

9 October 2014

Company Announcements Office  
ASX Limited  
Level 6  
20 Bridge Street  
Sydney NSW 2000

***By electronic lodgment***

Total Pages (including cover letter): 11

Dear Sir/Madam

**Notice of AGM and Proxy Form**

Attached is a copy of the 2014 Notice of Annual General Meeting and Proxy Form for ordinary shareholders which will be dispatched to shareholders along with the 2014 Annual Report today.

The 2014 Annual Report was lodged separately with ASX on 27 August 2014.

Yours faithfully



**Warren Coatsworth**  
Company Secretary

# Notice of Annual General Meeting

Wednesday 12 November 2014

Notice is hereby given that the Annual General Meeting of Seven West Media Limited (the **Company**) will be held at Doltone House, Jones Bay Wharf, Piers 19-21 Upper Deck, 26 – 32 Pirrama Road, Pyrmont, New South Wales 2009 on Wednesday, 12 November 2014 at 10.30 am.

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.

# AGENDA

## ITEMS OF BUSINESS

### Financial Statements

1. To receive and consider the financial statements and reports of the Directors for the year ended 28 June 2014, together with the Directors' and Auditors' report 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 Dr Michelle Deaker (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 Ryan Stokes (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 28 June 2014 be adopted.

*A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes for Item 4.*

### Grant of Performance Rights to the CEO

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

That approval be given for the grant of a maximum of 833,333 performance rights to the Chief Executive Officer, Mr Tim Worner, under the Seven West Media Equity Incentive Plan, on the terms summarised in the Explanatory Notes.

*A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes for Item 5.*

Please refer to the Explanatory Notes for further information on the proposed resolutions.



**Warren Coatsworth**  
Company Secretary

9 October 2014

## Entitlement to attend and vote

The Board has determined that a person's entitlement to vote at the Annual General Meeting will be taken to be the entitlement of that person shown in the Register of Members at 7.00 pm on Monday, 10 November 2014.

Voting members can vote in one of two ways:

- by attending the meeting and voting, either in person (or by attorney), or in the case of corporate members, by corporate representative; or
- by appointing a proxy to attend the meeting and vote on their behalf, using the proxy form enclosed with this Notice of Meeting.

## Voting by proxy

If voting members wish to appoint a proxy to vote on their behalf at the meeting, they can do so by completing the proxy form that accompanies this Notice of Meeting and returning it either:

- by mail to Seven West Media Limited, c/- the Company's share registry, Computershare Investor Services Pty Limited, GPO Box 242 Melbourne Victoria 3001;
- by fax to Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- online at [www.investorvote.com.au](http://www.investorvote.com.au).

For further instructions on voting, please refer to the proxy form.

Proxy forms must be received by Computershare Investor Services Pty Limited by 10.30 am on Monday, 10 November 2014 (being 48 hours before the commencement of the meeting).

If the proxy form is signed by the member's attorney, the original or an original certified copy of the authority under which the attorney was appointed must accompany the proxy form.

The person appointed as proxy does not need to be a member of the Company, and a member can appoint an individual or a body corporate as a proxy. A body corporate appointed as a proxy must also lodge a Certificate of Appointment of a Corporate Representative.

A member who is entitled to cast two or more votes may appoint up to two proxies and 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.

If a member who has appointed a proxy to vote on their behalf attends or takes part in the meeting, the proxy appointment is not revoked, but if the member votes on any resolution, the proxy is not entitled to vote, and must not vote, as the proxy on that resolution.

## Proxy voting by key management personnel

Certain voting exclusions apply to Items 4 and 5, details of which are set out in the Explanatory Notes for those Items within this Notice of Meeting.

The key management personnel of the Company and their closely related parties (as defined under the Corporations Act 2001, which includes spouses, dependants and companies they control) (**Closely Related Parties**) will not be able to vote your proxy on Items 4 and 5 unless you direct them how to vote on the proxy form.

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, and you do not mark any of the voting boxes on the proxy form for Items 4 and 5, by submitting the proxy form, you will be giving the Chairman of the meeting your express authority to vote your undirected proxy as he sees fit.

If you appoint as your proxy any other member of the Company's key management personnel (including the other Directors of the Company) or any of their Closely Related Parties, you are encouraged to direct that person how to vote on Items 4 and 5. If you do not direct that person how to vote on these Items, that person will not be entitled to vote, and will not vote, your proxy on those Items.

## Default to the Chairman of the meeting

Any directed proxies that are not voted on a poll at the meeting will automatically default to the Chairman of the meeting, who is required to vote those proxies as directed on the proxy form.

(The Chairman intends to vote all available proxies in favour of all Items of Business).

Explanatory Notes accompany and form part of this Notice of Meeting. Members should read these documents in full.

**If you are attending this meeting please bring this notice and a photocopy of your proxy form with you.**

## Explanatory Notes to the Notice of Annual General Meeting to be held on 12 November 2014

The Explanatory Notes are presented to members to provide them with information concerning each of the resolutions to be considered at the Company's 2014 Annual General Meeting.

Each of the resolutions to be considered by members are ordinary resolutions, requiring the approval of more than 50% of the votes cast by members present in person, or by an attorney, representative or proxy at the Annual General Meeting.

### ITEMS 2 to 3 – RE-ELECTION OF DIRECTORS

In accordance with the Company's Constitution, at every Annual General Meeting, the following of the Company's Directors must retire from office and are eligible for re-election:

- one third of the Directors (rounded down to the nearest whole number), excluding Directors appointed since the last Annual General Meeting and the Managing Director & Chief Executive Officer; and
- any Director who, if he or she does not retire from office, will at the conclusion of the meeting have been in office for three or more years and for three or more Annual General Meetings since he or she was last elected.

On this basis Dr Michelle Deaker and Mr Ryan Stokes retire, and offer themselves for re-election (see, respectively, Items 2 and 3 under 'Items of Business').

Mr Graeme John AO, who at this year's Annual General Meeting completes three years since his re-election in 2011, has not nominated himself for re-election. Mr John will therefore retire as a Director of the Company with effect at the end of this year's Annual General Meeting. On behalf of the Board, the Chairman wishes to recognise and thank Mr John for his valuable contribution to the Company as a Director.

The Board continues to review its composition to ensure it remains appropriate for the operations of the Company. As part of this process, the Board will consider the suitable appointment of further Independent Directors to the Board during the year.

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

#### **Dr Michelle Deaker – Non-executive Director**

Dr Michelle Deaker was appointed to the Board on 21 August 2012. She is a member of the Audit & Risk Committee and a member of the Remuneration & Nomination Committee of the Company.

Dr Deaker is the founder, Managing Director and CEO of OneVentures, an Australian venture capital firm established in 2006. OneVentures invests in technology companies that serve or disrupt large high growth global markets. The firm manages a \$40 million Innovation Investment Fund, four co-investment funds and is launching a \$100 million growth and development capital fund in 2014.

Dr Deaker has extensive experience in the development of high growth technology companies, a strong background in Australian R&D and expertise in international business expansion. She is a former successful entrepreneur and business owner with over 18 years' experience in information technology, enterprise businesses targeting finance, retail, media, security and education. She has served on the boards of listed and unlisted companies across media and information technologies in Australia and North America.

The Company Dr Deaker founded in 1999, E Com Industries ([www.giftvouchers.com](http://www.giftvouchers.com)), became the leading prepaid card and electronic voucher provider in Australia, servicing over 100 major retail brands including Coles Myer and Woolworths, managing \$700m in Australian retail liability and eventually expanding operations into the UK, South Africa and New Zealand. E Com was acquired by UK publicly listed company, Retail Decisions, in 2005. Prior to E Com, Dr Deaker was Managing Director of Networks Beyond 2000. Dr Deaker serves on the Board of NICTA, Australia's National ICT Centre of Excellence. Dr Deaker is also a member of the Investment Committee, manages the Supervisory Boards of OneVentures funds and is a Non-Executive Director of OneVentures portfolio companies, Smart Sparrow (educational technology), Peak3 (mining services) and Incoming Media (mobile media technology). She is also a past member of the AVCAL Venture Capital working group, the University of Sydney's Incubate program and the NSW Government's Taskforce for the Digital Economy.

Dr Deaker has over 10 years' experience in research and development with leading Australian Universities and CSIRO. She holds a Bachelor of Science (First Class Honours) (University of Sydney), and with both Commonwealth and CSIRO Postgraduate Research Scholarships, was awarded a Masters of Science (University of Sydney) and a PhD in Applied Science (University of Canberra). While completing her PhD, Dr Deaker was the vice-chancellor's nominee and subsequently selected as a Queens Trust Future Perspectives national leader. Dr Deaker is also a member of the Board of Ravenswood School for Girls. Dr Deaker is a Member of the Australian Institute of Company Directors.

The Board considers that Dr Deaker is an Independent Director.

#### **Mr Ryan Stokes – Non-executive Director**

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

Mr Ryan Stokes is Chief Executive Officer of Australian Capital Equity Pty Limited (**ACE**) and Chief Operating Officer of Seven Group Holdings Limited (**SGH**). Mr Stokes was appointed an Executive Director of ACE in 2001 and CEO in April 2010. ACE is a private company with its primary investment being an interest in SGH. He has been an Executive Director of SGH since February 2010, and was appointed Chief Operating Officer in 2012. Mr Stokes is also a Director of Iron Ore Holdings Limited and WesTrac Pty Limited and has extensive experience in China, having developed relationships with various mining and media companies over the past 13 years. Mr Stokes

has been a Director of Seven Network Limited since 2005, Executive Director then Chairman of Pacific Magazines from 2004 until 2008 and previously a Director of Yahoo7 from inception in 2005 until 2013. Between 10 September 2009 and 19 November 2012, Mr Stokes was a Director of Consolidated Media Holdings Limited.

Mr Stokes is Chairman of the National Library of Australia, a position he has held since July 2012 and is a Director of the Australian Strategic Policy Institute. Mr Stokes is also a member of the Prime Ministerial Advisory Council on Veterans Mental Health established in 2014. Mr Stokes is the former Chairman of Australia's National Youth Mental Health Foundation (Headspace), a Federal Government initiative established in 2006. Mr Stokes was also a former member of the International Olympic Committee's Radio and Television Commission.

Mr Stokes holds a BComm from Curtin University and is a Fellow of the Australian Institute of Management (FAIM).

*The Chairman intends to vote all available proxies in favour of both of these Items of Business.*

**The Board, excluding the Director to whom each resolution relates, unanimously recommends that members vote in favour of the election of Dr Michelle Deaker and Mr Ryan Stokes.**

## ITEM 4 – REMUNERATION REPORT

Members are asked to adopt the Company's Remuneration Report. The Remuneration Report is contained within the Directors' Report section on pages 42 to 58 of the 2014 Annual Report.

The Remuneration Report:

- Explains the Board's policies in relation to the objectives and structure of remuneration (see pages 44 to 49);
- Discusses the relationship between the policies and the Company's performance (see pages 45 to 50);
- Provides a summary of performance conditions, why they were chosen and how performance is measured against them (see pages 45 to 49); and
- Sets out the remuneration details for each Director and other key management personnel (see pages 51 to 53).

Additionally, for an overview of this year's executive remuneration outcomes, remuneration processes and changes to the composition of the Remuneration & Nomination Committee during year, please see the "Message from the Remuneration & Nomination Committee" on pages 42 and 43 of the 2014 Annual Report.

*The vote on Item 4 is advisory only and does not bind the Directors or the Company.*

**Voting exclusion statement:** The Company will disregard any votes cast on Item 4 by the key management personnel of the Company (including the Directors) and their Closely Related Parties.

However the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

- it is cast by the Chairman of the meeting as proxy for a person who is entitled to vote pursuant to an express authorisation to vote as the proxy decides.

*The Chairman intends to vote all available proxies in favour of this Item of Business.*

**The Directors recommend that members vote in favour of the adoption of the Remuneration Report.**

## ITEM 5 – GRANT OF PERFORMANCE RIGHTS TO CEO

### Overview of grant

It is proposed that a grant of performance rights be made to the CEO, Mr Tim Worner, as the long term incentive component of his remuneration, under the terms of the Seven West Media Long Term Incentive Plan (**LTI Plan**).

In 2012, following a comprehensive review of executive remuneration, a new integrated LTI Plan was developed which applied to executive long term incentive arrangements for the 2013 financial year and beyond. The revised executive remuneration strategy, including the LTI Plan, represented a necessary step towards the integration and consolidation of remuneration practices across the Group following West Australian Newspapers' acquisition of Seven Media Group to create Seven West Media.

The primary objectives of the Remuneration Committee and the Board in setting Mr Worner's remuneration and providing him with equity based long term incentives under the LTI Plan for the 2015 financial year are to:

- encourage sustained performance;
- drive long term shareholder value creation;
- ensure alignment of Mr Worner's remuneration outcomes to shareholder interests; and
- ensure Mr Worner's remuneration is competitive and aligned with market rates in the Australian media sector.

Further details of Mr Worner's remuneration package and a summary of the operation of the LTI Plan are set out in the 2014 Remuneration Report on pages 42 to 58 of the Annual Report.

### Why is shareholder approval being sought?

Under ASX Listing Rule 10.14, shareholder approval is required in order for a director to be issued securities under an employee incentive scheme.

As the CEO is not a director of the Company and the Company's intention is that, when the performance rights granted under the LTI Plan vest, shares underlying the performance rights will be purchased on market, shareholder approval is not required for the purposes of the ASX Listing Rules.

However, in the interests of transparency and good governance, the Board has determined to seek shareholder approval for the grant of performance rights to Mr Worner.



## Summary of the key terms of the grant of performance rights

A brief overview of the key terms of the proposed grant is set out below.

Number of Performance Rights and other details of the LTI grant	<p>The Board proposes to grant Mr Worner 833,333 performance rights over shares in the Company in respect of the 2015 financial year. This grant represents the long term incentive component of Mr Worner's remuneration package (<b>LTI grant</b>).</p> <p>The value of the LTI grant is based on 50% of Mr Worner's fixed remuneration.</p> <p>The number of performance rights proposed to be granted to Mr Worner is approximately equivalent to the LTI grant value divided by an amount calculated based on a share price of \$1.85, being the volume weighted average market price of the Company's shares over the 5 day period immediately following the announcement of the Company's 2014 annual financial results, adjusted to reflect that performance rights do not entitle the holder to dividends on the underlying shares until the performance rights vest and shares are acquired.</p> <p>Each performance right is a right to acquire one share in the Company, subject to the achievement of the performance hurdles set out below. Accordingly, the maximum number of shares that may be acquired by Mr Worner (where the performance hurdles are achieved in full) is 833,333 (subject to any adjustment made in accordance with the LTI Plan).</p> <p>Performance Rights do not carry any dividend or voting rights.</p>
Date of grant	<p>If shareholder approval is obtained, the performance rights will be granted to Mr Worner shortly after the meeting but, in any event, within 12 months after the date of the meeting.</p>
Performance hurdles	<p>The performance rights are subject to two performance hurdles which are independent and will be tested separately.</p> <p><b>(1) TSR Performance</b></p> <p>50% of the Performance Rights are subject to a hurdle based on total shareholder return (<b>TSR</b>) relative to 15 S&amp;P/ASX 200 companies above and 15 companies below the Company's 12 month average market capitalisation ranking (to 1 July 2014), after resources and mining companies and trusts have been excluded. The Board has discretion to adjust the comparator group, if appropriate.</p> <p>The vesting schedule for the TSR performance component over the performance period is as follows:</p> <ul style="list-style-type: none"> <li>• No performance rights will vest if the Company's TSR performance is less than the 51st percentile</li> <li>• If performance is at the 51st percentile, then 50% of the performance rights will vest</li> <li>• Performance rights will vest on a straight line basis between the 51st percentile up to the 75th percentile, at which point 100% of the performance rights in the TSR performance component will vest.</li> </ul> <p><b>(2) DEPS performance</b></p> <p>50% of the Performance Rights are subject to a hurdle based on diluted earnings per share (<b>DEPS</b>).</p> <p>DEPS is calculated by dividing the net profit or loss (for the reporting period) by the weighted average number of ordinary shares in the Company (i.e. including ordinary shares that may be on issue following conversion of the Convertible Preference Shares and exercise of outstanding share options/rights).</p> <p>The vesting schedule for the DEPS performance component, based on the Company's aggregate DEPS performance over the whole performance period, is as follows:</p> <ul style="list-style-type: none"> <li>• No performance rights will vest if the Company's DEPS performance is less than threshold (budget);</li> <li>• If DEPS performance is at threshold (budget), then 50% of the performance rights will vest;</li> <li>• Performance rights will vest on a straight line basis between threshold (budget) and stretch DEPS performance, at which point 100% of the performance rights in the DEPS performance component will vest.</li> </ul>

Performance hurdles (continued)	<p>DEPS performance is measured as aggregate DEPS achieved over the performance period (i.e., year 1 DEPS + year 2 DEPS + year 3 DEPS).</p> <p>The level of annual DEPS performance required to attract full or partial vesting under the DEPS performance component is set at the start of each financial year during the performance period (actual vesting is only determined following the end of the three-year performance period based on aggregate DEPS performance over that period). The annual DEPS targets are commercially sensitive and will be disclosed on a retrospective basis in the Remuneration Report for each financial year. The aggregate level of DEPS performance achieved over the three-year period relative to the threshold and stretch targets, and the resulting level of vesting, will be disclosed following the end of the performance period in the 2017 Remuneration Report.</p> <p>The Board retains a discretion to adjust the DEPS performance hurdle to ensure that Mr Worner is neither advantaged nor disadvantaged by matters outside management's control that affect DEPS (for example, by excluding one-off non-recurrent items or the impact of significant acquisitions or disposals).</p>
Performance period and vesting	<p>The performance period is 3 years, commencing 1 July 2014 and ending on 30 June 2017.</p> <p>Any performance rights that do not vest following testing of the performance hurdles at the end of the performance period will lapse.</p>
Allocation of shares	<p>Following testing of the applicable performance conditions and determination of the level of vesting of performance rights, one fully paid share in the Company will be allocated in relation to each performance right which vests.</p> <p>It is the intention of the Board that no new shares will be issued to satisfy the Company's obligation to allocate shares on vesting.</p>
Trading restrictions	<p>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 Worner will not be able to sell or otherwise deal with his shares.</p> <p>Mr Worner is also able to elect that the shares be subject to an additional trading restriction for up to a further three years (ie. up to the announcement of the Company's full year results announcement in 2021).</p> <p>The trading restriction will be lifted earlier upon cessation of Mr Worner's employment or in other circumstances approved by the Board.</p>
Price payable for securities	<p>No amount will be payable by Mr Worner in respect of the grant of performance rights, nor in respect of any shares allocated upon vesting of the performance rights.</p>
Cessation of employment	<p>If Mr Worner ceases employment with the Company before the end of the performance period, his entitlement to the unvested performance rights (if any) will depend on the circumstances of cessation.</p> <p>All performance rights will lapse in the event of gross misconduct, termination for cause, or certain other circumstances determined by the Board.</p> <p>In accordance with the LTI Plan, in certain circumstances, including death, disablement or other circumstances approved by the Board, performance rights do not lapse and are tested at the end of the performance period, based on the original performance hurdles.</p> <p>However, the Board has discretion to determine another treatment that it deems appropriate in the circumstances including that:</p> <ul style="list-style-type: none"> <li>• all or a portion of performance rights lapse at cessation; or</li> <li>• a pro-rata number of performance rights vest based on the time worked during the performance period and the extent to which the performance hurdles have been achieved at the time of ceasing employment.</li> </ul>



Other information	<p>Mr Bruce McWilliam, being an executive and alternate director of the Company, currently participates in the LTI Plan. No other director of the Company is eligible to participate in the LTI Plan.</p> <p>At the 2013 Annual General Meeting (<b>AGM</b>), shareholders approved the grant of a maximum of 619,048 performance rights to Mr Worner under the LTI Plan. Since the 2013 AGM (being the date of the last approval), 619,048 performance rights were granted to Mr Worner and 130,952 performance rights were granted to Mr McWilliam under the LTI Plan. These grants of performance rights were made on 2 June 2014 and no amount was payable for those grants.</p>
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The Board believes that an equity based long-term incentive is an important component of executive remuneration, to ensure an appropriate part of executive reward is linked to generating satisfactory long term returns for shareholders.

**Voting exclusion statement:** The Company will disregard any votes cast on Item 5 by the CEO and Mr Bruce McWilliam (being the only Director entitled to participate in the LTI Plan), and any of their associates, or cast as a proxy by any of the key management personnel of the Company or their Closely Related Parties.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairman of the meeting as proxy for a person who is entitled to vote pursuant to an express authorisation to vote as the proxy decides.

*The Chairman intends to vote all available proxies in favour of this Item of Business.*

***The Board recommends that members vote in favour of Item 5.***

## DIRECTIONS & MAP

### Parking

The Star Parking Station is located at Pyrmont Street, Pyrmont. For further information call (02) 9777 9000.

Wilson Jones Bay Wharf Carpark is located at 19-21 Pirrama Road Pyrmont (opposite Doltone House).

### Walking distance

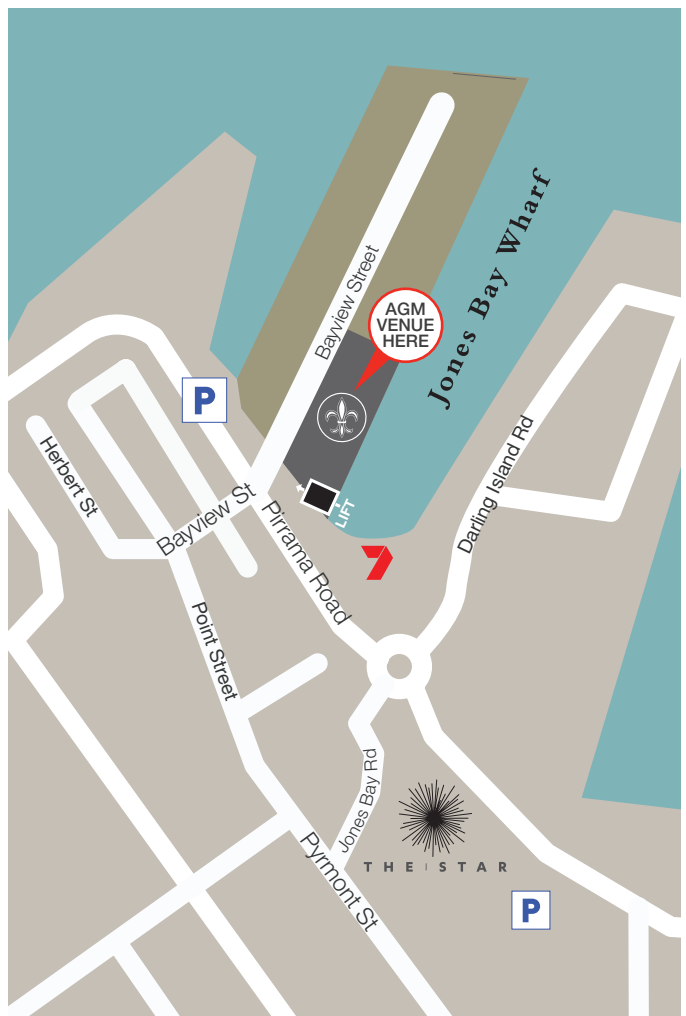
From Town Hall please walk over the Pyrmont Bridge then turn right onto Pirrama Road, Pyrmont, and continue until you reach Jones Bay Wharf.

### Light Rail

Departs from Central Station. The nearest station is located at The Star.

### Bus

The State Transit Bus Route 443 and 449 regularly departs Circular Quay to Pirrama Rd. For route and timetable information, call 13 15 00 or visit [www.sydneybuses.info](http://www.sydneybuses.info).





SEVEN WEST MEDIA

ABN 91 053 480 845

## Lodge your vote:



**Online:**

[www.investorvote.com.au](http://www.investorvote.com.au)



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

**Control Number:**

**SRN/HIN:**

**PIN:**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

**For your vote to be effective it must be received by 10.30 am (AEDT) Monday, 10 November 2014**

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder or the securityholder's attorney must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders or their attorneys should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

☐

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1

#### Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Seven West Media Limited hereby appoint

☐

the Chairman  
of the Meeting **OR**



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally on my/our behalf, and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of Seven West Media Limited to be held at Doltone House, Jones Bay Wharf, Piers 19-21 Upper Deck, 26 - 32 Pirrama Road, Pyrmont, New South Wales on Wednesday, 12 November 2014 at 10.30 am (AEDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 4 and 5 (except where I/we have indicated a different voting intention below) even though Items 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 4 and 5 by marking the appropriate box in step 2 below.

### STEP 2

#### Items of Business



**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 2	To re-elect Dr Michelle Deaker as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	To re-elect Mr Ryan Stokes as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	To adopt the Remuneration Report for the year ended 28 June 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Grant of Performance Rights to the Chief Executive Officer, Mr Tim Worner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

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Contact  
Daytime  
Telephone

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Date    /    /