



Notice of Annual General Meeting 2016

**Notice is hereby given that the Annual
General Meeting of APN News & Media
Limited (the Company) will be held at the
Establishment Ballroom
252 George Street, Sydney NSW 2000
on Wednesday 11 May 2016 at 9.30am.**

APN NEWS & MEDIA LIMITED
ABN 95 008 637 643

Business

1. Financial Statements

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report for the year ended 31 December 2015.

2. Election and Re-election of Directors

Item 2(a) – Election of Christine Holman as Director

To consider and, if thought fit, pass the following as an ordinary resolution:

- (a) "That Christine Holman, a Director appointed to the Board since the last Annual General Meeting, and being eligible for election, be elected as a Director of the Company."

Item 2(b) – Re-election of Paul Connolly as Director

To consider and, if thought fit, pass the following as an ordinary resolution:

- (b) "That Paul Connolly, who retires as a Director by rotation under the Constitution and the ASX Listing Rules, and being eligible for re-election, be re-elected as a Director of the Company."

3. Remuneration Report (non-binding resolution)

Item 3 – Adoption of Remuneration Report

To consider and, if thought fit, pass the following as an ordinary resolution:

"That the Company's Remuneration Report for the year ended 31 December 2015 be adopted."

This resolution is advisory only and does not bind the Directors or the Company.

Special business

4. Financial Assistance

Item 4 - Approval of Financial Assistance

To consider and, if thought fit, pass the following as a special resolution:

"That, in accordance with section 260A and section 260B(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**), the shareholders approve the provision of financial assistance by Radio 96FM Perth Pty Limited (ABN 66 007 082 680) (**Radio 96FM**) in connection with the acquisition by the Company of all of the issued shares in Radio 96FM (**Acquisition**) and all elements of that transaction that may constitute financial assistance by Radio 96FM and/or its subsidiaries for the purposes of the *Corporations Act* in connection with the Acquisition described in the Explanatory Notes to the Notice of Annual General Meeting".

Voting Exclusions

For Item 3 (Remuneration Report)

A vote cast on Item 3 (Remuneration Report) must not be cast (in any capacity) by or on behalf of the following:

- (a) a member of the Key Management Personnel (being those persons described as Key Management Personnel in the Company's Remuneration Report and including all Directors); or
- (b) a Closely Related Party (as defined in the *Corporations Act*) of such a member.

However, a person described above may cast a vote on Item 3 if:

- the person does so as proxy that specifies how the proxy is to vote on the resolution; or
- the person is the Chair and has been appointed as proxy (expressly or by default) without being directed how to vote on the resolution; and
- in either case, the vote is not cast on behalf of a person described in (a) or (b) above.

Notes

Proxies

A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies, who need not be shareholders of the Company.

If you appoint a proxy who is also a shareholder or is also a proxy for another shareholder, your directions may not be effective on a show of hands. Your directions will be effective if a poll is taken on the relevant resolution.

Where more than one proxy is appointed, neither proxy may vote on a show of hands, however both proxies will be entitled to vote on a poll (subject to any voting exclusion). Each proxy should be appointed to represent a specified percentage or specified number of the shareholder's voting rights. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half the votes. Fractions of votes will be disregarded.

If you sign and return a proxy form and do not nominate a person to act as your proxy, the Chair will be appointed as your proxy by default.

Appointment of the Chair or other Key Management Personnel as your proxy

Due to the voting exclusions referred to earlier in relation to Item 3 (Remuneration Report), if you intend to appoint Key Management Personnel or their Closely Related Parties, **other than the Chair**, as your proxy, you are encouraged to direct your proxy on how to vote on Item 3 (Remuneration Report) by marking either 'For', 'Against' or 'Abstain' opposite that resolution on the proxy form. If you do not direct such a proxy how to vote on Item 3 (Remuneration Report) they will not be able to vote an undirected proxy and your vote will not be counted. This does not apply to the Chair, who is able to vote undirected proxies.

How the Chair will vote undirected proxies

The Chair intends to vote any undirected proxy in favour of all resolutions including Item 3 (Remuneration Report).

You should note that if you appoint the Chair as your proxy, or the Chair is appointed as your proxy by default, and the proxy form does not specify whether to vote 'For', 'Against' or 'Abstain', this will be taken as a direction to the Chair to vote in accordance with his stated voting intention, which is to vote in favour of all resolutions including Item 3 (Remuneration Report), even if the Chair has an interest in the outcome of the vote on Item 3. Any votes cast by the Chair on Item 3 other than as proxy will be disregarded.

Shareholders always have the ability to appoint the Chair as their proxy and direct him to cast the votes contrary to the Chair's stated voting intention or to abstain from voting on a resolution.

If you appoint the Chair as your proxy but do not wish him to vote in favour of Item 3 (Remuneration Report), it is important for you to complete the voting directions in respect of Item 3 on the proxy form.

Key Management Personnel and their Closely Related Parties cannot vote undirected proxies

Any undirected proxy given to a Key Management Personnel or their Closely Related Parties, **other than the Chair**, will not be voted on Item 3 (Remuneration Report). To allow such a proxy to vote on Item 3, shareholders must specify how the proxy should vote by ticking 'For', 'Against' or 'Abstain' opposite that resolution on the proxy form.

A proxy form accompanies this notice.

Proxy forms may be lodged as follows:

- **online** at <http://vote.linkmarketservices.com/APN>;
- **scan** this QR Code with your smartphone or tablet to our dedicated mobile voting site. Log in using your holder number and postcode for your shareholding;
- **fax** the completed proxy form to +61 2 9287 0309;
- **mail** the completed proxy form to APN News & Media Limited C/-Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235, Australia; or
- **deliver** the completed proxy form to the Company's Share Registry at Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000, or 1A Homebush Bay Drive, Rhodes NSW 2138 (Monday to Friday, 9.00am - 5.00pm (AEST)).



In each case the validly completed proxy form (together with any other document(s) specified in the instructions to the proxy form) must be received at an address given above no later than 9.30am (AEST) on 9 May 2016. Proxy forms received after this time will be invalid.

Further directions for the proper completion of proxy forms are printed on the proxy form.

Voting by Attorney

A shareholder entitled to attend and vote at the Annual General Meeting may appoint an attorney to vote at the Annual General Meeting. An original or certified copy of the power of attorney must be received at an address given above at least 48 hours before the commencement of the Annual General Meeting.

Corporate Representatives

To vote at the Annual General Meeting, a corporation which is a shareholder, or which has been appointed as a proxy by a shareholder, may appoint a person to act as its representative. The appointment of a representative must comply with section 250D of the Corporations Act. Evidence of the appointment must be brought to the Annual General Meeting together with any authority under which it is signed. A pro forma 'Certificate of Appointment of Corporate Representative' may be obtained from the Company's Share Registry.

Voting Entitlements

Pursuant to Regulation 7.11.37 of the *Corporations Regulations*, the Directors of the Company have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the Share Register at 7.00pm (AEST) on 9 May 2016.

Voting Procedure Generally

Each shareholder present in person or by proxy, attorney or corporate representative has one vote on a show of hands and one vote for each fully paid share held on a poll (subject to any voting exclusion referred to earlier).

Jointly Held Shares

If shares are jointly held, only one of the shareholders can vote. If more than one joint shareholder votes, only the vote of the shareholder whose name appears first on the register of shareholders will be counted.

By order of the Board

Y Lamont
Company Secretary

31 March 2016

Explanatory notes

These notes have been prepared to assist shareholders with their consideration of items of business proposed for the Company's Annual General Meeting to be held at the Establishment Ballroom, 252 George Street, Sydney NSW 2000 on Wednesday 11 May 2016 at 9.30am.

Item 1 - Financial Statements

The Company's 2015 Annual Report, including the Financial Report, the Directors' Report and the Independent Auditor's Report for the year ended 31 December 2015 will be presented to the meeting.

A copy may be accessed by visiting the Company's website www.apn.com.au and clicking on the following links: Investor Relations > Annual & Interim Reports > 2015 Annual Report.

The 2015 Shareholder Review, a summary non-statutory investor report covering an overview of operations and key performance areas, is also available from the website by clicking on the following links: Investor Relations > Annual & Interim Reports > 2015 Shareholder Review.

A shareholder may elect to receive by mail, free of charge, the Company's Annual Report or the Shareholder Review. Shareholders who wish to receive a hard copy of either document should contact the Company's Share Registry.

The Company mails a copy of the Annual Report or the Shareholder Review as applicable (when they are released each year) only to those shareholders who have made an election to receive them.

The Company's auditor will be present at the Annual General Meeting and shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the Independent Auditor's Report, the accounting policies adopted by the Company and the independence of the auditor.

Shareholders eligible to vote at the Annual General Meeting may also submit written questions to the auditor in accordance with the Corporations Act no later than the fifth business day before the date of the Annual General Meeting. Each of these written questions, if any, will be answered by the auditor at the Annual General Meeting, provided the question is relevant to:

- the conduct of the audit of the Financial Report; or
- the content of the Independent Auditor's Report.

A list of the written questions to be answered by the auditor at the Annual General Meeting, if any, will be prepared by the auditor and made available at the start of the Annual General Meeting.

Item 2 - Election and Re-election of Directors

Item 2(a) Election of Christine Holman as Director

Under the Constitution, the Directors may appoint a person to be a Director. Under the ASX Listing Rules, any Director appointed in this way holds office only until the end of the next following Annual General Meeting and is then eligible for election at that meeting.

Christine Holman was appointed on 16 November, 2015 and is eligible for election.

Item 2(b) Re-election of Paul Connolly as Director

Under the Constitution and the ASX Listing Rules, a Director must retire from office (and is eligible to seek re-election) by no later than the third Annual General Meeting, or three years (whichever is longer), following his or her most recent election or re-election.

Paul Connolly was appointed on 18 October, 2012. He was elected at the Company's 2013 Annual General Meeting.

Biography details of Christine Holman and Paul Connolly (and other Directors) appear on pages 28 and 29 of the Company's 2015 Annual Report.

A E Harris will retire as a Director at the conclusion of the Annual General Meeting.

The Directors recommend that shareholders vote in favour of each of resolutions 2(a) and 2(b).

Item 3 – Remuneration Report

The Remuneration Report for the year ended 31 December 2015 appears on pages 43 to 57 of the Company's 2015 Annual Report. The Remuneration Report sets out the policy for the remuneration of the Directors and Key Management Personnel of the Company and the consolidated entity.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the Directors or the Company. Notwithstanding the 'advisory' status of the vote on the Remuneration Report, the Directors will take the outcome of the vote into account when considering the Company's remuneration policy.

Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Directors recommend that shareholders vote in favour of resolution 3.

Item 4 – Financial Assistance

Approval is sought by special resolution, which requires at least 75% of the votes that are cast on the resolution to be in favour of the resolution. Item 4 seeks the approval of the Company's shareholders, pursuant to section 260A and section 260B(2) of the Corporations Act, for financial assistance to be provided by Radio 96FM, a wholly owned subsidiary of the Company, to assist in the acquisition by the Company of all of the shares in Radio 96FM.

(a) Funding arrangements

As announced to the market on 22 December 2014, the Company acquired Radio 96FM for A\$78 million from Fairfax Media Limited (the **Acquisition**). The Acquisition completed on 30 January 2015. The Acquisition was funded by existing debt facilities (the **Debt Funding**) provided to the Company and its subsidiaries, under a syndicated facility agreement entered into between, amongst others, the Company and a number of financial institutions (the **Banking Documents**).

(b) Obligations to financiers

The Company wishes to include Radio 96FM as a party to the Banking Documents as an obligor and as such will be required to guarantee the performance of the obligations of the Company and its subsidiaries (as borrower and/or guarantor), which includes the repayment of the Debt Funding.

By becoming party to the Banking Documents as an obligor, among other benefits, much greater flexibility will be afforded to effect intra group transactions with Radio 96FM and Radio 96FM will be capable of directly accessing the facilities made available under the Debt Funding.

In addition, as a result of providing a guarantee under the Banking Documents, Radio 96FM will also be required to guarantee the performance of the obligations of the Company and/or its subsidiaries under a number of other existing third-party ancillary debt finance, and interest rate swap facilities provided to the Company and/or its subsidiaries (the **Ancillary Finance Documents**).

These are customary requirements for such funding arrangements. It is expected that Radio 96FM will also give certain customary representations, warranties and undertakings, and will grant the financiers certain customary rights in the event that Radio 96FM commits certain defaults (such as committing a material breach or becoming insolvent).

(c) Financial assistance

Section 260A of the Corporations Act prohibits a company from financially assisting any person to acquire shares in that company or a holding company of that company, unless the assistance:

- does not materially prejudice the interests of the company or its shareholders or the company's ability to pay its creditors;
- is approved by shareholders under section 260B of the Corporations Act; or
- falls within a limited number of exemptions under section 260C of the Corporation Act, none of which apply to the Acquisition.

As described above, as the Acquisition was funded by the Debt Funding and it is expected that Radio 96FM will guarantee the obligations of the Company and/or its subsidiaries under the Banking Documents (including the repayment of the Debt Funding) and the Ancillary Finance Documents, which may directly or indirectly assist another entity to acquire shares in Radio 96FM or its holding company.

This assistance may constitute financial assistance to acquire shares in Radio 96FM for the purposes of section 260A of the Corporations Act. Radio 96FM will therefore seek the approval of its shareholders to give such financial assistance. This is a typical practice in such circumstances.

(d) Effects of the proposed financial assistance

Radio 96FM may suffer adverse effects as a result of participating in the arrangements in connection with the Acquisition, including,

- Radio 96FM may become liable as a guarantor for the guaranteed money, and may become subject to enforcement action by the financiers under the Bank Finance Documents or the Ancillary Finance Documents (together the Finance Documents) in the event of a default under the Finance Documents; and
- the customary representations, warranties and undertakings which Radio 96FM is contemplated to give may impose certain restrictions on its ability to:
 - grant further security over its assets or dispose of assets;
 - make distributions to shareholders; and
 - borrow money in the future or incur further financial indebtedness.

(e) Reasons for giving financial assistance

The main reasons for the giving of financial assistance described above in connection with the Acquisition are:

- much greater flexibility will be afforded to effect intra group transactions with Radio 96FM; and
- it benefits Radio 96FM to assist its holding company to be able to obtain finance in order to provide to its subsidiaries (including Radio 96FM) with finance on better terms than would be available to Radio 96FM on a standalone basis.

(f) Requirement for approval by APN's shareholders

In addition, under section 260B(2) of the Corporations Act, if a company giving financial assistance will be a subsidiary of a listed Australian company immediately after the relevant acquisition of shares, the financial assistance must also be approved by a special resolution passed at a general meeting by the shareholders of the listed company.

Accordingly, Radio 96FM can only financially assist to acquire shares as contemplated under the Finance Documents if the shareholders of the Company pass a special resolution approving the financial assistance at a general meeting.





(g) Directors' recommendation

Accordingly, the Directors recommend that shareholders vote in favour of resolution 4.



APN NEWS & MEDIA LIMITED
ABN 95 008 637 643

LODGE YOUR VOTE

-  **ONLINE**
vote.linkmarketservices.com/APN
-  **BY MAIL**
APN News & Media Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
-  **BY FAX**
+61 2 9287 0309
-  **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000
-  **ALL ENQUIRIES TO**
Telephone: 1300 553 550 Overseas: +61 1300 553 550

PROXY FORM

I/We being a member(s) of APN News & Media Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chair of the Meeting (mark box) OR if you are **NOT** appointing the Chair 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 Chair 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 **9:30am (AEST) on Wednesday, 11 May 2016 at the Establishment Ballroom, 252 George Street, Sydney NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 3: If the Chair 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 Chair of the Meeting to exercise the proxy in respect of Resolution 3, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

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

Resolutions

Resolutions	For	Against	Abstain*
2(a) Election of Christine Holman as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(b) Re-election of Paul Connolly as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Financial Assistance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* 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 (Individual)	Joint Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)
<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>
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 Company's share registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the Company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

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 Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair 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 CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is 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.

VOTING RESTRICTIONS FOR MEMBERS OF THE KEY MANAGEMENT PERSONNEL (KMP)

Please note that if you appoint a member of the KMP (other than the Chair of the Meeting) or one of their closely related parties as your proxy, they will not be able to vote your proxy on Resolution 3 unless you direct them how to vote by marking a voting box in Step 2.

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:

- 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
- return both forms together.

SIGNING INSTRUCTIONS

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

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 Company's share 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 a 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 **9:30am (AEST) on Monday, 9 May 2016**, 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:



ONLINE

vote.linkmarketservices.com/APN

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 <http://vote.linkmarketservices.com/APN> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



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



BY MAIL

APN News & Media Limited
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
or
Level 12
680 George Street
Sydney NSW 2000

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

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