Form 603 Corporations Act 2001 Section 671B

Notice of initial substantial holder

To: Prime Media Group Ltd

ACN: 000 764 867

ASX Code: PRT

1. Details of substantial holder

Name: IOOF Holdings Limited

ACN: 100 103 722

This notice is given by IOOF Holdings Limited on behalf of itself and its subsidiaries.

The holder became a substantial shareholder on: 15/11/2013

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interest in the scheme that the substantial holder or an associate had a relevant interest in on the date the substantial holder is as follows:

Class of securities	Number of securities	Person's votes	Voting Power
Ordinary	18,863,374	18,863,374	5.149%

3. Details of present registered holders

The persons registered as holders of the securities are as follows:

Holder	Registered holder of securities	Person Entitled to be holder	Nature of relevant interest	Class & Number (Ord)	Person's votes
Perennial Investment Partners Limited (ACN 087 901 620)	State Street		Investment Manager	3,363,095	3,363,095
Perennial Investment Partners Limited (ACN 087 901 620)	NAB Asset Servicing		Investment Manager	7,883,083	7,883,083

Perennial Investment Partners Limited (ACN 087 901 620)	JP Morgan	Investment Manager	1,032,950	1,032,950
Perennial Investment Partners Limited (ACN 087 901 620)	Citigroup	Investment Manager	2,329,355	2,329,355
Perennial Investment Partners Limited (ACN 087 901 620)	BNP	Investment Manager	4,254,891	4,254,891

4. Consideration

The consideration paid for each relevant interest and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Date	Person	Nature	Consideration	Class & number (ord)	Person's votes
17/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 7,108.61	7,093	7,093
19/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 3,776.30	3,768	3,768
22/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 66,202.54	65,081	65,081
23/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 691,273.70	650,000	650,000
19/08/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 772,541.00	700,000	700,000
22/08/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 46,013.48	41,788	41,788
23/08/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 190,213.12	172,667	172,667
27/08/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 607,471.75	551,383	551,383
28/08/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 826,255.14	765,085	765,085
29/08/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,064,932.93	1,010,950	1,010,950
30/08/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,316,831.25	1,250,000	1,250,000
4/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 153,359.46	145,736	145,736
12/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 878,871.10	854,615	854,615
13/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 306,673.20	300,000	300,000
17/10/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 820,766.30	810,856	810,856
6/11/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 514,191.26	500,000	500,000

8/11/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 95,474.01	89,923	89,923
11/11/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 47,116.55	44,352	44,352
12/11/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 360,415.26	339,268	339,268
13/11/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 9,436.69	8,883	8,883
15/11/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 818,394.68	769,531	769,531

5. Associates

Name & ACN	Nature of association
Not applicable	

6. Addresses

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

Name	Address	
IOOF Holdings Limited	Level 6, 161 Collins Street Melbourne Victoria 3000	
Perennial Investment Partners Limited	Level 24, 303 Collins Street Melbourne Victoria 3000	
Prime Media Group Ltd	363 Antill St Watson ACT 2602	