

6 October 2016

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

By electronic lodgment

Total Pages: 9 (including cover letter)

Dear Sir/Madam

Notice of AGM and Proxy Form

Attached is a copy of the 2016 Notice of Annual General Meeting and Proxy Form for ordinary shareholders which will be dispatched to shareholders along with the 2016 Annual Report today.

The 2016 Annual Report was lodged separately with ASX on 2 August 2016.

Yours faithfully



Warren Coatsworth
Company Secretary



SEVEN WEST MEDIA

ABN 91 053 480 845

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Seven West Media Limited (“the Company”) will be held at Doltone House (North Pier Room), Jones Bay Wharf, Piers 19–21 Upper Deck, 26–32 Pirrama Road, Pyrmont, New South Wales 2009 on Wednesday, 9 November 2016 at 10.30am (Sydney time).

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) in advance of the meeting.



Agenda

Items of Business

Financial Statements

1. To receive and consider the financial statements of the Company and the entities it controlled for the year ended 25 June 2016, 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.

Re-election of Directors

2. To consider and, if thought fit, pass the following ordinary resolution:
That Mr John Alexander (who, in accordance with the Company's Constitution retires by rotation and, being eligible, offers himself for re-election), be re-elected as a Director of the Company.
3. To consider and, if thought fit, pass the following ordinary resolution:
That Mr Ryan Stokes (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 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.

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 2016 be adopted.

Notes:

- *The vote on this resolution is advisory only and does not bind the Directors or the Company.*
- *The Directors will consider the outcome of the vote and comments made by members on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.*
- *A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes for Item 5.*

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

BY ORDER OF THE BOARD



Warren Coatsworth
Company Secretary

6 October 2016

Explanatory Notes

to the Notice of Annual General Meeting to be held on Wednesday, 9 November 2016

The Explanatory Notes are presented to members to provide them with information concerning each of the resolutions to be considered at the Company's 2016 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 who are entitled to vote and present in person, or by an attorney, representative or proxy at the Annual General Meeting.

Items 2 to 4 – Re-Election of Directors

The Board, excluding the Director to whom each resolution relates, unanimously recommends that members vote in favour of the re-election of Mr John Alexander, Mr Ryan Stokes and Mr Peter Gammell.

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. The Director or Directors who must retire at an AGM are those who have been longest in office since their last election. As between persons who were last elected as directors on the same day, those to retire must be determined by agreement among themselves or, in the absence of agreement, by lot; and
- any Director who, if he or she does not retire, 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 John Alexander, Mr Ryan Stokes and Mr Peter Gammell, offer themselves for re-election (see, respectively, Items 2, 3 and 4 under 'Items of Business').

As Managing Director & Chief Executive Officer, Mr Tim Worner is not required to stand for election under the Constitution or the ASX Listing Rules.

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

Mr John Alexander – Independent Non-executive Director

Mr Alexander was appointed to the Board on 2 May 2013.

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 of PBL's group media division (comprising ACP Magazines Limited and the Nine Network) from 2002. Before joining PBL,

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 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 Resorts Limited (formerly Crown Limited) since December 2007. Mr Alexander is also the Chairman of Crown Resorts Melbourne, Crown Resorts Perth and CrownBet.

Mr Alexander is Chairman of the Remuneration & Nomination Committee.

Mr Ryan Stokes – Non-executive Director

Mr Stokes was appointed to the Board on 21 August 2012.

Mr Stokes has been an Executive Director of Seven Group Holdings Limited (SGH) since February 2010 and was appointed Managing Director & Chief Executive Officer of SGH on 1 July 2015. SGH currently holds approximately a 41% interest in Seven West Media.

As a Director of WesTrac Pty Limited, a subsidiary of SGH, Mr Stokes has extensive experience in China, having developed relationships with various mining and media companies over the past fifteen years. He is also a Director of Coates Hire. Mr Stokes was appointed to the Board of Beach Energy Limited in July 2016.

Mr Stokes is Chief Executive Officer of Australian Capital Equity Pty Limited (ACE). ACE is a private company with its primary investment being an interest in SGH.

Mr Stokes was an Executive Director and then Chairman of Pacific Magazines from 2004 to 2008 and a Director of Yahoo7 from 2005 to 2013.

Mr Stokes is Chairman of the National Library of Australia. He is also a member of the Prime Ministerial Advisory Council on Veterans Mental Health established in 2014. In 2015, he became a Committee member of innovationXchange (within the Department of Foreign Affairs and Trade), which provides strategic guidance on innovation in aid programs. He is also a member of the IOC Olympic Education Commission.

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

Mr Stokes is a member of the Remuneration & Nomination Committee.

Mr Peter Gammell – Non-executive Director

Mr Gammell was appointed to the Board on 25 September 2008.

Mr Gammell was the Deputy Chairman of Australian Capital Equity Pty Limited, the investment holding company associated with Mr Kerry Stokes AC, and was a director of Seven Group Holdings Limited from February 2010 until June 2013 and was Managing Director and Group Chief Executive Officer of Seven Group Holdings Limited from April 2010 until 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 the Audit Committee. He was also the Chairman of Coates Hire, Australia's largest equipment hire company.

Mr Gammell is a former Director of Federal Capital Press Pty Ltd, the publisher of the Canberra Times (1989 to 1998) and is a former Director of the Community Newspaper Group (1996 to 1998). Between September 2009 and 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 is a member of the Audit & Risk Committee.

The Chairman intends to vote all available proxies in favour of all of the above Items of Business.

Item 5 – Remuneration Report

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

The Corporations Act requires listed companies to put the Remuneration Report for each financial year to a resolution of members at their Annual General Meeting. The Remuneration Report for the year ended 25 June 2016 can be found on pages 68 to 82 of the Company's Annual Report and covers director and executive remuneration.

Under the Corporations Act, the vote on the Remuneration Report is advisory only and does not bind the Directors or the Company, and does not affect the employment arrangements in place for employees of the Company and its subsidiaries. The Board will consider the outcome of the vote and comments made by members on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

In summary, the Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of Directors, secretaries and executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- details and explains any performance conditions applicable to the remuneration of Directors, secretaries and senior managers of the Company; and
- sets out remuneration details for the key management personnel of the Company, which includes each Director.

Voting exclusion statement

The Company will disregard any votes cast on Item 5:

- by or on behalf of a Director or other key management personnel of the Company named in the Remuneration Report for the year ended 25 June 2016, or any of their respective closely related parties (as that term is defined in the Corporations Act, which includes certain of their family members, dependents and companies they control) ("Closely Related Parties") regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the key management personnel of the Company at the date of the meeting or any of their Closely Related Parties.

The only circumstances in which a vote cast on Item 5 by a member of the key management personnel of the Company or their Closely Related Parties will be counted is if that person votes as a proxy for a member who is entitled to vote on Item 5 and either the proxy:

- votes in accordance with the member's direction as to how to vote, as set out on the proxy form; or
- is the Chairman of the meeting and votes pursuant to an express authorisation to vote as the proxy as he sees fit, even though Item 5 is connected with the remuneration of the key management personnel.

Accordingly, if you appoint as your proxy a member of the key management personnel of the Company (other than the Chairman of the meeting) or one of their Closely Related Parties, you are encouraged to direct your proxy how to vote on Item 5 (Remuneration Report) by marking either "For", "Against" or "Abstain" on the corresponding section of the proxy form, in accordance with the instructions on that form.

If you appoint the Chairman of the meeting as your proxy, or if the Chairman is appointed as your proxy by default, and you do not direct the Chairman how to vote on Item 5 on the proxy form, by submitting the proxy form, you will be expressly authorising the Chairman to vote the shares the subject of your proxy as he sees fit (and the Chairman will vote in favour of Item 5).

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

Notes

1. A member is entitled to appoint a proxy. A member who is entitled to cast two or more votes is entitled to appoint up to two proxies. If two proxies are appointed by a member, that member may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes.

If a member appoints the Chairman of the meeting or another Director of the Company as proxy and does not direct that person how to vote on an item of business, the Chairman or other Director will vote available proxies in favour of each of the proposed resolutions set out in this Notice of Annual General Meeting.

2. Voting exclusions apply to Item 5 (Remuneration Report), details of which are set out in the Explanatory Notes.

The key management personnel of the Company (including the Directors) 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 a member's proxy on Item 5 unless the member directs them how to vote on the proxy form.

If you appoint the Chairman of the meeting as your proxy, or if the Chairman is appointed as your proxy by default, you may:

- direct the Chairman how to vote on Item 5 by marking either "For", "Against" or "Abstain" on the section of the proxy form corresponding to Item 5, in accordance with the directions on that form; or
- not direct the Chairman how to vote on Item 5, in which case, by submitting the proxy form, you will be expressly authorising the Chairman to vote the undirected proxy as he sees fit and the Chairman will vote in favour of Item 5.

If you appoint as your proxy any other Director of the Company, any other of its key management personnel or any of their respective Closely Related Parties, and you do not direct that person how to vote on Item 5, that person will not vote as your proxy on Item 5.

3. For the purpose of determining a person's entitlement to vote at the meeting, a person will be recognised as a member and the holder of shares if that person is registered as a holder of those shares at 7.00 pm (Sydney time) on Monday, 7 November 2016.
4. A proxy need not be a member of the Company.
5. Duly completed proxy forms must be returned to the Secretary, Seven West Media Limited, either at:
 - Company Secretariat, Level 2, 38-42 Pirrama Road, Pyrmont NSW 2009 or fax number: 02 8777 7192; or
 - Boardroom Pty Limited, Level 12, Grosvenor Place, 225 George Street, Sydney NSW 2000 or fax number: 02 9290 9655;or completed online at www.votingonline.com.au/swmagm2016, in each case by no later than 10.30 am (Sydney time) on Monday, 7 November 2016. Any power of attorney or authority under which a power of attorney is signed (or a copy of that power of attorney or authority certified as a true copy by statutory declaration) must accompany the proxy form.
6. If a poll is conducted and you have directed your proxy how to vote, but your proxy either does not attend the meeting or registers but does not vote on a resolution, your proxy votes will automatically default to the Chairman of the meeting, who is required to vote those proxies as directed on the proxy form.
7. The Chairman intends to vote all available proxies in favour of all Items of Business.
8. Explanatory Notes accompany and form part of this Notice of Meeting. Members should read these documents in full.

Directions and 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.

Walking

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

Light rail service departs from Central Station. The nearest station is located at The Star.

Bus

State Transit Bus Routes 443 and 449 regularly depart Circular Quay to Pirrama Road. For route and timetable information, call 131 500 or visit sydneybuses.info.

Ferry

For ferry access, take the F4 service to Pyrmont Bay ferry wharf, located next to the Australian Maritime Museum. Then walk along Pirrama Road to Doltone House on Jones Bay Wharf.



SEVEN WEST MEDIA

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GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am (Sydney time) on Monday, 7 November 2016.**

🖥 TO VOTE ONLINE

- STEP 1:** VISIT www.votingonline.com.au/swmagm2016
- STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3:** Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or you direct your named proxy how to vote on an item in respect of which a poll is taken but that person does not attend the meeting or does not vote, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses, to the extent permitted by law. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am (Sydney time) on Monday, 7 November 2016.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** www.votingonline.com.au/swmagm2016
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address
 This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Seven West Media Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Doltone House (North Pier Room), Jones Bay Wharf, Piers 19-21 Upper Deck, 26 – 32 Pirrama Road, Pyrmont, New South Wales 2009 on Wednesday, 9 November 2016 at 10:30am (Sydney time)** and at any adjournment or postponement of that meeting, to act 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair of the Meeting becomes my/our proxy by default) and I/we have not directed my/our proxy how to vote in respect of Item 5, then by submitting this form I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of that Item even though Item 5 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Item 5). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that item.

STEP 2 VOTING DIRECTIONS
 * If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Item 2	Re-election of Mr John Alexander as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Mr Ryan Stokes as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Re-election of Mr Peter Gammell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2016