



**SevenWestMedia**

**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, 7 November 2024 at 11.00am (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](http://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 2024, 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 Mr Michael Malone (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.

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

That Mr Ryan Stokes AO (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 2024 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 FY25 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 FY25 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

3 October 2024

# 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 2024 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 2024 (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 2024 Annual Report on the Company's website at [www.sevenwestmedia.com.au/investors/annual-reports/](http://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 Mr Michael Malone and Mr Ryan Stokes AO.

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

### Mr Michael Malone

#### Independent Non-Executive Director

Mr Malone was appointed to the Board on 24 June 2015. Mr Malone is a member of the Audit & Risk Committee and a member of the Remuneration & Nomination Committee.

Mr Malone founded iiNet in 1993 and continued as CEO for more than 20 years. iiNet listed on the ASX in 1999 and grew to service over a million households and businesses, with revenues and market cap of over \$1 billion and 3,000 staff. After leaving iiNet, Mr Malone went on to co-found Diamond Cyber Security.

Mr Malone is a Non-Executive Director of NBN Co, WiseTech Global Limited and a former Director of Axicom Pty Ltd, a former Director of DUG Technology Limited from June 2020 to August 2021, a former Director of SpeedCast International Ltd from May 2014 to July 2022 and served as a Director and Chairman of Superloop Ltd from April

2015 to March 2020. On 26 July 2024, Mr Malone was appointed Director of Jumbo Interactive Limited (ASX: JIN), effective 26 September 2024.

Mr Malone was recognised as the Australian Entrepreneur of the Year, CEO of the Year in the Australian Telecom Awards and National Customer Service CEO of the Year and is a recipient of the Charles Todd Medal.

Mr Malone is a highly experienced listed company CEO and company director who has a proven track record as an entrepreneur and in building shareholder value. He brings this mindset and expertise to his role on the Board and its Committees. Mr Malone's technical and strategic understanding of technology is particularly valuable to the Board and Management as the Company continues to drive innovation and change through technology to reduce the Company's cost base, respond to digital disruption and exploit opportunities in the marketplace.

### Mr Ryan Stokes AO

#### Non-Executive Director

Mr Stokes was appointed to the Board on 21 August 2012. Mr Stokes is a member of the Remuneration & Nomination Committee.

Mr Stokes is the Managing Director and Chief Executive Officer of Seven Group Holdings Limited (SGH).

SGH is a leading Australian diversified operating and investment group with market leading businesses and investments in industrial services, media and energy. This includes WesTrac, Coates, Boral, Seven West Media (40%), and Beach (30%).

Mr Stokes is Chairman of WesTrac, Chairman of Coates, Chairman of Boral, and Chairman of Beach Energy. Mr Stokes is Chief Executive Officer of Australian Capital Equity (ACE). ACE is a private company holding a major interest in SGH.

Mr Stokes is Chairman of the National Gallery of Australia and is an Officer of the Order of Australia. Mr Stokes holds a BComm from Curtin University and is a Fellow of the Australian Institute of Management (FAIM).

Mr Stokes brings a deep understanding of media industry and considerable management experience to the Board, having fulfilled executive and director roles within the Company and its predecessor entities for more than 20 years. Mr Stokes' operational and strategic insights are particularly beneficial to the Board and Management, as are his expertise in investment, risk and people management and executive leadership. He has extensive experience leading large private and public organisations, including experience with corporate transactions, operational discipline, and performance.

*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 2024 can be found on pages 48 to 67 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 2024, 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 FY25 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 FY25 Long Term Incentive Plan.

### Approval Sought

Shareholders are asked to approve the grant of 8,185,985 Performance Rights to Mr Howard as part of the Company's LTI offer for FY25 ("FY25 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 FY25 LTI Grant

Key Terms	Description													
<b>Number of Performance Rights and other details of the FY25 LTI Grant</b>	<p>The Board proposes to grant Mr Howard 8,185,985 Performance Rights to acquire Shares in the Company based on a FY25 LTI Grant value of \$1,250,000.</p> <p>This grant represents the annual long-term incentive component of Mr Howard's remuneration package for the 2025 financial year.</p> <p>The number of Performance Rights has been calculated as follows:</p> $\frac{\text{FY25 LTI Grant value of \$1,250,000 (being 100\% of Mr Howard's fixed remuneration)}}{\text{divided by}}$ <p style="text-align: center;">The five-trading day VWAP of a Company share following release of FY24 full-year results (\$0.1527).</p>													
<b>LTI Plan Vehicle</b>	<p>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.</p> <p>Performance Rights will vest subject to Mr Howard's satisfaction of the performance hurdles set out below:</p> <ul style="list-style-type: none"> <li>&gt; 100 per cent of Mr Howard's FY25 LTI Performance Rights will be tested following the announcement of the FY27 financial results and will vest subject to meeting performance conditions over a three-year performance period (1 July 2024 to 30 June 2027).</li> </ul> <p>Details of the performance hurdles applicable to Mr Howard's FY25 LTI Performance Rights are set out below.</p> <p>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 and service condition are satisfied.</p>													
<b>Date of Grant</b>	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.													
<b>Performance Hurdles</b>	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 2024 to 30 June 2027).													
<b>RTSR (35%) and Vesting Schedule</b>	<p><b>Performance Measure</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">SWM peer group ranking</th> <th style="text-align: left;">Proportion of Rights in the RTSR tranche available to vest %</th> </tr> </thead> <tbody> <tr> <td>At the 75th percentile or better</td> <td>100%</td> </tr> <tr> <td>Between the median and 75th percentile</td> <td>Pro-rata vesting from 50% to 100%</td> </tr> <tr> <td>At the median percentile</td> <td>50%</td> </tr> <tr> <td>Below the median</td> <td>0%</td> </tr> </tbody> </table> <p><b>Calculation of Result</b></p> <p>Each company in the peer group will be given a percentile ranking based on the growth in Total Shareholder Return (TSR) over the three-year performance period. TSR outcomes will be calculated independently by an external provider.</p> <p><b>TSR relative to a Media and Entertainment peer group</b></p> <p>The peer group is made up of 17 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.</p> <table style="width: 100%; border: none;"> <tr> <td style="vertical-align: top;"> <ul style="list-style-type: none"> <li>&gt; ARN Media Ltd</li> <li>&gt; Carsales.com Ltd</li> <li>&gt; Domain Holdings Australia Ltd</li> <li>&gt; Enero Group Ltd</li> <li>&gt; EVT Ltd</li> <li>&gt; Frontier Digital Ventures Ltd</li> </ul> </td> <td style="vertical-align: top;"> <ul style="list-style-type: none"> <li>&gt; IVE Group Ltd</li> <li>&gt; News Corporation</li> <li>&gt; Nine Entertainment Co. Holdings Ltd</li> <li>&gt; NZME Ltd</li> <li>&gt; Ooh!Media Ltd</li> <li>&gt; Playside Studios Ltd</li> </ul> </td> <td style="vertical-align: top;"> <ul style="list-style-type: none"> <li>&gt; REA Group Ltd</li> <li>&gt; Seek Ltd</li> <li>&gt; Seven West Media Ltd</li> <li>&gt; Sky Network Television Ltd</li> <li>&gt; Southern Cross Media Group Ltd</li> </ul> </td> </tr> </table> <p>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.</p>	SWM peer group ranking	Proportion of Rights in the RTSR tranche available to vest %	At the 75th percentile or better	100%	Between the median and 75th percentile	Pro-rata vesting from 50% to 100%	At the median percentile	50%	Below the median	0%	<ul style="list-style-type: none"> <li>&gt; ARN Media Ltd</li> <li>&gt; Carsales.com Ltd</li> <li>&gt; Domain Holdings Australia Ltd</li> <li>&gt; Enero Group Ltd</li> <li>&gt; EVT Ltd</li> <li>&gt; Frontier Digital Ventures Ltd</li> </ul>	<ul style="list-style-type: none"> <li>&gt; IVE Group Ltd</li> <li>&gt; News Corporation</li> <li>&gt; Nine Entertainment Co. Holdings Ltd</li> <li>&gt; NZME Ltd</li> <li>&gt; Ooh!Media Ltd</li> <li>&gt; Playside Studios Ltd</li> </ul>	<ul style="list-style-type: none"> <li>&gt; REA Group Ltd</li> <li>&gt; Seek Ltd</li> <li>&gt; Seven West Media Ltd</li> <li>&gt; Sky Network Television Ltd</li> <li>&gt; Southern Cross Media Group Ltd</li> </ul>
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Key Terms	Description	
EPS Growth (35%) and Vesting Schedule	<b>Performance Measure</b>	
	<b>Aggregate EPS Growth</b>	
	<b>Proportion of Rights in the EPS Growth tranche available to vest %</b>	
	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%
	<b>Calculation of Result</b>	
	<p>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.</p> <p>A Threshold EPS target will be set each financial year over the LTI performance period.</p> <p>The Threshold EPS target is the aggregate total of the threshold EPS target for each financial year within the three-year performance period.</p> <p>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.</p> <p>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.</p>	
<b>Transformation Strategy (30%)</b>	<p>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.</p> <p>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 of Performance Rights in this Tranche will vest. The detail of the measures will be disclosed retrospectively given they are commercially sensitive.</p>	
<b>Performance Period</b>	The performance period for Mr Howard's Performance Rights is three years commencing 1 July 2024 and ending on 30 June 2027.	
<b>Testing of Performance Hurdles</b>	<p>Testing of the performance hurdles is expected to occur in August 2027 shortly after the announcement of the Company's full-year results for the financial year ending 30 June 2027.</p> <p>In assessing performance against the performance hurdles, the Remuneration &amp; 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.</p>	
<b>Allocation of Shares</b>	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.	
<b>Trading Restrictions</b>	<p>Any Shares allocated on vesting of Performance Rights will be subject to an additional trading restriction for a period of 12 months following vesting.</p> <p>During this trading restriction period, Mr Howard will not be able to sell or otherwise deal in the Shares.</p> <p>Mr Howard is able to 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.</p> <p>The trading restriction may be lifted earlier upon cessation of employment or in other circumstances approved by the Board.</p>	
<b>Price Payable for Securities</b>	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.	
<b>Cessation of Employment</b>	<p>If the participant ceases employment before the end of the performance period by reasons other than outlined below, unvested awards will automatically lapse.</p> <p>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.</p>	
<b>Change of Control</b>	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.	
<b>Adjustments</b>	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.	
<b>Preventing Inappropriate Benefits</b>	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								
<b>Other Information</b>	<p>Mr Howard is a Director of the Company. No other director in the Company other than Mr Howard is eligible to participate in the FY25 LTI Grant to be made under the Plan.</p> <p>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.</p> <p>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.</p> <p>Mr Howard's current total remuneration consists of:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Remuneration Element</th> <th style="text-align: left;">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> <p>Further details of Mr Howard's executive remuneration package can be found in the Company's 2024 Remuneration Report on pages 48 to 67 of the 2024 Annual Report.</p> <p>Under the Plan, 3,043,519 Performance Rights were granted to Mr Howard (at no cost) in respect of prior years' STI and LTI awards, comprising:</p> <ul style="list-style-type: none"> <li>&gt; 1,139,635 Performance Rights (at maximum opportunity) granted under the FY24 STI Award (which have subsequently lapsed); and</li> <li>&gt; 1,903,884 Performance Rights granted under the FY24 LTI Award.</li> </ul> <p>No loan will be made by the Company in relation to the acquisition of Performance Rights or Shares under the Plan.</p> <p>If the resolution is not passed, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Howard.</p>	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:

## Explanatory Notes

### Notice of Annual General Meeting

- 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, 5 November 2024.
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/swmagm2024](http://www.votingonline.com.au/swmagm2024).
- in each case by no later than 11.00 am (AEDT) on Tuesday, 5 November 2024.
- 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.

