



2020

**Notice of Annual
General Meeting**

PRIME
MEDIA GROUP

Notice of Annual General Meeting

Prime Media Group Limited ACN 000 764 867

Notice is hereby given that the 2020 Annual General Meeting of Prime Media Group Limited will be held on **Thursday, 19 November 2020 at 11.00 am (AEDT)** as a **virtual meeting**.

Prime Media Group Limited (the “Company”) is committed to ensuring the health and safety of our Shareholders, our people and the broader community. The decision to hold a virtual Annual General Meeting (“AGM”) was made in light of the current COVID-19 pandemic and the Australian Federal and State government restrictions on public gatherings and physical distancing requirements.

The Company has arranged to conduct the AGM through an online platform provided by our share registry service, Link Market Services Limited.

The online platform for the AGM can be accessed at <https://agmlive.link/PRT20>.

You will need your individual Shareholder Reference Number (“SRN”) or Holder Identification Number (“HIN”) which is printed at the top of the Voting Form to access the AGM. Proxyholders will need a proxy code which Link Market Services Limited will provide via email no later than 48 hours prior to the AGM.

Through the online platform, you will be able to view the AGM proceedings, ask questions and vote during the AGM. The virtual AGM will provide an equal opportunity for all of our Shareholders to participate in the AGM regardless of their location.

You will not be able to attend the AGM at a physical location.

Further information on how to participate is set out in this Notice of Meeting and the Link Market Services Virtual AGM Online Guide available on our website at www.primemedia.com.au.

AGENDA

A. ORDINARY BUSINESS – RESOLUTIONS

Item 1 Reports

To receive, consider and provide Shareholders with the opportunity to raise any issues or ask questions generally of the Directors concerning the Directors’ Report, the Auditor’s Report and the Financial Report of the Company for the financial year ended 30 June 2020

There is no vote on this item.

Item 2 Remuneration Report (Resolution 1)

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (which forms part of the Directors’ Report) for the year ended 30 June 2020 be adopted.”

Note: The vote on Resolution 1 will be advisory only and will not bind the Directors or the Company.

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two (2) consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a ‘spill resolution’) that another meeting be held within 90 days at which all of the Company’s Directors (other than a managing director) must submit for re-election.

Voting exclusions are set out below in Section B of this Agenda.

The Board unanimously recommends that Shareholders vote in favour of the adoption of the Remuneration Report.

The Chairman of the AGM intends to vote undirected proxies in favour of the adoption of the Remuneration Report.

Item 3 Re-election of Director – Ms Cass O’Connor (Resolution 2)

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

“That, for the purposes of Rule 15.5 of the Company’s Constitution and ASX Listing Rule 14.4, Ms Cass O’Connor, who retires by rotation in accordance with Rule 15.5 of the Company’s Constitution and being eligible, having offered herself for re-election, be re-elected as a Director of the Company.”

The Board (with Ms O’Connor abstaining) unanimously recommends that Shareholders vote in favour of the election of Ms O’Connor.

The Chairman of the AGM intends to vote undirected proxies in favour of this resolution.

B. VOTING INFORMATION

Entitlement to vote

The Company has determined that in accordance with Regulation 7.11.37 of the Corporations Regulations, for the purposes of voting at the AGM, shares will be taken to be held by those persons recorded on the Company's share register as at **11.00 am (AEDT) on Tuesday, 17 November 2020**.

All resolutions will be by poll

In accordance with Rule 14.3 of the Company's Constitution, the Chairman intends to call a poll on each of the resolutions proposed at the AGM.

How to vote

You may vote either:

- during the AGM using the online platform as set out below under the heading "Voting via the Online Platform"; or
- by completing and returning the attached Proxy Form in one of the other ways specified below under the heading "Appointing a Proxy" by **11.00 am (AEDT) on Tuesday, 17 November 2020**.

Voting via the Online Platform

Shareholders and proxyholders participating in the AGM via the online platform will be able to vote at any time between the commencement of the AGM at **11.00 am (AEDT) on Thursday, 19 November 2020** and the closure of voting as announced by the Chairman during the AGM.

Appointing a Proxy

If you are unable to participate virtually and vote at the AGM, you are entitled to appoint a proxy to attend virtually and vote on your behalf. A Proxy Form is attached to this Notice of Meeting. If you wish to appoint two (2) proxies, you may obtain another Proxy Form from the Company or copy the enclosed form.

The following applies in terms of proxy appointments:

- A Shareholder entitled to attend and cast two (2) or more votes at the AGM is entitled to appoint two (2) proxies in accordance with Rule 14.6 of the Company's Constitution.
- Where two (2) proxies are appointed, each proxy may be appointed to represent a specified portion or number of the Shareholder's votes. If the proportion or number is not specified then, in accordance with section 249X(3) of the Corporations Act, each proxy may exercise half of that Shareholder's votes. Fractional votes will be disregarded.
- A proxy need not be a Shareholder.
- Where a proxy is appointed by a Shareholder's attorney, the authority of power of attorney under which the Proxy Form is signed (or a certified copy of the authority or power of attorney) must be lodged with the Proxy Form.
- To appoint a proxy, the Proxy Form must be signed by the Shareholder or the Shareholder's attorney duly authorised in writing. If the Shareholder is a corporation, the Proxy Form must be signed as provided by section 127 of the Corporations Act or the Company's Constitution.
- For an appointment of a proxy to be effective, the proxy's appointment (and, if it is signed by an attorney, the authority or power of attorney under which it is signed, a certified copy of the authority or power of attorney or proof of appointment to the satisfaction of the Chairman or the Chairman's delegate) must be received by the Company's Shares Registrar, Link Market Services Limited by no later than **11.00 am (AEDT) on Tuesday, 17 November 2020**.
- If a Shareholder holds a Share jointly with another person or persons, either of them may sign the Proxy Form.
- Should the Shareholder desire to direct the proxy how to vote, the Shareholder should make the appropriate column in respect of one or more items on the Proxy Form, otherwise the proxy may vote as he or she thinks fit, or abstain from voting.

Instructions for completing the Proxy Form are outlined on the form, which may be returned by:

- posting it to Prime Media Group Limited c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
- faxing it to Link Market Services Limited on (02) 9287 0309; or
- lodging it online at www.linkmarketservices.com.au in accordance with the instructions provided on the website. You will need your individual SRN/HIN to lodge your Proxy Form online.

Voting Restrictions on Item 2 Remuneration Report (Resolution 1)

Pursuant to section 250R of the Corporations Act, votes on Item 2 (Resolution 1) must not be cast (in any capacity) by, or on behalf of either of the following persons:

- a member of key management personnel (as defined in the Corporations Act) details of whose remuneration are included in the remuneration report; or
- a closely related party of such a member (as defined in the Corporations Act).

The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2020.

If you appoint a member of the Company's key management personnel or their closely related party as your proxy, they will not be able to vote on Item 2 (Resolution 1) unless you have directed them how to vote.

If you intend to appoint a key management personnel or their closely related party as your proxy, you are encouraged to direct them how to vote on Item 2 (Resolution 1) by marking "For", "Against" or "Abstain" for the item of business.

If you appoint the Chairman of the AGM as your proxy and you do not direct the Chairman how to vote on Item 2 (Resolution 1), you acknowledge that the Chairman of the AGM may exercise the proxy even if he has an interest in the outcome of Item 2 (Resolution 1) and that votes cast by him, other than as proxy holder, would be disregarded because of that interest.

The Chairman of the AGM intends to vote undirected proxies (where he has been appropriately authorised) in favour of Item 2 (Resolution 1).

If you do not wish to appoint the Chairman of the AGM to vote on Item 2 (Resolution 1) in the manner indicated above, the Company encourages you to complete the voting directions in respect of Item 2 (Resolution 1) in Step 2 of the Proxy Form.

Other key management personnel of the Company and their closely related parties will not cast any votes in respect of Item 2 (Resolution 1) that arise from any undirected proxy that they hold.

C. SHAREHOLDERS QUESTIONS

All Shareholders will have reasonable opportunity to ask questions during the AGM via the online platform once they have been verified. It may not be possible to respond to all questions. Your questions should be stated clearly and should be relevant to the business of the AGM. You should not ask questions at the AGM relating to any matters that are personal to you or commercial in confidence.

Shareholders who are unable to attend the virtual AGM, or who prefer to register questions in advance of the AGM are invited to do so. To do so, please log onto www.linkmarketservices.com.au, select "Voting" then click "Ask a Question". You will need your individual SRN/HIN to login. You may also complete the Shareholders Questions Form that has been included with this Notice of Meeting and is also available on the Company's website at www.primemedia.com.au. To allow time to collate questions and prepare answers, please submit any questions by **11.00 am (AEDT) on Tuesday, 17 November 2020**.

DATED at Sydney this 16 October 2020.

By Order of the Board



John Palisi
Company Secretary

EXPLANATORY NOTES

This Explanatory Statement is an explanation of, and contains information about, the resolutions to be considered at the AGM, which are set out in the accompanying Notice of Meeting, to assist Shareholders to determine how they wish to vote on the resolutions. This Explanatory Statement forms part of the accompanying Notice of Meeting and should be read together with the Notice of Meeting.

A. ORDINARY BUSINESS

Item 1 Reports

In accordance with the requirements of section 317 of the Corporations Act, the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2020 will be presented to the meeting.

There is no requirement for a formal resolution on this agenda item. However, you will be given a reasonable opportunity to ask questions about, and comment on, the reports.

Item 2 Remuneration Report (Resolution 1)

The Board is submitting its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory ordinary resolution.

The Remuneration Report (which forms part of the Directors' Report) contains an explanation of the Company's remuneration policy and the remuneration arrangements in place for Directors and key management personnel.

You will be given a reasonable opportunity to ask questions about, and comment on, the Remuneration Report.

Your vote on the Remuneration Report is advisory only and does not bind the Directors or the Company.

The Board unanimously recommends that Shareholders vote in favour of the adoption of the Remuneration Report.

The Chairman of the AGM intends to vote undirected proxies in favour of the adoption of the Remuneration Report.

Item 3 Re-election of Director – Ms Cass O'Connor (Resolution 2)

Ms O'Connor has over 30 years' experience as a director of ASX listed companies, Federal and State government and unlisted entities. For the past 20 years she has managed her own corporate advisory company. Ms O'Connor is currently Chair of Carriageworks Limited, a shareholder and director of multi-award winning independent television and film production entity Goalpost Pictures; Chair of TRIBE, a leading influencer marketing and branded content generation platform; and Chair of Karista, a curated disability services provision platform. Ms O'Connor has previously worked for Bain & Co / Deutsche Bank, Turnbull & Partners, Goldman Sachs (Australia) and Carnegie, Wylie & Company.

Ms O'Connor is Chair of the Audit and Risk Committee and a member of the Remuneration and Nomination Committee.

Ms O'Connor was first appointed to the Board in April 2015.

If re-elected the board considers Ms O'Connor will be an independent director.

The Board (with Ms O'Connor abstaining) unanimously recommends that Shareholders vote in favour of the election of Ms O'Connor.

The Chairman of the AGM intends to vote undirected proxies in favour of this resolution.

B. DEFINITIONS

Annual General Meeting or **AGM** means the general meeting of Shareholders convened by this Notice of Meeting, to be held on **Thursday, 19 November 2020 at 11.00 am (AEDT)** as a virtual meeting, accessed at <https://agmlive.link/PRT20>.

Company means Prime Media Group Limited ACN 000 764 867.

Corporations Act means the *Corporations Act 2001* (Cth).

Corporations Regulations means the *Corporations Regulations 2001* (Cth).

Director means a director of the Company.

Notice of Meeting means the Notice of Annual General Meeting of which this Explanatory Memorandum forms part.

Shareholders means the members of the Company who are registered as the holders of one or more of the Shares as at the relevant time and **Shareholder** means any one of them.

Shares means fully paid ordinary shares in the capital of the Company and **Share** means any one of them.

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