

30 September 2013

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

***By electronic lodgment***

Total Pages (including cover letter): 11

**Notice of AGM and Proxy Form**

Attached is a copy of the 2013 Notice of Annual General Meeting and Proxy Form for ordinary shareholders which will be dispatched to shareholders along with the Annual Report today.

The Annual Report was lodged separately with ASX on 13 September 2013.

Yours faithfully



**Warren Coatsworth**  
Company Secretary

# Notice of Annual General Meeting

**Wednesday 13 November 2013**



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, 13 November 2013 at 10.00 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 29 June 2013, together with the Directors' and Auditors' 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.*

#### **Election and Re-election of Directors**

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

That Mr John Alexander (who, having been appointed by the Board as a Director since the last Annual General Meeting, retires in accordance with the Company's Constitution and, being eligible, offers himself for election), be elected as a Director of the Company.

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

That Mr Peter Gammell (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.

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

That Mr Don Voelte 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.

#### **Increase in Non-Executive Director Aggregate Fee Pool**

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

That, for all purposes including ASX Listing Rule 10.17 and rule 8.3(a) of the Company's Constitution, the total aggregate amount available to pay non-executive Directors for their services each year be increased by \$400,000, from \$1,500,000 to \$1,900,000.

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

#### **Remuneration Report**

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

That the Remuneration Report for the year ended 29 June 2013 be adopted.

*A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes for Item 6.*

#### **Grant of Performance Rights to the CEO**

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

That approval be given for the grant of a maximum of 619,048 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 7.*

Refer to the Explanatory Notes for further information on the proposed resolutions.

By order of the Board



**Warren Coatsworth**  
Company Secretary

30 September 2013

## 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 10.00 am on Monday, 11 November 2013.

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 10.00 am on Monday, 11 November 2013 (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 5, 6 and 7, 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 5, 6 and 7 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 Item 5, the Chairman of the meeting will only vote your undirected proxy if you have marked the separate Chairman's box in Step 2 on the proxy form. If you do not mark the Chairman's box in Step 2, the Chairman will not be entitled to, and will not, vote your proxy on Item 5; and
- for Items 6 and 7, 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 5, 6 and 7. 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 of 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 13 November 2013

The Explanatory Notes are presented to members to provide them with information concerning each of the resolutions to be considered at the Company's 2013 Annual General Meeting.

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

### ITEMS 2 to 4 – ELECTION AND RE-ELECTION OF DIRECTORS

It is a requirement under the Company's Constitution and the ASX Listing Rules that any Director appointed by the Board during the year (as an additional Director or to fill a casual vacancy) only hold office until the next Annual General Meeting, at which time the Director can offer himself for election.

On this basis, Mr John Alexander, who was appointed as a Director on 2 May 2013, offers himself for election (see Item 2 under 'Items of Business').

*Set out below is a short biography of the Director standing for election.*

#### **John Alexander – Non-executive Director**

Mr Alexander was the Executive Chairman of Consolidated Media Holdings Limited (CMH) from 2007 to November 2012, when CMH was acquired by News Corporation. Prior to 2007, Mr Alexander was the Chief Executive Officer and Managing Director of Publishing and Broadcasting Limited (PBL) from 2004, the Chief Executive of ACP Magazines Limited from 1999 and PBL's group media division comprising ACP Magazines Limited and the Nine Network from 2002. Before joining the PBL Group, Mr Alexander was the Editor-in-Chief, Publisher & Editor of The Sydney Morning Herald and Editor-in-Chief of The Australian Financial Review.

Mr Alexander has previously acted as a director of a number of media and online companies including Foxtel Management Pty Limited, Fox Sports Australia Pty Limited, SEEK Limited, Carsales.com Limited and Ninemsn Pty Limited. Mr Alexander has been the Executive Deputy Chairman of listed company Crown Limited since December 2007.

Mr Alexander was appointed to the Board on 2 May 2013. He was appointed Chairman of the Remuneration & Nomination Committee on 21 August 2013.

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 must 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 Mr Peter Gammell and Mr Don Voelte AO retire, and offer themselves for re-election (see, respectively, Items 3 and 4 under 'Items of Business').

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

#### **Peter Gammell – Non-executive Director**

Mr Gammell was the Deputy Chairman of Australian Capital Equity Pty Limited, the investment holding company associated with Mr Kerry Stokes AC, and was on the Board of Seven Group Holdings Limited from February 2010 until 28 June 2013 and was Managing Director and Group Chief Executive Officer of that company from April 2010 until 28 June 2013.

Prior to the formation of Seven West Media Limited, Mr Gammell served as a Director of Seven Network Limited for 14 years. He was Chairman of the Seven Network Limited Finance Committee and was a member of its Audit Committee. He was the Chairman of Coates Group Holdings Pty Limited, Australia's largest equipment hire company.

Mr Gammell is a former Director of Federal Capital Press Pty Limited, the publisher of the Canberra Times (1989 to 1998) and is a former Director of the Community Newspaper Group (1996 to 1998). Between 10 September 2009 and 19 November 2012, Mr Gammell was a Director of Consolidated Media Holdings Limited.

Mr Gammell is a member of the Institute of Chartered Accountants of Scotland and holds a Bachelor of Science degree from the University of Edinburgh.

Mr Gammell was appointed to the Board on 25 September 2008. He is a member of the Audit & Risk Committee.

#### **Don Voelte AO – Deputy Chairman and Non-executive Director**

Mr Voelte was appointed Deputy Chairman of the Board with effect from 1 July 2013.

Mr Voelte held the position of Managing Director & Chief Executive Officer of Seven West Media Limited from 26 June 2012 to 30 June 2013. Mr Voelte has been a director of Seven West Media Limited, and prior to the formation of Seven West Media Limited, West Australian Newspapers Holdings Limited since December 2008.

Mr Voelte is currently the Managing Director & Chief Executive Officer of Seven Group Holdings Limited, a position he has held since 1 July 2013. He is also Chairman of Coates Group Holdings Pty Limited and the Chairman of Nexus Energy.

Mr Voelte has significant experience in the global oil and gas industry and, prior to his retirement in June 2011, was the Managing Director and Chief Executive Officer of Woodside Petroleum Limited, a position he had held since joining the company in 2004.

Prior to joining Woodside Petroleum Limited, Mr Voelte held a number of Senior Executive positions in the oil and gas sector. Mr Voelte was a member of the Board of the University of Western Australia Business School during his Woodside tenure, and is a member of the Society of Petroleum Engineers, the American Society of Civil Engineers, the Chi Epsilon Honor Society, a Foreign Fellow to Australian Academy of Technological Sciences and Engineering (FTSE) and a Fellow of the Australian Institute of Company Directors (AICD).

He is a trustee of the University of Nebraska Foundation and was awarded the University of Nebraska Engineering Alumni of the Year in 2002. The University of Nebraska recently named their Nanotechnology & Metrology Research Centre for Mr Voelte and his wife Nancy. He has a degree in Civil Engineering, from the University of Nebraska.

Mr Voelte was awarded the Officer of the Order of Australia (AO) in 2012, for service to the Australian LNG industry and contribution to education and the arts in Perth.

Mr Voelte was appointed to the Board on 11 December 2008.

*The Chairman intends to vote all available proxies in favour 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 Mr John Alexander, Mr Peter Gammell and Mr Don Voelte AO.***

## **ITEM 5 – INCREASE IN NON-EXECUTIVE DIRECTOR AGGREGATE FEE POOL**

Under both Listing Rule 10.17 and rule 8.3(a) of the Company's Constitution, the total aggregate remuneration per annum that may be paid to non-executive Directors can only be increased by ordinary resolution of a general meeting of members of the Company.

The current approved pool of aggregate fees to be paid to non-executive Directors, inclusive of superannuation, is \$1,500,000 per annum, which was set by the members in general meeting at the 2010 AGM. The Board wishes to increase the size of the aggregate remuneration pool for non-executive Directors from \$1,500,000 to \$1,900,000 per annum in view of expansion in the size of the Board since 2012. The proposed increase would also provide the Board with reasonable flexibility to appoint additional Non-Executive Directors to the Board and remunerate any such appointment appropriately. The number of Directors on the Board is limited to a maximum of twelve under the Constitution. The Board has confirmed that it does not intend to increase the current fees payable to Non-Executive Directors as a consequence of the approval of the proposed increase in the remuneration pool for Non-Executive Directors, and, in any event, will not increase Non-Executive Director fees during 2014.

**Voting exclusion statement:** The Company will disregard any votes cast on Item 5 above by the Directors and 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, in accordance with a direction on the proxy form to vote as the proxy decides. (If you wish to direct the Chairman to vote as he decides, you should mark the separate Chairman's box in Step 2 of the proxy form).

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

***As this Item of Business relates directly to the Non-Executive Directors, the Directors do not make a voting recommendation in respect of this resolution.***

## **ITEM 6 – REMUNERATION REPORT**

Members are asked to adopt the Company's Remuneration Report. The Remuneration Report is contained within the Directors' Report section of the 2013 Annual Report.

The Remuneration Report:

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

*The vote on Item 6 is advisory only and does not bind the Directors or the Company.*

**Voting exclusion statement:** The Company will disregard any votes cast on Item 6 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 on the proxy form 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 7 – 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**).

As outlined in the 2012 Remuneration Report, a new integrated LTI Plan was developed following a comprehensive review of executive remuneration 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 & Nomination 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 2014 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 2013 Remuneration Report on pages 40 to 56 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.

<p>Number of Performance Rights and other details of the LTI grant</p>	<p>The Board proposes to grant Mr Worner 619,048 performance rights over shares in the Company in respect of the 2014 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 \$2.42, 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 2013 annual financial results, adjusted to reflect certain other assumptions regarding the value of the performance rights.</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 is 619,048 (subject to any adjustment made in accordance with the LTI Plan).</p> <p>Performance Rights do not carry any dividend or voting rights.</p>
<p>Date of grant</p>	<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>
<p>Performance hurdles</p>	<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 2013), 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>

Performance hurdles (continued)	<ul style="list-style-type: none"> <li>No performance rights will vest if the Company's TSR performance is less than the 51<sup>st</sup> percentile</li> <li>If performance is at the 51<sup>st</sup> percentile, then 50% of the performance rights will vest</li> <li>Performance rights will vest on a straight line basis between the 51<sup>st</sup> percentile up to the 75<sup>th</sup> 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 performances 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> <p>DEPS performance is measured as an aggregate over the performance period (i.e. year 1 DEPS + year 2 DEPS + year 3 DEPS).</p> <p>The level of DEPS performance required to attract full or partial vesting under the DEPS performance component is commercially sensitive and will be disclosed on a retrospective basis following the end of the performance period.</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 2013 and ending on 30 June 2016.</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 present 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 (i.e. up to the announcement of the Company's full year results announcement in 2020).</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	No amount will be payable in respect of the allocation of performance rights, nor in respect of any Shares granted upon vesting of the performance rights.
Cessation of employment	<p>If Mr Worner ceases employment with the Company before the end of the performance period, his entitlement to the 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	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 or any other employee incentive scheme of the Company.

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 7 by the CEO and Mr Bruce McWilliam (being the only other Director entitled to participate in any employee incentive scheme of the Company), 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 on the proxy form 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 7.***

**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) 1800 000 639  
 (outside Australia) +61 3 9415 4370

## 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: 186559**

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 10.00 am (AEST) Monday, 11 November 2013**

### 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 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 information tab, "Downloadable 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 at the Meeting 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, 13 November 2013 at 10.00 am (AEST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related items:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), by submitting this form I/we expressly authorise the Chairman to exercise my/our proxy on Items 5, 6 and 7 (except where I/we have indicated a different voting intention below) even though Items 5, 6 and 7 are connected directly or indirectly with the remuneration of a member of the Company's key management personnel, which includes the Chairman.

**Important Note for Item 5:** this express authority is also subject to you marking the box in step 2 below.

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 5, 6 and 7 by marking the appropriate box in step 3 below.

## STEP 2

**Important for Item 5:** If the Chairman of the Meeting is your proxy and you have not directed the Chairman how to vote on Item 5 below, please mark the box in this section. If you do not mark this box and you have not otherwise directed your proxy how to vote on Item 5, the Chairman of the Meeting will not cast your votes on Item 5 and your votes will not be counted in computing the required majority if a poll is called on this item. The Chairman of the Meeting intends to vote available proxies in favour of Item 5.

I/We acknowledge that the Chairman of the Meeting may exercise my/our proxy even if the Chairman has an interest in the outcome of Item 5 and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

## STEP 3 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 elect Mr John Alexander as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 To re-elect Mr Peter Gammell as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 To re-elect Mr Don Voelte AO as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 To increase the Non-Executive Director Aggregate Fee Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 To adopt the Remuneration Report for the year ended 29 June 2013	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7 Grant of Performance Rights to the Chief Executive Officer, Mr Tim Wornor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

## 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

Contact Daytime Telephone

Date / /