



Notice of Annual General Meeting

2024

Notice is given that the 2024 Annual General Meeting of ARN Media Limited (**Company**) will be held on

Tuesday, 14 May 2024 at 9:00am (AEST)

The Annual General Meeting will be conducted in person and online. Shareholders can attend and participate online at:

<https://meetings.linkgroup.com/A1N24>

The meeting will be held at:

ARN Media
Ground Floor
40 Mount Street
North Sydney NSW 2060

Shareholders can participate via the online platform or attend in person. If attending in person, please RSVP to **investor@arn.com.au**

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Hamish McLennan
Chairman,
ARN Media Limited

On behalf of the Board of Directors, I am pleased to invite you to attend the 2024 Annual General Meeting (**AGM**) for ARN Media Limited on Tuesday 14 May 2024 at 9:00am (AEST).

Enclosed is the Notice of Meeting that sets out the business of the Annual General Meeting (**AGM**). The Explanatory Notes to this Notice of Meeting provide additional information on matters to be considered at the AGM. The Explanatory Notes form part of this Notice of Meeting.

The AGM will be conducted as a hybrid meeting.

Shareholders can attend and participate in the AGM in person.

Alternatively, shareholders can attend and participate in the AGM via the online virtual platform which will be available at <https://meetings.linkgroup.com/A1N24>.

This online virtual platform will allow shareholders to view the AGM, vote on resolutions and ask questions.

An Online Guide providing instructions on how to access the online AGM is attached to the ASX announcement of the AGM and is also available at <https://investors.arn.com.au/> under the tab entitled "Annual General Meeting".

We suggest shareholders allow sufficient time to log onto the online virtual platform.

Alternatively, if shareholders wish to attend in person, please RSVP to investor@arn.com.au.

Yours sincerely

A handwritten signature in white ink, appearing to read 'Hamish McLennan', written over a horizontal line.

Hamish McLennan
Chairman, ARN Media Limited

Ordinary business

1. Financial Statements

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report for the year ended 31 December 2023.

2. Election of Director

Brent Cubis

To consider and, if thought fit, pass the following as an ordinary resolution: "That Brent Cubis, a Director appointed to the Board since the last Annual General Meeting, and being eligible for election, be elected as a Director of the Company."

3. Remuneration Report (Non-Binding Resolution)

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

"That the Company's Remuneration Report for the year ended 31 December 2023 be adopted."

This resolution is advisory only and does not bind the Directors or the Company.

A voting exclusion applies to this Resolution 3 (see below).

4. Grant of Rights to the CEO & Managing Director (under the FY23 Total Incentive Plan and the Retention Scheme)

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

"That, for the purposes of ASX Listing Rule 10.14, section 200B and 200E of the *Corporations Act 2001* (Cth) (**Corporations Act**) and for all other purposes, approval be given for the issue to Mr Ciaran Davis, CEO & Managing Director of 159,610 Deferred Rights, in relation to the Company's FY23 Total Incentive Plan award and 1,006,712 Performance Rights in relation to the Company's Retention Scheme, on the terms summarised in the Explanatory Notes."

A voting exclusion applies to this Resolution 4 (see below).

Voting exclusion statement

For Item 3 (Remuneration Report) and Item 4 (Grant of Rights to the CEO & Managing Director)

A vote cast on the resolution in Item 3 (Remuneration Report) and Item 4 (Grant of Rights to the CEO & Managing Director) must not be cast (in any capacity) by or on behalf of the following:

- a member of the Key Management Personnel (**KMP**) (being those persons described as Key Management Personnel in the Company's Remuneration Report and including all Directors); or
- a Closely Related Party (as defined in the Corporations Act) of such a member.

The Company will disregard any votes cast in favour of the resolution in Item 4 (Grant of Rights to the CEO & Managing Director):

- by or on behalf of Mr Ciaran Davis and any of his associates (as defined in the ASX Listing Rules), regardless of the capacity in which the vote is cast; and
- by or on behalf of any person and their associates (as defined in the ASX Listing Rules) who is eligible to participate in the TIP or Retention Scheme.

However, this does not apply to a vote cast in favour of a 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 Chair 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 Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 in that way.

Notes

Proxies

A shareholder entitled to attend and vote at the AGM is entitled to appoint not more than two proxies, who need not be shareholders of the Company.

Where more than one proxy is appointed, both proxies will be entitled to vote on a poll (subject to any voting exclusion). Each proxy should be appointed to represent a specified percentage or specified number of the shareholder's voting rights. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half the votes.

Fractions of votes will be disregarded.

If you sign and return a Proxy Form and do not nominate a person to act as your proxy, the Chair will be appointed as your proxy by default.

Appointment of the Chair or Other KMP as Your Proxy

Due to the voting exclusions referred to earlier in relation to Item 3 (Remuneration Report) or Item 4 (Grant of Rights to the CEO & Managing Director), if you intend to appoint a member of the KMP or their Closely Related Parties, other than the Chair, as your proxy, you are encouraged to direct your proxy on how to vote on Item 3 (Remuneration Report) or Item 4 (Grant of Rights to the CEO & Managing Director) by marking 'For', 'Against' or 'Abstain' opposite these resolutions on the Proxy Form. If you do not direct a proxy how to vote on Item 3 (Remuneration Report) or Item 4 (Grant of Rights to the CEO & Managing Director), they will not be able to vote as an undirected proxy and your vote will not be counted. This does not apply to the Chair, who can vote undirected proxies (see below).

How the Chair Will Vote Undirected Proxies

The Chair intends to vote any undirected proxy in favour of all resolutions including Item 3 (Remuneration Report) and Item 4 (Grant of Rights to the CEO & Managing Director).

You should note that if you appoint the Chair as your proxy, or the Chair is appointed as your proxy by default, and the Proxy Form does not specify whether to vote 'For', 'Against' or 'Abstain', this will be taken as a direction and authorisation to the Chair to vote in accordance with his stated voting intention, which is to vote in favour of all resolutions including Item 3 (Remuneration Report) and Item 4 (Grant of Deferred Rights to the CEO & Managing Director), even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Shareholders can always appoint the Chair as their proxy and direct him to cast votes contrary to the Chair's stated voting intention or to abstain from voting on a resolution.

If you appoint the Chair as your proxy but do not wish him to vote in favour of Item 3 (Remuneration Report) or Item 4 (Grant of Rights to the CEO & Managing Director), it is important for you to complete the voting directions in respect of Item 3 or Item 4 on the Proxy Form.

A Proxy Form accompanies this Notice of Meeting.

Proxy Forms may be lodged as follows:

- **online** at: www.linkmarketservices.com.au;
- **scan** this QR Code with your smartphone or tablet to the Company's dedicated mobile voting site. Login using your holder number and postcode for your shareholding;



- **mail** the completed Proxy Form to HT&E Limited C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235, Australia;
- **fax** the completed Proxy Form to +61 2 9287 0309; or
- **deliver** the completed Proxy Form to the Company's Share Registry at Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000, or 1A Homebush Bay Drive, Rhodes NSW 2138 (Monday to Friday, 9:00am to 5:00pm (AEST)).

In each case, the validly completed Proxy Form (together with any other document(s) specified in the instructions to the Proxy Form) must be lodged as directed above no later than 9:00am (AEST) on Sunday 12 May 2024. Proxy Forms received after this time will be invalid.

Further directions for the proper completion of Proxy Forms are printed on the Proxy Form.

Voting by Attorney

A shareholder entitled to attend and vote at the AGM may appoint an attorney to vote at the AGM. An original or certified copy of the power of attorney must be received at an address listed above for lodgement at least 48 hours before the commencement of the AGM.

Corporate Representatives

To vote at the AGM, a corporation which is a shareholder, or which has been appointed as a proxy by a shareholder, may appoint a person to act as its representative. The appointment of a representative must comply with section 250D of the Corporations Act. Evidence of the appointment must be brought to the AGM together with any authority under which it is signed. A pro-forma 'Appointment of Corporate Representative' may be obtained from the Company's Share Registry, Link Market Services Limited.

Voting Entitlements

Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors of the Company have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the AGM will be as it appears in the Share Register at 7:00pm (AEST) on Friday 10 May 2024.

Voting by Poll

Voting will be conducted by way of a poll. Shareholders will have one vote for every share held by them (subject to any voting exclusions set out in this Notice of Meeting).

Jointly Held Shares

If shares are jointly held, only one of the shareholders can vote. If more than one joint shareholder votes, only the vote of the shareholder whose name appears first on the Share Register will be counted.

Technical Difficulties

The Chairman has discretion as to whether and how the AGM should proceed if a technical difficulty arises. The Chairman will consider the nature of the technical difficulty, the number of shareholders impacted and the extent to which participation is affected. The Chairman may elect to continue with the AGM even if a technical difficulty arises, so shareholders are encouraged to appoint a proxy ahead of the meeting even if they plan to attend the AGM.

By order of the Board.

Jeremy Child
Company Secretary

8 April 2024

Explanatory Notes

These notes have been prepared to assist shareholders with their consideration of items of business proposed for the Company's AGM to be held on Tuesday 14 May 2024 at 9:00am (AEST).

Shareholders can attend and participate at the AGM online at: <https://meetings.linkgroup.com/A1N24>.

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An Online Guide providing instructions on how to access the online AGM is attached to the ASX announcement of the AGM and is also available at investor@arn.com.au under the tab entitled "Annual General Meeting".

We suggest shareholders allow sufficient time to log onto the online virtual platform.

Alternatively, if shareholders wish to attend in person, please RSVP to investor@arn.com.au.

Item 1 – Financial Statements

The Company's 2023 Annual Report, including the Financial Report, the Directors' Report and the Independent Auditor's Report for the year ended 31 December 2023, will be presented to the meeting in accordance with section 317 of the Corporations Act. There is no requirement for shareholders to approve these documents.

A copy may be accessed by visiting the Company's website investor@arn.com.au and clicking on the following links: Annual & Interim Reports > 2023 Annual Report.

A shareholder may elect to receive by mail, free of charge, the Company's 2023 Annual Report. Shareholders who wish to receive a hard copy should contact the Company's Share Registry.

The Company mails a hard copy of the Annual Report (when released each year) only to those shareholders who have elected to receive a hard copy.

The Company's auditor will be present at the AGM and shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the Independent Auditor's Report, the accounting policies adopted by the Company and the independence of the auditor.

Shareholders eligible to vote at the AGM may also submit written questions to the auditor in accordance with the Corporations Act no later than the fifth business day before the date of the AGM. Each of these written questions, if any, will be answered by the auditor at the AGM, provided the question is relevant to:

- the conduct of the audit of the Financial Report; or
- the content of the Independent Auditor's Report.

A list of the written questions to be answered by the auditor at the AGM, if any, will be prepared by the auditor and made available at the start of the AGM.

Item 2 – Election of Director

Brent Cubis

Brent Cubis was appointed a non-executive Director of the Company on 14 June 2023.

Biography details of Brent Cubis are as follows:

Brent was appointed as a Director of ARN Media Limited on 14 June 2023. He is an Independent Non-Executive Director and Chairman of the Audit and Risk Committee. Brent is a highly experienced Non-executive Director, and CFO with over 30 years' Experience with boards in senior finance roles. Brent is currently a Non-executive Director and Chair of the Audit & Risk Committees for A2B Ltd (ASX: A2B), Silverchain Group, Carbon Cybernetics and leading youth cancer charity Canteen Australia. His previous roles have included CFO of Cochlear Ltd, CFO of Nine Network Australia and a Non-executive Director of Prime Media Group Limited and EML Payments Ltd.

Committees

Audit & Risk (Chair), Remuneration, Nomination and Governance.

Other Directorships and offices

A2B Ltd, Silverchain Group, Carbon Cybernetics and Canteen Australia.

Independence and recommendation

The Board considers Brent Cubis to be an independent director. The Board (other than Mr Cubis who abstained) recommends that Brent Cubis be elected as a director.

Item 3 – Remuneration Report (Non-Binding Resolution)

The Remuneration Report for the year ended 31 December 2023 appears on pages 46 to 61 of the 2023 Annual Report.

The Remuneration Report sets out the policy for the remuneration of the Directors and other KMP of the Company and the consolidated entity.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the Directors or the Company.

Notwithstanding the advisory status of the vote on the Remuneration Report, the Directors will take the outcome of the vote into account when considering the Company's remuneration policy.

Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Directors recommend that shareholders vote in favour of Item 3.

Item 4 – Grant of Rights to the CEO & Managing Director (under the FY23 Total Incentive Plan and the Retention Scheme)

Rights (being both the Deferred Rights and Performance Rights as described below) are proposed to be issued to Mr Ciaran Davis, CEO & Managing Director under the TIP award and the Retention Scheme, as follows:

TIP

The Remuneration, Nomination and Governance Committee (**Committee**) oversees a Total Incentive Plan (**TIP**) implemented in 2016 with the purpose of aligning executive remuneration with the Company's business strategy and shareholders' interests in an ever-changing media market. Based on external feedback and the Company's internal assessment, the Board is of the opinion that the TIP remains the most effective incentive mechanism for the Company.

Key terms of the TIP

The key terms of the FY23 TIP award are outlined in the Remuneration Report on pages 46 to 61 of the 2023 Annual Report.

Under the TIP, eligible executives (including Mr Davis) receive an annual incentive award which, if performance conditions are met, is delivered half in cash and half in equity. The quantum of cash and equity delivered to each eligible executive is based on performance over the relevant financial year (in the case of the TIP award to which Item 4 relates, the relevant year is the 2023 financial year (**FY23**)).

Accordingly, under the FY23 TIP award, Mr Davis' total award is to be delivered half in cash and half in equity.

The equity component will be received, subject to shareholder approval, by Mr Davis in the form of a grant of Deferred Rights to acquire shares in the Company (Deferred Rights). The Deferred Rights vest and are automatically exercised into shares, subject to continued employment, over a one year vesting period. Shares allocated on vesting and automatic exercise of the Deferred Rights are then subject to a further two year trading restriction. If shareholder approval is not obtained, the balance of Mr Davis' award will be in cash rather than equity.

Following shareholder approval at the AGM, the Company will grant Deferred Rights in respect of the equity component of the FY23 TIP award to Mr Davis. Shares will be acquired on-market to satisfy Deferred Rights that vest under the Company's incentive plans.

Retention Scheme

In addition to the TIP, having considered advice from external remuneration specialists SW Corporate the Committee has recommended the implementation of a Retention Scheme.

The Retention Scheme is intended to retain key executives in a period with critical projects underway, including the proposal to acquire Southern Cross Media Group Limited (ASX code SXL), extending the Kyle & Jackie O Show into Melbourne, and delivering business simplification and cost reduction.

The Committee also recognises that the KMPs did not receive any of the 75% financial component of TIP awards during 2019, 2020, 2022 or 2023 (largely due to prevailing market conditions in those years). This means the TIP provides only a limited retention mechanism over the near-term period when these critical projects are underway.

The Retention Scheme recommended is designed to retain the Executive KMPs and is summarised as follows

Key terms of the Retention Scheme

The key terms of the Retention Scheme are outlined in the Remuneration Report on pages 48 to 49 of the 2023 Annual Report.

Under the Retention Scheme, eligible executives (including Mr Davis) receive Performance Rights which, if Vesting Conditions are met, convert to Shares in the Company (**Performance Rights**).

These Performance Rights will be granted subject to shareholder approval.

The Performance Rights vest and are automatically exercised into shares, subject to the Vesting Conditions (described further below).

If shareholder approval is not obtained, the balance of Mr Davis' award will be in cash rather than equity.

Following shareholder approval at the AGM, the Company will grant Performance Rights in respect of the Retention Scheme to Mr Davis.

Shares will be acquired on-market to satisfy Rights that vest under the Company's incentive plans.

Explanatory Notes *continued*

Other information regarding both the TIP and Retention Scheme

The following information applies both to the TIP and Retention Scheme.

Acquired on-market

Shares will be acquired on-market to satisfy Deferred Rights that vest under the TIP and Performance Rights that vest under the Retention Scheme.

Remuneration package

Information about Mr Davis' remuneration package is set out in the Remuneration Report of the 2023 Annual Report, specifically pages 56 to 58. This notes that Mr Davis' actual remuneration for the year ended 31 December 2023 was \$1,454,531 made up of \$1,197,802 total fixed remuneration, \$164,398 of TIP and \$92,331 of Vested TIP (which includes the shares in relation to the 2022 TIP that have now vested valued at the share price at vesting date).

Approvals sought

Shareholders are asked to approve the grant of:

- Deferred Rights to Mr Davis, in relation to the FY23 TIP; and
- Performance Rights to Mr Davis in relation to the Retention Scheme,

on the terms and conditions summarised in these Explanatory Notes.

Approval of this resolution will also result in the Deferred Rights and Performance Rights granted to Mr Davis being included as an exception to ASX Listing Rule 7.1. This means the Deferred Rights and Performance Rights granted to Mr Davis, and any shares issued pursuant to this approval, will not use up part of the 15% limit available under ASX Listing Rule 7.1.

Shareholder approval is also being sought for the potential future retirement benefits under sections 200B and 200E of the Corporations Act should any of the rights the subject of Item 4 vest as a result of Mr Davis' employment ceasing.

If Mr Davis' employment ceases before his Deferred Rights and Performance Rights vest due to his resignation or termination for cause, all of his unvested Deferred Rights and Performance Rights will generally lapse at cessation. However, where Mr Davis ceases employment before his Deferred Rights and Performance Rights vest for any other reason, a pro-rata portion of unvested Deferred Rights and Performance Rights will continue "on-foot" and vest at the end of the original vesting period (being 31 December 2024 for the FY23 TIP and 31 December 2025 for the Retention Scheme).

The Board also has a broader discretion to apply any other treatment to unvested Deferred Rights and Performance Rights that it deems appropriate in the circumstances.

In the event Mr Davis ceases employment with the Company during the restriction period (i.e. before the date that is two years from the date the Deferred Rights vest), the trading restrictions on shares will continue to apply (or there will be deferral of the cash payment where Deferred Rights are settled in cash) until the end of the original restriction period.

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company if it is approved by shareholders or an exception otherwise applies.

Value of the retirement benefits

The total value of the proposed benefit to be approved by shareholders under this Resolution cannot be determined in advance. This is because various matters will or are likely to affect the value, including the market price of shares at the time that any Deferred Rights and Performance Rights vest and the period that Mr Davis remains employed during the restriction period.

If and when the Deferred Rights and Performance Rights vest, the value of the benefit can be calculated by multiplying the number of shares that Mr Davis receives by the market price of shares at that vesting time.

The Company is seeking this approval to assist it to meet its obligations to Mr Davis and to provide the Company with flexibility to continue to remunerate executive directors fairly and responsibly.

It should be noted that there is no current intention for Mr Davis to vacate his role of CEO & Managing Director.

Shareholders should be aware that approval is not being sought for the purposes of the related party provisions contained in Chapter 2E of the Corporations Act, because the Board (other than Mr Davis who is not able to make a recommendation due to his interest in this Resolution) considers that the issue of the Deferred Rights and Performance Rights (and any shares following the vesting of the rights) pursuant to Item 4 constitute part of Mr Davis' reasonable remuneration (and therefore falls within the exception set out in section 211 of the Corporations Act). In reaching this conclusion, the Board has had regard to a variety of factors including market practice and the remuneration offered to persons in comparable positions at comparable companies.

ASX Listing Rule 10.14 & 14.1A

Under ASX Listing Rule 10.14, a Director is only permitted to acquire equity securities under an employee incentive scheme after the Company has obtained shareholder approval.

Exceptions to Listing Rule 10.14 are set out in Listing Rule 10.16 which provides:

Rule 10.14 does not apply to the following:

- a) Securities purchased on-market by or on behalf of directors or their associates under an employee incentive scheme where the terms of the scheme permit such purchases.
- b) The grant of options or other rights to acquire securities to directors under an employee incentive scheme, where the securities to be acquired on the exercise of the options or in satisfaction of the rights are required by the terms of the scheme to be purchased on market.

For the purposes of ASX Listing Rule 14.1A, if approval is not obtained from shareholders, then the Board will consider whether to proceed with the grant, make the grant on different terms or acquire shares on-market to satisfy the Deferred Rights and Performance Rights.

TIP – Key Terms

The following table provides an overview of key terms of the proposed grant of Deferred Rights to Mr Davis under the TIP:

Key Terms	Details
Details of the proposed FY23 TIP Deferred Rights grant	<p>Following the end of FY23, the Company assessed performance against the FY23 TIP performance conditions over the financial year and, based on this, determined the annual incentive outcome payable to each eligible executive (including Mr Davis) (FY23 TIP Award Outcome).</p> <p>An explanation of how the Committee determined FY23 TIP Award Outcomes, including an overview of the FY23 TIP performance conditions and actual performance achieved, is outlined in the Remuneration Report on pages 51 to 55 of the 2023 Annual Report.</p> <p>Under the FY23 TIP award, Mr Davis' total award is to be delivered half in cash and half in equity.</p> <p>Subject to shareholder approval, 159,610 Deferred Rights for the FY23 TIP will be granted to Mr Davis. The number of Deferred Rights to be granted has been calculated as follows:</p> <hr/> <p style="text-align: center;">FY23 TIP Award Outcome (\$328,796) multiplied by 50%* divided by Volume weighted average price (adjusted for capital events) (VWAP) of the Company's shares over the first five trading days of FY23 (\$1.0300).</p> <hr/> <p>* 50% of the FY23 TIP Award Outcome is provided in the form of Deferred Rights. The remaining 50% is provided as a cash payment.</p>
Entitlements	<p>Each Deferred Right is a right to acquire one share in the Company (or an equivalent cash amount) at no cost, subject to Mr Davis' continued employment with the Company over the applicable vesting period.</p> <p>Deferred Rights do not carry any dividend or voting rights. However, any dividends that are paid by the Company prior to the vesting of Deferred Rights, in respect of the number of Deferred Rights that eventually vest, will be delivered to Mr Davis in the form of additional shares (or an equivalent cash amount). Additional shares delivered in respect of dividends will be acquired on-market.</p> <p>For the FY23 TIP, the number of additional shares received will be determined by dividing the cash value of dividends paid over the vesting period for each Deferred Right (in respect of the number of Deferred Rights that eventually vest) by the VWAP of the Company's shares over the five trading days prior to each dividend payment date.</p> <p>Deferred Rights are non-transferable, except in limited circumstances or with the consent of the Board.</p>
Date of grant	<p>If shareholder approval is obtained, the Deferred Rights will be granted to Mr Davis as soon as practicable after the AGM, but in any event, within 12 months of the AGM.</p>
Vesting condition and period	<p>Deferred Rights will vest, subject to continued employment with the Company, on the date 12 months following the end of the relevant TIP performance period.</p> <p>For the FY23 TIP award, the performance period was from 1 January 2023 to 31 December 2023 (following which the FY23 TIP Award Outcome was determined by the Committee).</p> <p>Deferred Rights granted in respect of the FY23 TIP will therefore vest on 31 December 2024, subject to Mr Davis' continued employment up to this date (i.e. the vesting period is from 1 January 2024 to 31 December 2024).</p> <p>Deferred Rights will be automatically exercised following vesting (i.e. Mr Davis does not need to do anything to exercise the Deferred Rights and receive shares).</p>
Allocation of shares	<p>Upon vesting and automatic exercise of Deferred Rights, Mr Davis will receive one fully paid ordinary share in the Company in relation to each Deferred Right.</p> <p>The Company's obligation to allocate shares on vesting may be satisfied by acquiring shares on-market or transferring shares from an employee share trust.</p> <p>In accordance with the terms of the TIP, the Board also has discretion to settle vested Deferred Rights in the form of a cash payment (the value of this cash payment to be equivalent to the market value, at the end of the two year restriction period, of shares that would have otherwise been delivered). Where Deferred Rights are to be settled with a cash payment, the payment will be made following the end of the restriction period which would have otherwise applied in respect of the underlying shares (i.e. the two year period ending after 31 December 2026 for the FY23 TIP).</p>
Trading restrictions	<p>Shares allocated to Mr Davis under the TIP will be subject to a trading restriction for a period of two years from the date the Deferred Rights vest.</p> <p>For the FY23 TIP award, the restriction period will begin on the date that the shares are allocated (i.e. on or around 1 January 2025) and end on 31 December 2026.</p> <p>The Company's Securities Trading Policy and Guidelines will also apply to shares allocated following vesting of Deferred Rights.</p>

Explanatory Notes *continued*

Key Terms	Details																								
Price payable for securities	No amount will be payable in respect of the grant of Deferred Rights, nor in respect of any shares allocated upon the vesting of Deferred Rights.																								
Cessation of employment	<p>If Mr Davis ceases employment with the Company before the Deferred Rights vest, the treatment of his Deferred Rights will depend on the circumstances of cessation.</p> <p>Where Mr Davis ceases employment before his Deferred Rights vest due to his resignation or termination for cause (including gross misconduct), all of his unvested Deferred Rights will generally lapse at cessation.</p> <p>Where Mr Davis ceases employment before his Deferred Rights vest for any other reason, a pro-rata portion of unvested Deferred Rights (based on the portion of the vesting period elapsed at cessation) will continue "on-foot" and vest at the end of the original vesting period.</p> <p>The Board also has a broader discretion to apply any other treatment to unvested Deferred Rights that it deems appropriate in the circumstances.</p> <p>In the event Mr Davis ceases employment with the Company during the restriction period, the trading restrictions on shares will continue to apply (or there will be deferral of the cash payment where Deferred Rights are settled in cash) until the end of the original restriction period.</p>																								
Clawback	<p>The Board may, in its absolute discretion, determine that some or all unvested Deferred Rights should be forfeited in certain circumstances such as gross misconduct, material misstatement or fraud (in accordance with the Company's clawback policy).</p> <p>The Board may also forfeit unvested Deferred Rights where the performance outcomes that led to the grant of Deferred Rights being made, are later determined to have been incorrectly measured or not sustained.</p>																								
Securities previously issued	<p>As per ASX Listing Rule 10.15.5, the number of securities previously issued to Mr Davis under the TIP is as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #e0e0e0;">Year ended 31 December</th> <th style="background-color: #e0e0e0;">Number of rights awarded</th> <th style="background-color: #e0e0e0;">Average acquisition price</th> </tr> </thead> <tbody> <tr> <td>2022</td> <td>74,856</td> <td>Nil</td> </tr> <tr> <td>2021</td> <td>508,779</td> <td>Nil</td> </tr> <tr> <td>2020</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td>2019</td> <td>97,289</td> <td>Nil</td> </tr> <tr> <td>2018</td> <td>395,252</td> <td>Nil</td> </tr> <tr> <td>2017</td> <td>66,255</td> <td>Nil</td> </tr> <tr> <td>2016</td> <td>209,073</td> <td>Nil</td> </tr> </tbody> </table>	Year ended 31 December	Number of rights awarded	Average acquisition price	2022	74,856	Nil	2021	508,779	Nil	2020	Nil	Nil	2019	97,289	Nil	2018	395,252	Nil	2017	66,255	Nil	2016	209,073	Nil
Year ended 31 December	Number of rights awarded	Average acquisition price																							
2022	74,856	Nil																							
2021	508,779	Nil																							
2020	Nil	Nil																							
2019	97,289	Nil																							
2018	395,252	Nil																							
2017	66,255	Nil																							
2016	209,073	Nil																							
Other information	<p>It is noted that Mr Davis is a Director of the Company per ASX Listing Rule 10.14.1. No other Director of the Company is eligible to participate in the TIP or any other employee incentive scheme of the Company.</p> <p>There is no loan scheme in relation to the grant of Deferred Rights under the FY23 TIP.</p>																								
Other information required by ASX Listing Rules	<p>Details of any securities issued under the TIP will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.</p> <p>Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the TIP after this resolution is approved and who were not named in this Notice of Meeting will not participate until shareholder approval is obtained under ASX Listing Rule 10.14.</p>																								

Retention Scheme – Key Terms

The following table provides an overview of key terms of the proposed grant of Performance Rights to Mr Davis under the Retention Scheme:

Key Terms	Details
Details of the proposed Retention Scheme grant	<p>Subject to shareholder approval, 1,006,712 Performance Rights for the Retention Scheme will be granted to Mr Davis. The number of Performance Rights to be granted has been calculated as follows:</p> <hr/> <p style="text-align: center;">Quantum (\$960,000) <i>divided by</i></p> <p style="text-align: center;">Allocation Price being the VWAP of ARN Media Limited (ASX code A1N) stock over the first 30 trading days of 2024 (\$0.9536).</p>
Entitlements	<p>Each Performance Right is a right to acquire one share in the Company (or an equivalent cash amount) at no cost, subject to meeting the Vesting Conditions set out below.</p> <p>Performance Rights do not carry any dividend or voting rights.</p> <p>Participants will be entitled to dividends from the Vesting Date, when the Performance Rights convert into Shares. At the discretion of the Board participants will receive an additional allocation of Performance Rights or a cash payment at vesting equal to the dividends paid on vested rights over the Performance Period. The number of additional Performance Rights received will be determined by dividing the cash value of dividends paid over the Performance Period for each Performance Right (in respect of the number of Performance Rights that eventually vest) by the VWAP of the Company's shares over the five trading days prior to each dividend payment date.</p> <p>Performance Rights are non-transferable, except in limited circumstances or with the consent of the Board.</p>
Date of grant	If shareholder approval is obtained, the Performance Rights will be granted to Mr Davis as soon as practicable after the AGM, but in any event, within 12 months of the AGM.
Instrument	Performance Rights
Performance Period and Vesting Date	2 years, with 31 December 2025 being the Vesting Date when vested Performance Rights convert to Shares in the Company.
Vesting Conditions	<p>Vesting will occur where the following Vesting Conditions are met over the two-year Performance Period:</p> <ul style="list-style-type: none"> • Service Component (25%) for continued service to the Vesting Date; and • Performance Components allocated as follows: <ul style="list-style-type: none"> – Successful execution of M&A plans (45%) – Delivery of leadership succession plan (15%) – Delivery of business simplification and cost reduction (15%)
Allocation of shares	<p>Upon the Vesting Conditions being met, Mr Davis will receive one fully paid ordinary share in the Company in relation to each Performance Right.</p> <p>The Company's obligation to allocate shares on vesting may be satisfied by acquiring shares on-market or transferring shares from an employee share trust.</p> <p>In accordance with the terms of the TIP Rules, the Board also has discretion to settle vested Performance Rights in the form of a cash payment (the value of this cash payment to be equivalent to the market value, at the end of the Performance Period, of shares that would have otherwise been delivered). Where Performance Rights are to be settled with a cash payment, the payment will be made following the end of the Performance Period.</p>
Holding Lock	<ul style="list-style-type: none"> • 50% of Shares will be unrestricted on 31 December 2025; and • 50% of Shares will be restricted until 31 December 2026.
Allocation Price	The volume weighted average price (VWAP) of ARN Media Limited (ASX code A1N) stock over the first 30 trading days of 2024.
Quantum	\$960,000 (equivalent to ~80% of total fixed remuneration)

Explanatory Notes *continued*

Key Terms	Details
Treatment on cessation of employment during the Performance Period	<p>If during the Performance Period an individual ceases employment, then:</p> <ul style="list-style-type: none"> • For Bad Leavers, awards are forfeited. • Bad Leaver status may be due to termination for cause, resignation, or any other similar situation determined by the Board. • For Good Leavers: <ul style="list-style-type: none"> – The Service Component will vest in full in the ordinary course at the end of the Performance Period; – The Performance Components will be pro-rated for the portion of the Performance Period served and left on foot to be tested and Vest in the ordinary course at the end of the Performance Period. • Good Leaver is anyone that is not a Bad Leaver. Good Leaver status may be due to death, total and permanent disability or genuine retirement. • Vested awards still remain subject to the Holding Lock. • The Board has discretion to determine an alternate treatment depending on the circumstances.
Change of Control	<p>Where the Board recommends a transaction to the Company's shareholders that may result in a change of control of the Company, then unvested Performance Rights will vest in full to be sold into the relevant Change of Control transaction.</p> <p>This however is subject to discretion of the Board to determine otherwise, having regard to matters including the transaction circumstances and performance against the Performance Components.</p>
Dividend entitlement	<p>Participants will be entitled to dividends from the Vesting Date, when the Performance Rights convert into Shares.</p> <p>At the discretion of the Board participants will receive an additional allocation of Performance Rights or a cash payment at vesting equal to the dividends paid on vested rights over the Performance Period.</p>
Board discretion	<p>The Board retains the ultimate discretion regarding remuneration outcomes. The Board may make or cancel (claw back) awards where it sees fit to align with remuneration policy and/or Company strategic outcomes.</p>
TIP Rules	<p>The Retention Scheme will be subject to the same TIP Rules as the TIP scheme. In the case of any contradiction between the Retention Scheme terms and the TIP Rules, the Retention Scheme terms will apply.</p>
Securities Previously Issued	<p>For the purposes of ASX Listing Rule 10.15.5, it is noted that no securities have previously been issued to Mr Davis under the Retention Scheme.</p> <p>Refer above for securities previously issued under the TIP.</p>
Other information	<p>It is noted that Mr Davis is a Director of the Company per ASX Listing Rule 10.14.1. No other Director of the Company is eligible to participate in the Retention Scheme or any other employee incentive scheme of the Company.</p> <p>There is no loan scheme in relation to the grant of Performance Rights under the Retention Scheme.</p>
Other information required by ASX Listing Rules	<p>Details of any securities issued under the Retention Scheme will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.</p> <p>Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the Retention Scheme after this resolution is approved and who were not named in this Notice of Meeting will not participate until shareholder approval is obtained under ASX Listing Rule 10.14</p>

Voting exclusion

A voting exclusion statement applicable to Item 4 is set out in the Notice of Meeting.

The Directors (other than Mr Davis who abstains from making a recommendation because of his interest in the resolution) unanimously recommend that shareholders vote in favour of Item 4.

How the Chair Will Vote Undirected Proxies

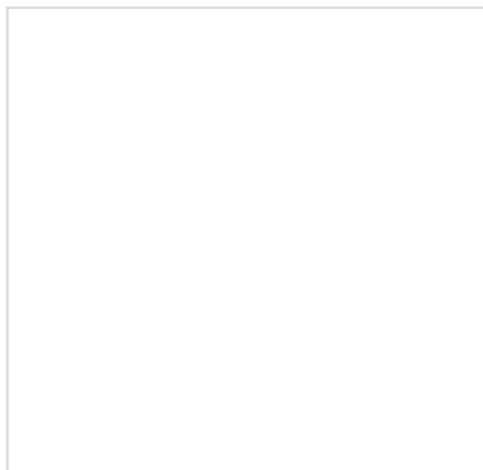
The Chairman intends to vote undirected proxies in favour of Item 4.

2. How to ask a question

Note: Only WFS Securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your security holder 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.



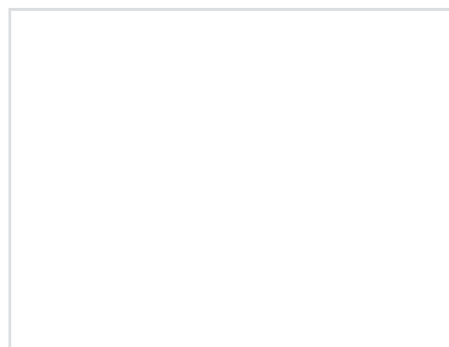
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

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.

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.

Contact us

Australia
T
E info@linkmarketservices.com.au