2026 ANNUAL GENERAL MEETING

24 September 2026: Nine Entertainment Co. (ASX:NEC) provides the following documents for its Annual General Meeting to be held on Friday, 6 November 2026 at 10.00am (Sydney time), at 1 Denison Street, North Sydney and virtually:

- 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

Notice of Annual General Meeting 2026

Nine Entertainment Co.
ABN 60 122 203 892

1 Denison Street
North Sydney NSW 2060

nineentertainment.com.au

2026 Annual General Meeting

Dear Shareholder

I am pleased to invite you to participate in the 2026 Annual General Meeting (**AGM**) of Nine Entertainment Co. Holdings Limited (**Nine**) on Friday, 6 November 2026, at 10.00am. The AGM will be held both virtually and in person at 1 Denison Street, North Sydney, to provide a variety of ways for shareholders to participate in the meeting.

The 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, to participate in the AGM either virtually, via the online platform (https://meetings.openbriefing.com/NEC26) or by attending in person. Details of how to log in to the meeting are set out in the enclosed Notice of Meeting and Hybrid 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 MUFG Market Services. 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 Nine, there is a link available via Nine's website (www.nineforbrands.com.au/investors).

I look forward to welcoming you to the AGM on Friday, 6 November 2026.

Yours sincerely

Peter Tonagh
Chair

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Notice of Meeting

Nine Entertainment Co. Holdings Limited ACN 122 203 892 (Company) will hold its Annual General Meeting on Friday, 6 November 2026 at 10.00am (Sydney time) at 1 Denison Street, North Sydney to transact the following business referred to in this Notice of Meeting.

Shareholders are able to participate in the AGM by attending in person at 1 Denison Street, North Sydney, virtually via our online AGM platform ((https://meetings.openbriefing.com/NEC26) or via the use of a direct voting form or the appointment of a proxy.

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1 Financial Reports

To receive and consider the financial report of Nine for the year ended 30 June 2026, together with the Directors' Report and the Auditor's Report as set out in the Annual Report of Nine for the year ended 30 June 2026.

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

To adopt the Remuneration Report for the year ended 30 June 2026 as set out in the Annual Report.

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

3 Resolution 2 – Re-election of Mandy Pattinson as a Director

To re-elect Ms Mandy Pattinson, 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 Chris Halios-Lewis as a Director

To elect Mr Chris Halios-Lewis, who retires in accordance with clause 26.6 of the Constitution and offers himself for election, as a Director.

5 Resolution 4 – Election of Leigh Terry as a Director

To elect Mr Leigh Terry, who retires in accordance with clause 26.6 of the Constitution and offers himself for election, as a Director.

6 Resolution 5 – Grant of 2026 performance rights to CEO

To approve for all purposes the grant of 509,253 performance rights to the Chief Executive Officer, Mr Matthew Stanton, as described in the Explanatory Statement.

7 Resolution 6 – Grant of 2027 performance rights to CEO

To approve for all purposes the grant of 2,105,632 performance rights to the Chief Executive Officer, Mr Matthew Stanton, as described in the Explanatory Statement.

8 Resolution 7 – Financial Assistance

That for the purpose of section 260B(2) of the Corporations Act and for all other purposes, the Company approves the grant of financial assistance by Shelly Topco Pty Ltd ACN 634 291 375 (**QMS**) and each other QMS Entity (as defined in section 9 of the Explanatory Statement) in connection with the acquisition by the Company, or one of its wholly-owned subsidiaries of all of the shares in QMS (which in turns holds, directly or indirectly, all of the shares in each other QMS Entity) and all elements of that transaction and any other related transactions that may constitute financial assistance by the QMS Entities for the purposes of section 260A of the Corporations Act.

Without limitation, Shareholder approval is being sought under section 260B(2) of the Corporations Act in respect of any financial assistance proposed to be provided by the QMS Entities, as further described in section 8 of the Explanatory Statement.

Note 1: This Resolution must be passed as a Special Resolution in respect of any Shareholder approval sought under section 260B(2) of the Corporations Act.

Note 2: The Chair of the meeting intends to vote available proxies in favour of this Resolution.

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By order of the Board

Rachel Launders
Company Secretary

Dated: 24 September 2026

Information for Shareholders

Attending in person

The AGM will be held at Nine's office at 1 Denison Street, North Sydney. Please do not attend if you are unwell. In that situation, you will be able to attend the AGM via the online platform.

Accessing the Online Platform

The AGM will be webcast for participation by Shareholders and proxyholders, via the online platform at https://meetings.openbriefing.com/NEC26. 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://meetings.openbriefing.com/NEC26 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 MUFG 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 Hybrid 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 4 November 2026.

How to vote

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 6 November 2026 and the time at which the Chair announces voting closure.

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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 Chair that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions.

MUFG Market Services will contact all proxyholders at least 24 hours before the AGM to provide them with the login information that they will need to use on 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 Chair 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 au.investorcentre.mpms.mufg.com using the instructions on the website or send it in the reply-paid envelope provided to MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235 or by fax to MUFG Market Services Limited on +61 2 9287 0309.

Voting Forms must be received by 10.00am (Sydney time) on 4 November 2026.

Submitting questions in advance

Shareholders are invited to submit questions ahead of the meeting on any matters relating to the management of Nine. This can be done via the form which is available on Nine's website (www.nineforbrands.com.au/investors). We will endeavour to address the more frequently asked questions during the presentations to the meeting. Questions must be received by Nine or MUFG Market Services by 5.00pm on 4 November 2026.

Submitting questions during the meeting

Shareholders and proxyholders will be given an opportunity to ask questions through the virtual platform.

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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 Nine for the financial year ended 30 June 2026, 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 Nine. Shareholders will also have a reasonable opportunity to ask a representative of Ernst & Young, Nine'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 Nine 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

Nine is required to put a resolution to its Shareholders that the Remuneration Report as disclosed in Nine's 2026 Annual Report be adopted. The Remuneration Report is contained in Nine's 2026 Annual Report which is available on Nine's website (www.nineforbrands.com.au/investors). It provides information relating to the remuneration policy and practices of Nine and the structure and details of remuneration payable to the Directors and certain senior executives of Nine.

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

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chair 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

Nine will disregard any votes cast in favour of Resolution 1 by or on behalf of a Restricted Voter. However, Nine 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 Chair and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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3 Resolution 2 – Re-election of Ms Mandy Pattinson as a director

Pursuant to Clause 26.10 of Nine's Constitution, Ms Mandy Pattinson retires by way of rotation and, being eligible, offers herself for re-election as a Director.

Ms Pattinson joined the Board in August 2023 as an independent, Non-Executive Director and is the Chair of the People & Culture Committee and a member of the Nominations Committee.

Ms Pattinson is currently an executive consultant drawing on her more than 25 years experience in the media and entertainment industries both locally and internationally. Prior to this, she spent more than 10 years at the global media giant, Discovery Communications. In her role as Executive Vice President and General Manager – Australia, New Zealand & Pacific Islands, Ms Pattinson led a team focusing on building audience engagement and driving the rapid growth of Discovery's brand portfolio across subscription TV channels and on-demand services locally in Australia and New Zealand. She previously held senior positions in the Consumer & Multimedia division of Optus across legal, regulatory, television and new media content. She was previously a Board member of the Australian Subscription Television and Radio Association and is currently a director of Television New Zealand Limited.

Ms Pattinson is a graduate of the Australian Institute of Company Directors, and has a Master of Laws (Hons) from the University of NSW.

Ms Pattinson brings to the Board skills which include the media industry, audience development and subscription models, leading people, culture and change, and regulatory and political issues.

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

4 Resolution 3 – Election of Mr Chris Halios-Lewis as a director

Pursuant to Clause 26.6 of Nine's Constitution, Mr Chris Halios-Lewis, who was appointed a Director of Nine by the Board on 26 March 2026, is required to seek election as a Director.

Mr Halios-Lewis joined the Board as a Non-Independent, Non-Executive Director. Mr Halios-Lewis is Chief Financial Officer and Chief Operating Officer of WIN Corporation, Nine's affiliate in regional Australia, and Chief Financial Officer of Birketu Pty Ltd, Nine's largest individual shareholder.

Mr Halios-Lewis has more than 25 years of experience in finance and accounting, predominantly within the media sector. He holds a Bachelor of Science Accounting degree from Cardiff University, and is a Fellow of Chartered Certified Accountants.

Mr Halios-Lewis brings to the Board skills which include financial expertise, advertising sales & advertising technology, industry expertise, risk management, ASX governance and stakeholder management and political/regulatory matters.

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

5 Resolution 4 – Election of Mr Leigh Terry as a director

Pursuant to Clause 26.6 of Nine's Constitution, Mr Leigh Terry, who was appointed a Director of Nine by the Board on 26 August 2026, is required to seek election as a Director.

Mr Terry brings more than 25 years of leadership experience across Europe and Asia-Pacific's media, marketing and professional services sectors. Mr Terry has deep expertise in advertising alongside regional P&L stewardship, M&A integration, operating-model transformation, digital and data-led value creation. Most recently, he served nine years as Chief Executive Officer of IPG Mediabrands Asia-Pacific, leading more than 5,000 people across 16 markets and directing media strategies and marketing investment deployment for many of the region's largest advertisers. His prior roles include Chief Executive Officer of Omnicom Media Group Australia & New Zealand and National Managing Director of OMD Australia.

Currently, Mr Terry is an Advisory Growth Committee Member of Women in Media, a national, not-for-profit initiative that exists to help women in media connect, learn and contribute. He has previously served on the Boards of both the Media Federation of Australia (MFA) and the Association for Data-Driven Marketing and Advertising (ADMA) and was a Visiting Fellow at the Queensland University of Technology School of Business. Mr Terry holds a Bachelor of Arts (Hons) in Modern History from King's College, University of London.

Mr Terry brings to the Board skills which include media industry expertise, advertising sales and advertising technology, strategy, and leading people, culture and change.

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

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6 Resolution 5 – Grant of additional 2026 performance rights to CEO

Mr Matthew Stanton was appointed as a director of Nine and Chief Executive Officer on 13 March 2025. At the AGM in 2025, shareholders approved the grant of 1,158,077 performance rights for the FY26 year, under Nine's Long Term Incentive Plan. After the AGM, and before the rights were issued to Mr Stanton in March 2026, the Board decided to reduce the issue price of the 2026 performance rights for all participants in the Long Term Incentive Plan, by 49 cents per share, which reflects the amount of the special dividend paid to Nine shareholders in September 2025, from the net proceeds received from sale of Nine's interest in Domain Holdings Australia Limited.

Nine's share price reduced following the payment of that special dividend. However, holders of performance rights did not receive the dividend, so are disadvantaged by the issue price for the 2026 performance rights being calculated based on Nine's share price before the dividend was paid.

Subject to shareholder approval, Nine proposes to issue an additional 509,253 performance rights to Mr Stanton. This reflects the difference between the rights granted to him following shareholder approval in 2025 (calculated on his then LTI entitlement of $2,000,000 per annum and an issue price of $1.727 per right) and the number of rights he would be entitled to following an increase in his FY26 LTI entitlement to $2,062,500 (based on his current salary of $1,650,000) and the reduced issue price of $1.237 per right.

ASX Listing Rule 10.14 requires shareholder approval for Mr Stanton, being a director of Nine and therefore a Listing Rule 10.14.1 party, to be issued securities under an employee incentive plan such as Nine's Long Term Incentive Plan. The Board intends that no new shares will be issued to Mr Stanton 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 Nine flexibility to issue shares on exercise of the Performance Rights if circumstances require at that time. Mr Stanton is the only director who is entitled to participate in the Long Term Incentive Plan. Former Chief Executive Officers, who were directors, were entitled to participate in the Long Term Incentive Plan during their tenure in that role.

If shareholder approval is obtained under ASX Listing Rule 10.14, the grant of these performance rights will then fall within the Listing Rule 7.2 exception 14, with the result that the issue of those securities (which equate to 0.03% of Nine's issued capital) will not be included in the calculation of Nine's 15% placement capacity under Listing Rule 7.1. If shareholder approval is not obtained under ASX Listing Rule 10.14, Nine will consider alternatives for compensating Mr Stanton.

Relevant ASX Listing Rules

ASX Listing Rule 10.14 requires shareholder approval before Nine can issue equity securities (such as shares) under an employee incentive scheme to a director, an associate of a director, or another person whose relationship with a director or an associate of a director is such that the ASX requires shareholder approval for the issue of equity securities to that person.

ASX Listing Rule 7.2 Exception 14 provides that if shareholder approval is obtained under Listing Rule 10.14, the issue of those securities does not reduce Nine's 15 % annual placement capacity under ASX Listing Rule 7.1.

Details of Mr Stanton's remuneration

Mr Stanton's current remuneration package comprises:

- Fixed remuneration (base pay, superannuation, non-monetary benefits) of $1,652,500 per annum (from 1 July 2026);
- A short term incentive opportunity of 100% of fixed remuneration ($1,652,500) at target and 150% of fixed remuneration ($2,478,750), as the maximum opportunity; and
- A long term incentive opportunity of 125% of fixed remuneration (ie $2,065,625).

Previous grants

Mr Stanton has previously received performance rights issued in each of FY23 to FY26, totalling 2,662,658 rights. Of those, 305,049 have either vested or lapsed (being the FY23 and FY24 grants).

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.

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

What does a Performance Right provide?	If the conditions to vesting are satisfied, each Performance Right will, at Nine's election, convert to a Share on a one-for-one basis or entitle Mr Stanton to receive cash to the value of a Share. No amount is payable by Mr Stanton for the issue of the Performance Rights or on conversion of the Performance Rights. Mr Stanton does not receive any voting or dividend entitlements before the Performance Rights have vested and been exercised.
Vesting Condition 1 – Total Shareholder Return	203,701 of the Performance Rights (40%) are subject to Nine's Total Shareholder Return (TSR) performance against a comparator group over the 3 year period from 1 July 2025 to 30 June 2028. The comparator group is a subset of ASX listed companies. If Nine's TSR performance is at the 50th percentile, 50% of these Performance Rights will vest. If TSR exceeds the stretch target of the 75th percentile, 100% of these Performance Rights will vest. Between those two targets, Performance Rights will vest on a straight line basis.
Vesting Condition 2 – Earnings Per Share Growth	203,701 of the Performance Rights (40%) are subject to the achievement of fully diluted earnings per share growth (EPSG) targets over the 3 year period to 30 June 2028. The targets for the 3 year period have been set by the Board. As the target for EPSG is commercially sensitive, Nine 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 will vest. If EPSG exceeds the stretch target, 100% of these Performance Rights will vest. Between those two targets, Performance Rights will vest on a straight line basis.
Vesting Condition 3 – Strategic Hurdle	101,851 of the Performance Rights (20%) will vest, based on the Board's assessment of performance against measures set by the Board in relation to achievement of strategic, long term priorities for Nine's business to 30 June 2028. The Board will assess Nine's performance against targets on an aggregated basis, in determining how many of this tranche of Performance Rights will vest
Cessation of employment (Employment Conditions)	If Mr Stanton ceases to be employed by Nine before 1 July 2028 due to: – 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, any unvested Performance Rights held at the date of termination will lapse. If Mr Stanton ceases to be employed by Nine in any other circumstances (e.g. redundancy, ill health), Mr Stanton will retain a pro-rated number of unvested Performance Rights, which will be tested after 1 July 2028, to determine the number of such rights which have vested.
Testing	Performance against each of the vesting conditions will be determined independently. Any Performance Rights which do not vest at the end of the performance period will lapse. Performance rights which vest may be exercised at any time up to 30 June 2030 (subject to Nine's Securities Trading Policy). Any rights which are not exercised before that date will lapse.
Restrictions	Mr Stanton is not permitted to transfer any Performance Rights. Trading in any shares issued to Mr Stanton on exercise of the Performance Rights will be restricted for so long as he remains Chief Executive Officer of Nine, and is subject to Nine's Securities Trading Policy.
Maximum number of shares	The maximum number of shares which Mr Stanton may receive, if vesting conditions are met and the rights exercised, will be 509,253 (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 Stanton shortly after the meeting, and within 12 months after the date of this meeting.

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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 Stanton 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 Stanton abstaining) recommends that Shareholders vote in favour of Resolution 5.

Voting exclusion statement

Nine will disregard any votes cast in favour of Resolution 5:

(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 5; 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.

7 Resolution 6 – Grant of 2027 performance rights to CEO

Mr Matthew Stanton was appointed as a director of Nine and Chief Executive Officer on 13 March 2025. The Board has determined, subject to Shareholder approval, to offer Mr Stanton an allocation of Performance Rights, to the value of $2,065,625 on the terms of Nine's LTI Plan, which will be tested against vesting conditions for the 3 years to 30 June 2029. Based on the 10 day volume weighted average price around the release of Nine's financial results for the year to 30 June 2026 of $0.981, Mr Stanton will be entitled to 2,105,632 Performance Rights.

ASX Listing Rule 10.14 requires shareholder approval for Mr Stanton, being a director of Nine and therefore a Listing Rule 10.14.1 party, to be issued securities under an employee incentive plan such as Nine's Long Term Incentive Plan. The Board intends that no new shares will be issued to Mr Stanton 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 Nine flexibility to issue shares on exercise of the Performance Rights if circumstances require at that time. Mr Stanton is the only director who is 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 0.13% of Nine's issued capital) will not be included in the calculation of Nine's 15% placement capacity under Listing Rule 7.1. If shareholder approval is not obtained under ASX Listing Rule 10.14, Nine will consider alternatives for compensating Mr Stanton.

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Relevant ASX Listing Rules

ASX Listing Rule 10.14 requires shareholder approval before Nine can issue equity securities (such as shares) under an employee incentive scheme to a director, an associate of a director, or another person whose relationship with a director or an associate of a director is such that the ASX requires shareholder approval for the issue of equity securities to that person.

ASX Listing Rule 7.2 Exception 14 provides that if shareholder approval is obtained under Listing Rule 10.14, the issue of those securities does not reduce Nine's 15 % annual placement capacity under ASX Listing Rule 7.1.

Details of Mr Stanton's remuneration

Mr Stanton's remuneration package comprises:

- Fixed remuneration (base pay, superannuation, non-monetary benefits) of $1,652,500 per annum;
- A short term incentive opportunity of 100% of fixed remuneration ($1,652,500) at target and 150% of fixed remuneration ($2,478,750), as the maximum opportunity; and
- A long term incentive opportunity of 125% of fixed remuneration (ie $2,065,625).

Previous grants

Mr Stanton has previously received performance rights issued in each of FY23 to FY26, totalling 2,662,658 rights. Of those, 305,049 have either vested or lapsed (being the FY23 and FY24 grants).

Performance Rights

Performance rights are not fully paid ordinary securities. The material terms of the securities are set out above, in relation to Resolution 5 and details of Nine's LTI Plan are contained in the Annual Report. Key elements of the proposed grant to Mr Stanton are summarised below:

Vesting Condition 1 – Total Shareholder Return	842,252 of the Performance Rights (to the value of $826,250) are subject to Nine's Total Shareholder Return (TSR) performance against a comparator group over the 3 year period from 1 July 2026 to 30 June 2029. The comparator group is a subset of ASX listed companies. If Nine's TSR performance is at the 50th percentile, 50% of these Performance Rights will vest. If TSR exceeds the stretch target of the 75th percentile, 100% of these Performance Rights will vest. Between those two targets, Performance Rights will vest on a straight line basis.
Vesting Condition 2 – Earnings Per Share Growth	842,252of the Performance Rights (to the value of $826,250) are subject to the achievement of fully diluted earnings per share growth (EPSG) targets over the 3 year period to 30 June 2029. The targets for the 3 year period have been set by the Board. As the target for EPSG is commercially sensitive, Nine 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 will vest. If EPSG exceeds the stretch target, 100% of these Performance Rights will vest. Between those two targets, Performance Rights will vest on a straight line basis.
Vesting Condition 3 – Strategic Hurdle	421,128 of the Performance Rights (to the value of $413,125) will vest, based on performance against growth in EBITA and growth in the proportion of EBITA which comes from Nine's growth businesses (outdoor, Stan, 9Now and digital publishing). As the growth targets are commercially sensitive, Nine will disclose the performance targets when Performance Rights vest.
Cessation of employment (Employment Conditions)	If Mr Stanton ceases to be employed by Nine before 1 July 2029 due to: - 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, any unvested Performance Rights held at the date of termination will lapse. If Mr Stanton ceases to be employed by Nine in any other circumstances (e.g. redundancy, ill health), Mr Stanton will retain a pro-rated number of unvested Performance Rights, which will be tested after 1 July 2029, to determine the number of such rights which have vested.

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Testing	Performance against each of the vesting conditions will be determined independently. Any Performance Rights which do not vest at the end of the performance period will lapse. Performance rights which vest may be exercised at any time up to 30 June 2031 (subject to Nine's Securities Trading Policy). Any rights which are not exercised before that date will lapse.
Restrictions	Mr Stanton is not permitted to transfer any Performance Rights. Trading in any shares issued to Mr Stanton on exercise of the Performance Rights will be restricted for so long as he remains Chief Executive Officer of Nine, and is subject to Nine's Securities Trading Policy.
Maximum number of shares	The maximum number of shares which Mr Stanton may receive, if vesting conditions are met and the rights exercised, will be 2,105,632 (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 Stanton 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 Stanton 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 Stanton abstaining) recommends that Shareholders vote in favour of Resolution 6.

Voting exclusion statement

Nine will disregard any votes cast in favour of Resolution 6:

(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 6; or
- the proxy is the Chair and the appointment expressly authorises the Chair 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 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 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.

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8 Resolution 7 – Financial assistance

8.1 Background

The Company is party to a syndicated facility agreement dated 17 December 2024 entered into with a syndicate of lenders (**Existing Facility Agreement**). The Company and certain of the Nine Entities became guarantors under a Common Terms Deed Poll dated 20 December 2017 (**Common Terms Deed**), and other Nine Entities acceded to the Common Terms Deed subsequently, to support the obligations of the Nine Group under the Existing Facility Agreement.

On 30 January 2026, the Company announced an intention to acquire all of the issued shares in the parent company of the QMS outdoor advertising business, Shelley Topco Pty Ltd ACN 634 291 375 (**QMS**). Petelex Pty Limited ACN 096 683 626 (**Petelex**) (an indirect wholly-owned subsidiary of the Company) acquired the issued shares in QMS on 31 March 2026 (**Acquisition**). Funding was drawn down under the Existing Facility Agreement to partly finance the Acquisition.

It is proposed that the QMS Entities (as defined in section 9 of this Explanatory Statement) become guarantors under the Common Terms Deed. The guarantees proposed to be given by the QMS Entities under the Common Terms Deed will, together with those already given by the Nine Entities under the Common Terms Deed, guarantee obligations of the Nine Group and the QMS Entities under the Existing Facility Agreement.

8.2 Shareholder approval of financial assistance

Under section 260A(1) of the Corporations Act, a company may financially assist a person to acquire shares (or units of shares) in the company or a holding company of the company only if:

(a) giving the assistance does not materially prejudice:

  (i) the interests of the company or its shareholders; or

  (ii) the company's ability to pay its creditors;

(b) the assistance is approved by shareholders under section 260B of the Corporations Act; or

(c) the assistance is exempted under section 260C of the Corporations Act.

Under section 260B(2) of the Corporations Act, if immediately after the acquisition, the company providing the financial assistance will have an Australian listed holding company, the financial assistance must also be approved by a special resolution of the shareholders of that holding company (**Ultimate Australian Holding Company**).

As the Company is the Australian listed holding company of the QMS Entities, Shareholders are being asked to approve (via a special resolution) the QMS Entities becoming guarantors under the Common Terms Deed, as required by section 260B(2) of the Corporations Act. The shareholders of each QMS Entity will also be asked to approve the relevant entity becoming a guarantor under the Common Terms Deed, as required under section 260B(1) of the Corporations Act.

8.3 Financial Assistance by the QMS Entities

Under the terms of the Common Terms Deed, the Company is required to ensure that the QMS Entities accede to the Common Terms Deed as guarantors (in the same way that the Nine Entities have done) in order to comply with certain prescribed earnings and assets tests under its financing arrangements. In order to comply with its obligations under the Common Terms Deed and the Existing Facility Agreement, the Company now seeks to obtain all necessary approvals for the QMS Entities to accede as guarantors for the purposes of the Common Terms Deed.

The accession by the QMS Entities to the Common Terms Deed, together with any other transaction listed or contemplated in section 8.4 (*Effect of becoming guarantors*) below (together, the **Financial Assistance**) will have the effect of each QMS Entity financially assisting the acquisition of its own shares or shares in its holding company for the purposes of section 260A of the Corporations Act. The purpose of Resolution 7 is to seek the necessary approvals required under section 260B(2) of the Corporations Act in approving the Financial Assistance.

8.4 Effect of becoming guarantors

The requirement for QMS Entities to become guarantors under the Common Terms Deed is considered customary and consistent with market practice for financing transactions of this nature. The substantial effect of becoming guarantors under the Common Terms Deed is that the QMS Entities will jointly, in common with the Nine Entities, guarantee all amounts payable under the Existing Facility Agreement and the Common Terms Deed (on a cross guarantee and indemnity basis). Restrictions might also be placed on the operations of the QMS Entities by virtue of the representations and undertakings given by the guarantors in the Existing Facility Agreement and the Common Terms Deed.

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Becoming guarantors should not, in and of itself, materially prejudice the interests of the QMS Entities or the members of the Company or the ability of any QMS Entity to pay its creditors because the liability to the lenders under the Existing Facility Agreement and the Common Terms Deed is a contingent rather than an actual liability. Given the common terms deed financing structure, the form of the guarantee to be provided by the QMS Entities will be on substantially the same terms as the guarantees already provided by the Nine Entities under the terms of the Common Terms Deed. Nevertheless, if a default was to occur under the Existing Facility Agreement or the Common Terms Deed (including as a result of the failure to pay principal or interest or otherwise comply with any undertakings), the respective lender would be entitled to enforce the guarantees against the QMS Entities.

Any such enforcement action would materially prejudice the interests of the QMS Entities, and the members of the Company and might have a negative impact on the financial position of each QMS Entity and its ability to pay its creditors because its cash reserves would be diminished by the amount claimed. In addition, enforcement of the guarantees might trigger cross-default provisions in other financing arrangements and permit other contract counterparties to terminate those contracts, which could materially prejudice the interests of the QMS Entities.

In addition to becoming guarantors under the Common Terms Deed, the QMS Entities may, or may be required to:

(a) execute, or accede or consent to, any instrument referred to in, or incidental or related to, the Common Terms Deed (including any guarantor accession deed) or the Existing Facility Agreement, and including any document to be entered into at any time for the purpose of amending, varying, replacing, restating, novating or supplementing such instruments;

(b) make available, directly or indirectly, its cash flows or other resources in order to enable the Company and its subsidiaries to comply with their obligations under the Common Terms Deed, the Existing Facility Agreement and related finance documents; and

(c) provide additional support (which may include giving new guarantees and incurring additional obligations such as granting negative pledges and undertakings not to acquire or dispose of certain assets) in connection with the Common Terms Deed, the Existing Facility Agreement and related finance documents, including in connection with any refinancing of amounts owing under or in respect of those documents.

8.5 Reasons for giving the Financial Assistance

The principal advantage to the QMS Entities in providing the Financial Assistance is that the QMS Entities will have the benefit of the corporate debt facilities made available under the Existing Facility Agreement and the Company will continue to be in compliance with its obligations required under the Common Terms Deed. In addition, the advantages for each of the QMS Entities in giving the Financial Assistance and acceding to the Common Terms Deed is that they may benefit from:

(a) repayment of certain of the existing debt facilities of the QMS Entities;

(b) synergies and cost savings through their integration with the Nine Group; and

(c) capital resources and management expertise of the Nine Group and its affiliates.

If Resolution 7 was not passed and the QMS Entities did not accede to the Common Terms Deed as guarantors within the agreed timeframes, an event of default under the Common Terms Deed would occur. This would enable the lenders to, among other things, cancel the commitments under the Existing Facility Agreement and declare all or any loans provided by them as being immediately due and payable.

8.6 Information and recommendations given

Shareholders have been informed of the above matters in accordance with section 260B(4) of the Corporations Act. The Directors consider that this Explanatory Statement contains all material information known to the Company that could reasonably be required by Shareholders in deciding how to vote on Resolution 7.

Copies of the Notice of Meeting and this Explanatory Statement were lodged with ASIC before being sent to the Shareholders, in accordance with section 260B(5) of the Corporations Act.

The directors of each QMS Entity will unanimously agree to approve the giving of the Financial Assistance by each QMS Entity, subject to the necessary shareholder approvals being obtained, including approval by the Shareholders in accordance with section 260B(2) of the Corporations Act by the passing of Resolution 7.

The Board has considered the giving of the Financial Assistance and unanimously recommends that Shareholders vote in favour of Resolution 7. Each Director intends to vote all the shares in the Company controlled by him or her in favour of Resolution 7.

Resolution 7 will be passed if at least 75% of the votes cast by Shareholders entitled to vote on that resolution vote in favour of it. To the extent passed by Shareholders, a copy of this special resolution (Resolution 7) shall be lodged with ASIC by the Company within 14 days of being passed in accordance with section 260B(7) of the Corporations Act.

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9 Glossary

Term	Definition
Board	means the board of directors of Nine.
Chair	means the individual appointed under the Constitution to chair any meeting of Nine from time to time.
Common Terms Deed	has the meaning given to that term in section 8.1 (Background) of the Explanatory Statement.
Constitution	means Nine's constitution, as amended from time to time.
Corporations Act	means Corporations Act 2001 (Cth).
Explanatory Statement	means this explanatory statement.
Existing Facility Agreement	has the meaning given to that term in section 8.1 (Background) of the 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.
Nine Entities	means those wholly owned subsidiaries of the Company which have become guarantors under the Common Terms Deed or an accession to the Common Terms Deed.
Nine Group	means the Company and its wholly-owned subsidiaries.
Notice of Meeting	means the notice of meeting accompanying the Explanatory Statement.
QMS	has the meaning given to that term in section 8.1 (Background) of the Explanatory Statement.
QMS Entities	means each entity listed in Schedule 1 of 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 Nine.
Ultimate Australian Holding Company	has the meaning given to that term in section 8.2 (Shareholder approval of financial assistance) of the Explanatory Statement.

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Schedule 1 – QMS Entities

Company Name	ACN or NZ Companies No.
Australian Billboard Company Pty Ltd	055 925 221
Digital Outdoor Media (Aust) Pty Ltd	600 426 882
Digital Outdoor Media (NSW) Pty Ltd	601 626 788
Digital Outdoor Media (QLD) Pty Ltd	601 626 797
Digital Outdoor Media (VIC) Pty Ltd	601 626 779
Digital Outdoor Media (WA) Pty Ltd	601 626 804
Elwood Outdoor Advertising Pty Ltd	601 713 268
Octopus Property Pty Ltd	132 552 035
Paramount Outdoor Pty Ltd	131 227 006
Plexity Holdings Pty Ltd	604 040 959
Q Media Pty Ltd	164 971 608
QMS Australia Pty Ltd	125 363 484
QMS Australian Holdings Pty Ltd	604 662 642
QMS Media Pty Limited	603 037 341
QMS New Zealand Investments Limited	4568880
QMS New Zealand Outdoor Holdings Limited	7515336
QMS New Zealand Outdoor Limited	1530475
QMS Rail Media Pty Ltd	164 972 285
Riverview Signage Pty. Ltd as trustee of the Riverview Signage Trust	600 425 812
Shelley Bidco Pty Ltd	634 292 881
Shelley Midco 1 Pty Ltd	634 291 866
Shelley Midco 2 Pty Ltd	634 292 229
Shelley Newco 1 Pty Ltd	655 623 117
Shelley Newco 2 Pty Ltd	655 626 396
Shelley Topco Pty Ltd	634 291 375
Skyline Digital Pty Ltd	605 058 580
Standout Media Pty Ltd	154 738 039
The Digital Outdoor Group Pty Ltd	164 973 237

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Nine

Nine Entertainment Co. Holdings Ltd
ABN 60 122 203 892

LODGE YOUR VOTING FORM

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
Nine Entertainment Co. Holdings Ltd
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

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

X99999999999

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SAMPLE

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 (Sydney Time) on Friday, 6 November 2026,** 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 Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair 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 Chair 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 (Sydney Time) on Friday, 6 November 2026** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Level 9, 1 Denison Street, North Sydney** or logging in online at **https://meetings.openbriefing.com/NEC26** (refer to details in the Virtual Annual General Meeting Online Guide). To access the **Notice of Annual General Meeting** this can be viewed and downloaded at the Company's website at **https://www.nineforbrands.com.au/**.

Important for Resolutions 1, 5 & 6: If the Chair 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 Chair of the Meeting to exercise the proxy in respect of Resolutions 1, 5 & 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chair of the Meeting intends to vote undirected proxies in favour of all items of business.

STEP 2

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	For	Against	Abstain*
1 Non Binding Resolution to adopt the Remuneration Report			
2 Re-election of Mandy Pattinson as a Director			
3 Election of Chris Halios-Lewis as a Director			
4 Election of Leigh Terry as a Director			
5 Grant of 2026 performance rights to CEO			
6 Grant of 2027 performance rights to CEO			
7 Financial Assistance			

* 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.

STEP 3

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).

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 Chair 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 Chair'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 Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair 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 CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair 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, 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 they choose. 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:

(a) 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

(b) 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 support@cm.mpms.mufg.com 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.mpms.mufg.com/en/mufg-corporate-markets.

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 (Sydney Time) on Wednesday, 4 November 2026,** 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
https://au.investorcentre.mpms.mufg.com
Login to the Investor Centre using the holding details as shown on the Voting/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).

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 **https://au.investorcentre.mpms.mufg.com** 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/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX
+61 2 9287 0309

BY HAND
delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*during business hours Monday to Friday (9:00am - 5:00pm)

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SAMPLE

MUFG

MUFG Corporate Markets
A division of MUFG Pension & Market Services

Online Meeting Guide

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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
- Edge – 92.0 and up

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

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

Please make sure you have this information before proceeding.

Corporate Markets

Online Meeting Guide

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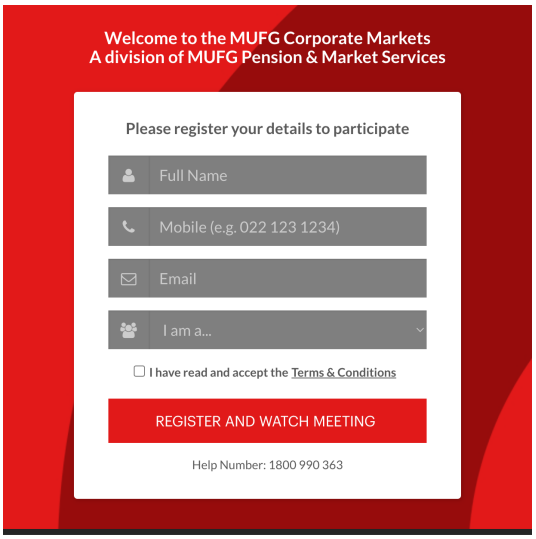


Step 1

Open your web browser and go to https://meetings.openbriefing.com/NEC26

Step 2

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

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

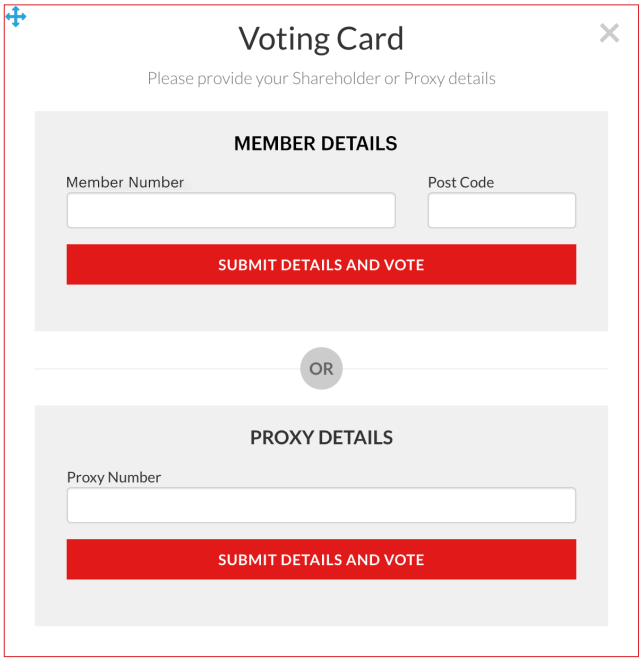
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during 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.



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

If you are an appointed Proxy, please enter the Proxy Number issued by MUFG 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 shareholders 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.

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

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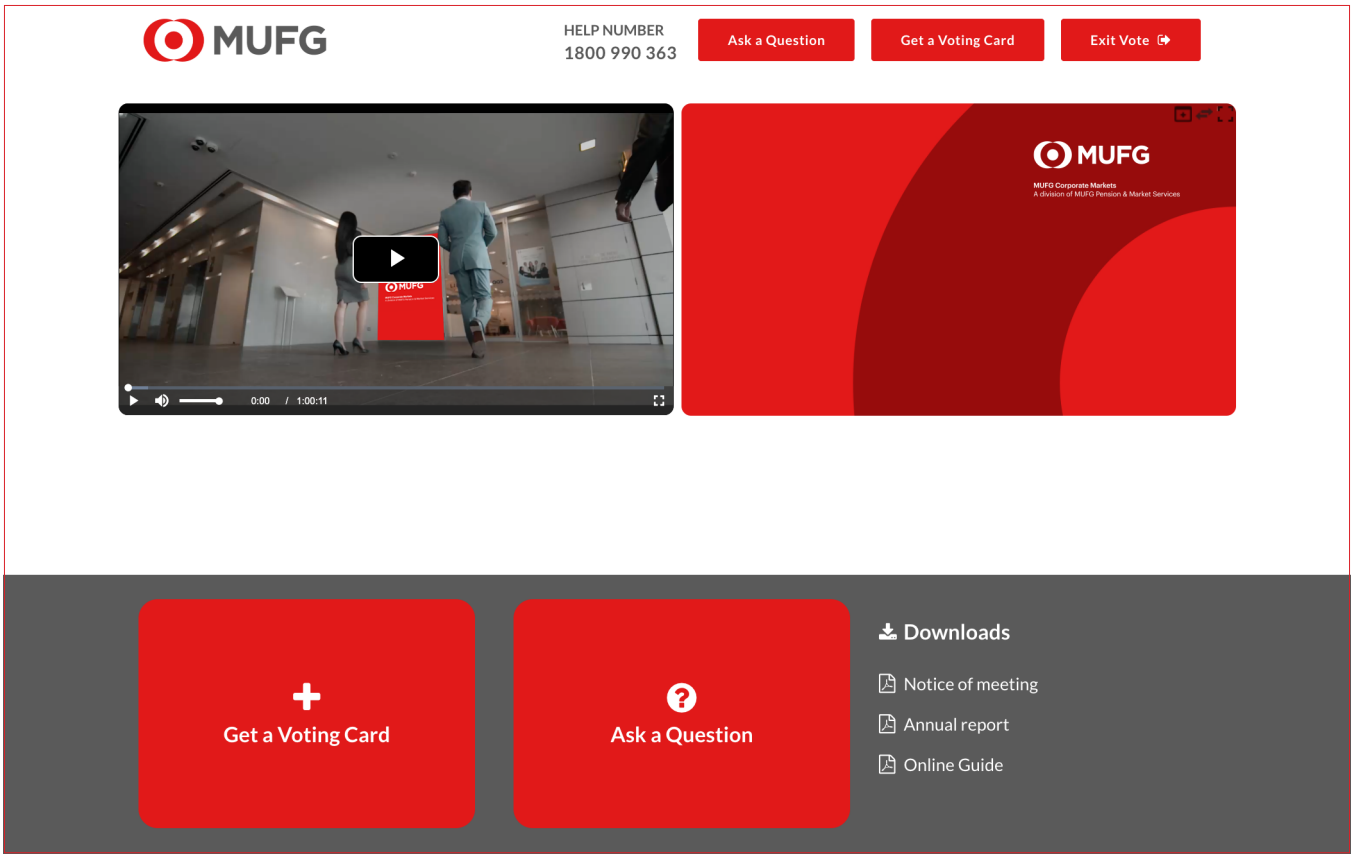

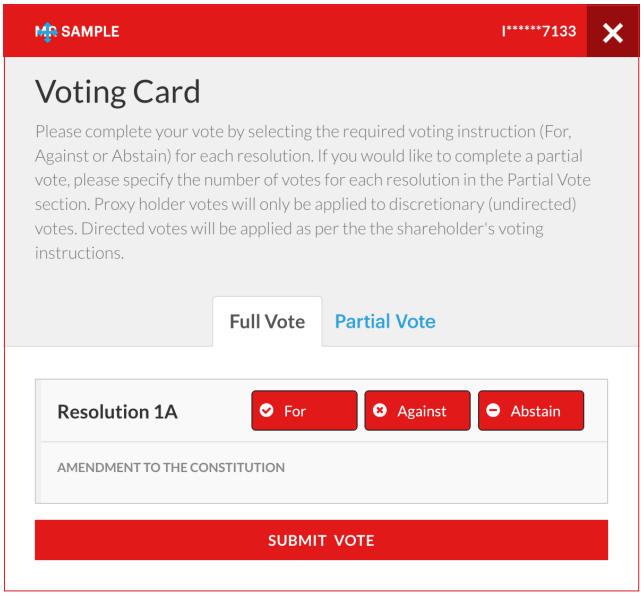

Full Votes

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.

Online Meeting Guide *continued*

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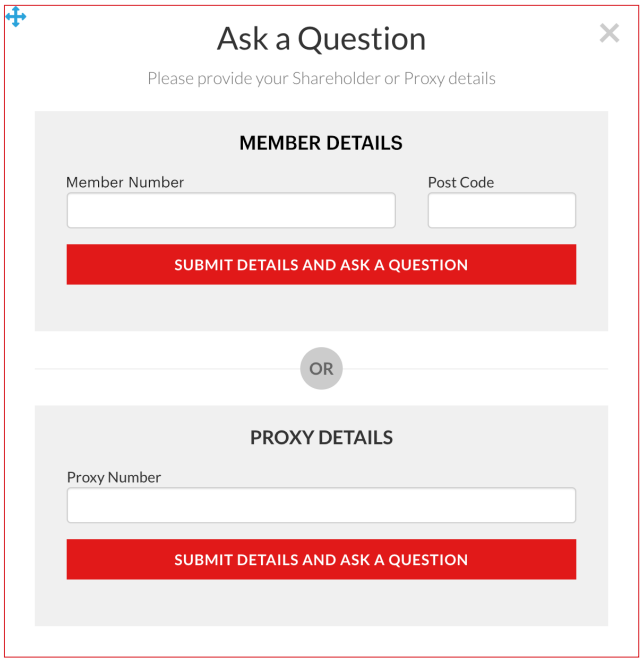
2. How to ask a question

Note: Only verified Shareholders, Proxyholders and Corporate Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your shareholder number and postcode 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 pop up and you have the option to type in a written question of ask an audio question over the phone line.



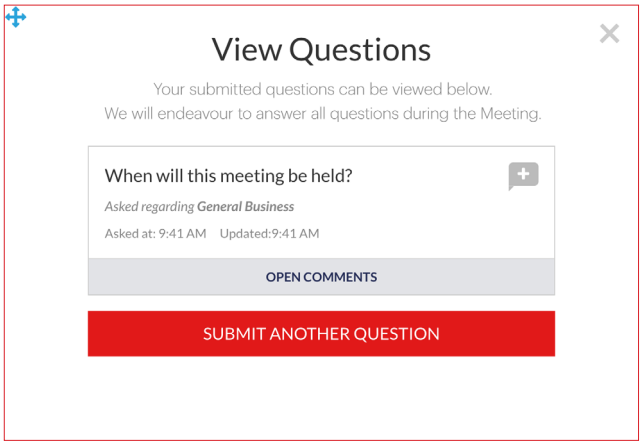
In the **'Regarding'** section click on the drop down arrow and select the category/resolution for your question.

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, the company will do their best to address all questions.



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.

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

Contact us

Australia
T +61 1800 990 363

Nine Entertainment Co. Holdings Ltd
ABN 60 122 203 892

LODGE YOUR QUESTIONS

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
Nine Entertainment Co. Holdings Ltd
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

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

X99999999999

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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 2026 Annual 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, MUFG Corporate Markets (AU) Limited, by **5:00pm on Wednesday, 4 November 2026.**

Questions will be collated. During the course of the Annual Annual General Meeting, the Chair 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.

SAMPLE

QUESTIONS

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

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

Dear Shareholder

2026 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 2026 Annual General Meeting (**AGM**) on Friday, 6 November 2026, at 10.00am. The AGM will be held in a hybrid mode, both virtually and at 1 Denison Street, North Sydney.

To download the Notice of Meeting and Explanatory Statement, Annual Report and Online Guide please go to our website (www.nineforbrands.com.au/investors).

Shareholders who are not able to attend in person can participate in the AGM virtually, via the online platform at https://meetings.openbriefing.com/NEC26. Details of how to log in to the meeting are set out in the Notice of Meeting and Online Guide. Registration opens 30 minutes 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 MUFG. 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. For the appointment of your proxy to be effective, you will need to complete the online lodgement by 10.00am (AEDT) on Wednesday, 4 November 2026.

We look forward to seeing you on Friday, 6 November 2026.

Kind regards

Rachel Launders
Company Secretary

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