



3 October 2017

Notice of AGM and Proxy Form

Attached is a copy of the 2017 Notice of Annual General Meeting and Proxy Form for ordinary shareholders dispatched to shareholders along with the 2017 Annual Report today.

The 2017 Annual Report was lodged separately with ASX on 16 August 2017.

Attach.



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, Darling Island Wharf, Ground Floor, 48 Pirrama Road, Pyrmont, New South Wales 2009 on Thursday, 2 November 2017 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 24 June 2017, together with the Directors' and Auditor's 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 Kerry Stokes AC (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 The Hon. Jeff Kennett AC (who, in accordance with the Company's Constitution retires by rotation and, being eligible, offers himself for re-election), be re-elected as a Director of the Company.

Remuneration Report

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

That the Remuneration Report for the year ended 24 June 2017 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 4.*

Grant of Performance Rights to Managing Director & Chief Executive Officer

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

That approval be given for all purposes for the grant of 2,037,617 Performance Rights to the Managing Director & Chief Executive Officer ("MD & CEO"), Mr Tim Worner, under the Seven West Media Equity Incentive Plan, on the terms summarised in the Explanatory Notes.

Note:

- > *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

29 September 2017

Explanatory Notes to the Notice of Annual General Meeting to be held on Thursday, 2 November 2017

The Explanatory Notes are presented to members to provide them with information concerning each of the resolutions to be considered at the Company's 2017 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 are present in person, or by an attorney, representative or proxy at the Annual General Meeting.

Items 2 to 3 – 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 Kerry Stokes AC and The Hon. Jeff Kennett AC.

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 other 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 Kerry Stokes AC and The Hon. Jeff Kennett AC offer themselves for re-election (see, respectively, Items 2, and 3 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 Kerry Stokes AC Chairman and Non-executive Director

Mr Stokes was appointed to the Board on 25 September 2008, and became Chairman of Seven West Media Limited (formerly West Australian Newspaper Holdings Ltd) on 11 December 2008.

Mr Stokes is the Executive Chairman of Seven Group Holdings Limited, a company with a market-leading presence in the resources services sector in Australia and formerly north east China, and a significant investment in energy and also in media in Australia through Seven West Media. Mr Stokes has held this position since April 2010. He is also Chairman of Australian Capital Equity Pty Limited, which has substantial interests in media and entertainment, resources, energy, property, pastoral and industrial activities.

Mr Stokes' board memberships include Council Member for the Paley Group (formerly the International Council for Museum & Television); Chairman and Fellow (since November 2015) for the Australian War Memorial (previously a Council Member); and a former Chairman of the National Gallery of Australia. Mr Stokes holds professional recognitions which include an Honorary Doctorate in Commerce at Edith Cowan University and is an Honorary Fellow of Murdoch University.

Mr Stokes has, throughout his career, been the recipient of awards, including Life Membership of the Returned Services League of Australia; 1994 Paul Harris Rotary Fellow Award; 1994 Citizen of Western Australia for Industry & Commerce; 2002 Gold Medal award from the AIDC for Western Australian Director of the Year; 2007 Fiona Stanley Award for outstanding contribution to Child Health Research; 2009 Richard Pratt Business Arts Leadership Award from the Australian Business Arts Foundation; 2011 Charles Court Inspiring Leadership Award; 2013 West Australian of the Year; 2014 Awarded Keys to the City of Perth; and 2014 Awarded Keys to the City of Melbourne.

Mr Stokes was awarded Australia's highest honour, the Companion in the General Division in the Order of Australia (AC) in 2008. In 1995, he was recognised as Officer in the General Division of the Order of Australia (AO).

The Hon. Jeff Kennett AC Independent Non-executive Director

Mr Kennett was appointed to the Board on 24 June 2015.

Mr Kennett is the founding Chairman of beyondblue: the national depression initiative and was Chairman from 2000 until 30 June 2017. He is Chairman of The Torch, a program assisting incarcerated Indigenous men and women.

Mr Kennett was an Officer in the Royal Australian Regiment, serving at home and overseas. He was a Member of the Victorian Parliament for 23 years, and was Premier of the State from 1992 to 1999. Prior to that, he was Leader of the Opposition 1982–1989 and 1991–1992.

Mr Kennett is currently a Director of EQT Holdings Limited, Chairman of Open Windows Australia Proprietary Limited, Chairman of CT Management Group Pty Ltd, Chairman of Amtek Corporation Pty Ltd and Chairman of LEDified Lighting Corporation Pty Ltd.

In 2005 Mr Kennett was awarded the Companion of the Order of Australia.

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

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

Item 4 – 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 24 June 2017 can be found on pages 70 to 86 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 4:

- > by or on behalf of a Director or other key management personnel of the Company named in the Remuneration Report for the year ended 24 June 2017, 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 4 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 4 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 4 is connected with the remuneration of the key management personnel.

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

Item 5 – Grant of Performance Rights to the MD & CEO

The Board, excluding Mr Tim Worner, unanimously recommends that members vote in favour of the grant of the Performance Rights to the MD & CEO.

As highlighted in the Remuneration Report of the Company's 2017 Annual Report, the Remuneration & Nomination Committee ("Committee") has undertaken a review of the Company's Long Term Incentive Plan ("LTI Plan") for executives. The purpose of the review was to determine whether the performance hurdles applied to previous grants under the LTI Plan, based on diluted earnings per share ("DEPS") and relative total shareholder return ("RTSR"), continued to be appropriate in supporting:

- > alignment with the Company's business strategy;
- > creation of long-term value for shareholders; and
- > straightforward and transparent measurement of the Company's long-term performance.

Following the review, the Board has resolved to introduce three key changes to the performance hurdles applied for LTI Plan awards. A summary of the changes, and supporting rationale for each, is provided in the table below.

Performance hurdle element	Description of change	Rationale
1. DEPS performance hurdle	Removal of DEPS performance hurdle.	Removing the DEPS performance hurdle will alleviate the difficulty of setting appropriately challenging DEPS targets in the current volatile business environment.
2. RTSR performance hurdle	<p>Move to a single, more straightforward RTSR performance hurdle, measuring the Company's TSR against an ASX index. The index selected is the S&P/ASX 200 Consumer Discretionary Index (the "Index").</p> <p>For any Performance Rights ("Rights") to vest under the FY18 LTI grant, the Company's TSR must outperform the Index over a three (3) year performance period.</p>	<p>The previous RTSR performance hurdle measured the Company's TSR performance against a group of selected companies of similar market capitalisation but included businesses which are not necessarily appropriate comparators to the Company.</p> <p>The Board has selected the Index as the benchmark for the RTSR hurdle as it includes companies in the media industry and other consumer-focused sectors such as services, hospitality, travel and leisure.</p> <p>Measuring TSR performance against a single Index benchmark is also simpler and more transparent, compared to testing the Company's TSR against a group of peer companies.</p>

Performance hurdle element	Description of change	Rationale
3. Individual performance condition	<p>Reflect individual performance by each executive over the three (3) year performance period when determining the level of vesting of the LTI grant.</p> <p>This will be effected by reducing the LTI award which would otherwise vest (by reference to the RTSR hurdle) to the extent an executive has not achieved 100% of his or her individual key performance indicator ("KPI") outcome (one of the metrics used to determine an executive's short-term incentive ("STI") award) for each of the three financial years comprising the performance period.</p> <p>The average of the executive's individual KPI outcomes (expressed as a percentage) for the relevant three (3) years will be used for this purpose.</p>	Incorporating a personal performance hurdle, in addition to the RTSR performance measure, will further align executive remuneration outcomes with performance.

These changes will first apply to the Rights awarded for the FY18 grant under the LTI Plan ("FY18 LTI Grant").

Further details on the key terms and conditions of the Rights to be granted to Mr Worner are set out in the table below.

Approvals Sought

ASX Listing Rule 10.14 generally requires member approval for a Director to be issued equity securities in the Company under an employee incentive scheme. It is currently intended that Shares will be acquired on market to satisfy Rights that vest; therefore, member approval is not required under the ASX Listing Rules. However, approval is being sought for the FY18 LTI Grant under the LTI Plan to Mr Worner to provide flexibility for the Company to satisfy Rights under the LTI Plan with new Shares, if required.

Accordingly, members are asked to approve the grant of 2,037,617 Rights to Mr Worner, in relation to the Company's LTI Plan, on the terms and conditions summarised in these Explanatory Notes.

If approval is given under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1. This means the Rights granted to Mr Worner, and any Shares issued pursuant to this approval, will not use up part of the Company's 15% available under ASX Listing Rule 7.1.

Further details of Mr Worner's executive remuneration package can be found on pages 70 to 86 of the 2017 Annual Report.

Key elements of the FY18 LTI Grant to Mr Worner

	Description
Number of Rights and other details of the FY18 Grant	<p>The Board proposes to grant Mr Worner 2,037,617 Rights in respect of FY18 based on an FY18 LTI Grant value of \$1.3 million.</p> <p>This grant represents the long-term incentive component of Mr Worner's remuneration package.</p> <p>The maximum grant of 2,037,617 Rights has been calculated as follows:</p> $\frac{\text{FY18 LTI Grant value of \$1.3 million}}{\text{(being 50\% of Mr Worner's fixed remuneration)}} \div \text{The five-day volume weighted average price (VWAP) of a Share following release of the FY17 full-year results adjusted for expected dividends during the vesting period (\$0.638)}$
LTI Plan vehicle	<p>Each Right is a right to acquire one fully paid ordinary share in the Company at no cost upon satisfaction of the vesting conditions.</p> <p>Rights will vest subject to Mr Worner's continued employment with the Company and satisfaction of the performance hurdles over a three (3) year performance period commencing 1 July 2017 and ending on 30 June 2020.</p> <p>Performance Rights do not carry any dividend or voting rights.</p>
Date of grant	If member approval is obtained, Rights will be granted to Mr Worner shortly after the meeting but, in any event, within 12 months after the date of the meeting.

**Key elements of
the FY18 LTI Grant
to Mr Worner**
Description

Performance hurdles	<p>Rights are subject to (i) continued employment with the Company; (ii) a single RTSR performance hurdle; and (iii) an individual performance condition.</p> <p>Relative total shareholder return performance</p> <p>Rights are subject to a hurdle based on the Company's total shareholder return relative to the S&P/ASX 200 Consumer Discretionary Index.</p> <p>The vesting schedule based on TSR performance over the three (3) year performance period is summarised in the following table:</p> <table border="1"> <thead> <tr> <th>Company's TSR performance relative to the Index over the performance period</th> <th>Proportion of Rights available to vest (%)</th> </tr> </thead> <tbody> <tr> <td>Outperform Index by at least 10% or more</td> <td>100%</td> </tr> <tr> <td>Outperform Index by up to 10%</td> <td>Straight-line between 50% and 100%</td> </tr> <tr> <td>Equal to or less than Index</td> <td>Nil</td> </tr> </tbody> </table> <p>Individual performance</p> <p>To the extent any Rights become available to vest based on the Company's TSR performance against the Index, the percentage of Rights that actually vest will be determined based on the executive's individual KPI outcomes over the three (3) year performance period.</p> <p>The number of Rights that vest will be calculated based on the following formula:</p> $\text{Number of Rights available to vest, based on TSR performance} \times \text{multiplied by}$ <p>The average of the executive's individual KPI outcomes (expressed as a percentage) for the relevant three (3) financial years of the performance period.</p>	Company's TSR performance relative to the Index over the performance period	Proportion of Rights available to vest (%)	Outperform Index by at least 10% or more	100%	Outperform Index by up to 10%	Straight-line between 50% and 100%	Equal to or less than Index	Nil
Company's TSR performance relative to the Index over the performance period	Proportion of Rights available to vest (%)								
Outperform Index by at least 10% or more	100%								
Outperform Index by up to 10%	Straight-line between 50% and 100%								
Equal to or less than Index	Nil								
Performance period and vesting	<p>The performance period is three (3) years, commencing 1 July 2017 and ending on 27 June 2020.</p> <p>Any 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 performance hurdles and determination of the level of vesting of Rights, one Share in the Company will be allocated in relation to each Right that 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 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 in the 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 (3) years.</p> <p>The trading restriction will be lifted earlier upon cessation of employment or in other circumstances approved by the Board.</p>								
Price payable for securities	<p>No amount will be payable by Mr Worner in respect of the grant of Rights, nor in respect of any Shares allocated upon vesting of the Rights.</p>								
Cessation of employment	<p>If Mr Worner ceases employment with the Company before the end of the performance period, his entitlement to the unvested Rights (if any) will depend on the circumstances of cessation.</p> <p>All 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, 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"> > all or a portion of Rights lapse at cessation; or > a pro-rata number of 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. 								

Key elements of the FY18 LTI Grant to Mr Worner

Description

Adjustments	In the event the Company undertakes a corporate action or capital reconstruction (including, for example, a bonus or rights issue, or a capital reorganisation), the Board may adjust the terms of Rights in order to ensure that no material advantage or disadvantage accrues to the holder.
Other information	No other Director in the Company other than Mr Worner is eligible to participate in the LTI Plan. At the 2015 Annual General Meeting, members approved the grant of a maximum of 2,031,250 Rights to Mr Worner under the LTI Plan. Since the 2015 AGM (being the date of the last approval) 2,031,250 Rights were granted to Mr Worner under the LTI Plan. These grants of Rights were made on 4 April 2016 and no amount was payable for that grant.

Voting exclusion statement

The Company will disregard any votes cast on Item 5:

- > by or on behalf of the MD & CEO or any of his associates (regardless of the capacity in which the vote is cast); or
- > as a proxy by any of the Company's key management personnel at the date of the meeting or their Closely Related Parties.

However, the Company need not disregard a vote if it is cast by a person as a proxy for a person entitled to vote on Item 5:

- > in accordance with the directions on the proxy form; or
- > by the Chairman of the meeting pursuant to an express authorisation to vote as the proxy decides, even though Item 5 is connected with the remuneration of the key management personnel.

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 intends to 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 4 (Remuneration Report) and to Item 5 (Grant of Performance Rights to the MD & CEO), details of which are set out in the Explanatory Notes.
Unless the Chairman of the meeting is your proxy, members of 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) will not be able to vote as a proxy on Item 4 or Item 5 unless you direct them how to vote on the proxy form. If you intend to appoint one of these individuals as your proxy, you should ensure that you direct that person how to vote on Item 4 and Item 5.

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 4 and Item 5 by marking either "For", "Against" or "Abstain" on the section of the proxy form corresponding to Item 4 and Item 5, in accordance with the directions on that form; or
 - > not direct the Chairman how to vote on Item 4 and 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 even though these Items are connected with the remuneration of the key management personnel of the Company.
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 Tuesday, 31 October 2017.
 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/swmagm2017, in each case by no later than 10.30 am (Sydney time) on Tuesday, 31 October 2017. Any power of attorney or authority under which a proxy form 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. The Explanatory Notes 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 Doltone House at Darling Island Wharf.

Light Rail

Light rail service departs from Central Station. The nearest station is located at The Star which is directly opposite the venue.

Bus

State Transit Bus Route 389 regularly departs the city 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 at Darling Island Wharf.



SEVEN WEST MEDIA

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SEVEN WEST MEDIA

ASX: SWM

All Correspondence to:

- By Mail** Boardroom Pty Limited
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 Tuesday 31 October 2017**

TO VOTE ONLINE

- STEP 1: VISIT www.votingonline.com.au/swmagm2017
- 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 your named proxy does not attend the meeting or does not vote in accordance with your instructions, 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

If you are entitled to cast two or more votes, 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:

- (a) 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.
- (b) 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.

Voting restrictions for KMP

Please note that if you appoint a member of the Company's key management personnel (KMP) (which includes each of the directors) or one of their closely related parties as your proxy, they will not be able to cast your votes on Items 4 or 5, unless you direct them how to vote or the Chair of the Meeting is your proxy. If you appoint the Chair of the Meeting as your proxy or the Chair of the Meeting is appointed as your proxy by default, but you do not mark a voting box for Item 4 or 5, by completing and submitting this Proxy Form you will be expressly authorising the Chair of the Meeting to exercise your proxy in respect of the relevant Item, even though the Item is indirectly or directly connected with the remuneration of the KMP.

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 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 Tuesday 31 October 2017**. 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/swmagm2017
- 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.

Seven West Media Limited

ABN 91 053 480 845

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, Darling Island Wharf, Ground Floor, 48 Pirrama Road, Pyrmont, New South Wales 2009 on Thursday 2 November 2017 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 Items 4 and 5, then by submitting this form I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of those Items even though Items 4 and 5 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting intends to vote all available undirected proxies in favour of all Items of business (including Item 4 and 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 Kerry Stokes AC as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of The Hon. Jeff Kennett AC as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Grant of Performance Rights to Managing Director & Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017