

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme PMP LIMITED

ACN/ARSN 050 148 644

1. Details of substantial holder (1)

Name PMP Limited (PMP) and each of its subsidiaries listed in Annexure A

ACN/ARSN (if applicable) 050 148 644

There was a change in the interests of the substantial holder on

05/05/2017

The previous notice was given to the company on

01/03/2017

The previous notice was dated

01/03/2017

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	177,970,295	35.7%	187,970,295	37%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
17 March 2017	PMP	Michael Hannan transferred 7,591,916 fully paid ordinary shares in PMP ("Shares") to James Hannan pursuant to the Voting Deed dated 28 October 2016 ("Voting Deed"), a copy of which is attached as Annexure B to the notice of initial substantial holder lodged by PMP on 1 March 2017. The Shares transferred by Michael Hannan to James Hannan remain subject to the equity lock-up arrangements described below so PMP retains a relevant interest in those Shares, except that the registered holder of those Shares is James Hannan not Michael Hannan.	As set out in the Voting Deed	7,591,916 Shares	7,591,916
17 March 2017	PMP's subsidiaries listed in Annexure A	PMP's subsidiaries each continue to have a relevant interest in the Shares transferred by Michael Hannan to James Hannan for the purposes of section 671B of the Act and the definition of substantial holding in section 9 of the Act only under section 608(3)(a) of the Act as a result of each subsidiary (being PMP's associate by reason of section 12(2)(a)(ii) of the Act) having above 20% voting power in PMP under section 610 of the Act.	As set out in the Voting Deed	7,591,916 Shares	7,591,916

5 May 2017	PMP	10,000,000 additional Shares issued following finalisation of the completion accounts, pursuant to the Share Sale Deed entered into by PMP and the shareholders of IPMG Holdco Pty Limited (collectively, Sellers) on 28 October 2016 (SSD). PMP has a "relevant interest" in these additional Shares (for the purposes of section 671B of the Corporations Act 2001 (Cth) (Act) and the definition of substantial holding in section 9 of the Act only) under section 608(1)(c) of the Act by reason of the restriction on disposal of shares under the equity lock-up arrangements disclosed in sections 5.6 and 5.7 of PMP's explanatory memorandum dated 14 November 2016. The equity lock-up arrangements are contained in the SSD, a copy of which is attached as Annexure A to the notice of initial substantial holder lodged by PMP on 1 March 2017. PMP has no right to acquire these Shares or to control the voting rights attaching to these Shares.	Non-cash consideration representing part of the consideration payable by PMP to the Sellers for the acquisition by PMP of all the shares in IPMG Holdco Pty Limited from the Sellers pursuant to the SSD	10,000,000 Shares	10,000,000
5 May 2017	PMP's subsidiaries listed in Annexure A	PMP's subsidiaries each have a relevant interest in these 10,000,000 additional Shares (for the purposes of section 671B of the Act and the definition of substantial holding in section 9 of the Act only) under section 608(3)(a) of the Act as a result of each subsidiary (being PMP's associate by reason of section 12(2)(a)(ii) of the Act) having above 20% voting power in PMP under section 610 of the Act.	Non-cash consideration representing part of the consideration payable by PMP to the Sellers for the acquisition by PMP of all the shares in IPMG Holdco Pty Limited from the Sellers pursuant to the SSD	10,000,000 Shares	10,000,000

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
PMP and PMP's subsidiaries listed in Annexure A	Michael Hannan	Michael Hannan	Registered holder	40,519,081 Shares	40,519,081
PMP and PMP's subsidiaries listed in Annexure A	Michael Hannan	James Hannan	Right to become the registered holder of Shares held by Michael Hannan pursuant to the Voting Deed.	426,584 Shares	426,584
PMP and PMP's subsidiaries listed in Annexure A	James Hannan	James Hannan	Registered holder	7,591,916 Shares	7,591,916
PMP and PMP's subsidiaries listed in Annexure A	Lindsay Norman Hannan	Lindsay Norman Hannan	Registered holder	70,005,663 Shares	70,005,663
PMP and PMP's subsidiaries listed in Annexure A	Sayman Pty Limited in its capacity as trustee of the Lindsay Hannan Family Trust	Sayman Pty Limited in its capacity as trustee of the Lindsay Hannan Family Trust	Registered holder	23,255,799 Shares	23,255,799
PMP and PMP's subsidiaries listed in Annexure A	Adrian O'Connor and Richard O'Connor	Adrian O'Connor and Richard O'Connor	Registered holder	46,597,836 Shares	46,597,836

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
See Part B of Annexure A	Each of the entities listed in Part B of Annexure A have become an associate of PMP in accordance with section 12(2)(a) of the Act, being a body corporate controlled by PMP.

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
PMP and each of its subsidiaries listed in Annexure A	Level 12, 67 Albert Avenue, Chatswood NSW 2067
IPMG Holdco Pty Ltd	Level 12, 67 Albert Avenue, Chatswood NSW 2067
Michael Hannan	17 Rosemont Avenue, Woollahra NSW 2025
Lindsay Norman Hannan	16 Northcote Road, Lindfield NSW 2070
Adrian O'Connor	192 Jersey Road, Paddington, NSW 2021
Richard O'Connor	17 Cuthbert Street, Queens Park, NSW 2022
Sayman Pty Limited in its capacity as trustee of the Lindsay Hannan Family Trust	Level 3, 135-153 New South Head Road, Edgecliff NSW 2027

Signature

print name Alistair Clarkson

capacity Company Secretary

sign here

date

5/5/2017

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

PMP Limited (ACN 050 148 644)

Annexure "A"

This is Annexure A of 2 pages referred to in Form 604 "Notice of Change in Interests of Substantial Holder"

Signed:



Alistair Clarkson
Company Secretary and General Counsel

Date:

Part A

Pacific Publications Holdings Pty Limited
Attic Futura Pty Limited
Pacific O'Brien Publications Pty Limited
Total Sampling Pty Limited
PMP Publishing Pty Limited
PMP Print Pty Limited
PMP Property Pty Limited
PT Pac-Rim Kwartanusa Printing
PMP Advertising Solutions Pty Limited
PMP Home Media Pty Limited
Shomega Pty Limited
Show-Ads Pty Limited
Linq Plus Pty Limited
PMP Wholesale Pty Limited
PMP Digital Pty Limited
Pacific Intermedia Pty Limited
The Argus & Australasian Pty Limited
Gordon and Gotch Australia Pty Limited
A.C.N. 128 266 268 Pty Limited
Scribo Holdings Pty Limited
The Scribo Group Pty Limited
Tower Books Pty Limited
Gary Allen Pty Limited
ilovemagazines.com.au Pty Limited
PMP Directories Pty Limited
Argyle Print Pty Limited
Red PPR Holdings Pty Limited
PMP Finance Pty Limited
PMP Share Plans Pty Limited
Manningtree Investments Pty Limited
Canberra Press Pty Limited
PMP (NZ) Limited
PMP Print Limited
PMP Maxum Limited
PMP Distribution Limited
Gordon and Gotch (NZ) Limited
PMP Digital Limited

Part B

IPMG Holdco Pty Ltd
IPMG Subco Pty Ltd
IPMG Pty Limited
The Independent Print Media Group Pty Limited
Hannanprint NSW Pty Limited
PMP Subco No.5 Pty Ltd
Offset Alpine Printing Group Pty Limited
Offset Alpine Printing Pty Limited
Kierle Investments Pty Ltd
Hannanprint Victoria Pty Limited
SYNC Communications Management Pty Limited
Craft Printing Pty Ltd
Woodox Pty Ltd
Inprint Pty Limited
PEP Central Pty Ltd
Bolton Print Pty Ltd
Inpack Pty. Ltd
Warwick Farm Business Park Pty Ltd
IPMG Administration Pty Limited
NDD Distribution Pty Ltd
The Federal Publishing Co Pty Ltd
PMP SubcoNo.1 Pty Ltd
IPMG Management (No.2) Pty Ltd
Southern Independent Publishers Pty Limited
IPMG Digital Pty Ltd
Holler Australia Pty Ltd
Holler Administration Pty Ltd
Sinnott Bros Pty Ltd

Spectrum Communications Group Pty Limited
Traction Digital Pty Ltd
Max Australia Pty Ltd
Spin Comm. Syd. Pty Ltd
Forty Two International Pty Limited
IPMG Consulting Pty Limited
Massmedia Studios Pty Ltd
The Gang of 4 Pty. Ltd
Hannan Finance Corporation Pty Limited
Propsea Pty Limited
MJV Pty Limited
PMP Subco No.2 Pty Ltd
PMP Subco No.3 Pty Ltd
D. Livingstone Pty. Limited
PMP Subco No.4 Pty Ltd
Tigerstone Pty Limited
KTAR Pty Limited
PMP Subco No.6 Pty Ltd
IPMG Singapore Pte Ltd (Singapore)
Traction Platform Ltd (UK)
Traction Digital Private Ltd (India)