

13 October 2017

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

By electronic lodgment

Total Pages: 11 (including cover letter)

Dear Sir / Madam

Notice of AGM and Proxy Form

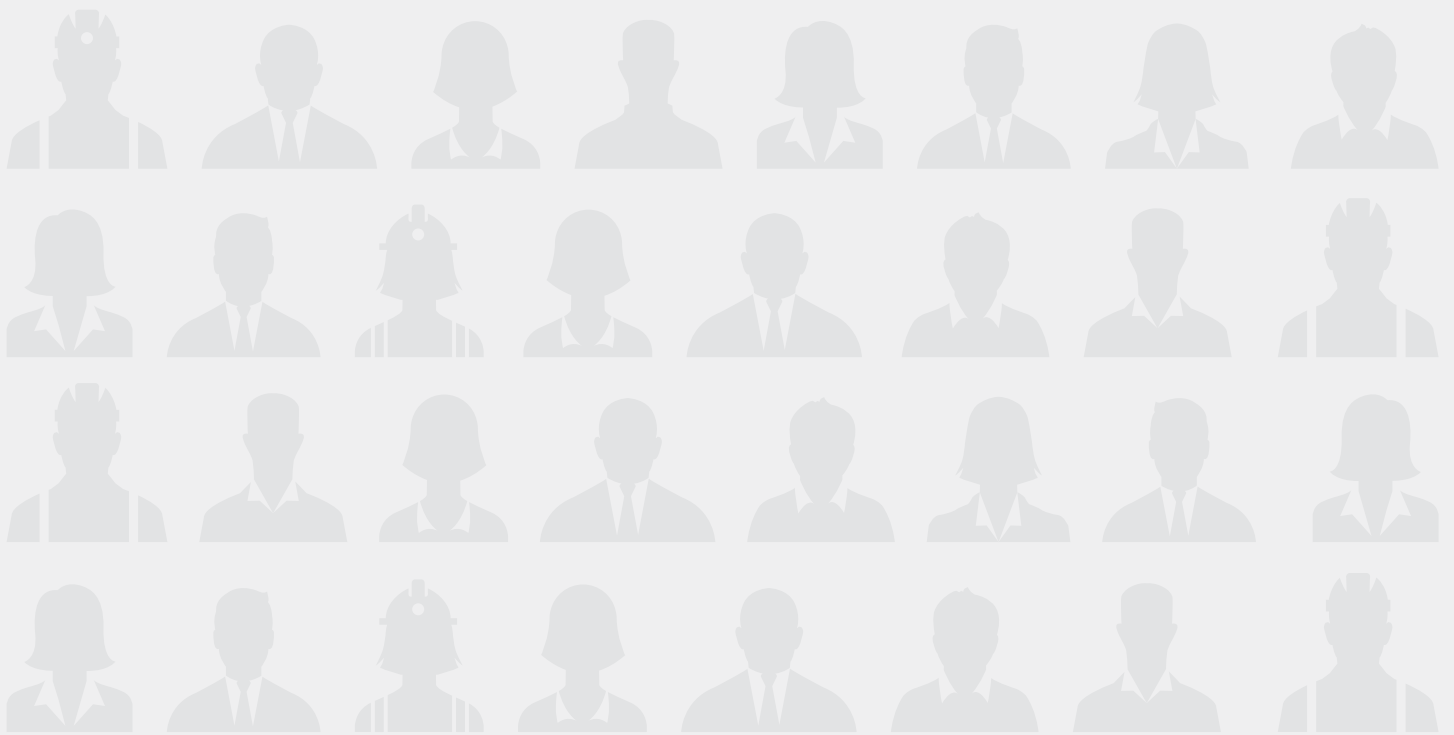
Attached is a copy of the 2017 Notice of Annual General Meeting and Proxy Form for ordinary shareholders which will be dispatched to shareholders along with the 2017 Annual Report today.

The 2017 Annual Report was lodged separately with ASX on 22 August 2017.

Yours faithfully



Warren Coatsworth
Company Secretary



**NOTICE
OF ANNUAL
GENERAL
MEETING**
2017

Notice is hereby given that the Annual General Meeting of Seven Group Holdings 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 NSW 2009 on Thursday, 16 November 2017 at 10.30 am (Sydney time).



The Annual General Meeting will be webcast live. Details for accessing the webcast will be posted on the Company’s website (www.sevengroup.com.au) in advance of the meeting.



AGENDA

STATEMENTS AND REPORTS

Item 1

To receive and consider the Financial Statements of the Company and the entities it controlled for the financial year ended 30 June 2017, together with the statements and reports of Directors and auditors attached to the financial statements.

Note:

- *There is no requirement for members to approve these statements or reports.*

RE-ELECTION OF DIRECTORS

Item 2

In accordance with Article 8.2(a) of the Company's Constitution, Mr Kerry Stokes AC retires and being eligible, offers himself for re-election as a Director of the Company.

Item 3

In accordance with Article 8.2(a) of the Company's Constitution, Mr Chris Mackay retires and being eligible, offers himself for re-election as a Director of the Company.

Item 4

In accordance with Article 8.2(a) of the Company's Constitution, The Hon. Warwick Smith AM retires and being eligible, offers himself for re-election as a Director of the Company.

REMUNERATION REPORT

Item 5

To adopt the Remuneration Report of the Company for the financial year ended 30 June 2017.

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.*

GRANT OF SHARE RIGHTS TO THE MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER UNDER THE COMPANY'S 2017 SHORT-TERM INCENTIVE PLAN

Item 6

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

That approval is given for the grant of 33,881 share rights to the Managing Director & Chief Executive Officer, Mr Ryan Stokes, under the Seven Group Holdings Limited Short-Term 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 6.*

AMENDMENT TO THE SHORT-TERM INCENTIVE AND LONG-TERM INCENTIVE PLANS

Item 7

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

That approval is given to amend the Seven Group Holdings Limited Short-Term Incentive ("STI") and Long-Term Incentive ("LTI") plans 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 7.*

PROPOSED INCREASE IN LIMIT OF AGGREGATE NON-EXECUTIVE DIRECTORS' FEES

Item 8

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

That, for the purposes of ASX Listing Rule 10.17, article 8.5(a) of the Company's Constitution and for all other purposes, the maximum aggregate annual remuneration of the Non-Executive Directors be increased by \$200,000 from \$2,000,000 to \$2,200,000.

Note:

- *A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes for Item 8.*

By order of the Board



Warren Coatsworth
Company Secretary

13 October 2017

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 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.

2. Voting exclusions apply to Item 5, Item 6, Item 7 and Item 8, 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) ("Closely Related Parties") will not be able to vote as a member's proxy on Item 5, Item 6, Item 7 and Item 8 unless the member directs 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 5, Item 6, Item 7 and Item 8.

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

- direct the Chairman how to vote by marking either "For", "Against" or "Abstain" on the corresponding sections of the proxy form corresponding to Items 5, 6, 7 and/or 8, in accordance with the instructions on that form; or
- not direct the Chairman how to vote on Items 5, 6, 7 and/or 8, 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 if the item is connected with the remuneration of the Key Management Personnel of the Company.

3. The Chairman intends to vote all available proxies in favour of all items of business.

4. Holders of Transferable Extendable Listed Yield Shares (TELYS4) are not eligible to vote on the resolutions being put to members at this meeting.

5. 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, 14 November 2017.

6. A proxy need not be a member of the Company.

7. Duly completed proxy forms must be returned to the Secretary, Seven Group Holdings 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/svwagm2017, in each case by no later than 10.30 am (Sydney time) on Tuesday, 14 November 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.

EXPLANATORY NOTES

These explanatory notes relate to the resolutions set out in the Notice of Meeting and form part of the Notice of Meeting.

ITEM 1:

Statements and Reports

As required by section 317 of the *Corporations Act 2001* (Cth) ("Corporations Act") the financial report, Directors' Report and auditors' report of Seven Group Holdings Limited ("Company") for the most recent financial year will be laid before the meeting. There is no requirement for a formal resolution on this item, and accordingly, this item is excluded from the proxy form. Members will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports.

During discussion of this item, the Company's auditor will be present and will answer relevant questions.

ITEMS 2, 3 AND 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 Kerry Stokes AC, Mr Chris Mackay and The Hon. Warwick Smith AM.

Under the Constitution of the Company, and consistent with the ASX Listing Rules, a Director who has held office for the longer of three Annual General Meetings of the Company or for three years (except the Managing Director and an alternate director of the Company) must retire from office. A retiring Director is eligible for re-election.

Messrs Kerry Stokes AC, Chris Mackay and Warwick Smith AM, who were each elected at the Company's 2014 Annual General Meeting, will each retire and stand for re-election at the meeting.

Under the Constitution, the Managing Director & Chief Executive Officer of the Company ("MD & CEO"), Mr Ryan Stokes, is not required to stand for election.

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

Mr Kerry Stokes AC – Executive Chairman

Being eligible, Mr Kerry Stokes AC, offers himself for re-election to the Board at the meeting.

Executive Chairman of Seven Group Holdings Limited since 22 April 2010.

Chairman of Australian Capital Equity Pty Limited Group which has significant interests in activities which include media and entertainment, resources, energy, property, pastoral and industrial activities.

Executive Chairman of Seven Network Limited since July 1999. Prior to that Non-Executive Chairman since June 1995.

Chairman of Seven Media Group Pty Limited since December 2006.

Chairman of Seven West Media Limited (formerly West Australian Newspapers Holdings Limited) since 11 December 2008. Appointed a Director on 25 September 2008.

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.

EXPLANATORY NOTES

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).

Mr Chris Mackay – Independent Non-Executive Director

Being eligible, Mr Chris Mackay, offers himself for re-election to the Board at the meeting.

Director of Seven Group Holdings Limited since 1 June 2010.

Managing Director of MFF Capital Investments Limited since 1 October 2013. Former Chairman of Magellan Financial Group Limited.

Member of the Audit & Risk Committee and of the Independent & Related Party Committee.

Considerable experience in business management, capital allocation, risk management and investment. A former investment banker and corporate and banking lawyer, with broad experience in the financial and corporate sectors over many years.

Formerly Chairman of the investment bank UBS Australasia, having previously been its Chief Executive Officer.

A director of Consolidated Media Holdings Limited from 8 March 2006 until 19 November 2012, when the company was taken over by News Corporation.

The Hon. Warwick Smith AM – Non-Executive Director

Being eligible, Mr Warwick Smith AM, offers himself for re-election to the Board at the meeting.

Director of Seven Group Holdings Limited since 12 September 2014.

Member of the Audit & Risk Committee and member of the Remuneration & Nomination Committee.

Chairman, New South Wales and Australian Capital Territory and Senior Managing Director, Australia for Australia and New Zealand Banking Group Limited. Board Director of ANZ Bank China.

Chairman of the Advisory Board of the Australian Capital Equity Group of companies.

Director of Estia Health Limited since 4 May 2017.
Director of Coates Hire since May 2016.

Chairman of the Australia China Council and Global Trustee of the Asia Society. Former Executive Director with the Macquarie Bank Group of companies and a former Chairman of E*Trade Limited.

Former Chairman of the Australian Sports Commission. Former Telecommunications Ombudsman. Former Minister for Sport, Territories and Local Government, Minister Assisting the Prime Minister on the Olympic Games in Sydney and Minister for Family Services.

Mr Smith was awarded the Member of the Order of Australia (AM) in 2008, for service to the Parliament of Australia, to the telecommunications industry, to the promotion of international trade and tourism and to philanthropy through a range of charitable and community organisations.

ITEM 5:

Remuneration Report

The Board unanimously recommends that members vote in favour of adopting 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 30 June 2017 can be found on pages 55 to 73 of the Company's 2017 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 key management personnel of the Company (including Directors);
- 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 the key management personnel of the Company; and
- sets out remuneration details for the key management personnel of the Company.

The Company would like to draw attention to the following summary of matters set out in the Remuneration Report for shareholders to consider in relation to voting on the Remuneration Report:

- The Group's underlying EBIT target for the 2017 financial year ("FY17") was \$283.0 million. 117.8 per cent of the Group's underlying EBIT target for FY17 was achieved (\$333.3 million).
- The Group's financial targets have been achieved and the year end result from an underlying EBIT perspective was 10 per cent up on FY16 and at the upper end of market guidance. In addition to the financial performance, our safety and people leadership has continued to improve during the year.
- Under the Company's STI plan, each individual Key Performance Indicator ("KPI") is allocated a specific weighting, such that the sum of the collective measures' weightings equals the relevant percentage of the participant's STI plan award opportunity. For the Managing Director & Chief Executive Officer ("MD & CEO"), 80 per cent of his STI plan KPIs relate to quantitative measures. For the other KMP Executives, between 50 and 80 per cent of their STI plan KPIs relate to quantitative measures.
- Percentage of STI plan opportunity awarded to the MD & CEO in FY17: 87.5 per cent.
- Other KMP received from 55 to 90 per cent of their STI plan opportunity in FY17.
- Awards under the Company's LTI plan only vest if the performance hurdles over the performance period are met.
- The vesting of performance rights granted under the LTI plan will be dependent on two independent performance measures, diluted Earnings Per Share ("EPS") and relative Total Shareholder Return ("TSR").

Voting exclusion statement

The Company will disregard any votes cast on Item 5:

- by or on behalf of the Directors and other key management personnel of the Company named in the Remuneration Report for the year ended 30 June 2017, or any of their 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 person 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 exercise the proxy as he sees fit, even though Item 5 is connected with the remuneration of the key management personnel.

ITEM 6:

Grant of Share Rights to the Managing Director & Chief Executive Officer under the Company's 2017 Short-Term Incentive Plan

The Board, other than Mr Ryan Stokes and Mr Bruce McWilliam, recommends that members vote in favour of Item 6.

The Company operates the Seven Group Holdings Limited STI plan to provide short-term incentives to selected executives, based on performance relative to corporate and individual goals over the Company's financial year. As a result of FY17 performance outcomes, the MD & CEO, Mr Ryan Stokes is entitled to receive an award under the STI plan. Under the terms and conditions of the STI plan, half of the award for the MD & CEO is deferred into share rights.

Further details regarding the STI plan and the FY17 STI award are set out in the Remuneration Report on pages 62 to 64 of the Company's 2017 Annual Report.

Under the design of the STI plan, STI awards may be made to eligible participants where the Group's underlying EBIT threshold target is met ("Financial Gateway"). The Group's underlying EBIT target for FY17 was \$283.0 million. 117.8 per cent of the Group's underlying EBIT target for FY17 was achieved (\$333.3 million) and as a result, up to 100 per cent of the on-target opportunity may be paid as STI awards dependent on achievement of additional performance criteria. The performance criteria for the MD & CEO under the STI plan is the achievement of KPIs as approved by the Board. For FY17, the MD & CEO achieved 87.5 per cent of the KPIs set under the STI plan.

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 terms of Mr Ryan Stokes' STI grant require that the securities to satisfy the STI award 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 securities to Mr Ryan Stokes.

Summary of the key terms of the grant of securities

A brief overview of the key terms of the proposed grant under the STI plan is set out below.

Details of the proposed STI grant	<p>The MD & CEO, Mr Ryan Stokes participated in the STI plan in respect of FY17 ("FY17 STI"). Under the FY17 STI, Mr Stokes received an STI opportunity of up to 50 per cent of his fixed annual remuneration, subject to satisfying two separate performance measures – achievement of the Group's underlying EBIT target and achievement of a balanced scorecard of measurable and quantifiable individual targets.</p> <p>Following the end of the financial year, the Board determined, based on the performance of both the Company and Mr Ryan Stokes, that Mr Ryan Stokes is entitled to receive 87.5 per cent of his FY17 STI opportunity.</p> <p>Under the STI plan, half of the FY17 STI that has been earned is delivered as a cash bonus to the MD & CEO, and the remaining half is delivered in share rights as the deferred component of his STI.</p> <p>Accordingly, Mr Ryan Stokes is entitled to receive \$350,000 of share rights (being the "Grant Value" of the deferred share rights component of his FY17 STI). The number of share rights to be allocated to Mr Ryan Stokes will be 33,881. This has been determined by dividing the Grant Value by the Company's closing share price on 30 June 2017, adjusted to reflect that share rights do not entitle the holder to dividends on the underlying shares until the share rights vest and shares are acquired. A share right is a right to acquire one ordinary share in the Company.</p>
Grant date	If shareholder approval is obtained, the Company intends that the share rights will be allocated to Mr Ryan Stokes on or about 1 December 2017, but in any event, within 12 months after the date of the meeting.
Vesting of shares	Subject to the terms of the STI plan, the share rights will vest as shares on 1 July 2018. Mr Ryan Stokes will not be entitled to vote nor be paid dividends in respect of those unvested share rights.
Price payable for securities	No amount will be payable by Mr Ryan Stokes upon the allocation of the share rights or vesting of the share rights.
Cessation of employment	<p>If Mr Ryan Stokes ceases employment with the Company prior to the vesting of share rights, his entitlement to the unvested share rights will depend on the circumstances of cessation. If Mr Ryan Stokes' employment is terminated for cause, all his unvested share rights will immediately lapse.</p> <p>In other circumstances, Mr Ryan Stokes' unvested share rights will generally continue on foot, subject to the original vesting conditions, as though he had not ceased employment, unless the Board determines otherwise. Except where Mr Ryan Stokes' employment ceases due to permanent disablement or death, the Board may determine, in its discretion and prior to or within 60 days of cessation, that some or all of Mr Ryan Stokes' unvested share rights vest (either immediately or subject to conditions) or lapse with effect from the date of cessation.</p>
Other information	<p>No other Director of the Company is eligible to receive share rights under the STI plan. Mr Ryan Stokes is the only Director of the Company who has received share rights under the STI plan since shareholder approval was obtained to grant Mr Ryan Stokes share rights under the STI plan at the Company's 2016 Annual General Meeting. Following shareholder approval, Mr Ryan Stokes received 58,630 share rights in relation to FY16. No amount was payable by Mr Ryan Stokes upon allocation of these share rights.</p> <p>Mr Bruce McWilliam is entitled to participate in the STI plan but has different terms of participation for the deferred component of the STI plan as he is not directly employed by the Company.</p>

Voting exclusion statement

The Company will disregard any votes cast on Item 6:

- by or on behalf of Mr Ryan Stokes and Mr Bruce McWilliam (being the only Directors eligible to participate in the STI plan), and any of their associates regardless of the capacity in which the vote is cast, or
- as a proxy by any of the key management personnel of the Company 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 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 to vote as the proxy decides.

ITEM 7:

Amendment to the Short-Term Incentive and Long-Term Incentive plans

The Board, other than Mr Ryan Stokes and Mr Bruce McWilliam, recommends that members vote in favour of Item 7.

Changes to remuneration structure: introduction of new Executive Incentive (“EI”) Plan

During FY17, the Remuneration & Nomination Committee (“Committee”) undertook a review of the Group’s variable remuneration structures for executives. The purpose of the review was to determine whether the existing incentive arrangements were appropriately aligned with the Group’s business objectives and fit-for-purpose to support the creation of long-term value for the Group’s shareholders.

Following that review, as outlined in the Remuneration Report in the Company’s FY17 Annual Report, the Board resolved to implement a new incentive plan, the EI Plan to replace the existing STI and LTI plans. The key objectives of the new EI Plan are to:

- reduce complexity by introducing one variable incentive structure for all senior executives;
- strategically align the remuneration arrangements for the Group and operating companies;
- drive an ‘ownership’ culture amongst key executives at both a Group and operating company level;
- reward the creation of shareholder value over the long-term; and
- attract and retain key executives.

Under the EI Plan, eligible executives will receive an annual incentive award opportunity (“Award”) subject to satisfaction of certain performance conditions over the relevant financial year (“Performance Period”). To the extent these performance conditions are satisfied following the end of the Performance Period:

- 25 per cent of the Award outcome will be delivered in cash; and
- 75 per cent of the Award outcome will be delivered in deferred equity.

For the FY18 EI Plan, the Performance Period is the financial year ending 30 June 2018.

The cash component (being 25 per cent of the Award outcome) is paid as soon as practicable following testing.

The deferred equity component is delivered in two tranches. The first tranche, comprising 35 per cent of the Award outcome, will be granted following the end of the Performance Period. This tranche is delivered via a grant of shares in the Company which are restricted for two years from the end of the Performance Period and vest subject to the executive’s continued employment with the Group over that two year period (“Restricted Shares”). Upon vesting, Restricted Shares are subject to a further one year trading restriction.

The second tranche, comprising the remaining 40 per cent of the Award outcome, will be delivered via a grant of rights to acquire shares in the Company (“Performance Rights”). The Performance Rights will be granted based on achievement of balanced scorecard measures following the end of the Performance Period and will vest at the end of a three year period, commencing at the end of the Performance Period, subject to:

- the executive’s continued employment with the Group; and
- the Group’s relative TSR performance against the S&P/ASX 100 Accumulation Index (Index) over the four year period (which includes the Performance Period).

Performance Rights that vest are automatically exercised into shares which are then subject to a further one year trading restriction.

Key elements of the EI Plan are summarised in the following table:

Key element of EI Plan	Description	
Eligible executives	<ul style="list-style-type: none"> Group executives: Managing Director & Chief Executive Officer, Group Chief Financial Officer and Group Chief Operating Officer Operating company executives: Chief Executive Officers of operating companies and their direct reports 	
Cash / equity mix of Award outcome	Cash / equity component	Percentage of target incentive
	<ul style="list-style-type: none"> Cash component <ul style="list-style-type: none"> Short-term Equity components: <ul style="list-style-type: none"> Medium-term – deferred equity (Restricted Shares) Long-term – deferred equity (Performance Rights) 	25% 35% 40%
	Total	100%
Equity vehicles	<p>For the Restricted Shares, the number of equity instruments granted is determined by dividing the face value of the Award opportunity for the Restricted Share tranche by the closing 30 June share price prior to the commencement of the Performance Period.</p> <p>For the Performance Rights, the number granted is determined by dividing the face value of the Award opportunity for the Performance Rights tranche by an amount calculated based on the closing 30 June share price prior to the commencement of the Performance Period adjusted for the value of expected dividends foregone and in accordance with the terms and conditions of the plan.</p> <p>Equity is only awarded where balance scorecard objectives for the financial year are achieved.</p>	
Performance / vesting and restriction periods	Component	Period
	<ul style="list-style-type: none"> Annual EI performance to determine Award outcome Deferred equity (Restricted Shares) Deferred equity (Performance Rights) 	<ul style="list-style-type: none"> One year (the Performance Period) Three year vesting period (including the Performance Period) and an additional one year post-vesting restriction on shares Four year vesting period (including the Performance Period) and an additional one year post-vesting restriction on shares
Performance measures	Component	Performance measures
	<ul style="list-style-type: none"> Annual EI performance to determine Award outcome (cash and Restricted Shares) Deferred equity (Performance Rights) (long-term) 	<ul style="list-style-type: none"> Balanced scorecard of financial and non-financial performance measures with a financial gateway Performance Rights awarded is based on achievement of a balanced scorecard. Outperformance of the Relative TSR performance measured against the Index over the Performance Period

A comparison of the EI Plan with the Group's existing STI and LTI plans, along with the Committee's rationale for implementation of the Plan, is outlined in the Remuneration Report on pages 55 and 56 of the Group's 2017 Annual Report.

Why is shareholder approval being sought?

Shareholder approval is not required for the purposes of the ASX Listing Rules or the *Corporations Act 2001* (Cth). However, in the interests of transparency and good governance, the Board has determined to seek shareholder approval for the proposed amendments to the STI and LTI plans.

Voting exclusion statement

The Company will disregard any votes cast on Item 7:

- by or on behalf of Mr Ryan Stokes and Mr Bruce McWilliam (being the only Directors eligible to participate in the STI and LTI plans), and any of their associates regardless of the capacity in which the vote is cast; or
- as a proxy by any of the key management personnel of the Company 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 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 to vote as the proxy decides.

EXPLANATORY NOTES

ITEM 8:

Proposed increase in limit of aggregate Non-Executive Directors' fees

ASX Listing Rule 10.17 and clause 8.5(a) of the Company's Constitution requires shareholders to approve any increase in the total amount of Non-Executive Directors' remuneration that can be paid each year. The current limit of aggregate annual remuneration payable to Non-Executive Directors of \$2,000,000 has not changed since the formation of the Company in 2010. Details of the Company's approach and the amount of remuneration paid to Non-Executive Directors is disclosed in the Remuneration Report contained within the Directors' Report, in the Company's 2017 Annual Report.

Non-Executive Directors are remunerated via Board and Committee fees which are reviewed annually. The Company's Board and Committee fees are inclusive of statutory superannuation and reflect the time commitment and responsibilities involved, taking into account market rates for significant publicly listed companies. Non-Executive Directors do not receive payments on their retirement from office other than payments accruing from superannuation contributions comprising part of their remuneration.

During FY17 the Remuneration & Nomination Committee conducted a benchmarking review of Non-Executive Director fees by reference to market data provided by Mercer. The Committee recommended to the Board, and the Board resolved, that in view of the extra responsibilities that the Audit & Risk Committee Chair consistently fulfils and the considerable time commitment involved, the Audit & Risk Committee Chair fee be increased from \$60,000 to \$80,000 and that base Non-Executive Director fees be increased by \$10,000, effective from 1 July 2017.

Prior to the foregoing review, fees paid to Non-Executive Directors and the maximum aggregate annual remuneration of the Non-Executive Directors have not changed since formation of the Company in 2010. No securities have been issued to a Non-Executive Director of the Company under ASX Listing Rules 10.11 or 10.14 with the approval of shareholders at any time within the preceding three years.

The Company is mindful of ensuring that the level of fees the Company may offer keeps pace with market conditions, given that contemporary regulatory demands have increased the responsibilities placed on Non-Executive Directors and the time committed to their duties. The proposed increase to the aggregate annual remuneration payable to Non-Executive Directors would allow flexibility for market increases in the future and support the capacity for the Company to appoint other suitably qualified Non-Executive Directors as required, as well as allowing for better succession planning by facilitating the appointment of a new Non-Executive Director before the retirement of an existing Non-Executive Director.

It is also relevant that under the Company's Constitution a maximum of 12 Directors may be appointed to the Board. The Board currently comprises nine Directors. The proposed increase would provide the appropriate remuneration capacity to satisfy the appointment of additional Directors to the Board to ensure that the Board remains comprised of high calibre Directors with a mix of skills, strategic competencies, qualifications and experience to oversee the Company's diverse range of operations and investments.

Voting exclusion statement

The Company will disregard any votes cast on the proposed resolution in Item 8:

- by or on behalf of a Director of the Company and any of their associates regardless of the capacity in which the vote is cast; or
- as a proxy by any of the key management personnel of the Company at the date of the meeting or their Closely Related Parties.

However, the Company need not disregard a vote cast 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 to vote as the proxy decides.

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 (opposite Doltone House).

WALKING DISTANCE

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 Route 389 regularly depart Town Hall to Pirrama Road. For route and timetable information, call 13 15 00 or visit www.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 the Pirrama Road to Doltone House on Jones Bay Wharf.



- ✉ **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

ASX: SVW

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am (Sydney time) on Tuesday 14 November 2017**

🖥️ TO VOTE ONLINE

- STEP 1: VISIT www.votingonline.com.au/svwagm2017
- 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 5, 6, 7 or 8, 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 5, 6, 7 or 8, 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 14 November 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/svwagm2017
- ☎ **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 Group Holdings Limited

ABN 46 142 003 469

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 Group Holdings 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 NSW 2009 on Thursday, 16 November 2017 at 10.30 am (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 5,6,7 and/or 8, and I/we am/are entitled to vote on the relevant item(s), 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 5,6,7 and/or 8 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 Items 5,6,7 and/or 8). 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 Mr Chris Mackay as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Re-election of The Hon. Warwick Smith AM 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"/>
Item 6	Grant of Share Rights to the Managing Director & Chief Executive Officer under the Company's 2017 Short-Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Amendment to the Short-Term Incentive and Long-Term Incentive Plans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8	Proposed increase in limit of aggregate Non-Executive Directors' fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDER

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