

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme APN News & Media Limited ("APN")

ACN/ARSN ACN 008 637 643

1. Details of substantial holder (1)

Name This notice is given by News Limited (ACN 007 871 178) on its own behalf and on behalf of each of its related bodies corporate from time to time including News Corporation and its subsidiaries from time to time (collectively the "**Substantial Holders**").

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 19/03/2015

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)
Fully paid ordinary shares in APN (" APN Shares ")	154,252,985	154,252,985	14.99% (based on 1,029,041,356 APN Shares on issue)

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
The Substantial Holders	<p>News Limited has a relevant interest in 49,393,985 APN Shares under ss608(1)(b) and 608(1)(c) of the <i>Corporations Act 2001</i> (Cth) (the "Corporations Act") as it is the beneficial owner of those APN Shares.</p> <p>News Limited has a relevant interest in 104,859,000 APN Shares under ss608(1)(c) and 608(8) of the <i>Corporations Act</i> as it has entered into a Confirmation of Allocation letter to purchase those APN Shares. A copy of the Confirmation of Allocation letter is attached as Annexure A.</p> <p>The other Substantial Holders are taken under s608(3) of the <i>Corporations Act</i> to have a deemed relevant interest in the APN Shares which News Limited has a relevant interest in.</p>	154,252,985 APN Shares

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
The Substantial Holders	Dervat Nominees Pty Ltd	News Limited	49,393,985 APN Shares
The Substantial Holders	Vendors of the APN Shares referred to in the Confirmation of Allocation letter attached as Annexure A	News Limited	104,859,000 APN 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:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
News Limited	Various dates from 9 September 2014 to 16 December 2014 (both dates inclusive)	Total purchase price consideration of A\$39,160,235 (and an average price of A\$0.7928 per APN Share)		49,393,985 APN Shares
News Limited	19 March 2015	A\$92,275,920 cash to be paid on completion under the Confirmation of Allocation letter attached as Annexure A.		104,859,000 APN Shares
The other Substantial Holders	Same as above	N/A – Deemed relevant interests		154,252,985 APN Shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

7. Addresses

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

Name	Address
The Substantial Holders	c/- News Limited, 2 Holt Street, Surry Hills NSW 2010

Signature

Signed on behalf of the Substantial Holders

print name

Ian Philip

capacity

Director

sign here

[Signature]

date

20 March 2015

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 any 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, moneys 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 ~~11~~ pages referred to in the accompanying Form 603.

Signed on behalf of the Substantial Holders

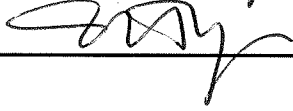
print name

Ian Philip

Capacity

Director

sign here



date

20 March 2015

Confirmation of Allocation

Please sign and return this Confirmation of Allocation Form to the Lead Manager by 4.00pm (Sydney time), 20 March 2015

Reply to: Credit Suisse Equities (Australia) Limited
E-mail: steven.drummond@credit-suisse.com
Attention: Steve Drummond

PART 1 – DETAILS OF OFFER

Entity APN News & Media Limited
Description of Offer Block trade of ordinary fully paid shares

PART 2 - DETAILS OF ALLOCATION:

Bidder Name	News Limited	Code	<<Bid Ref>>
		Number of Securities	Total Amount
Tranche 1:	Securities at A\$0.88 each	0	A\$0
Tranche 2:	Securities at A\$0.88 each	104,859,000	A\$92,275,920


PART 3 – DECLARATION

We confirm (for the benefit of the Offerors, the Lead Manager and each of their respective Affiliates):

- our irrevocable agreement to acquire and pay the Price per Security for our Allocation on the Master ECM Terms dated 5 March 2015 available on the AFMA website at <http://www.afma.com.au/standards/documentation.html>, as the Master ECM Terms are applied by and incorporated by reference into the Confirmation ("Terms");
- we have read and understood and agree to be bound by the Terms, including without limitation the Acknowledgments, Warranties, Undertakings and Foreign Jurisdiction Representations, as applied by, varied (where applicable) and incorporated by reference into the Confirmation and any selling restrictions in the Information Materials; and
- we understand our settlement obligations.

The Terms apply to this Confirmation of Allocation. Capitalised terms used but not defined in this document have the meaning given to them in the Terms.

EXECUTION (by an authorised signatory)

Signature:  Title: Director
Name: Ian Philip Date: 19 March 2015

Form of