

# Notice of Annual General Meeting

**THURSDAY 17 NOVEMBER 2011**

NOTICE IS HEREBY GIVEN THAT THE 2011 ANNUAL GENERAL MEETING OF SEVEN WEST MEDIA LIMITED ("THE COMPANY") WILL BE HELD AT THE HYATT REGENCY HOTEL, 99 ADELAIDE TERRACE, PERTH, WESTERN AUSTRALIA ON THURSDAY 17 NOVEMBER 2011, COMMENCING AT 10AM (WST).

## AGENDA

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### ORDINARY BUSINESS

#### FINANCIAL STATEMENTS

1. To receive and consider the financial statements and reports of the Directors for the year ended 25 June 2011, together with the Directors' and Auditors' report for that period.

*Note: There is no requirement for Shareholders to approve these reports.*

#### ELECTION AND RE-ELECTION OF DIRECTORS

2. To consider and, if thought fit, pass the following ordinary resolution:  
That Mr Justin Reizes (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 Sam Walsh 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.
4. To consider and, if thought fit, pass the following ordinary resolution:  
That Mr Graeme John 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.

*Note: The Board recommends that Shareholders vote in favour of the election of the director appointed by the Board in April 2011 and the re-election of both directors offering themselves for re-election.*

#### REMUNERATION REPORT

5. To consider and, if thought fit, pass the following non-binding resolution:  
That the Remuneration Report for the year ended 25 June 2011 be adopted.

*Voting restriction: No votes may be cast on this resolution by members of the key management personnel of the Company or their closely related parties. However, a vote may be cast by such a person as a proxy for a person who is entitled to vote on this resolution, appointed by way of a proxy form that directs how the proxy is to vote on the resolution.*

### OTHER BUSINESS

#### APPOINTMENT OF AUDITORS

6. To consider and if thought fit, pass the following as an ordinary resolution:  
That KPMG be appointed as auditors of the Company.

*Note: The Board recommends that Shareholders vote in favour of the appointment of KPMG as auditors of the Company.*

#### INCREASE TO MAXIMUM NUMBER OF DIRECTORS.

7. To consider and, if thought fit, pass the following as an ordinary resolution:  
That the maximum number of Directors be increased to 12.

*Note: The Board recommends that the Shareholders vote in favour of the increase in the number of Directors to 12.*

Refer to the Information Memorandum for further information on the proposed resolutions.

#### BY ORDER OF THE BOARD



**Peter Bryant**

Company Secretary

Dated this 14th day of October 2011

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## 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 10am (WST) on Tuesday, 15 November 2011.

Voting Shareholders 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 Shareholders, 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 Shareholders 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 3 473 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.

Only those proxy forms received by Computershare Investor Services Pty Limited by 10am (WST) on Tuesday 15 November 2011 (being 48 hours before the commencement of the meeting) will be considered valid.

If the proxy form is signed by the Shareholder'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 Shareholder 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 Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If a Shareholder who has appointed a proxy to vote on their behalf attends the meeting, the proxy appointment is cancelled or suspended in accordance with the provisions of the *Corporations Act 2001*.

Any undirected proxies on a given resolution may be voted by the appointed proxies as they choose, subject to the following in relation to Resolution 5 (Adoption of the Remuneration Report):

- Any undirected proxy in relation to Resolution 5 given to a director (other than the Chairman) or other member of the key management personnel of the Company (or any of their closely related parties), whose remuneration details are set out

in the Remuneration Report, will not be voted on Resolution 5. To allow such a proxy to vote on Resolution 5, Shareholders must specify how the proxy should vote by ticking 'For', 'Against' or 'Abstain' opposite that resolution on the proxy form.

- If a Shareholder appoints the Chairman as the Shareholder's proxy in relation to Resolution 5, but does not complete any of the boxes 'For', 'Against' or 'Abstain' opposite that resolution on the proxy form, the Shareholder will be directing the Chairman to vote in favour of Resolution 5. If a Shareholder wishes to appoint the Chairman as proxy with a direction to vote against, or to abstain from voting on Resolution 5, the Shareholder should specify this by completing the 'Against' or 'Abstain' box on the proxy form.

An Information Memorandum accompanies and forms part of this Notice of Meeting. Shareholders should read these documents in full.

**If you are attending this meeting please bring this notice and the proxy form with you.**

## INFORMATION MEMORANDUM

### TO THE NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON 17 NOVEMBER 2011.

This Information Memorandum is presented to Shareholders to provide them with information concerning each of the resolutions to be considered at the Company's 2011 Annual General Meeting.

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

### ITEMS 2, 3 & 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 of Shareholders, at which time the Director can offer himself for election.

On this basis, Mr Justin Reizes, who was appointed to the Board as a Director in April 2011, offers himself for election.

Brief biographical details are set out below.

#### **Justin Reizes – Non-executive director**

Justin Reizes is a Member of Kohlberg Kravis Roberts & Co L.P. (together with its affiliates, "KKR") and is the head of its Australian office. He joined KKR's London office in 1999, then moved to its Hong Kong office in 2005, Tokyo in 2006 and Sydney in 2008. Since moving to the Asia/Pacific area, he has been actively involved in developing KKR's Asian operations. He is currently on the board of directors of BIS Industries and was a board member of Seven Media Group from 2006-2011.

Prior to joining KKR, Mr. Reizes was involved in private equity and investment banking at Morgan Stanley in New York, Houston and London. He holds a B.S. in mechanical engineering, summa cum laude, and a B.A. in managerial studies, summa cum laude, from Rice University.

In accordance with the Company's Constitution, at every Annual General Meeting, one third of the Company's Directors, excluding Directors appointed since the last AGM, must retire from office and are eligible for re-election. The Directors to retire are those who have been longest in office since their last re-appointment.

On this basis Mr Sam Walsh AO and Mr Graeme John AO retire, and offer themselves for re-election.

Brief biographical details are set below:

#### **Sam Walsh AO – Independent non-executive director**

Mr Walsh was appointed Chief Executive of Rio Tinto Iron Ore in December 2004, with responsibilities including Rio Tinto's iron ore operations in Australia, Canada, Guinea and India.

In June 2009, Mr Walsh was appointed as an executive director to the Boards of Rio Tinto Plc and Rio Tinto Limited, and in November 2009 he was appointed Chief Executive of Rio Tinto Australia. He is also the Rio Tinto Executive Committee sponsor for Australia, India and West Africa. Prior to joining Rio Tinto, Mr Walsh worked in the automotive industry for more than 20 years in Australia and the USA.

He has a Bachelor of Commerce from Melbourne University and has completed a Fellowship Program at Kettering University in Michigan. He was awarded Honorary Doctor of Commerce in January 2010 by Edith Cowan University.

Mr Walsh is a Fellow of the Australian Institute of Management, the Australian Institute of Mining & Metallurgy, the Chartered Institute of Purchasing & Supply and the Australian Institute of Company Directors, a Vice president of the Australia-Japan Business Co-operation Committee, Chair of the WA Chapter of the Australia Business Arts Foundation, and the Chairman of the Rio Tinto Western Australia Future Fund, patron of the State Library of Western Australia Foundation, a patron of the UWA Hackett Foundation and President of Scouts Australia (WA Branch).

In 2007, Mr Walsh was awarded an Australian Export Hero and Western Australian Citizen of the Year - Industry & Commerce. He was awarded an Order of Australia (AO) in 2010 for his work in the mining industry and establishing employment programs for Indigenous Australians.

#### **Graeme John AO – Independent non-executive director**

Mr John was Managing Director of Australia Post from 1993 to 2009. He is a Fellow of the Chartered Institute of Transport and a Member of the Australian Institute of Company Directors. He is a Board member of QR National, Racing Victoria and an AFL Commissioner.

He is a former Chairman of the Board of the Kahala Posts Group, Board member of the International Post Corporation (Netherlands), and Vice-Chairman of Sai Cheng Logistics International (China), a joint venture with China Post. Mr John was awarded the Officer of the Order of Australia (AO) in 2003, for service to business and to the community. He is also a recipient of the Centennial Medal and the Australian Sports Medal.

*The Board, excluding the Director to whom each resolution relates, recommends that Shareholders vote in favour of the election of Mr Justin Reizes and re-election of Mr Sam Walsh AO and Mr Graeme John AO as Directors.*

## **ITEM 5 – REMUNERATION REPORT**

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is contained within the Directors' Report section of the 2011 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.

Shareholders should note that Item 5 is advisory only and does not bind the Directors or the Company.

## **ITEM 6 – APPOINTMENT OF AUDITORS**

For the year ended 25 June 2011, the financial statements of Seven West Media were audited by PricewaterhouseCoopers. However, within the Group, the former Seven Media Group was audited by KPMG, reflecting the audit structure that was in place at the date the Seven Media Group was acquired.

The Company believes it is appropriate that one audit firm be engaged.

To facilitate the selection and appointment of the external audit firm for Seven West Media, major audit firms were invited to participate in a tender process. Tender responses, which included presentations, were assessed by the Audit & Risk Committee and the Committee's recommendation was then presented to the Board.

As a result of the above process, the Company recommends the appointment of KPMG as the auditors.

PricewaterhouseCoopers, the current auditors, have advised their intention to resign as auditors upon the passing of this resolution.

The Corporations Legislation requires that, when the appointment of an auditor is to be considered at a meeting, the Company must send to Shareholders, prior to the meeting, a copy of the notice of nomination provided by a member of the Company. A copy of this notice of nomination is included with this notice of meeting.

The Board recommends that Shareholders vote in favour of the appointment of KPMG as the Company's auditors.

## **ITEM 7 – INCREASE TO MAXIMUM NUMBER OF DIRECTORS**

Under clause 8.1(a) of the Company's Constitution, the maximum number of Directors is to be fixed by the Directors, but must not be more than 10, unless the Company in general meeting determines otherwise.

As a result of the increased size and complexity of the business following the acquisition of the Seven Media Group, the Directors believe it is appropriate that the maximum be increased to 12 so as to provide increased flexibility in relation to future composition or structure of the Board.

The flexibility to be able to increase the size of the Board, if appropriate, will enable the Company to attract additional high calibre Directors with appropriate skills and experience to complement the existing Board structure.

14 October 2011

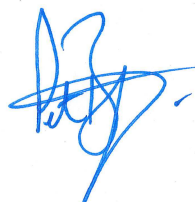
The Chairman  
Board of Directors  
Seven West Media Limited  
Newspaper House  
50 Hasler Road  
OSBORNE PARK WA 6017

Dear Mr Stokes

**Notice of Nomination of Proposed Auditor**

Pursuant to Section 328B(1) of the Corporations Act 2001, I, Peter Bryant, being a member of Seven West Media Limited, hereby give you notice of the nomination of KPMG, of 10 Shelley Street, Sydney NSW 2000, as auditor of Seven West Media Limited.

Yours faithfully



**PETER BRYANT**