



2021 ANNUAL GENERAL MEETING

1 October 2021: Nine Entertainment Co. (ASX:NEC) provides the following documents for its Annual General Meeting to be held virtually on Thursday, 11 November 2021 at 10.00am (Sydney time):

- Notice of Meeting
- Voting Form
- Virtual Meeting Online Guide
- Question form
- Letter to shareholders who receive a hard copy Voting Form

The Notice of Meeting, Online Guide and Question form will also be available on NEC's website (www.nineforbrands.com.au/investors).

This announcement was authorised for lodgment by the Company Secretary of NEC.

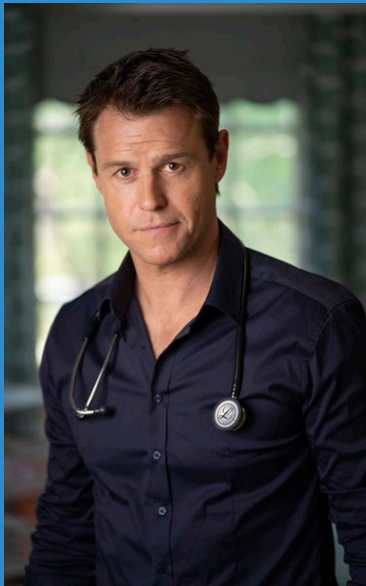
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Nine

2021 Notice of Meeting



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PETER BEECHER PAGE 4



Dear Shareholder

2021 ANNUAL GENERAL MEETING

On behalf of the Board of Directors of Nine Entertainment Co. Holdings Limited (the **Company**), I am pleased to invite you to participate in the Company's 2021 Annual General Meeting (**AGM**) on Thursday, 11 November 2021, at 10.00am. The AGM will be held virtually, given the current restrictions in Australia around travel and gatherings.

The enclosed Notice of Meeting and Explanatory Statement contain important information about the matters to be considered at the meeting.

I encourage all shareholders who are able, to participate in the AGM via the online platform (<https://agmlive.link/NEC21>). Details of how to log in to the meeting are set out in the enclosed Notice of Meeting and Virtual AGM Guide. Registration opens one hour before the commencement of the meeting for you to log onto the platform. You will need your SRN or HIN (which are on your Voting Form) or proxyholder login which will be provided by Link. You will be able to see the live webcast of directors and the presentations to the AGM, as well as the presentation slides. Shareholders and proxy holders will be able to ask questions during the AGM and to hear the discussion. If you are unable to attend the AGM but wish to vote, you can either appoint a proxy or lodge a direct vote. Details for how to do this are in the attached materials.

If you wish to submit a question to the AGM ahead of the meeting on any matters relating to the management of the Company, there is a link available via the Company's website (www.nineforbrands.com.au/investors).

I look forward to welcoming you to the AGM on Thursday, 11 November 2021.

Yours sincerely



PETER COSTELLO

Chairman

Notice of Meeting

Nine Entertainment Co. Holdings Limited ACN 122 203 892 (Company) will hold its Annual General Meeting on Thursday, 11 November 2021 at 10.00am (Sydney time) to transact the following business referred to in this Notice of Meeting.

Shareholders are able to participate in the AGM by attending virtually via our online AGM platform <https://agmlive.link/NEC21> or via the use of a direct voting form or the appointment of a proxy.

1. Financial Reports

To receive and consider the financial report of the Company for the year ended 30 June 2021, together with the Directors' Report and the Auditor's Report as set out in the Annual Report of the Company for the year ended 30 June 2021.

2. Resolution 1 – Non Binding Resolution to adopt the Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2021 as set out in the Annual Report.

Note: The vote on this Resolution is advisory only and does not bind the Company.

3. Resolution 2 – Re-election of Ms Catherine West as a Director

To re-elect Ms Catherine West, who retires in accordance with clause 26.10 of the Constitution and offers herself for re-election, as a Director.

4. Resolution 3 – Election of Mr Andrew Lancaster as a Director

To elect Mr Andrew Lancaster, who was appointed a Director of the Company by the Board, and is required to seek election in accordance with clause 26.6 of the Constitution, as a Director.

5. Resolution 4 – Grant of 2021 performance rights to CEO

To approve for all purposes the grant of 261,038 performance rights to the Chief Executive Officer, Mr Michael Sneesby, as described in the Explanatory Statement.

6. Resolution 5 – Grant of 2022 performance rights to CEO

To approve for all purposes the grant of 628,817 performance rights to the Chief Executive Officer, Mr Michael Sneesby, as described in the Explanatory Statement.

By order of the Board

RACHEL LAUNDERS
Company Secretary

Dated: 1 October 2021

Information for Shareholders

Accessing the Virtual AGM

The AGM will be webcast for participation by Shareholders and proxyholders, via the online platform at <https://agmlive.link/NEC21>. To participate, you will need a desktop computer or mobile/tablet device with internet access. We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below, to check that it works on your device.

Enter <https://agmlive.link/NEC21> into a web browser on your computer or device. To be verified as a shareholder or proxy holder who is eligible to vote and participate in the meeting:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Voting Form; and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

More information about how to use the AGM platform, including how to vote and ask questions during the meeting is available in the Virtual AGM Guide, which has been lodged with the ASX and is available on our website (<https://www.nineforbrands.com.au/investors/>).

Shareholders who are entitled to vote

You are eligible to attend and vote at the AGM, if you are registered as a Shareholder as at 7.00pm (Sydney time) on 9 November 2021.

How to vote

As the AGM is being held virtually, each resolution considered at the AGM will be conducted by poll, rather than a show of hands.

Shareholders may vote by:

- using the online platform during the meeting;
- appointing a proxy; or
- lodging a direct vote before the meeting.

Online voting

A Shareholder who wishes to vote online during the meeting will need to log onto the platform, using the instructions set out above. Online voting will be open between the commencement of the AGM at 10.00am (Sydney time) on 11 November 2021 and the time at which the Chairman announces voting closure.

Voting by proxy

A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies, by completing the "Appoint a Proxy" section in the enclosed Voting Form. Each proxy will have the right to vote on a poll and to speak at the AGM. The proxy can be either an individual or a body corporate. A proxy need not be a Shareholder.

Where two proxies are appointed by a Shareholder, the appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. If the appointment does not specify the proportion or number of the Shareholder's votes which each proxy may exercise, the votes will be divided equally among the proxies.

If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. Proxy appointments in favour of the Chairman that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions.

Link will contact all proxyholders at least 48 hours before the AGM to provide them with the login information that they will need to use the online AGM platform.

Direct voting before the meeting

If a Shareholder is unable to participate in the AGM, they are entitled to vote their shares directly before the meeting, by completing and returning the "Direct Voting" section of the enclosed Voting Form. They will then not need to appoint a proxy. The Shareholder must mark either the "for" or "against" boxes for each item on the Voting Form. If a Shareholder does not give a direction on all the items, or if they complete sections for the Voting Form for both the appointment of a proxy and a direct vote, the Voting Form will be treated as the appointment of the Chairman as proxy for the Shareholder.

Submitting a Voting Form

The Voting Form must be signed by the Shareholder or the Shareholder's attorney and accompanied by an original or certified copy of any Power of Attorney under which it is signed. Voting Forms given by corporations must be executed in accordance with the Corporations Act.

Please lodge the Voting Form online at linkmarketservices.com.au in accordance with the instructions provided on the website or send it in the reply-paid envelope provided to Link Market Services Limited, Locked Bag 414, Sydney South NSW 1235 or by fax to Link Market Services Limited on +61 29287 0309.

Voting Forms must be received by 10.00am (Sydney time) on 9 November 2021.

Submitting questions in advance

Shareholders are invited to submit questions to the AGM ahead of the meeting on any matters relating to the management of the Company. This can be done via the form which is available on the Company's website (www.nineforbrands.com.au/investors). The Company will endeavour to address the more frequently asked questions during the presentations to the meeting. Questions must be received by the Company or Link Market Services by 5.00pm on 2 November 2021.

Submitting questions during the meeting

Shareholders and proxyholders will be given an opportunity to ask questions either through the virtual platform or in real-time by telephone. A personalised PIN is needed to ask questions by telephone. To receive a personalised PIN, please contact Link Market Services before the AGM. Dial-in details for the AGM and contact details for Link Market Services are included in the Online Guide. If you plan to ask questions by telephone, you will still need to log into the online platform if you wish to vote during the meeting.

Explanatory Statement

This Explanatory Statement is intended to provide Shareholders with information to assess the Resolutions contained in the accompanying Notice of Meeting for the AGM.

1. Financial Reports

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2021, together with the Directors' declaration and report in relation to that financial year and the Auditor's Report.

No resolution is required on this item of business. Shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments on the accounts and on the management of the Company. Shareholders will also have a reasonable opportunity to ask a representative of Ernst & Young, the Company's auditor, questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the independent audit report;
- c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d. the independence of the auditor in relation to the conduct of the audit.

2. Resolution 1 – Adoption of the Remuneration Report

The Company is required to put a resolution to its Shareholders that the Remuneration Report as disclosed in the Company's 2021 Annual Report be adopted. The Remuneration Report is contained in the Company's 2021 Annual Report which is available on the Company's website (www.nineforbrands.com.au/investors). It provides information relating to the remuneration policy and practices of the Company and the structure and details of remuneration payable to the Directors and certain senior executives of the Company.

The vote on Resolution 1 is advisory only and does not bind the Company. However, the Board will take account of the outcome of the vote on this resolution in reviewing the remuneration practices and policies of the Company.

Shareholders should note that the Chairman intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chairman to vote against Resolution 1 or to abstain from voting.

The Board, acknowledging that each Director has an interest in his or her remuneration as disclosed in the Remuneration Report, recommends that Shareholders vote in favour of Resolution 1.

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a Restricted Voter. However, the Company need not disregard a vote if:

- a. it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution; and
- b. it is not cast on behalf of a Restricted Voter.

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 1 unless:

- a. the appointment specifies the way the proxy is to vote on Resolution 1; or
- b. the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-election of Ms Catherine West as a director

Pursuant to Clause 26.10 of the Company's Constitution, Ms Catherine West retires by way of rotation and, being eligible, offers herself for re-election as a Director.

Ms West was appointed to the Board in May 2016 as an independent, Non-Executive Director and is the Chair of the People & Remuneration Committee and a member of the Audit & Risk Management Committee.

Ms West has more than 25 years of business and legal affairs experience in the media industry, both in Australia and the UK. Her most recent executive role was Director of Legal – Content Commercial and Joint Ventures for Sky Plc in the UK. In this role, she was responsible for all of Sky's content relationships, distribution, commercial activities and joint ventures.

Ms West has been a non-executive director since 2016 and in addition to Nine, serves on the Boards of ASX listed Monash IVF Group, Peter Warren Automotive and the Endeavour Group. She is also Vice-President of the Sydney Breast Cancer Foundation at Chris O'Brien Lifecare, a director of NIDA and the NIDA Foundation Trust, and a Governor of Wenona School. She is a consultant to media companies internationally and to the healthcare sector.

Ms West is a Graduate Member of the Australian Institute of Company Directors and holds a Bachelor of Laws (Hons) and Bachelor of Economics degree from the University of Sydney.

Ms West brings to the Board skills in, among other areas, the media industry, strategy, content, digital businesses, risk management, M&A and managing people and change.

The Board (Ms West abstaining) recommends that Shareholders vote in favour of Resolution 2.

4. Resolution 3 – Election of Mr Andrew Lancaster as a director

Pursuant to Clause 26.6 of the Company's Constitution, Mr Andrew Lancaster, who was appointed a Director of the Company by the Board on 1 April 2021, is required to seek election as a Director.

Mr Lancaster is CEO of the WIN Corporation and Birketu Pty Ltd, the Company's largest individual shareholder. For this reason, he is not considered to be an independent director.

After more than 27 years working in the media sector, Mr Lancaster has extensive experience in both metropolitan, and regional television and radio. He has a broad knowledge of strategic, structural, operational, financial and resource management as well as a proven history of driving strong revenue growth across all areas of these businesses.

He is currently a Director of Free TV Australia, Broadcast Transmission Services and NRL team St George Illawarra Dragons.

Mr Lancaster holds a Master of Commerce Human Resource Management and a Bachelor of Economics and Management, both from the University of Wollongong.

Mr Lancaster brings to the Board skills in, among other areas, the media industry, strategy, political and regulatory matters, managing people and change and risk management.

The Board (Mr Lancaster abstaining) recommends that Shareholders vote in favour of Resolution 3.

5. Resolution 4 – Grant of 2021 performance rights to CEO

Mr Michael Sneesby was appointed as a director of the Company and Chief Executive Officer on 1 April 2021. Subject to shareholder approval, as part of Mr Sneesby's remuneration package, he is entitled to participate in the Company's Long Term Incentive Plan. As Mr Sneesby held the role of Chief Executive Officer for 3 months of FY21, the Company proposes to issue performance rights to the value of \$437,500, which is one quarter of the annual long term incentive entitlement to which Mr Sneesby is entitled (being \$1,750,000). Based on the 10 day VWAP of \$1.676 around the release of the Company's FY20 results, this results in the proposed grant of 261,038 performance rights.

ASX Listing Rule 10.14 requires shareholder approval for Mr Sneesby, being a director of the Company and therefore a Listing Rule 10.14.1 party, to be issued securities under an employee incentive plan such as the Company's Long Term Incentive Plan. The Board intends that no new shares will be issued to Mr Sneesby on vesting of the Performance Rights (as any entitlement to shares will be satisfied by the acquisition of shares on market), but obtaining this approval gives the Company flexibility to issue shares on exercise of the Performance Rights if circumstances require at that time. Mr Sneesby is the only director who is entitled to participate in the Long Term Incentive Plan. One former director, being the previous Chief Executive Officer, was entitled to participate in the Long Term Incentive Plan.

If shareholder approval is obtained under ASX Listing Rule 10.14, the grant of these performance rights will then fall within Listing Rule 7.2 exception 14, with the result that the issue of those securities (which equate to 0.015% of the Company's issued capital) will not be included in the calculation of the Company's 15% placement capacity under Listing Rule 7.1.

Details of Mr Sneesby's remuneration

Mr Sneesby's remuneration package comprises:

- Fixed remuneration (base pay, superannuation, non-monetary benefits) of \$1,400,000 per annum;
- A short term incentive opportunity of 100% of fixed remuneration (at target) and 125% of fixed remuneration (as the maximum opportunity); and
- A long term incentive opportunity of 125% of fixed remuneration (ie \$1,750,000).

Previous grants

Mr Sneesby has not previously received any performance rights.

Explanatory Statement

Performance Rights

Performance rights are not fully paid ordinary securities. The material terms of the securities are set out below. Performance rights are a commonly used form of security for executive incentive plans, as they can be issued subject to vesting criteria and do not give any rights to the holder (such as voting or dividend rights) before they are vested and exercised, but create alignment between the executives who hold the rights and shareholders.

Details of the Company's LTI Plan are contained in the Annual Report. Key elements of the plan are summarised below:

What does a Performance Right provide?	<p>If the conditions to vesting are satisfied, each Performance Right will, at the Company's election, convert to a Share on a one-for-one basis or entitle Mr Sneesby to receive cash to the value of a Share.</p> <p>No amount is payable by Mr Sneesby for the issue of the Performance Rights or on conversion of the Performance Rights.</p> <p>Mr Sneesby does not receive any voting or dividend entitlements before the Performance Rights have vested and been exercised.</p>
Vesting Condition 1 – Total Shareholder Return	<p>104,415 of the Performance Rights (to the value of \$175,000) are subject to the Company's Total Shareholder Return (TSR) performance against a comparator group over the 3 year period from 1 July 2020 to 30 June 2023. The comparator group is a subset of ASX 200 companies (being companies in the Information Technology, Consumer Discretionary, Consumer Staples and Communication Services sectors).</p> <p>If the Company's TSR performance is at the 50th percentile, 50% of these Performance Rights (ie 52,208 Performance Rights) will vest. If TSR exceeds the stretch target of the 75th percentile, 100% of these Performance Rights will vest (ie 104,415 Performance Rights). Between those two targets, Performance Rights will vest on a straight line basis.</p>
Vesting Condition 2 – Earnings Per Share Growth	<p>104,415 of the Performance Rights (to the value of \$175,000) are subject to the achievement of fully diluted earnings per share growth (EPSG) targets over the 3 year period to 30 June 2023. The targets for the 3 year period have been set by the Board.</p> <p>As the target for EPSG is commercially sensitive, the Company will disclose the performance targets when Performance Rights vest.</p> <p>If EPSG over the 3 year period meets the threshold target, 33% of these Performance Rights (ie 34,457 Performance Rights) will vest. If EPSG exceeds the stretch target, 100% of these Performance Rights (ie 104,415 Performance Rights) will vest. Between those two targets, Performance Rights will vest on a straight line basis.</p>
Vesting Condition 3 – Digital Growth	<p>52,208 of the Performance Rights (to the value of \$87,500) will vest, based on the Board's assessment of performance against measures set by the Board to accelerate the Nine group's transformation as a digital business over the 3 years to 30 June 2023. This is based on targets relating to digital audience growth, digital revenue growth and subscription revenue growth. The Board will assess the Company's performance against the targets on an aggregated basis, in determining how many of this tranche of Performance Rights will vest.</p>
Cessation of employment (Employment Conditions)	<p>If Mr Sneesby ceases to be employed by the Company before 1 July 2023 due to:</p> <ul style="list-style-type: none">• being summarily dismissed;• resignation (subject to the Board exercising a discretion to allow some or all Performance Rights to be retained); or• terminating his employment agreement otherwise than in accordance with the terms of that agreement, <p>any unvested Performance Rights held at the date of termination will lapse.</p> <p>If Mr Sneesby ceases to be employed by the Company in any other circumstances (e.g. redundancy, retirement, ill health), Mr Sneesby will retain a pro-rated number of unvested Performance Rights, which will be tested after 1 July 2023, to determine the number of such rights which have vested.</p>
Testing	<p>Performance against each of the vesting conditions will be determined independently.</p> <p>Any Performance Rights which do not vest at the end of the performance period will lapse.</p> <p>Performance rights which vest may be exercised at any time up to 30 June 2025 (subject to the Company's Securities Trading Policy). Any rights which are not exercised before that date will lapse.</p>

Restrictions	Mr Sneesby is not permitted to transfer any Performance Rights. Trading in any shares issued to Mr Sneesby on exercise of the Performance Rights will be restricted for so long as he remains Chief Executive Officer of Nine, and is subject to the Company's Securities Trading Policy.
Maximum number of shares	The maximum number of shares which Mr Sneesby may receive, if vesting conditions are met and the rights exercised, will be 261,038 (subject to any adjustments made under the Long Term Incentive Plan).
Grant of rights	If Shareholders approve this resolution, the rights will be granted to Mr Sneesby shortly after the meeting, and within 12 months after the date of this meeting.

There are no loans made in connection with the acquisition of securities under the Long Term Incentive Plan.

Details of any securities issued under the LTI Plan following approval under this resolution will be published in Nine's annual report for the current financial year with a statement that approval of the issue was obtained under ASX Listing Rule 10.14. As Mr Sneesby is currently the only person named in this resolution, no other person covered by ASX Listing Rule 10.14 who becomes entitled to participate in an issue of securities under the LTI Plan may do so, until approval is obtained under that rule.

The Board (Mr Sneesby abstaining) recommends that Shareholders vote in favour of Resolution 4.

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 4:

- a. by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in Nine's LTI Plan or any associate of those persons; or
- b. by a Restricted Voter as a proxy unless the vote is cast as a proxy for a person who is entitled to vote on the resolution, and:
 - the appointment specifies the way the proxy is to vote on Resolution 4; or
 - the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy.

However, a vote may be cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided:
 - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the resolution; and
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote on that way.

6. Resolution 5 – Grant of 2022 performance rights to CEO

The Board has determined, subject to Shareholder approval, to offer Mr Sneesby (a director of the Company) an allocation of Performance Rights, to the value of \$1,750,000 on the terms of the Company's LTI Plan, which will be tested against vesting conditions for the 3 years to 30 June 2024. Based on the 10 day volume weighted average price around the release of the Company's financial results for the year to 30 June 2021 of \$2.783, Mr Sneesby will be entitled to 628,817 Performance Rights.

As with Resolution 4, this resolution seeks approval under ASX Listing Rule 10.14 as Mr Sneesby is a director of the Company and therefore a Listing Rule 10.14.1 party. The Board intends that no new shares will be issued to Mr Sneesby on vesting of the Performance Rights (as any entitlement to shares will be satisfied by the acquisition of shares on market), but obtaining this approval gives the Company flexibility to issue shares on exercise of the Performance Rights if circumstances require at that time.

As noted above in relation to Resolution 4, if shareholder approval is obtained under ASX Listing Rule 10.14, the grant of these performance rights will then fall within Listing Rule 7.2 exception 14, with the result that the issue of those securities (which equate to 0.037% of the Company's issued capital) will not be included in the calculation of the Company's 15% placement capacity under Listing Rule 7.1.

Explanatory Statement

The details of Mr Sneesby's remuneration package, the number of rights granted to him under the LTI Plan previously, proposed timing to issue rights and the key terms of the Performance Rights set out above in relation to Resolution 4 also apply to the proposed 2022 Performance Rights. Details specific to the 2022 Performance Rights are set out below:

Vesting Condition 1 – Total Shareholder Return	251,526 of the Performance Rights (to the value of \$700,000) are subject to the Company's Total Shareholder Return (TSR) performance against a comparator group over the 3 year period from 1 July 2021 to 30 June 2024. The comparator group is a subset of ASX 200 companies (being companies in the Information Technology, Consumer Discretionary, Consumer Staples and Communication Services sectors). If the Company's TSR performance is at the 50th percentile, 50% of these Performance Rights (ie 125,763 Performance Rights) will vest. If TSR exceeds the stretch target of the 75th percentile, 100% of these Performance Rights will vest (ie 251,526 Performance Rights). Between those two targets, Performance Rights will vest on a straight line basis.
Vesting Condition 2 – Earnings Per Share Growth	251,526 of the Performance Rights (to the value of \$700,000) are subject to the achievement of fully diluted earnings per share growth (EPSG) targets over the 3 year period to 30 June 2024. The targets for the 3 year period have been set by the Board. As the target for EPSG is commercially sensitive, the Company will disclose the performance targets when Performance Rights vest. If EPSG over the 3 year period meets the threshold target, 33% of these Performance Rights (ie 83,003 Performance Rights) will vest. If EPSG exceeds the stretch target, 100% of these Performance Rights (ie 251,526 Performance Rights) will vest. Between those two targets, Performance Rights will vest on a straight line basis.
Vesting Condition 3 – Digital Growth	125,765 of the Performance Rights (to the value of \$350,000) will vest, based on the Board's assessment of performance over the 3 years to 30 June 2024 against measures set by the Board to accelerate the Nine group's transformation as a digital business such as digital audience growth, digital revenue growth and subscription revenue growth.
Exercise of vested rights	Performance rights which vest may be exercised at any time up to 30 June 2026 (subject to the Company's Securities Trading Policy). Any rights which are not exercised before that date will lapse.
Maximum number of shares	The maximum number of shares which Mr Sneesby may receive, if vesting conditions are met and the rights exercised, will be 628,817 (subject to any adjustments made under the Long Term Incentive Plan).

Details of any securities issued under the LTI Plan following approval under this resolution will be published in Nine's annual report for the current financial year with a statement that approval of the issue was obtained under ASX Listing Rule 10.14. As Mr Sneesby is currently the only person named in this resolution, no other person covered by ASX Listing Rule 10.14 who becomes entitled to participate in an issue of securities under the LTI Plan may do so, until approval is obtained under that rule.

The Board (Mr Sneesby abstaining) recommends that Shareholders vote in favour of Resolution 5.

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 5:

- by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in Nine's LTI Plan, or any associate of those persons; or
- by a Restricted Voter as a proxy unless the vote is cast as a proxy for a person who is entitled to vote on the resolution, and:
 - the appointment specifies the way the proxy is to vote on Resolution 5; or
 - the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy.

Further, a vote may be cast in favour of the resolution by:

- an otherwise excluded person as proxy or attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided:
 - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the resolution; and
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote on that way.

7. Glossary

Board means the board of directors of the Company.

Chairman means the individual appointed under the Constitution to chair any meeting of the Company from time to time.

Closely Related Party has the meaning given to that term in the Corporations Act.

Constitution means the Company's constitution, as amended from time to time.

Corporations Act means Corporations Act 2001 (Cth).

Explanatory Statement means this explanatory statement.

Key Management Personnel has the meaning given to that term in the Accounting Standards.

LTI Plan means the Long Term Incentive Plan of Nine, described in the Explanatory Statement.

Notice of Meeting means the notice of meeting accompanying the Explanatory Statement.

Restricted Voter means Key Management Personnel and their Closely Related Parties.

Shareholder means a person who is a registered holder of fully paid ordinary shares in the capital of the Company.

 **Nine**

LODGE YOUR QUESTIONS

ONLINE
www.linkmarketservices.com.au

BY MAIL
Nine Entertainment Co. Holdings Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1800 128 092 (free call within Australia)

VOTING FORM

I/We being a member(s) of Nine Entertainment Co. Holdings Limited and entitled to attend and vote hereby appoint:

STEP 1 Please mark either A or B

A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

in relation to the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Thursday, 11 November 2021**, and at any adjournment or postponement of the Meeting. You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR B APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Thursday, 11 November 2021** (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in: Online at <https://agmlive.link/NEC21> (refer to details in the Virtual Annual General Meeting Online Guide).

Important for Resolutions 1, 4 & 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 4 & 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

Resolutions	For Against Abstain*			Resolutions	For Against Abstain*		
1 Non Binding Resolution to adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Grant of 2022 performance rights to CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Ms Catherine West as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr Andrew Lancaster as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Grant of 2021 performance rights to CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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 votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 2

STEP 3

HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares 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; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Tuesday, 9 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Nine Entertainment Co. Holdings Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

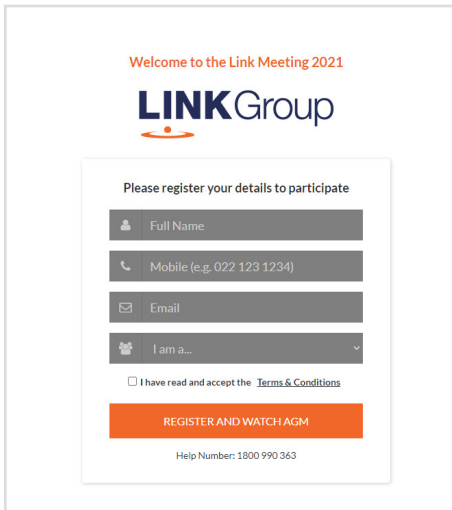
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up
- Microsoft Edge - 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://agmlive.link/NEC21>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

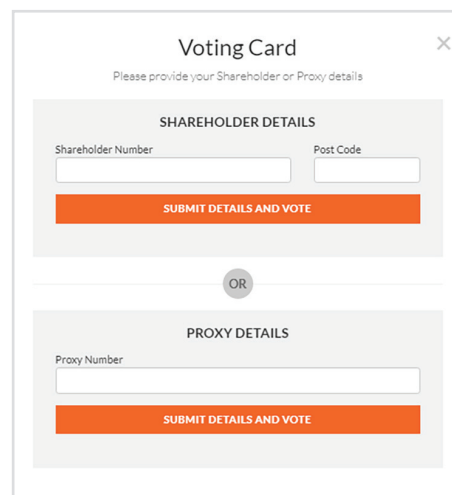
- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

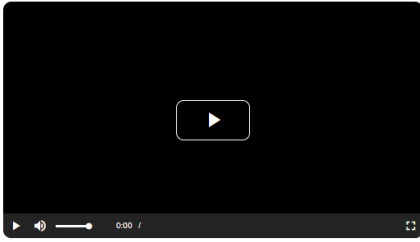
SUBMIT DETAILS AND VOTE

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

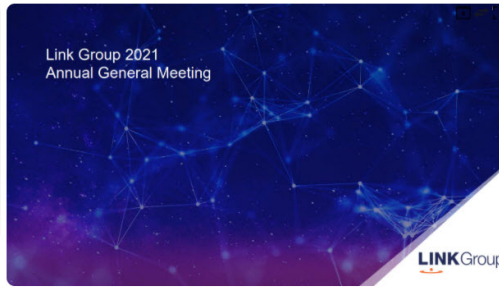
If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



The presentation will begin at XX:XX am/pm ZONE



+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio
- Sustainability Report
- Notice of meeting
- Online Guide

ABC COMPANY PTY LTD X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote Partial Vote

Resolution 2B	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
RE-ELECTION OF MR. ABC AS A DIRECTOR			
Resolution 2C	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
RE-ELECTION OF MS XYZ AS A DIRECTOR			
Resolution 3	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT			
Resolution 4	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
ADOPTION OF REMUNERATION REPORT			
SUBMIT VOTE			

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

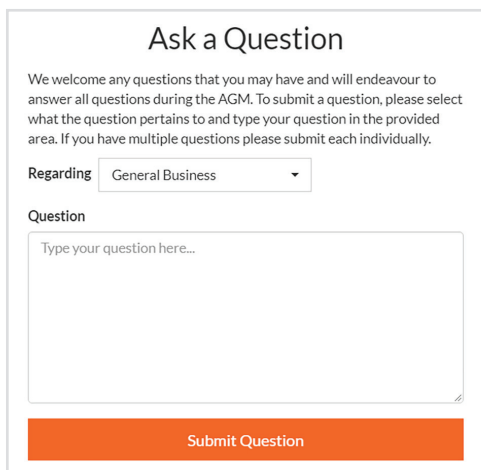
Once voting has been closed all submitted voting cards cannot be changed.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will then pop up with two sections for completion.



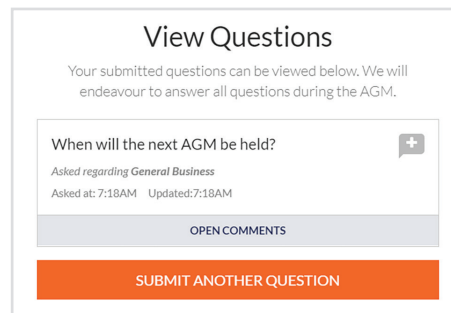
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call:

- Australia Free Toll: 1800 798 110
- International: +61 2 7201 7093

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

Please advise if your question relates to an item of business or General Business. The moderator will make a note and ask if you have any additional questions.

Step 3

When it is time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking.

Note: If at any time you no longer wish to ask your question, you can lower your hand by **pressing *2** on your key pad. If you have also joined the Meeting Online, we ask that you mute your laptop, desktop, tablet or mobile device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au



Nine Entertainment Co. Holdings Ltd
ABN 60 122 203 892


LODGE YOUR QUESTIONS

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Nine Entertainment Co. Holdings Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1800 128 092 (free call within Australia)

Please use this form to submit any questions about Nine Entertainment Co. Holdings Ltd (“the Company”) that you would like us to respond to at the Company’s 2021 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company’s auditor it should be relevant to the content of the auditor’s report, or the conduct of the audit of the financial report.

This form must be received by the Company’s share registrar, Link Market Services Limited, by **5:00pm on Tuesday, 2 November 2021**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company’s auditor the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

Performance or financial reports
Remuneration Report
My question is for the auditor

A resolution being put to the AGM
Sustainability/Environment
Future direction

General suggestion
Other

QUESTION

SAMPLE

Performance or financial reports
Remuneration Report
My question is for the auditor

A resolution being put to the AGM
Sustainability/Environment
Future direction

General suggestion
Other



Dear Shareholder

2021 ANNUAL GENERAL MEETING

On behalf of the Board of Directors of Nine Entertainment Co. Holdings Limited (**Nine**), I am pleased to invite you to participate in Nine's 2021 Annual General Meeting (**AGM**) on Thursday, 11 November 2021, at 10.00am. The AGM will be held virtually in 2021 (other than those directors who are able to attend in person), given the current restrictions on travel and gatherings and the need to protect the health and safety of our shareholders and staff.

To download the Notice of Meeting and Explanatory Statement, Annual report and Online Guide please go to our website (www.nineforbrands.com.au/investors). You will not receive a paper copy of the Notice of Meeting.

I encourage all shareholders who are able to, to participate in the AGM virtually, via the online platform at <https://agmlive.link/NEC21>.

Details of how to log in to the meeting are set out in the Notice of Meeting and Virtual AGM Guide. Registration opens 30 mins before the commencement of the meeting for you to log onto the platform. You will need your SRN or HIN (which are on your Voting Form) or proxyholder login which will be provided by Link. You will be able to see the live webcast of directors and the presentations to the AGM, as well as the presentation slides. Shareholders and proxy holders will be able to ask questions during the AGM and to hear the discussion.

If you are unable to attend the AGM but wish to vote, you can either appoint a proxy or lodge a direct vote. Details for how to do this are on the enclosed Voting Form. It is important to note for the appointment of your proxy to be effective, you will need to complete the online lodgement by 10.00am (AEDT) on Tuesday 9 November 2021.

We look forward to seeing you on Thursday, 11 November 2021.

Kind regards

Rachel Launder
Company Secretary