a proxy. The Shareholder must mark either the “for” or “against” boxes for each item on the Voting Form. If a Shareholder does not give a direction on all the items, or if they complete sections for the Voting Form for both the appointment of a proxy and a direct vote, the Voting Form will be treated as the appointment of the Chair as proxy for the Shareholder.

## Submitting a Voting Form

The Voting Form must be signed by the Shareholder or the Shareholder’s attorney and accompanied by an original or certified copy of any Power of Attorney under which it is signed. Voting Forms given by corporations must be executed in accordance with the Corporations Act.

Please lodge the Voting Form online at [linkmarketservices.com.au](https://linkmarketservices.com.au) in accordance with the instructions provided on the website or send it in the reply-paid envelope provided to Link Market Services Limited, Locked Bag 414, Sydney South NSW 1235 or by fax to Link Market Services Limited on +61 2 9287 0309.

Voting Forms must be received by 10.00am (Sydney time) on 5 November 2024.

## Submitting questions in advance

Shareholders are invited to submit questions to the AGM ahead of the meeting on any matters relating to the management of the Company. This can be done via the form which is available on the Company’s website ([nineforbrands.com.au/investors](https://nineforbrands.com.au/investors)). The Company will endeavour to address the more frequently asked questions during the presentations to the meeting. Questions must be received by the Company or Link Market Services by 5.00pm on 5 November 2024.

## Submitting questions during the meeting

Shareholders and proxyholders will be given an opportunity to ask questions through the virtual platform.

# 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.

## 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 2024, 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:

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

## 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 2024 Annual Report be adopted. The Remuneration Report is contained in the Company's 2024 Annual Report which is available on the Company's website ([www.nineforbrands.com.au/investors](http://www.nineforbrands.com.au/investors)). 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 Chair intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chair 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 in favour of Resolution 1 by or on behalf of a Restricted Voter. However, the Company need not disregard a vote if:

- 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
- 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:

- the appointment specifies the way the proxy is to vote on Resolution 1; or
- the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.



## Resolution 2: Re-election of Ms Catherine West as a director

Pursuant to Clause 26.10 of the Company's Constitution, Ms Catherine West retires by way of rotation and, being eligible, offers herself for re-election as a Director.

Ms West was appointed to the Board in May 2016 as an independent, Non-Executive Director and in June 2024 became Chair of the Board. She is also a member of the Audit & Risk Management Committee and the People & Remuneration Committee and the Chair of the Nominations Committee.

Ms West has more than 25 years of business and legal affairs experience in the media industry, both in Australia and the UK, including as Director of Legal — Content Commercial and Joint Ventures for Sky Plc in the UK. In this role, Ms West was responsible for all of Sky's content relationships, distribution, commercial activities and joint ventures. Ms West has been a Non-Executive Director since 2016 and in addition to Nine, serves on the Boards of ASX listed Monash IVF group (since September 2020) and Peter Warren Automotive (since April 2021). She is also Chair of the National Institute of Dramatic Art (NIDA), a director of the NIDA Foundation Trust and Chair of the Board of Governors of Wenona School.

Ms West is a Graduate Member of the Australian Institute of Company Directors and holds both a Bachelor of Laws (Hons) and Bachelor of Economics degree from the University of Sydney.

Ms West brings to the Board skills in, among other areas, the media industry, strategy, risk management, M&A, and regulatory matters.

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

## Resolution 3: Re-election of Mr Andrew Lancaster as a director

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

Mr Lancaster joined the Board on 1 April 2021 as a Non-Executive Director and is a member of the People & Remuneration Committee and the Nominations Committee. Mr Lancaster is CEO of the WIN Corporation and Birketu Pty Ltd, Nine's largest individual shareholder (so is not an independent director). After more than 29 years working in the media sector, Mr Lancaster has extensive experience in both metropolitan and regional television and radio. He has a broad knowledge of strategic, structural, operational, financial and resource management as well as a proven history of driving strong revenue growth across all areas of these businesses.

Mr Lancaster is currently a Director of Free TV Australia, Broadcast Transmission Services, Illawarra Community Foundation and Chair of NRL team St George Illawarra Dragons.

Mr Lancaster holds a Master of Commerce Human Resource Management and a Bachelor of Economics and Management, both from the University of Wollongong.

Mr Lancaster brings to the Board skills in, among other areas, the media industry, financial markets, strategy, risk management, M&A, and leading culture and people.

The Board (Mr Lancaster abstaining) recommends that Shareholders vote in favour of Resolution 3.

## Glossary of Terms

Term	Definition
Board	means the board of directors of the Company
Chair	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 <i>Corporations Act 2001</i> (Cth)
Explanatory Statement	means this explanatory statement
Key Management Personnel	has the meaning given to that term in the Accounting Standards
Notice of Meeting	means the notice of meeting accompanying the Explanatory Statement
Restricted Voter	means Key Management Personnel and their Closely Related Parties
Shareholder	means a person who is a registered holder of fully paid ordinary shares in the capital of the Company