



MARKET ANNOUNCEMENT

APN RETAIL ENTITLEMENT OFFER OVERSUBSCRIBED

SYDNEY, 19 March, 2014 – APN News & Media Limited [ASX, NZX: APN] has completed the final component of its fully underwritten 5 for 9 accelerated non-renounceable entitlement offer of new APN ordinary shares ('New Shares') to raise gross proceeds of approximately \$132 million at a price of \$0.36 per New Share ('Entitlement Offer').

The retail component of the Entitlement Offer ('Retail Entitlement Offer') closed on Friday 14 March, 2014 raising approximately \$23 million. Eligible retail shareholders subscribed for \$26.3 million under the Retail Entitlement Offer, representing applications for entitlements of \$17.7 million and applications for additional New Shares of \$8.6 million.

APN received demand significantly in excess of the total number of New Shares available under the Retail Entitlement Offer. Consequently, 100% of New Shares available under the Retail Entitlement Offer have been allocated to APN's existing eligible retail shareholders.

Under the Retail Entitlement Offer, eligible retail shareholders were invited to apply for additional New Shares in excess of their entitlement up to a maximum of 100% of their entitlement ('Additional New Shares'). Applications for Additional New Shares over this limit were capped at 100% and they, along with applications below this limit, were treated as valid ('Valid Applications').

Due to the Retail Entitlement Offer being oversubscribed, APN has scaled back Valid Applications as follows:

- all eligible retail shareholders whose Valid Application was for an amount up to and including 20,000 Additional New Shares will have their applications allotted in full; and
- all eligible shareholders whose Valid Application was for more than that amount will receive an allocation of 20,000 Additional New Shares plus 45% of the difference between their Valid Application and 20,000 New Shares.

By adopting this approach, approximately 86% of eligible retail shareholders will receive the full amount of Additional New Shares they applied for under their Valid Application. Final allocations are subject to reconciliation and an audit process that is currently being completed by APN's share registry.

The Retail Entitlement Offer settlement date is 20 March 2014 and the Retail Entitlement Offer issue date is 21 March 2014. New Shares issued on the Retail Entitlement Offer issue date are expected to commence trading on 24 March 2014.

-- ENDS --

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This announcement may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or in any other jurisdiction in which such an offer would be illegal. The New Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "US Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly, in the United States, unless they have been registered under the US Securities Act (which APN has no obligation to do or procure), or are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and any other applicable state securities laws. The distribution of this announcement in other jurisdictions outside Australia may also be restricted by law and any such restrictions should be observed. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Forward looking statements

This announcement contains certain "forward looking statements". Forward looking statements can generally be identified by the use of forward looking words such as, "expect", "anticipate", "likely", "intend", "should", "could", "may", "predict", "plan", "propose", "will", "believe", "forecast", "estimate", "target", "outlook", "guidance" and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, indications of, or guidance or outlook on, future earnings or financial position or performance of APN the outcome and effects of the Entitlement Offer and the use of proceeds. The forward looking statements contained in this announcement are not guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of APN, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. Refer to the key risks section of the Investor Presentation for a summary of certain general and APN specific risk factors that may affect APN.

There can be no assurance that actual outcomes will not differ materially from these forward-looking statements. A number of important factors could cause actual results or performance to differ materially from the forward looking statements, including the risk factors set out in the Investor Presentation. Investors should consider the forward looking statements contained in this announcement in light of those disclosures. The forward looking statements are based on information available to APN as at the date of this announcement.

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