

DIRECTORS' REPORT

The Board of Directors of PMP Limited ("PMP") has pleasure in submitting the consolidated Balance Sheet of the economic entity ("PMP Group") at 30 June 2008, and related Income Statement, Cash Flow Statement and Statement of Changes in Equity for the year ("the Period") then ended and report as follows:

Directors

The names of the Directors of PMP in office during or since the end of the financial year and particulars of their qualifications, experience, other directorships (including listed company Boards for the last 3 financial years) and special responsibilities including memberships of Committees of the Board are featured on pages 20-21.

Directors' and Executives' disclosures

The disclosures required for Director shareholdings and Director and Executive remuneration are included within the Remuneration Report (see below).

Company Secretary – qualifications and experience

The Company Secretary of PMP Limited throughout the year ended 30 June 2008 and up until his resignation on 4 July 2008 was David Rowland (B.Juris LLB). He joined PMP in 1999 as General Counsel and Company Secretary, with responsibility

for management of the Group's legal and secretarial function. His responsibilities included legal and transaction issues covering strategic and operational matters as well as contract negotiations and managing acquisitions and divestments during his time with the Group.

Richard Allely (MBA CPA FCIS FAICD) was appointed Company Secretary on 4 July 2008. Age 54, Richard Allely is currently Chief Financial Officer of PMP Limited, he has over 30 years experience in senior financial / commercial management and company secretarial roles with leading companies including Tenix Pty Limited (formerly Transfield Pty Limited), John Fairfax Holdings Limited, Boral Limited, James Hardie Industries Limited and Fanner PLP Pty Limited.

Richard is a fellow of the Australian Institute of Company Directors (FAICD), a fellow of the Institute of Chartered Secretaries (FCIS), and a member of the Australian Society of CPA's (CPA).

Richard is a past director of John Fairfax Publications Pty Ltd (publisher of The Sydney Morning Herald & The Australian Financial Review) and past Chairman of Australian Property Monitors Pty Ltd and he holds an advisory position with the Workcover Authority NSW – Audit Committee.

Directors' meetings

The number of Directors' meetings (including meetings of committees of Directors) and the number of meetings attended by each of the Directors of PMP during the financial year were:

	Board of Directors		Audit & Risk Management		Appointment & Compensation	
	Attended	Maximum possible attended	Attended	Maximum possible attended	Attended	Maximum possible attended
G J Reaney	10	10	4*	4*	3**	3**
Ng J S	5	5	3	3	-	-
M A Griffin	10	10	-	-	3	3
P George	9	10	3	4	-	-
J R Donnelley	2	2	1	1	-	-
I L Fraser	10	10	4	4	2	2
B R Evans	10	10	4*	4*	3*	3*

* Attended but not a formal member.

** G J Reaney attended one meeting as the Chairman of the Appointment & Compensation Committee and attended the remaining two meetings as a non-member of that Committee.

The details of the functions and memberships of the committees of the Board are presented in the Corporate Governance Report and Remuneration Report.

Remuneration policy

The Group's remuneration policies for Directors and management are detailed in the Remuneration Report included in this report.

Non-Executive Directors fees are within the limits set by shareholders at the Annual General Meeting in 2004, and are set at levels which fairly represent the responsibilities of, and time spent by, the Non-Executive Directors on Group matters.

Principal activities

The principal activities of the PMP Group are commercial printing, digital premedia and letterbox and magazine distribution services.

Results

The consolidated profit after income tax of the PMP Group for the financial year ended 30 June 2008 was \$78.9 million (2007: \$46.4 million).

Dividends

Dividends paid to members during the financial year were as follows:

	2008 \$'000	2007 \$'000
Final ordinary dividend for the year ended 30 June 2007 of 3 cents, fully franked paid on 19 October 2007	9,009	-
Interim ordinary dividend for the year ended 30 June 2008 of 1.5 cents, fully franked paid on 7 March 2008	5,090	-
	14,099	-

Since the balance sheet date the Directors have declared a final dividend of 3 cents per fully paid ordinary share, 60% franked based on a corporate tax rate of 30%. The dividend will be paid on 17 October 2008, with a record date of 3 October 2008.

Review of operations

Earnings before interest and tax (before significant items) amounted to \$85.1 million at 30 June 2008, \$68.7 million after including the impact of significant items.

Net profit after tax increased to \$78.9 million from \$46.4 million, an increase of 70.0% on the previous year. Interest expense fell by 18.8% to \$19.3 million. Significant items amounted to \$26.6 million credit, including the \$43.0 million deferred tax asset brought to account.

Operating sales revenue was \$1,347.3 million, 4.6% up on the prior year. Capital expenditure (before proceeds from asset sales totalling \$28.4 million) was \$113.0 million which includes payment for Man Roland and the cash paid for Times Printers (Australia) Pty Limited. Net assets increased by \$123.4 million to \$395.2 million.

PMP finished the year in a stronger financial position with interest cover of 6.5 times comparing favourably to 5.4 times at the same time last year, while gearing reduced to 50.5% from 93.9% in June 2007.

Significant changes in the state of affairs

PMP Limited acquired Times Printers (Australia) Pty Limited effective from 21 September 2007. On 29 November 2007 the company changed its name to Argyle Print Pty Ltd. Since acquisition, Argyle Print Pty Ltd has contributed a loss before interest and tax of \$1.7 million (after significant items) to the result of the Group. The business combination gives rise to a discount on acquisition of \$3,650,000. See Share issues below and Note 28 for further details.

Future developments

Certain developments in the operations of the PMP Group are referred to elsewhere in the annual report. The Directors have excluded from this report any further information on the likely developments in the operations of the PMP Group and the expected results of those operations in future years, as the Directors have reasonable grounds to believe that it would likely result in unreasonable prejudice to the company.

Environmental regulation performance

PMP is committed to conducting its business activities with respect for the environment while continuing to meet its obligations to its shareholders, employees, customers and suppliers. PMP believes its operations are in compliance with all environmental regulations to the extent material to its financial position or results of its continuing operations. As of the date of this report, there were no material legal proceedings concerning environmental matters pending against PMP or against any of its properties.

Refer to page 22 for PMP's Sustainability Report for a more detailed review of PMP's environmental issues with a particular emphasis on its carbon footprint.

Share issues

39,020,117 shares were issued as part of the purchase consideration of Times Printers (Australia) Pty Limited resulting in an increase in Contributed Equity of \$58,529,000 in the year ended 30 June 2008. Employee stock options were also exercised during the year. Refer to Note 18 for a more detailed explanation of the movement in options during the period.

Share options/rights

The names of the persons who currently hold options/rights are entered in the register of options kept by the Company pursuant to Section 168 of the *Corporations Act 2001*. Pursuant to an Australian Securities and Investments Commission Class Order, the Directors have taken advantage of relief available from the requirement to disclose the names of executives not being Directors (other than the key management personnel executives of the Group) to whom options/rights are issued, and the number of options/rights issued to each person.

Non-audit services

A review of non-audit services provided by Deloitte Touche Tohmatsu has been performed by a sub-committee of the Board - the Audit and Risk Management Committee.

These non-audit services include actuarial advice in relation to the Group's superannuation scheme, technical advice and assistance with commercial agreements and acquisitions.

The following non-audit services have been provided during the 12 months to 30 June 2008: Unless otherwise specified all amounts have been paid or are due and payable to a member firm of Deloitte Touche Tohmatsu or its affiliates.

Description of non-audit services	\$
- Actuarial advice*	75,466
- Due diligence	52,365
- Tax compliance and consulting*	42,000
- Consulting advice	212,800
	382,631

* These services were engaged by entities within the PMP Group but were payable by a third party.

In accordance with advice provided by the Audit & Risk Management Committee, the Directors are satisfied that – based on the approval procedures required for the external auditors to provide non-audit services to PMP and from a review of actual services provided – the provision of non-audit services by Deloitte Touche Tohmatsu have met the standards of independence.

Auditors independence declaration

In accordance with the Audit Independence requirements of the *Corporations Act 2001*, the Directors have received and are satisfied with the "Audit Independence Declaration" provided by the PMP Group external auditors Deloitte Touche Tohmatsu. The Audit Independence Declaration has been attached to the Directors' Report on page 43.

Directors' and officers' liability insurance and indemnity

PMP has liability insurance policies for all Directors and officers of the PMP Group. The policy agreement prohibits disclosure of the policy terms and the premium paid. Directors and officers are also indemnified by the company against all liabilities to another person (other than PMP or a related body corporate) that may arise from their position as Directors or officers of PMP and the PMP Group. The insurance cover and indemnity is not applicable where the liability arises out of conduct involving a lack of good faith.

Significant events after balance date

Except as disclosed in Note 4, Note 28 and Note 31(f) of the financial report, the Directors are not aware of any matter or circumstance post balance date not otherwise dealt with in this report or the consolidated financial statements that has significantly affected or may significantly affect the operations of the PMP Group, the results of those operations or the state of affairs of the Group in subsequent years.

Rounding of amounts

Pursuant to class order 98/0100 made by the Australian Securities and Investments Commission, the Company has rounded amounts in this report and the accompanying financial statements to the nearest thousand dollars unless specifically stated to be otherwise.

Remuneration Report <a>

1 Appointment and Compensation Committee (the Committee)

This Remuneration Report outlines the Director and executive remuneration arrangements in accordance with the requirements of *Corporations Act 2001* and its Regulations. It also provides the remuneration disclosures required by paragraphs Aus 25.4 to Aus 25.7.2 of AASB 124 Related Party Disclosures which are permitted to be transferred to the Remuneration Report by Regulation 2M.6.04. The disclosures in this Remuneration Report cover the Directors of PMP including the Chief Executive Officer (CEO) and all other key management personnel (also referred to as executives) having the authority and responsibility for planning, directing and controlling the activities of PMP, which includes the five executives of PMP receiving the highest remuneration. The report also contains information, where appropriate, regarding the broader remuneration practices that apply to management below the executive level.

<a>: Except for sections 1, 3.5 and 6.1 the narrative description and tables contain information required by AASB 124 Related Party Disclosure. This information has been audited by Deloitte Touche Tohmatsu and is included within the scope of the Audit Report on page 92.

1.1 Role of the Committee

The Appointment and Compensation Committee (the Committee) operates under the delegated authority of the Board of Directors of PMP Limited.

In relation to appointments, the Committee's role includes reviewing Director competence standards, reviewing Board succession plans, evaluating the Board's performance and making recommendations for the appointment and removal of Directors.

In relation to compensation, the Committee's role includes making recommendations to the Board on executive remuneration and incentive policies, the remuneration packages of senior management, PMP's recruitment, retention and termination

policies for senior management, incentive schemes, superannuation arrangements and the remuneration framework for Directors.

The Committee makes recommendations to the Board in relation to the appointment and succession planning of the Chief Executive and other key executive positions.

The Committee is also responsible for evaluating potential candidates for executive positions, including the role of the Chief Executive, and overseeing the development of executive succession plans.

The CEO has the authority to employ and remunerate executives within the scope of the policy established by the Committee.

In carrying out its duties, the Committee is committed to the principles of providing sound remuneration policies and practices that enable PMP to:

- Attract and retain high quality executives and Directors who are dedicated to the interests of PMP shareholders; and
- Fairly and responsibly reward executives, having regard to the interests of shareholders, PMP's performance, the performance of the relevant executive and market conditions.

The Committee has ultimate authority for establishing executive remuneration policy and for the appointment and succession planning of the CEO.

1.2 Membership and meetings

The names of the members of this Committee and their record of attendance in the last financial year are listed below.

Committee members	Meetings attended	Meetings held
G J Reaney*	3	3
I L Fraser (Chairman)	2	2
M A Griffin	3	3

* G J Reaney attended one meeting as the Chairman of the Appointment & Compensation Committee and attended the remaining two meetings as a non-member of that Committee.

1.3 Advisors

In executing its responsibilities, the Committee has unlimited access to senior management. It also has the Board's authority to seek information it requires from employees and external parties and obtain outside legal or other professional advice at the expense of PMP Limited.

The Committee, in consultation with management, engaged the independent advisor Classified Salary Information (CSI) to assist with the following types of activities:

- Job evaluation and sizing;
- Sourcing market remuneration data;
- Constructing and updating of remuneration tables to guide decisions about individual salaries;
- Designing and implementing of variable pay schemes;
- Designing remuneration and benefits;
- Superannuation planning;
- Independent benchmarking of Executive Leadership Team remuneration packages every 3 years.

Highlights:

In cooperation with CSI, PMP has been involved in the ongoing development of the first industry salary survey for the Australian Print & Media industry.

There have been numerous other improvements in the area of Remuneration, some of which include:

- All non EBA/award roles have been sized and benchmarked. This process is now repeated at least annually to coincide with annual salary reviews;
- The Short Term Incentive program (STI) scheme was comprehensively reviewed in terms of policy, participant eligibility, and whether it aligned with industry best practice. The scheme continues to be reviewed annually to ensure that PMP maintains its market competitiveness;
- All sales incentive programs were reviewed across the company in terms of local policy, participant eligibility, and whether it aligned with industry best practice. Schemes have been realigned to ensure that sales contribution and outcome enable the achievement of business objectives and that equity prevails across the company;
- A Long Term Incentive (LTI) program was introduced for the Executive Leadership Team and select senior executives. One of the key drivers for the program was

retention of key talent in addition to ensuring that key personnel are managing to a variety of timeframe horizons when managing their scope of responsibility;

- All aspects of remuneration and benefits have been automated to ensure expediency and data accuracy;
- A full suite of policies, standard operating procedures, and protocols have been developed for all aspects of remuneration and benefits management;
- Key compensation metrics are monitored monthly to track the effectiveness of the remuneration and benefits systems and to ensure overall compliance.

2 Remuneration principles

PMP's Remuneration Policy provides a direct link between remuneration and corporate performance. PMP's key remuneration and benefit principles include:

- Provide sufficiently competitive rewards to attract and retain high calibre executives;
- Ensure a significant portion of executive remuneration is at risk against pre-determined performance benchmarks;
- Apply appropriate stretch performance hurdles to variable executive remuneration;
- Link short term incentives to both company and personal performance;
- Link long term incentives (including options) to shareholder value measures and performance hurdles;
- Limit severance payments for executives to pre-established contractual arrangements that do not require PMP to make any unjustified termination payments; and
- Provide full legal compliance and disclosure of executive remuneration.

The Board also recognises that, although remuneration is a major factor in recruiting and retaining talented and effective people, other factors play a substantial role in attracting suitable candidates, including: PMP's business operations, corporate reputation, ethical culture, executive leadership program and other human resources policies and practices.

PMP's remuneration principles in combination with implemented policies, ensure that:

- Executive remuneration packages are appropriately benchmarked against the market for comparative roles in similar sized entities;
- Executive remuneration packages for key middle and senior personnel include an at risk variable component that is developed in line with the PMP Short Term Incentive program;
- Variable pay schemes are expressed in the form of a balanced scorecard that details a variety of criterion that align to key areas of focus for the business. Current standard performance criterion includes: EBIT, safety performance (lead and lag indicators) and workforce engagement;
- A set of personal objectives are set for each individual that strive to align personal behaviours and professional development with the overall goals of the company.

3 Remuneration structure

The Board believes well designed and managed short and long term incentive plans are important elements of employee remuneration, providing tangible incentives for employees to strive to improve PMP's short term and long term performance, and giving them a community of interest with shareholders.

The three tiers of the structure are:

1. Fixed remuneration that is made up of base salary including statutory superannuation and other incidental benefits;
2. Short term performance incentives ("STI") / other accepted variable pay schemes;
3. Longer term equity-based incentives through employee share and option plans ("LTI") that are awarded at the discretion of the CEO and that usually pertain to the upper echelon of the business.

This three-tier structure results in management having more of their total remuneration and reward package at risk via linkage to individual performance and business results and, in the case of longer-term incentives, to the long-term performance of the company.

The structure links remuneration management and outcomes to organisational performance through PMP's Performance Management System. This system aligns goals, strategies and actions for the Group with business unit and department goals and actions. PMP measures progress against these goals through individual reviews and monthly and quarterly business reviews.

To ensure executives are sufficiently motivated and aligned with PMP company performance objectives, as a general policy executives are expected to have at least 25% of their maximum potential remuneration "at risk".

3.1 Base salary

PMP generally sets salaries based on a classification structure referenced to the market median and also allows for sufficient flexibility from this reference point for a range, based on individual performance levels.

PMP's remuneration structure and market position are benchmarked annually through CSI, PMP's preferred remuneration and benefits provider.

On a day to day basis, the remuneration structure is managed by Human Resources in conjunction with the business units, leveraging tools such as: job evaluation, career level benchmarking and the automated salary review application.

PMP's remuneration system allows flexible packaging of benefits via salary sacrifice at no additional Total Employment Cost (TEC) to the company.

3.2 Superannuation

PMP complies with all relevant statutory superannuation obligations to its employees. The standard company superannuation plan is primarily an accumulation plan and provides a lump sum benefit equal to the balance of a member's account, which includes contributions made by the member and the relevant PMP group entity, together with net fund earnings. A few longer serving executives remain in a legacy defined benefit plan, which is now closed to new members.

Relevant superannuation contributions for all senior executives form part of the executive's total remuneration package, which is calculated on a total cost to company basis. All such amounts are included in the fixed remuneration disclosed for the Chief Executive and members of the senior executive team in this report. PMP offers employees the opportunity to participate in the superannuation choice of fund arrangements.

3.3 Other benefits

PMP does not provide senior executives or Directors with benefits such as life insurance, vehicle allowance, club memberships or retirement benefits.

3.4 Variable remuneration

PMP links all variable remuneration to performance. The proportion of total remuneration that may be received in variable form varies with job responsibility, with senior executives having a greater proportion of their remuneration at risk. The following explanations regarding STIs and LTIs apply in principle to the executives as well as to the CEO. However, specific disclosures on the CEO are included in Section 4 of this report.

3.4.1 Short term incentives - STIs

The STI plan applies to professional and managerial roles, directly linking variable remuneration to PMP's corporate strategy.

The employee's STI percentage is the maximum amount that will be paid for achieving performance goals. Results above the target goal will not increase the incentive payment above the STI percentage unless authorised by the CEO and the Human Resources Director. As a general rule, no discretionary bonuses outside the STI program will be approved. Proposals for discretionary bonuses outside the STI program must be authorised by the CEO and the Human Resources Director and have a supporting business case.

Performance is assessed on a balanced scorecard approach.

Target achieved	Percentage of STI target achieved		Percentage of base TEC achieved
	EMT	Other	(EMT example)
Below threshold	None	None	-
Threshold	N/A	50%	-
Target	100%	100%	25%
Exceptional	CEO discretion		CEO discretion

Table 1. STI percentages

STI entitlements in any year are formalised after the end of year accounts have been finalised post 30 June and payment is made in September of that year. Fiscal 2008 Short Term Incentive award payments to the CEO and other specified executives satisfying the definition of Key Management Personnel are disclosed in this report.

3.4.2 STIs - Performance conditions

PMP's primary measure for STIs is EBIT - Earnings Before Interest and Tax (before significant items) and is a commonly used financial indicator of operating performance of the business.

Other non-financial performance conditions are selected to focus management and executive activities on operating performance and employee safety and to align individual behaviours with company strategy. Non-financial performance criteria of executives are set by the CEO in consultation with individual executives. The EBIT target approved by the Board is applicable to all senior executives including the CEO.

3.4.3 Long term incentives - LTIs

The LTI plan aligns an element of executive rewards with the creation of shareholder wealth. LTIs are provided to executive managers who have the greatest authority and most strategic influence over PMP's direction, profitability and growth.

In previous years this has equated to PMP offering LTIs to the Executive Management Team (EMT) plus approximately 20 senior managers. LTIs have been share options linked to stretch performance targets set against PMP's three year strategic plan. Those options were issued pursuant to the PMP Executive Option Scheme (EOS) as approved by shareholders.

In the 2006-07 financial year, the Board approved a revised LTI Plan aimed at enhancing the effectiveness of the plan for stakeholders. Participants are granted performance rights (rights) which entitle them to receive PMP Shares for nil cost after a specified vesting period, to the extent that specific performance conditions are satisfied. The rights are granted annually (following the announcement of the Group's results) to each participant to the value of between 25% and 50% of that persons TEC. The number of rights granted is determined based on the Company's weighted average share price for the one week period up to and including the grant date. These options/rights only vest if the Group achieves the long-term performance hurdles detailed in Table 2.

3.4.4 LTIs - Performance conditions

Long-term performance hurdles are intended to reflect an appropriate measure that best aligns executive LTIs with the interests of other stakeholders, most particularly shareholders. Table 2 summarises all current Key Management Personnel LTIs, including their performance hurdles and achievement assessment methods. Specific performance hurdles for all LTIs on issue to the CEO are detailed in section 4.2 of this report.

3.5 Senior Executive Performance Evaluation

PMP rewards executives for performance. At the beginning of each new financial year, the CEO sets objectives with each of his direct reports as part of the balanced scorecard process. These objectives typically cover: EBIT, safety lead and lag indicators, and staff engagement. Personal behavioural and development objectives are also set and included in the balanced scorecard. Scorecard objectives are stored in PMP's automated performance management system. The CEO, consistent with good practice, formally reviews performance against objectives at least twice annually at the mid year and financial year end mark. Performance outcomes that result from the annual review are then used to determine overall performance ratings and short term incentive payments.

3.6 Company performance

Tables 3 and 4 show PMP's performance over the last five years with regard to earnings and shareholder returns.

Ref	Options / Rights	Performance Hurdles	Assessment Method	Vesting
A	<p>\$1.60 EMT Issued 11 Nov 04 Expiry 30 Sep 09</p> <p>\$1.60 Senior Managers Issued 28 Jan 05 Expiry 30 Sep 09</p> <p>\$1.60 Senior Managers (Print NZ) Issued 15 Apr 05 Expiry 30 Sep 09</p> <p>\$1.60 Senior Manager Issued 31 Jul 06 Expiry 30 Sep 09</p>	<p>The performance hurdle is EPS in financial years ending June 2007 to 2009.</p> <p>Detail - The options may only be exercised if PMP's earnings per share (EPS) for any financial year ending 30 June 2007, 2008 or 2009 are met as follows:</p> <ul style="list-style-type: none"> - EPS greater than or equal to \$0.23 but less than \$0.25, 25% of the options vest and become exercisable - EPS greater than or equal to \$0.25 but less than \$0.26, 50% of the options vest and become exercisable - EPS greater than or equal to \$0.26 but less than \$0.27, 75% of the options vest and become exercisable - EPS greater than or equal to \$0.27, 100% of the options vest and become exercisable <p>The above performance hurdles can be achieved at any time during the financial years ending 30 June 2007, 2008 and 2009 – and prior to expiry. As such, if hurdles are not achieved for the first two years but are subsequently achieved in the third, then all options become exercisable.</p>	<p>Will be determined on EPS result for FY07, FY08 and FY09. Refer to the 2004 AGM explanatory memorandum for further information</p>	N/A
B	<p>Rights - \$0 EMT Issued 10 Aug 06 Expiry 31 Aug 11</p>	<p>The performance hurdles are: Total Shareholder Return (TSR) and Return on Capital Employed (ROCE). 50% of Rights granted are be subject to each hurdle.</p> <p>Total Shareholder Return If PMP's TSR over the three year period comprising financial years 07, 08 and 09 exceeds the change in the ASX All Ordinaries Accumulation Index over the same period, all of the Rights (being 50% of Rights granted) will vest and become exercisable.</p> <p>Return on Capital Employed ROCE = EBIT / Capital Employed - EBIT = Earnings Before Interest and Tax as per the audited accounts - Capital employed = Equity plus net debt ROCE performance over a 3-year performance period will be determined as the simple average of ROCE achieved in each of the 3 relevant financial years. If ROCE over the 3-year performance period is at least equal to the target average ROCE set by the Board on commencement (being 16%), all of the Rights (being 50% of Rights granted) will vest and become exercisable.</p>	<p>Will be determined on TSR and ROCE result for FY07, FY08 and FY09.</p> <p>The Board retains discretion to include/exclude from the calculation of ROCE, items which the Board considers are for example unusual or non-recurring.</p>	N/A
C	<p>Rights - \$0 EMT and Senior Manager Issued 30 Sept 07 Expiry 31 Aug 12</p>	<p>The performance hurdles are: Total Shareholder Return (TSR) and Return on Capital Employed (ROCE). 50% of Rights granted are be subject to each hurdle.</p> <p>Total Shareholder Return If PMP's TSR over the three year period comprising financial years 08, 09 and 10 exceeds the change in the ASX All Ordinaries Accumulation Index over the same period, all of the Rights (being 50% of Rights granted) will vest and become exercisable.</p> <p>Return on Capital Employed ROCE = EBIT / Capital Employed - EBIT = Earnings Before Interest and Tax as per the audited accounts - Capital employed = Equity plus net debt ROCE performance over a 3-year performance period will be determined as the simple average of ROCE achieved in each of the 3 relevant financial years. If ROCE over the 3-year performance period is at least equal to the target average ROCE set by the Board on commencement (being 16%), all of the Rights (being 50% of Rights granted) will vest and become exercisable.</p>	<p>Will be determined on TSR and ROCE result for FY08, FY09 and FY10.</p> <p>The Board retains discretion to include/exclude from the calculation of ROCE, items which the Board considers are for example unusual or non-recurring.</p>	N/A

Table 2. LTI Performance Hurdles and Assessment Methods

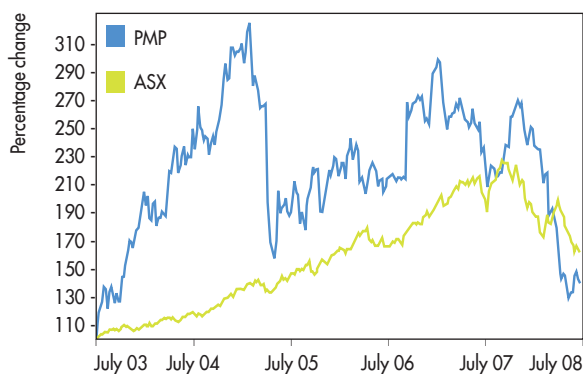


Table 3. PMP Share Price Performance against ASX 200 Index

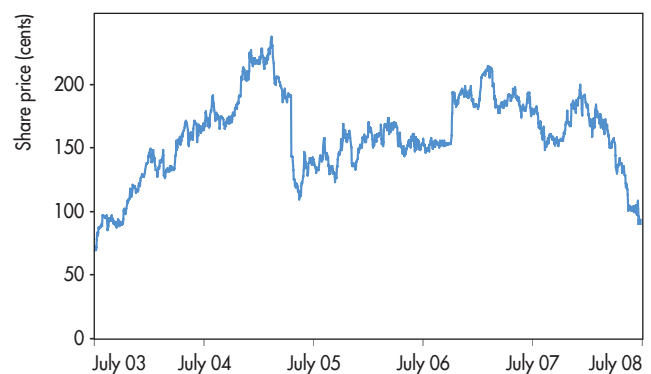


Table 4. PMP Actual Share Price performance

Earnings performance indicators		2004*	2005	2006	2007	2008
Earnings per ordinary share	cents	6.0	10.7	11.2	15.5	24.0
Dividend per share	cents	-	-	-	3.0#	4.5^
External sales revenue	A\$ mill	1,214.2	1,333.6	1,245.0	1,288.1	1,347.3
Total EBIT (before significant)	A\$ mill	74.7	76.7	82.0	91.3	85.1

* Comparatives have not been restated for impact of AIFRS

Final dividend FY07, paid FY08.

^ 1.5 cent interim FY08 dividend, paid FY08 and 3 cent final FY08 dividend, paid FY09

4 Chief Executive remuneration

PMP has one executive Director, Mr Brian Evans, who is CEO.

The following section details his remuneration arrangements.

4.1 Employment contract

Mr Brian Evans was appointed as Chief Executive on 31 October 2005. Mr Evans is employed under a 4 year contract which expires on 31 October 2009. The notice period for termination is 12 months notice by the employer or 3 months notice by the employee. Leave entitlements are 20 days annual leave per annum, and long service leave as per legislation.

4.2 Summary of remuneration structure

Fixed Remuneration:

Base Salary including superannuation \$1,000,000.

Sign on Consideration

Up to 360,000 fully paid PMP shares will be granted to Mr Evans. 120,000 shares vest annually after the first, second and third year of service from the commencement date. This is to partially compensate Mr Evans for benefits foregone on resignation from John Fairfax Holdings Limited.

On the date of the announcement of the appointment of Mr Evans the PMP average share price was approximately \$1.43, making the gross face value of this sign on consideration \$514,800.

120,000 of these shares vested on 31 October 2006 and 120,000 on 31 October 2007. Mr Evans will earn a final 120,000 shares on 31 October 2008. Shares will be issued, or purchased by PMP Limited.

Short Term Incentive:

Mr Evans has an STI of up to 100% of his fixed remuneration, dependent on achieving a number of KPIs. The KPI of Group EBIT (before significant items) accounted for 40% of his STI payment in 2008.

Individual performance objectives including Occupational Health and Safety, ERP implementation and Print re-equipment, make up the remaining 60% of the STI calculation. Individual objectives change each year depending on the development and current circumstances within the PMP Group.

In the financial year ended 30 June 2008, Mr Evans' STI payment was in total, \$900,000 based on achieving 80% of the pro-rata amount, plus a discretionary amount of \$100,000 for successful acquisition and integration of the Times Printers business into PMP.

Long Term Incentive:

All options issued to the CEO are disclosed in note 25(b) to the accounts. In summary, 3.64 million options were issued to the CEO in October 2005 on his appointment as CEO. These options have a five year life span with 1.21 million, 1.21 million and 1.22 million options vesting subject to the following performance conditions being met for the financial years ending 2008, 2009 and 2010 respectively.

- EPS is greater than or equal to \$0.21 but less than \$0.22, and PMP's Total Shareholder Return ('TSR') exceeds the increase in the ASX 200 Commercial Services and Supplies Index ('ASX Index'), 1,210,000 of the options vest and become exercisable;

- EPS is greater than or equal to \$0.22 but less than \$0.23, and PMP's TSR exceeds the increase in the ASX Index, a further 1,210,000 of the options vest and become exercisable;

- EPS is greater than or equal to \$0.23 and PMP's TSR exceeds the increase in the ASX Index, a further 1,220,000 of the options vest and become exercisable.

The above hurdles can be achieved at any time prior to expiry.

As such, each individual tranche is retested annually from 30 June 2008 - if hurdles are not achieved for the first two years but subsequently achieved in the third then all options become exercisable.

Salary Component	2008	2007
- Base Salary	\$986,871	\$924,814
- Superannuation	\$13,129	\$21,731
- STI	\$900,000	\$900,000
- Share Options *	(\$1,387,747)	\$832,650
- Deferred sign on consideration**	\$85,200	\$198,800
Total	\$597,453	\$2,877,995

* This is based on the accrued accounting value in accordance with AASB 2 Share-based Payment. All options valued in accordance with AASB 2 have been independently valued using the Binomial Option Pricing Model. In accordance with AASB 2 the non-market conditions associated with these options were not taken into account when estimating the fair value at grant date. Instead, the number of options expected to eventually vest is re-assessed at the end of each reporting period. This number was adjusted at 30 June 2008 resulting in a net credit to the income statement.

** Based on 360,000 rights at \$1.43 accruing for 3 years in accordance AASB 2 Share-based Payment.

Table 5. Brian Evans Remuneration

5 Key Management Personnel and highest paid officers (other than Directors)

PMP's Key Management Personnel (as defined by AASB 124: Related Party Disclosures) and highest paid officers during the last two financial years are:

R Allely (appointed Company Secretary 04/07/08) – Chief Financial Officer and Company Secretary

B Ashton (appointed in current role 09/10/07) – COO - Print

R Shepherd (completion 20/11/07) – CEO - PMP New Zealand

C Davison – MD - MD Gordon and Gatch

D Rowland (completion 04/07/08) – Company Secretary and General Counsel

C Amos (completion 2/07/07) – Director - Print Operations

S McIntyre (completion 20/10/06) – Strategy & New Ventures Director

A Williams (completion 13/06/07) – MD - Print Victoria

D Taylor (appointed 22/10/07) – MD Direct Marketing

M Allan (appointed 07/01/08) – MD PMP New Zealand

C VanTil (appointed 14/11/05) – HR & Corporate Services Director

P Martin (appointed 15/05/06) – MD Investment Strategy

P De Fontenay (appointed 21/01/08) – Information Systems Director

5.1 Employment contracts

PMP, as a current policy, does not include termination or severance payments for PMP executives in their employment contracts. PMP may make additional payments on conclusion of an executive's contract depending upon the circumstances of their termination or otherwise pay out the executive's remuneration in lieu of notice. Two contracts below are outside this policy however both individuals have ceased employment prior to the date of signing this report: one was established in different circumstances in 1999* (24 months TEC), and one is New Zealand based and follows PMP's standard contract with that country**, which includes in the case of redundancy:

- 6 weeks remuneration for the first completed year of service; and 2 weeks for every subsequent completed year of service; to a maximum of 30 weeks.

Name	Notice Period PMP	Notice Period Employee	Termination Payments
R Allely	12 Months	6 Months	No specific termination payment provided for
B Ashton	6 Months	3 Months	No specific termination payment provided for
C Davison	6 Months	3 Months	No specific termination payment provided for
D Rowland*	24 months	No specified notice period	24 months of TEC
P Martin	6 Months	3 Months	No specific termination payment provided for
C VanTil	6 Months	3 Months	No specific termination payment provided for
P De Fontenay	6 Months	3 Months	No specific termination payment provided for
M Allan	6 Months	3 Months	No specific termination payment provided for
R Shepherd**	6 Months	3 Months	In the case of redundancy 6 weeks remuneration for the first completed year of service, and 2 weeks for every subsequent completed year of service to a maximum of 30 weeks.
D Taylor	6 Months	3 Months	No specific termination payment provided for
C Amos	6 Months	6 Months	No specific termination payment provided for

Table 6. Executive Employment Contracts

5.2 Remuneration

The table below outlines the remuneration packages of key management personnel (excluding Directors) in accordance with the *Corporations Act 2001* and AASB 124: Related Party Disclosures.

The value of options/rights included as part of executive disclosures below is based on the accrued accounting value in accordance with AASB 2: Share-based Payment. All options/rights valued in accordance with AASB 2 have been independently valued in accordance with the Binomial Option Pricing Model or the Monte Carlo Simulation Model.

The "actual" value of options achieved by executives during the year is disclosed in Table 8 in the column headed "Actual LTI". This value is based on the "intrinsic value" of options on vesting date. That is, what gross profit (pre-tax) the executive would have made if the options were sold on the first date they were available.

Key management personnel		Short term		Post Employment Superannuation	Total excluding options/ rights	Equity Options/ rights (k)	Grand Total	Options/rights as a percentage of total remuneration
		Salary	STI					
		\$	\$	\$	\$	\$	\$	
R Allely	2008	636,871	243,750	13,129	893,750	40,558	934,308	4%
	2007	636,871	276,650	13,129	926,650	120,038	1,046,686	11%
B Ashton	2008	455,621	60,000	13,129	528,750	85,869	614,619	14%
	(a) 2007	353,485	87,937	14,704	456,126	40,944	497,070	8%
C Davison	2008	334,740	135,000	23,135	492,875	80,294	573,169	14%
	2007	334,740	88,375	15,260	438,375	51,214	489,589	10%
D Rowland	2008	352,143	-	52,822	404,965	(144,497)	260,468	(55%)
	2007	348,354	95,000	51,646	495,000	85,439	580,439	15%
P Martin	(b) 2008	268,121	45,000	13,129	326,250	57,517	383,767	15%
	2007	194,099	53,438	12,686	260,223	26,321	286,544	9%
C VanTil	(c) 2008	293,621	50,000	13,129	356,750	68,823	425,573	16%
	2007	287,314	81,250	12,686	381,250	35,095	416,345	8%
P De Fontenay	(d) 2008	107,167	25,000	9,645	141,812	-	141,812	N/A
	2007	N/A	N/A	N/A	N/A	N/A	N/A	N/A
M Allan	(e) 2008	111,426	50,000	-	161,426	-	161,426	N/A
	2007	N/A	N/A	N/A	N/A	N/A	N/A	N/A
R Shepherd	(f) 2008	126,993	-	-	126,993	-	126,993	N/A
	2007	304,972	100,000	-	404,972	82,450	487,422	17%
D Taylor	(g) 2008	191,464	52,000	17,232	260,696	25,932	286,628	9%
	2007	N/A	N/A	N/A	N/A	N/A	N/A	N/A
C Amos	2008	-	-	-	-	-	-	N/A
	(h) 2007	320,652	45,625	44,348	410,625	-	410,625	-
S McIntyre	2008	-	-	-	-	-	-	N/A
	(i) 2007	111,052	-	5,352	116,404	-	116,404	-
A Williams	2008	-	-	-	-	-	-	N/A
	(j) 2007	290,502	-	43,696	334,198	-	334,198	-
Total Remuneration:	2008	2,878,167	660,750	155,350	3,694,267	214,496	3,908,763	5%
	2007	3,182,041	828,275	213,507	4,223,823	441,501	4,665,322	9%

Table 7. Key management personnel remuneration

(a) Appointed in current role 13/06/07 - total remuneration reflected for the entire financial year	(c) Identified as key management personnel in the current year as a member of the Executive Management Team	(i) Completion 20/10/06 (no termination payment was paid)
(b) Identified as key management personnel in the current year as a member of the Executive Management Team, total remuneration reflected since appointment date 15/05/06	(d) Appointed 21/01/08	(j) Completion 13/06/07 (termination payment of \$386,380 excluded)
	(e) Appointed 07/01/08	(k) Where completion dates are during the period - options have been forfeited (AASB 2 Share-based Payment)
	(f) Completion 30/11/07 (no termination payment was paid)	- Options/rights that had not vested prior to being forfeited have been credited back to the income statement
	(g) Appointed 22/10/07	
	(h) Completion 2/07/07 (termination payment of \$429,486 excluded)	

	Fixed annual remuneration	Maximum STI	Actual STI	Actual STI percentage of maximum STI	Maximum LTI	Actual LTI	Actual LTI percentage of maximum LTI	Maximum potential reward	Actual reward	At risk remuneration (of potential total)
		<f>	<a>		<c>	<d> <e>	 <e>			
	\$	\$	\$	%	\$	\$	%	\$	\$	%
R Allely	650,000	162,500	243,750	150%	147,433	-	-	959,933	893,750	32%
B Ashton	468,750	117,188	60,000	51%	85,869	-	-	671,807	528,750	30%
C Davison	357,875	89,469	135,000	151%	80,294	-	-	527,638	492,875	32%
B Evans	1,000,000	1,000,000	900,000	90%	917,850	202,912	22%	2,917,850	2,102,912	66%
D Rowland	408,000	102,000	-	-	88,024	-	-	598,024	408,000	32%
P Martin	281,250	70,313	45,000	64%	57,517	-	-	409,080	326,250	31%
C VanTil	306,750	76,688	50,000	65%	68,823	-	-	452,261	356,750	32%
P De Fontenay <g>	116,812	29,203	25,000	86%	N/A	N/A	N/A	146,015	141,812	20%
M Allan <g>	111,426	80,528	50,000	62%	N/A	N/A	N/A	191,954	161,426	42%
D Taylor <g>	208,696	52,174	52,000	100%	25,932	-	-	286,802	260,696	27%

Table 8. Key management personnel achievement of performance hurdles

<a> Earned in 2008 and paid in 2009	<d> The value attributed to the 2008 "Actual LTI" amount is the "intrinsic value" of options exercised during the year. Intrinsic value is calculated as the difference between the share price and exercise price on the date exercised.	given period, to the extent that the "Actual LTI" is based on actual exercised options (intrinsic value), which is being compared to an accrued accounting value.
 The difference between the Actual and Maximum value is the forfeited value	<e> Management notes that the method used in this table will result in reporting anomalies in any	<f> Based on 'target' goals (100%) being achieved. Achievement of 'exceptional' goals are at CEO discretion.
<c> All long term incentives (LTIs) are composed of "options/rights". The value attributed to the "2008 Maximum LTI" amount is based on the accrued accounting value in accordance with AASB 2 'Share-based Payment'. Options/rights have been independently valued.		<g> Remuneration has been prorated for time of service.

5.3 Share options/rights

Remuneration options/rights granted and vested to key management personnel during the year. No Directors (excluding Mr Brian Evans) were granted or hold options or rights over shares of PMP Limited. The following table shows the percentage of "fixed" and "at risk" remuneration of current Executives.

Terms & Conditions for each grant of options/rights during the year ending 30 June 2008							30 June 2008
	Granted Number	Grant Date	Value per option at Grant Date \$	Exercise price per share \$	First exercise date	Last exercise date	Vested Number
R Allely (rights)	216,333	30/09/07	<a>	N/A		31/08/12	Nil
B Ashton (rights)	141,448	30/09/07	<a>	N/A		31/08/12	Nil
C Davison (rights)	119,981	30/09/07	<a>	N/A		31/08/12	Nil
B R Evans (rights)	-	-	-	-	-	-	120,000
D Rowland (rights)	133,128	30/09/07	<a>	N/A		31/08/12	Nil
P Martin (rights)	99,846	30/09/07	<a>	N/A		31/08/12	Nil
D Taylor (rights)	99,846	30/09/07	<a>	N/A		31/08/12	Nil
C VanTil (rights)	102,841	30/09/07	<a>	N/A		31/08/12	Nil
P De Fontenay	-	N/A	N/A	N/A	N/A	N/A	N/A
Total	913,423						120,000

Terms & Conditions for each grant of options/rights during the year ending 30 June 2007							30 June 2007
	Granted Number	Grant Date	Value per option at Grant Date \$	Exercise price per share \$	First exercise date	Last exercise date	Vested Number
R Allely (rights)	218,122	10/08/06	<a>	N/A	<c>	31/08/11	Nil
B Ashton (rights)	117,450	10/08/06	<a>	N/A	<c>	31/08/11	Nil
C Davison (rights)	117,450	10/08/06	<a>	N/A		31/08/11	Nil
C Davison (options)	100,000	31/07/06	0.41	1.6	1/07/07	30/09/09	Nil
B R Evans (rights)	-	-	-	-	-	-	120,000
D Rowland (rights)	127,766	10/08/06	<a>	N/A	<c>	31/08/11	Nil
R Shepherd (rights)	106,772	10/08/06	<a>	N/A	<c>	-	Nil
C Amos (rights)	122,484	10/08/06	<a>	N/A	<c>	31/08/11	Nil
A Williams (rights)	117,450	10/08/06	<a>	N/A	<c>	31/08/11	Nil
Total	1,027,494						120,000

Table 9. Key management personnel options/rights granted

- <a> Valuation in accordance with AASB 2 Share-based Payment
Fair value per right - TSR hurdle - \$0.64 (2007: \$0.97) (50% of granted rights)
Fair value per right - ROCE hurdle - \$1.38 (2007: \$1.51) (50% of granted rights)
- Following the announcement of the 2009-10 results
- <c> Following the announcement of the 2008-09 results

2008	Balance 1 July 2007	Granted as Remuner- ation	Options/ Rights Exercised <a>	Lapsed	Balance 30 June 2008	Total	Not Exercisable	Exercisable	<a> Paid per Share \$	Share Price at Exercise/ Lapse Date \$	Value at Exercise Date \$	Value at Lapse Date \$
R Allely	843,122	216,333	-	(175,000)	884,455	884,455	884,455	-	-	1.52	-	266,000
B Ashton	117,450	141,448	-	-	258,898	258,898	258,898	-	-	-	-	-
C Davison	217,450	119,981	-	-	337,431	337,431	337,431	-	-	-	-	-
B R Evans	3,880,000	-	(120,000)	-	3,760,000	3,760,000	3,760,000	-	-	1.69	202,912	-
D Rowland	715,266	133,128	-	(162,500)	685,894	685,894	685,894	-	-	1.52	-	247,000
P Martin	75,503	99,846	-	-	175,349	175,349	175,349	-	-	-	-	-
C VanTil	100,671	102,841	-	-	203,512	203,512	203,512	-	-	-	-	-
R Shepherd	731,772	-	-	(731,772)	-	-	-	-	-	1.82	-	1,331,825
D Taylor	-	99,846	-	-	99,846	99,846	99,846	-	-	-	-	-
C Amos	797,484	-	-	(797,484)	-	-	-	-	-	1.71	-	1,363,698
Total	7,478,718	913,423	(120,000)	(1,866,756)	6,405,385	6,405,385	6,405,385	-	-	-	-	-

2007	Balance 1 July 2006	Granted as Remuner- ation	Options/ Rights Exercised <a>	Lapsed	Balance 30 June 2007	Total	Not Exercisable	Exercisable	<a> Paid per Share \$	Share Price at Exercise/ Lapse Date \$	Value at Exercise Date \$	Value at Lapse Date \$
R Allely	1,200,000	218,122	(575,000)	-	843,122	843,122	799,372	43,750	0.87 & 0.71	1.89	614,500	-
B Ashton*	-	117,450	-	-	117,450	117,450	117,450	-	-	-	-	-
C Davison	-	217,450	-	-	217,450	217,450	217,450	-	-	-	-	-
B R Evans	4,000,000	-	(120,000)	-	3,880,000	3,880,000	3,880,000	-	-	1.80	216,000	-
D Rowland	668,750	127,766	(81,250)	-	715,266	715,266	674,641	40,625	0.71	1.89	95,875	-
R Shepherd	825,000	106,772	(200,000)	-	731,772	731,772	681,772	50,000	1.31	1.93	124,000	-
C Amos	762,500	122,484	(87,500)	-	797,484	797,484	753,734	43,750	0.71	1.52	70,875	-
S McIntyre	100,000	-	-	(100,000)	-	-	-	-	-	-	-	20,000
A Williams	870,000	117,450	(170,000)	(817,450)	-	-	-	-	0.71	1.89	200,600	105,000
Total	8,426,250	1,027,494	(1,233,750)	(917,450)	7,302,544	7,302,544	7,124,419	178,125	-	-	-	-

Table 10. Options/rights holdings key management personnel

*: Granted as remuneration in financial year ended 30 June 2007, but prior to 13 June 2007

<a> No amounts remain unpaid as at the date of this report

2008	Balance 1 July 2007	On Exercise of Options/Rights	Purchases	Sales	Balance 30 June 2008
Directors					
J R Donnelley	1,863,343	<a>, 	-	-	N/A
I L Fraser	98,718	<a>	17,530	(50,781)	65,467
P George	39,872	<a>	18,140	-	58,012
M A Griffin	171,476	<a>	15,806	(35,000)	152,282
Ng J S	-	<a>, <c>	-	-	-
B R Evans	120,000	120,000	-	-	240,000
G J Reaney	514,416	<a>	32,785	-	547,201
Total	2,807,825	120,000	84,261	(85,781)	1,062,962

Executives					
R Allely	-	-	-	-	-
B Ashton	-	-	-	-	-
C Davison	-	-	-	-	-
D Rowland	-	-	-	-	-
P Martin	-	-	-	-	-
C VanTil	-	-	-	-	-
P De Fontenay	-	-	-	-	-
M Allan	-	-	-	-	-
R Shepherd	-	-	-	-	-
C Amos	-	-	-	-	-
Total	-	-	-	-	-

2007	Balance 1 July 2006	On Exercise of Options/Rights	Purchases	Sales	Balance 30 June 2007
Directors					
J R Donnelley	1,797,868	<a>	65,475	-	1,863,343
I L Fraser	82,464	<a>	16,254	-	98,718
P George	22,015	<a>	17,857	-	39,872
M A Griffin	156,035	<a>	15,441	-	171,476
B R Evans	-	120,000	-	-	120,000
D M Morris	236,540	<a>	3,879	(240,419)	-
G J Reaney	852,403	<a>	32,013	(370,000)	514,416
Total	3,147,325	120,000	150,919	(610,419)	2,807,825

Executives					
R Allely	51,000	575,000	-	(626,000)	-
B Ashton	-	-	-	-	-
C Davison	-	-	-	-	-
D Rowland	-	81,250	-	(81,250)	-
R Shepherd	-	200,000	-	(200,000)	-
C Amos	-	87,500	-	(87,500)	-
S McIntyre	-	-	-	-	-
A Williams	-	170,000	-	(170,000)	-
Total	51,000	1,113,750	-	(1,164,750)	-

Table 11. Share holding of key management personnel

<a> No Directors, other than B R Evans, have been issued with any options/rights prior to or during the current financial year.

 J R Donnelley resigned 09/08/07. Between the start of the financial year ending 30 June 2008 and the date of his resignation, there had been no changes in his share holding.

<c> Ng J S appointed 29/11/07.

6 Non-Executive Director Remuneration

The remuneration of Non-Executive Directors is determined by the full Board within a maximum amount approved by shareholders in a general meeting and with regard to the level of fees paid to Non-Executive Directors by other companies of similar size.

The maximum allowance for the aggregate amount of fees remained unchanged for the year at \$750,000 per annum. The fees paid to the Chairman of the Board and the Non-Executive Director's were increased at the commencement of the 2007/08 financial year by \$10,000 and \$5,000 respectively. In the last financial year, the Board allocated \$565,836 of this amount for Non-Executive Director remuneration - as shown in Table 12. The Board has determined to raise the Non-Executive Director's fees in the current financial year (2008/09) by 4%.

Non-Executive Directors are not entitled to retirement benefits other than statutory superannuation or other statutory required benefits.

Director fees are comprised as follows:

· Chairman of the Board	\$170,550
· Non-Executive Director	\$75,000
· Chair of Audit and Risk Management Committee	\$20,000
· Member of Audit and Risk Management Committee	\$12,000
· Chair of Appointment and Compensation Committee	\$13,000
· Member of Appointment and Compensation Committee	\$8,000
· Statutory superannuation	9%
· Option to salary sacrifice share purchases	Section 6.3

There is no element of Non-Executive Director salaries that is contingent on performance.

6.1 Performance Assessment

During the year the Board established a formal process for conducting annual reviews of its performance and that of its individual Directors. The Appointment and Compensation Committee appointed KPMG to assist PMP with undertaking the annual Board review process.

The scope of the Board review included

- Delivery of a Board self-assessment survey;
- Interviews with Directors and nominated executive management; and
- A review of relevant documentation.

The process considered a comprehensive range of Board responsibilities, including the structure and role of the Board, its composition, strategy, organisational performance, behaviours, dynamics, and its approach to risk and assurance. KPMG prepared a report to the Board that included the results and findings of the Board review and a series of recommendations.

In addition, KPMG facilitated an individual and peer-assessment survey process on behalf of the Chairman for the individual Director reviews. The assessment survey consisted of a number of statements that related to the knowledge and experience, behaviour, relationships, and the contribution of individual Directors to the performance of the Board.

It is the intention of the Board to conduct annual performance reviews of the performance of the Board and the individual Directors.

6.2 Retirement Benefits

Non-Executive Directors receive cash remuneration plus statutory superannuation contributions only. Payments for Directorship services provided by Dató Ng Jui Sia's do not include provisions for statutory superannuation contributions. Directors do not receive any retirement benefits.

6.3 Non-Executive Director – Share Purchase Plan

Non-Executive Directors (NED) have the option to salary sacrifice up to 100% of their Directors fees to purchase shares under the NED share purchase plan. Purchases under that plan are disclosed in Table 12.

Specified Directors			Primary		Post	Total excluding	Equity	Grand	
			Salary & Fees	STI	Share Purchases	Employment	share-based	Share-based	Total
			\$	\$	\$	\$		\$	\$
J R Donnelley	(a)	2008	9,795	-	-	-	9,795	-	9,795
		2007	-	-	89,380	-	89,380	-	89,380
I L Fraser	(b)	2008	67,687	-	24,593	6,092	98,372	-	98,372
		2007	61,500	-	22,345	5,535	89,380	-	89,380
P George	(c)	2008	71,250	-	25,888	6,413	103,551	-	103,551
		2007	67,500	-	24,525	6,075	98,100	-	98,100
M A Griffin		2008	62,250	-	22,618	5,603	90,471	-	90,471
		2007	58,500	-	21,255	5,265	85,020	-	85,020
D M Morris	(d)	2008	-	-	-	-	-	-	-
		2007	21,690	-	5,314	1,952	28,956	-	28,956
Ng J S	(e)	2008	43,500	-	-	-	43,500	-	43,500
		2007	-	-	-	-	-	-	-
G J Reaney (Board Chair)		2008	127,913	-	46,475	11,512	185,900	-	185,900
		2007	120,413	-	43,750	10,837	175,000	-	175,000
Total Remuneration:									
- Non-Executive Directors		2008	382,395	-	119,574	29,620	531,589	-	531,589
		2007	329,603	-	206,569	29,664	565,836	-	565,836
B R Evans (CEO)	(f)	2008	986,871	900,000	-	13,129	1,900,000	(1,302,547)	597,453
		2007	924,814	900,000	-	21,731	1,846,545	1,031,450	2,877,995
Total Remuneration:									
- Directors		2008	1,369,266	900,000	119,574	42,749	2,431,589	(1,302,547)	1,129,042
		2007	1,254,417	900,000	206,569	51,395	2,412,381	1,031,450	3,443,831

Table 12. Specified director remuneration

- (a) Resigned 09/08/07
(b) I L Fraser is the Chairman of the Appointment and Compensation Committee.
(c) P George is the Chairman of the Audit and Risk Management Committee.
(d) Retired 02/11/06
(e) Appointed 29/11/07. Payments made for Directorship services provided by Dató Ng Jui Sia are made to Times Publishing Limited.
(f) Includes options and rights (sign on consideration) - per remuneration disclosures on page 38.

This report has been made in accordance with a resolution of directors.



Graham J Reaney
Chairman



Brian R Evans
Managing Director and Chief Executive Officer

Sydney, 28 August 2008