



25 October 2016

ASX Market Announcements
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

APN News & Media Limited (ASX, NZX Code: APN)
Notice under sections 708A(5)(e) and 708AA(2)(f) of the Corporations Act 2001 (Cth)

This notice is given by APN News & Media Limited ACN 008 637 643 (**APN**) under section 708A(5)(e) and section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**ASIC Instrument 2016/84**) and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 (**ASIC Instrument 2016/73**).

Where applicable, references in this notice to the Corporations Act are to those sections as modified by ASIC Instrument 2016/84 and ASIC Instrument 2016/73.

APN has announced today a proposed capital raising of approximately A\$273 million by way of a fully underwritten A\$72 million institutional placement (**Institutional Placement**) and A\$201 million pro-rata accelerated renounceable entitlement offer with retail entitlements trading (**Entitlement Offer**, and together with the Institutional Placemen, the **Offer**).

Under the Entitlement Offer eligible shareholders with registered addresses in Australia, New Zealand and Ireland and certain other jurisdictions to which APN decides to extend the Entitlement offer, will be invited to subscribe for 5 fully paid ordinary shares in APN (**New Shares**) for every 13 existing fully paid ordinary shares in APN held as at the Record Date, being 7:00pm (Sydney time) on 27 October 2016. As detailed in the separate announcements made by APN today, the Institutional Placement includes a placement of 17,392,400 New Shares to UBS AG, Australia Branch (**UBS**)(**Accelerated Placement**), which will be issued today and immediately offered for sale by UBS to institutional investors under the bookbuild being conducted in respect of the Institutional Placement.

This notice relates to the Accelerated Placement and the Entitlement Offer.

APN advises that:

1. the New Shares will be offered for issue without disclosure under Part 6D.2 of the Corporations Act;
2. this notice is being given under sections 708A(5)(e) and 708AA(2)(f) of the Corporations Act;
3. as at the date of this notice, APN has complied with:

APN News & Media Limited
ACN 008 637 643

Level 4 100 William Street Sydney NSW 2011 Australia Telephone 61 2 9333 4999 Facsimile 61 2 9333 4900



- a. the provisions of Chapter 2M of the Corporations Act as they apply to APN; and
 - b. section 674 of the Corporations Act;
4. as at the date of this notice, there is no information that is 'excluded information' within the meaning of sections 708A(7), 708A(8), 708AA(8) or 708AA(9) of the Corporations Act which is required to be set out in this notice under sections 708A(6) or 708AA(7) of the Corporations Act; and
 5. the potential effect of the issue of New Shares pursuant to the Entitlement Offer on the control of APN and the consequences of that effect depend on a number of factors, including the extent to which eligible shareholders participate in the Entitlement Offer. However, given the structure of the Entitlement Offer as a pro rata issue that is fully underwritten, the Entitlement Offer is not expected to have any material effect or consequence on the control of APN.

Yours sincerely,

A handwritten signature in dark ink, appearing to be 'Yvette Lamont', with a long horizontal stroke extending to the right and a small cross at the end.

Yvette Lamont
Company Secretary