



Seven West Media

Seven West Media

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Seven West Media Limited ("the Company") will be held at Level 6, 8 Central Avenue, Eveleigh, New South Wales 2015 on Thursday, 6 November 2025 at 10.30am (AEDT).

The Annual General Meeting will be webcast live. Details for accessing the webcast will be posted on the Company's website (www.sevenwestmedia.com.au) in advance of the meeting.

If it becomes necessary or appropriate to make alternative arrangements for the holding, or conduct, of the meeting, we will announce this on our website and the Australian Securities Exchange market announcements platform.

Agenda

Items of Business

Financial Statements

1. To receive and consider the financial statements of the Company and the entities it controlled for the year ended 30 June 2025, together with the Directors' and Auditor's reports for that period.

Note:

- > *There is no requirement for members to approve these statements or reports, and therefore no vote will be held on this item.*

Re-election of Directors

2. To consider and, if thought fit, pass the following ordinary resolution:

That Ms Teresa Dyson (who, in accordance with the Company's Constitution retires by rotation and, being eligible, offers herself for re-election), be re-elected as a Director of the Company.

3. To consider and, if thought fit, pass the following ordinary resolution:

That Mr Michael Ziegelaar (who, in accordance with the Company's Constitution retires by rotation and, being eligible, offers himself for re-election), be re-elected as a Director of the Company.

Remuneration Report

4. To consider and, if thought fit, pass the following non-binding resolution:

That the Remuneration Report for the year ended 30 June 2025 be adopted.

Notes:

- > *The vote on this resolution is advisory only and does not bind the Directors or the Company.*
- > *The Directors will consider the outcome of the vote and comments made by members on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.*
- > *A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes.*

Grant of Performance Rights to the Managing Director and Chief Executive Officer under the Company's FY26 Long Term Incentive Plan

5. To consider and, if thought fit, pass the following ordinary resolution:

That approval be given under ASX Listing Rule 10.14 and for all other purposes for the grant of Performance Rights to the Managing Director and Chief Executive Officer, Mr Jeffrey Howard, in respect of his FY26 Long Term Incentive award under the Seven West Media Equity Incentive Plan, on the terms summarised in the Explanatory Notes.

Note:

- > *A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes.*

Refer to the Explanatory Notes for further information on the proposed resolutions, which forms part of this notice.

BY ORDER OF THE BOARD

Warren Coatsworth
Company Secretary

2 October 2025

Explanatory Notes

The Explanatory Notes are presented to members to provide them with information concerning each of the resolutions to be considered at the Company's 2025 Annual General Meeting.

Item 1 – Financial Statements

The *Corporations Act 2001* (Cth) requires the Annual Financial Report of the Company for the year ended 30 June 2025 (which includes the financial statements, notes to the financial statements and Directors' declaration), and Directors' Report and the Auditor's Report to be laid before the Annual General Meeting.

Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders on the reports. However, shareholders will be given an opportunity to raise questions or comments on the management of the Company.

A reasonable opportunity will also be given to shareholders as a whole at the Annual General Meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's 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.

Shareholders can access a copy of the 2025 Annual Report on the Company's website at www.sevenwestmedia.com.au/investors/annual-reports/

Items 2 and 3 – Re-Election of Directors

Directors' recommendation

For the reasons set out later in these Explanatory Notes, the Board, excluding the Director to whom each resolution relates, unanimously recommends that members **VOTE IN FAVOUR** of the re-election of Ms Teresa Dyson and Mr Michael Ziegelaar.

Set out below are short biographies of the Directors standing for re-election.

Ms Teresa Dyson

Independent Non-Executive Director

Ms Dyson was appointed to the Board on 2 November 2017. She is Chair of the Audit and Risk Committee.

Ms Dyson is an experienced company director with a broad range of experience across public and private sectors. Ms Dyson has been closely involved in strategic decision making in business and organisational structuring, covering the financial services, media, health, transport, energy and resources sectors, as well as infrastructure projects, following over 20 years of legal practice.

Ms Dyson is a director and deputy Chair of each of Invest Gold Coast Pty Ltd and Gold Coast Hospital and Health Board. She is a member and Acting President of the Takeovers Panel and an independent member of the Australian Taxation Office Audit & Risk Committee. She has been a Director of Shine Justice Limited since February 2020 and was a Director of Genex Power Limited from May 2018 to July 2024, and Entyr Limited from February 2023 to May 2024.

Ms Dyson possesses extensive professional Audit & Risk Committee Chair experience. Ms Dyson was a director and Chair of the Finance & Audit Committee and Chair of the Risk & Compliance Committee of Brighter Super until July 2025. She is former Chair and member of the Board of Taxation and a former member of the Foreign Investment Review Board and Housing Australia.

Ms Dyson holds a Masters of Applied Finance from Macquarie University. She graduated with a Bachelor of Laws (Honours), a Bachelor of Arts and Masters of Taxation from the University of Queensland and is a fellow of the Australian Institute of Company Directors.

Ms Dyson brings skills and experience in financial, regulatory, legal matters as well as in governance and risk management to the Board. As Ms Dyson is principally based in Queensland she gives the Board insights to issues and conditions impacting the Company's performance in that market.

Mr Michael Ziegelaar

Independent Non-Executive Director

Mr Ziegelaar was appointed to the Board on 2 November 2017. He is a member of the Audit & Risk Committee.

Mr Ziegelaar is a senior partner of global law firm Herbert Smith Freehills Kramer ("HSFK"), where he is the Co-Head of the Australian Equity Capital Markets Group. He specialises in corporate law, equity capital markets and M&A transactions and has acted for a wide range of clients across various industries.

HSFK provides certain legal services to the Company. The legal services provided by HSFK are not considered material having regard to the Company's disclosed quantitative materiality threshold and Mr Ziegelaar is not involved in providing the services. As disclosed in the Company's Corporate Governance Statement, the Board is satisfied that Mr Ziegelaar's role with HSFK does not interfere with the exercise of his judgment as a Non-Executive Director of the Company.

Mr Ziegelaar is also a Non-Executive Director of the Burnet Medical Research Institute.

Mr Ziegelaar holds a Bachelor of Laws (Hons), a Bachelor of Economics (majoring in Accounting and Corporate Finance) and a Master of Laws (majoring in Commercial Law) from Monash University.

Mr Ziegelaar is a highly credentialed corporate lawyer with deep legal and commercial experience gained through advising on many of Australia's largest corporate transactions. He contributes broad skills in law, mergers and acquisitions, fundraising, governance, finance and business development to the Board and connects the Company to the business community in Victoria where he is based.

Director Retirement

Ms Colette Garnsey OAM has decided to retire from the Board with effect from the end of this year's Annual General Meeting having completed three years since her last re-election in 2022. On behalf of the Board, the Chairman wishes to recognise and thank Ms Garnsey for her valuable contribution to the Company as a Director since her appointment in December 2018, including with regard to her outstanding service as Chair of the Remuneration & Nomination Committee since 2022. Ms Garnsey's fellow directors look forward to acknowledging Ms Garnsey's contribution to the Company at the Annual General Meeting.

The Chairman of the meeting intends to vote all available proxies in favour of the above Items of Business.

Item 4 – Remuneration Report

Directors' recommendation

The Board unanimously recommends that members **VOTE IN FAVOUR** of adopting the Remuneration Report.

The Corporations Act requires listed companies to put the Remuneration Report for each financial year to a resolution of members at their Annual General Meeting. The Remuneration Report for the year ended 30 June 2025 can be found on pages 44 to 62 of the Company's Annual Report and covers director and executive remuneration. Under the Corporations Act, the vote on the Remuneration Report is advisory only and does not bind the Directors or the Company.

The Board will consider the outcome of the vote and comments made by members on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

In summary, the Remuneration Report:

- > explains the Board's policy for determining the nature and amount of remuneration of Directors and Key Management Personnel ("KMP") of the Company;
- > explains the relationship between the Board's Remuneration Policy and the Company's performance;
- > details and explains any performance conditions applicable to the remuneration of Directors and KMP of the Company; and
- > sets out remuneration details for the KMP of the Company, which includes each Director.

Voting Exclusion Statement

The Company will disregard any votes cast on Item 4:

- > by or on behalf of a member of the Company's KMP named in the Remuneration Report for the year ended 30 June 2025, or their closely related parties, regardless of the capacity in which the vote is cast; or
- > as a proxy by a person who is a member of the KMP of the Company at the date of the meeting or any of their closely related parties;

unless the vote is cast as proxy for a person entitled to vote on Item 4:

- > in accordance with a direction on the proxy form; or
- > by the Chairman of the meeting pursuant to an express authorisation to vote as the proxy as he sees fit, even though Item 4 is connected with the remuneration of the KMP.

The Chairman of the meeting intends to vote all available proxies in favour of the above Item of Business.

Item 5 – Grant of Performance Rights to the Managing Director and Chief Executive Officer under the Company's FY26 Long Term Incentive Plan

Directors' recommendation

The Board, with Mr Jeffrey Howard abstaining, unanimously recommends that members **VOTE IN FAVOUR** of the grant of performance rights under the FY26 Long Term Incentive Plan.

Approval Sought

Shareholders are asked to approve the grant of 8,486,082 Performance Rights to Mr Howard as part of the Company's LTI offer for FY26 ("FY26 LTI Grant") to be made under the Plan on the terms and conditions summarised in these Explanatory Notes.

ASX Listing Rule 10.14 requires the Company to obtain shareholder approval for an issue of Performance Rights to a Director under an employee incentive scheme, unless the terms of the scheme require that Shares be purchased on market to satisfy any Performance Rights that vest.

It is currently intended that Shares will be acquired on market to satisfy any Performance Rights that vest. However, approval is being sought under ASX Listing Rule 10.14 to provide flexibility for the Company to satisfy Performance Rights under the Plan with new Shares, if that is considered appropriate in the future.

Key Terms of the FY26 LTI Grant

Key Terms	Description	
Number of Performance Rights and other details of the FY26 LTI Grant	The Board proposes to grant Mr Howard 8,486,082 Performance Rights to acquire Shares in the Company based on a FY26 LTI Grant value of \$1,250,000.	
	This grant represents the annual long-term incentive component of Mr Howard’s remuneration package for the 2026 financial year.	
	The number of Performance Rights has been calculated as follows:	
	FY26 LTI Grant value of \$1,250,000 (being 100% of Mr Howard’s fixed remuneration) divided by The five-trading day VWAP of a Company share following release of FY25 full-year results (\$0.1473).	
LTI Plan Vehicle	Each Performance Right is a right to acquire one fully paid ordinary share in the Company at no cost upon satisfaction of the vesting conditions. The performance rights are granted at no cost as they form part of Mr Howard’s remuneration. Performance Rights will vest subject to Mr Howard’s satisfaction of the performance hurdles set out below: > 100 per cent of Mr Howard’s FY26 LTI Performance Rights will be tested following the announcement of the FY28 financial results and will vest subject to meeting performance conditions over a three-year performance period (1 July 2025 to 30 June 2028). Details of the performance hurdles applicable to Mr Howard’s FY26 LTI Performance Rights are set out below. Performance Rights do not carry any dividend or voting rights. Mr Howard is entitled to dividend and voting rights in connection with any Shares allocated to him on vesting of the Performance Rights. Performance Rights are used as the LTI vehicle because they create share price alignment between Mr Howard and shareholders but do not provide the full benefit of share ownership (such as dividend and voting rights) unless the performance hurdles are satisfied.	
Date of Grant	If shareholder approval is obtained, Performance Rights will be granted to Mr Howard shortly after the meeting but, in any event, within 12 months after the date of the meeting	
Performance Hurdles	Performance Rights are subject to continued employment with Seven West Media (SWM) and three weighted performance hurdles; Relative Total Shareholder Return (RTSR) (35% weighting), EPS Growth (35% weighting) and Transformation Strategy (30% weighting), measured over a three-year period (1 July 2025 to 30 June 2028).	
RTSR (35%) and Vesting Schedule	Performance Measure	
	SWM peer group ranking	
	Proportion of Rights in the RTSR tranche available to vest %	
	At the 75th percentile or better	
	Between the median and 75th percentile	
	At the median percentile	
	Below the median	
	Calculation of Result	
	TSR relative to a Media and Entertainment peer group	
	The peer group is made up of 15 media and entertainment companies (including Seven West Media) listed on the ASX subject to a minimum market capitalisation at the beginning of the performance period.	
> ARN Media Ltd	> IVE Group Ltd	> REA Group Ltd
> CAR Group Ltd	> News Corporation	> Seek Ltd
> EVT Ltd	> Nine Entertainment Co. Holdings Ltd	> Seven West Media Ltd
> Frontier Digital Ventures Ltd	> NZME Ltd	> Sky Network Television Ltd
> GTN Limited	> Ooh!Media Ltd	> Southern Cross Media Group Ltd
The Board has the discretion to adjust the peer group to take into account certain events including takeovers, mergers, demergers and similar transactions that might occur during the performance period.		

Key Terms	Description	
EPS Growth (35%) and Vesting Schedule	Performance Measure	
	Aggregate EPS Growth	Proportion of Rights in the EPS Growth tranche available to vest %
	At or above the maximum EPS target	100%
	Between the threshold and maximum target	Pro-rata vesting from 50% to 100%
	At the threshold target	50%
	Below the threshold target	0%
	Calculation of Result	
	EPS performance will be measured based on underlying EPS adjusted for significant items from the audited annual accounts allowing for any adjustments to this figure for abnormal or unusual items.	
	A Threshold EPS target will be set each financial year over the LTI performance period.	
	The Threshold EPS target is the aggregate total of the threshold EPS target for each financial year within the three-year performance period.	
The maximum EPS target is the aggregate total of the threshold EPS target plus 5% for each financial year within the three-year performance period.		
The annual threshold and maximum EPS targets will be disclosed in the annual report following the end of the applicable year along with aggregate performance to date.		
Transformation Strategy (30%)	Performance will be assessed against measures supporting the Company’s transformation strategy to build a better media business and drive our transformation as a digital business, including but not limited to growth in digital EBITDA and digital revenue. The Board will assess the Company’s performance against the targets on an aggregated basis, across a group of quantitative measures, in determining how many Performance Rights in this Tranche will vest. Details of the measures will be disclosed retrospectively in the Remuneration Report for the year of vesting given they are commercially sensitive.	
Performance Period	The performance period for Mr Howard’s Performance Rights is three years commencing 1 July 2025 and ending on 30 June 2028.	
Testing of Performance Hurdles	Testing of the performance hurdles is expected to occur shortly after the end of the financial year ending 30 June 2028. In assessing performance against the performance hurdles, the Remuneration & Nomination Committee, in its absolute discretion, may make any adjustments having regard to any matters that it considers relevant, including adjusting for abnormal or unusual factors that are outside of management’s control.	
Allocation of Shares	Following testing of the performance hurdles and determination of the level of vesting of Performance Rights, one Share in the Company will be allocated for each Performance Right that vests.	
Trading Restrictions	During the Performance Period, Mr Howard will not be able to sell or otherwise deal in the Performance Rights. Mr Howard may prospectively elect that any Shares allocated on vesting be subject to an additional trading restriction for up to a further three years beyond the vesting date. The trading restriction may be lifted earlier upon cessation of employment or in other circumstances approved by the Board.	
Price Payable for Securities	No amount will be payable by Mr Howard in respect of the grant of Performance Rights, nor in respect of any Shares allocated upon vesting of the Performance Rights.	
Cessation of Employment	If the participant ceases employment before the end of the performance period by reasons other than outlined below, unvested awards will automatically lapse. If the participant ceases employment before the end of the performance period by reason of death, disablement, retirement, redundancy or for any other reason approved by the Board, unvested awards remain on-foot, subject to original performance hurdles, although the Board may determine that some or all of the awards should be forfeited.	
Change of Control	Where there is a change of control, the Board may determine that some or all of the unvested performance rights vest or lapse. Where an actual change of control occurs before the Board has exercised its discretion, all unvested performance rights will vest on a pro rata basis having regard to the portion of the performance period that has elapsed.	
Adjustments	In the event the Company undertakes a corporate action or capital reconstruction (including, for example, a bonus or rights issue, or a capital reorganisation), the Board may, subject to the ASX Listing Rules, adjust the terms of Performance Rights in order to ensure that no material advantage or disadvantage accrues to the holder.	
Preventing Inappropriate Benefits	The Plan provides the Board with the ability to apply malus and clawback to lapse or forfeit Performance Rights or Shares in certain circumstances, including material financial misstatement, fraud and gross misconduct.	

Key Terms	Description								
Other Information	Mr Howard is a Director of the Company. No other director in the Company other than Mr Howard is eligible to participate in the FY26 LTI Grant to be made under the Plan. Any additional persons covered by ASX Listing Rule 10.14 who becomes entitled to participate in an issue of securities under the Plan after this resolution was approved and who were not named in the Notice of Meeting will not participate until approval is obtained in accordance with ASX Listing Rule 10.14 or the grant is made under ASX Listing Rule 10.16. Details of any Performance Rights issued under the Plan will be published in the Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Mr Howard's current total remuneration consists of: <table border="1"> <thead> <tr> <th>Remuneration Element</th><th>Opportunity</th></tr> </thead> <tbody> <tr> <td>Fixed Remuneration (inclusive of superannuation and salary sacrifice benefits)</td><td>\$1,250,000</td></tr> <tr> <td>Short-term Incentive</td><td>\$1,250,000 at target, \$1,875,000 at maximum</td></tr> <tr> <td>Long-term Incentive</td><td>\$1,250,000</td></tr> </tbody> </table> Further details of Mr Howard's executive remuneration package can be found in the Company's 2025 Remuneration Report on pages 44 to 62 of the 2025 Annual Report. Under the Plan, 8,185,985 Performance Rights were granted to Mr Howard (at no cost) in respect of prior years' LTI awards, comprising 8,185,985 Performance Rights granted under the FY25 LTI Award. No loan will be made by the Company in relation to the acquisition of Performance Rights or Shares under the Plan. If the resolution is not passed, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Howard.	Remuneration Element	Opportunity	Fixed Remuneration (inclusive of superannuation and salary sacrifice benefits)	\$1,250,000	Short-term Incentive	\$1,250,000 at target, \$1,875,000 at maximum	Long-term Incentive	\$1,250,000
Remuneration Element	Opportunity								
Fixed Remuneration (inclusive of superannuation and salary sacrifice benefits)	\$1,250,000								
Short-term Incentive	\$1,250,000 at target, \$1,875,000 at maximum								
Long-term Incentive	\$1,250,000								

Voting exclusion statement for Item 5

The Company will disregard any votes on Item 5:

- > cast in favour of the resolution by or on behalf of the MD & CEO or any of his associates (regardless of the capacity in which the vote is cast); or
- > cast as a proxy by any of the Company's KMP at the date of the meeting or their closely related parties,

unless the vote is cast on Item 5:

- > as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- > by the Chairman of the meeting as proxy for a person entitled to vote on the resolution, pursuant to an express authorisation in the proxy form to exercise the proxy as the Chairman of the meeting decides; or
- > by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman of the meeting intends to vote all available proxies in favour of Item 5.

Notes

1. A member entitled to attend and vote has a right to appoint a proxy. A member who is entitled to cast two or more votes is entitled to appoint up to two proxies. If two proxies are appointed by a member, that member may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes.
2. The Chairman of the meeting intends to vote available proxies in favour of each of the proposed resolutions set out in this Notice of Annual General Meeting. If your appointed proxy does not attend the meeting, or does not vote as directed, the Chairman of the meeting will become your proxy by default and will cast any available proxies as directed (subject to any applicable voting exclusions).
3. Voting exclusions apply to Items 4 and 5 details of which are set out in the Explanatory Notes.

Unless the Chairman of the meeting is your proxy, members of the KMP of the Company (including the Directors) and their closely related parties (as defined under the Corporations Act 2001, which includes spouses, dependents and companies they control) will not be able to vote as a proxy on these items unless you direct them how to vote on the proxy form. If you intend to appoint one of these individuals as your proxy, you should ensure that you direct that person how to vote on Items 4 and 5.

If you appoint the Chairman of the meeting as your proxy, or if the Chairman of the meeting is appointed as your proxy by default, you may:

- direct the Chairman of the meeting how to vote on Items 4 and 5 by marking either "For", "Against" or "Abstain" on the section of the proxy form corresponding to Items 4 and 5, in accordance with the directions on that form; or

- not direct the Chairman of the meeting how to vote on Items 4 and 5, in which case, by submitting the proxy form, you will be expressly authorising the Chairman of the meeting to vote the undirected proxy as he sees fit even though these Items are connected with the remuneration of the KMP personnel of the Company.
4. For the purpose of determining a person's entitlement to vote at the meeting, a person will be recognised as a member and the holder of shares if that person is registered as a holder of those shares at 7.00 pm (AEDT) on Tuesday, 4 November 2025.
 5. A proxy need not be a member of the Company.
 6. Duly completed proxy forms must be returned to the Secretary, Seven West Media Limited, either at:
 - Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000 or fax number: 02 9290 9655; or
 - completed online at www.votingonline.com.au/swmagm2025,in each case by no later than 10.30 am (AEDT) on Tuesday, 4 November 2025.
- Any power of attorney or authority under which a proxy form is signed (or a copy of that power of attorney or authority certified as a true copy by statutory declaration) must accompany the proxy form.
7. All resolutions will be decided by poll. On a poll, if your proxy either does not attend the meeting or registers but does not vote on the resolution in accordance with your directions, your proxy votes will automatically default to the Chairman of the meeting for that resolution. The Chairman of the meeting is required to vote any directed proxies in the manner directed and may otherwise vote as the Chairman of the meeting sees fit.
 8. A body corporate that is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative must ensure that the Company has received evidence of his or her appointment, including any authority under which it has been signed in advance of the meeting, unless it has previously been given to the Company.
 9. A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the Annual General Meeting. An attorney may but need not be a member of the Company. You will not be able to ask questions or vote online at the webcast facility.
 10. The Chairman of the meeting will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the meeting. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.
 11. The Explanatory Notes form part of this Notice of Meeting. Members should read these documents in full.

Directions and map

Parking

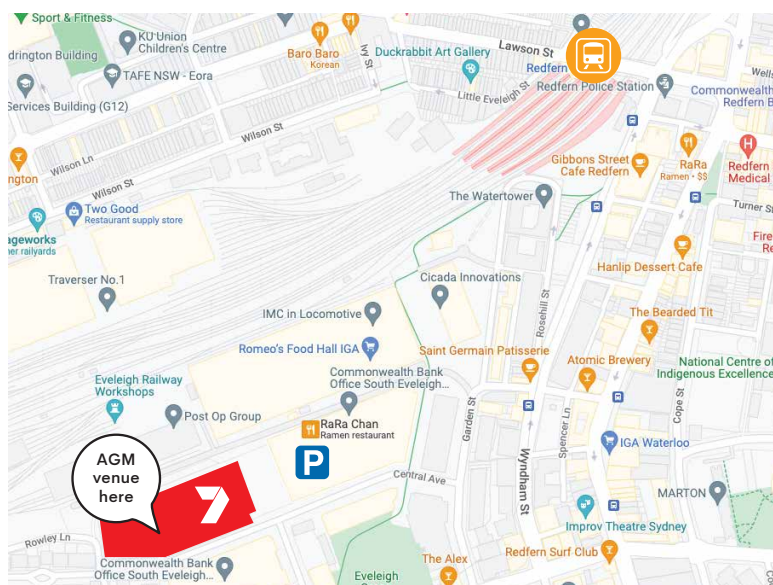
Casual car parking is available at 2 Central Avenue, Eveleigh NSW 2015.

Train

Seven West Media's offices at 8 Central Avenue, Eveleigh NSW 2015 are located approximately 10 minutes walk from Redfern train station. Most major city train lines pass through Redfern station.

Walking

Please refer to the map set out opposite on this page for directions to walk from Redfern Station to Seven West Media's offices at 8 Central Avenue, Eveleigh NSW 2015. Walking from Redfern train station takes approximately 10 minutes.



SevenWestMedia

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