



For personal use only



Prospectus

SEEK Subordinated Notes

Prospectus relating to an offer of SEEK Subordinated Notes at \$100 each to raise \$125 million with the ability to raise more or less.

Date of Prospectus: 4 June 2012

Structuring Adviser
& Joint Lead Manager



Joint Lead Managers



Important Notices

Offer and SEEK

This Prospectus is issued by SEEK Limited, ABN 46 080 075 314 (SEEK). It is an offering by invitation to apply for SEEK Subordinated Notes (Notes) at \$100 per Note to raise approximately \$125 million, with the ability to raise more or less (Offer). Refer to Section 1 for further information.

Lodgement and listing

This Prospectus is dated 4 June 2012 and was lodged with the Australian Securities and Investments Commission (ASIC) on that date. This Prospectus expires on the date which is 13 months after 4 June 2012 (Expiry Date) and no Notes will be issued on the basis of this Prospectus after the Expiry Date.

Neither ASIC nor ASX take responsibility for the contents of this Prospectus or the merits of the investment to which it relates.

Exposure period

The Corporations Act prohibits SEEK from processing applications in the seven day period after the date of lodgement of this Prospectus with ASIC (Exposure Period). This period may be extended by ASIC by up to a further seven days. This period is to enable the Prospectus to be examined by market participants prior to the raising of the funds. The examination may result in the identification of certain deficiencies in this Prospectus in which case any application may need to be dealt with in accordance with Section 724 of the Corporations Act. Applications received during the Exposure Period will not be processed until after the expiry of that period. No preference will be conferred on applications received during the Exposure Period.

Disclosing Entity

SEEK is a disclosing entity for the purposes of the Corporations Act (Disclosing Entity) and as such is subject to regular reporting and disclosure obligations. Refer to Section 9 for further information.

Transaction Specific Prospectus

This Prospectus is a transaction specific prospectus for an Offer of Notes which are convertible into continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with ASIC Class Order 00/195. This Prospectus does not contain the same level of disclosure as an initial public offering prospectus.

In providing information in this Prospectus, regard has been had to the fact that SEEK is a Disclosing Entity and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

Restrictions on distribution

This Prospectus does not constitute an offer of Notes or invitation to apply for Notes in any place in which, or to any person to whom, it would not be lawful to make such offer or invitation. For details of the selling restrictions that apply to Notes in foreign jurisdictions, refer to Section 6.3.2.

Prospectus

The Prospectus will be available electronically during the Offer Period at www.seeknotesoffer.com.au. The Offer constituted by this Prospectus in electronic form is available only to persons accessing and downloading or printing it within Australia and is not available to persons in any other jurisdictions (including the United States) without the prior approval of SEEK and the Joint Lead Managers. Persons who access the electronic version of this Prospectus must ensure that they download and read the entire Prospectus. Persons within Australia having received a copy of this Prospectus in its electronic form may, during the Offer Period, obtain a paper copy of the Prospectus, free of charge, by contacting the SEEK Subordinated Notes Offer Information Line on 1300 652 061 or +61 3 9415 4018. Applications for Notes may only be on an application form that is attached to or accompanying this Prospectus following the

opening of the Offer. A printable version of this Prospectus may be downloaded in its entirety from www.seeknotesoffer.com.au. The Corporations Act prohibits any person from passing on to another person the Application Form unless it is attached to, or accompanied by, the complete and unaltered version of this Prospectus. If you access an electronic copy of this prospectus, then you should read "Electronic access to Prospectus" in Section 6.1.7 for further information.

Responsibility Statement by Trustee

The Trustee, Australian Executor Trustees Limited:

(i) has not authorised or caused the issue, submission, dispatch or provision of this Prospectus and does not make any statement or purport to make any statement in this Prospectus or any statement on which a statement in this Prospectus is based;

(ii) nor any of its directors, employees, officers, affiliates, agents, advisors, intermediaries or related bodies corporate (each a 'related person') assumes any responsibility for the accuracy or completeness of any information contained in this Prospectus;

(iii) to the maximum extent permitted by law expressly disclaims all liability in respect of, makes no representation or any statement regarding, and takes no responsibility for, any part of this Prospectus, or any statements in, or omissions from this Prospectus, other than the references to its name and the statement(s) and/or report(s) (if any) specified below and included in this Prospectus with its written consent;

(iv) has given, and has not, before the lodgement of this Prospectus with ASIC withdrawn, its written consent to be named in this Prospectus in the form and content in which it is named;

(v) nor any related person makes any representation as to the truth and accuracy of the contents of this Prospectus;

(vi) has relied on the Issuer for the accuracy of the contents of this Prospectus; and

(vii) nor any related person makes any representation or warranty as to the performance of Notes or the payment of distributions or redemption of Notes.

Financial information and forward looking statements

Section 4 sets out in detail the financial information referred to in this Prospectus and the basis of preparation of that information.

Notes are denominated in Australian dollars. All financial amounts contained in this Prospectus are expressed in Australian dollars unless otherwise stated. Any discrepancies between totals and the sum of components in tables contained in this Prospectus are due to rounding.

This Prospectus contains forward looking statements which are identified by words such as "may", "could", "believes", "estimates", "expects", "intends" and other similar words that involve risks and uncertainties.

Any forward looking statements involve known and unknown risks, uncertainties, assumptions and other important factors that could cause actual events or outcomes to differ materially from the events or outcomes expressed or anticipated in these statements. Forward looking statements should be read in conjunction with risk factors as set out in Section 5, and other information contained in this Prospectus.

Unless otherwise indicated forward looking statements relate to the beliefs, expectations or intentions of SEEK (and no other person) as at the date of this Prospectus.

Disclaimer

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus and the Trust Deed. You should rely only on information in this Prospectus and the Trust Deed. Any information or representation that is not in this Prospectus and the Trust Deed may not be

relied on as having been authorised by SEEK in connection with the Offer.

Except as required by law, and only to the extent so required, neither SEEK nor any other person warrants or guarantees the future performance of SEEK, or any return on any investment made pursuant to this Prospectus.

Privacy

You will be asked to provide personal information to SEEK (directly or via its agents) if you apply for Notes. Please read the privacy statement located at Section 9.9 of this Prospectus for further information on how SEEK (and its agents) collect, hold and use this personal information. By submitting the Application Form accompanying this Prospectus, you consent to the matters outlined in that statement.

Photographs and diagrams

Diagrams in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the date of this Prospectus.

Defined terms and glossary

Some words and expressions used in this Prospectus have defined meanings, which are explained in the glossary in Appendix B (page 117). The definition of other words and expressions is contained in Clause 15 of the Terms in Appendix A. If there is any inconsistency in definitions between the Prospectus and the Terms, the definitions in the Terms prevail.

Unless otherwise stated or implied, a reference to time in this Prospectus is to Melbourne time.

Website

SEEK maintains a website at www.seek.com.au. Information contained in or otherwise accessible through this or a related website is not a part of this Prospectus.

Further queries

If you are considering applying for Notes, this Prospectus is important and should be read in its entirety. If you have questions in relation to the Offer, please contact your financial or other professional adviser. If you have questions in relation to how to complete the Application Form, please call the SEEK Subordinated Notes Offer Information Line on 1300 652 061 or +61 3 9415 4018.

ASIC has published a guide for retail investors who are considering investing in corporate bonds called 'Investing in corporate bonds?' (ASIC Guide). A free copy of the ASIC Guide can be obtained from ASIC's website at <https://www.moneysmart.gov.au/media/132057/investing-in-corporate-bonds.pdf> or by calling ASIC on 1300 300 630. The ASIC Guide describes, in general terms, potential features of corporate bonds. ASIC has also prepared a webpage regarding hybrid securities and preference shares (ASIC Webpage). The ASIC Webpage can be accessed at: <https://www.moneysmart.gov.au/investing/complex-investments/hybrid-securities-and-notes>. Investors should carefully assess the specific terms of Notes as described in this Prospectus, which may differ from the general terms described in the ASIC Guide or on the ASIC Webpage.

The information provided in this Prospectus is not investment or financial product advice and has been prepared without taking into account your particular objectives, financial situation or needs as an investor. You should carefully consider these factors in light of your personal circumstances (including financial and taxation issues). Refer to Section 5 for further information.

If you do not understand any part of this Prospectus, or are in any doubt as to whether to invest in Notes or not, it is recommended that you seek professional guidance from your financial or other professional adviser for advice before deciding whether to invest.

Contents

	Important Notices	Inside Front Cover
	Key Dates	2
	Chairman's Letter	3
1	Investment Overview An overview of SEEK, key terms and key benefits of Notes	4
2	About SEEK Subordinated Notes Information about Notes	17
3	Information about SEEK Limited More detailed information about SEEK, its business strategy, Directors and management	30
4	Financial Information Financial Information about SEEK, including key financial ratios and SEEK's capital management strategy	41
5	Investment Risks Information about risks associated with Notes and SEEK	52
6	About the Offer Further information about the Offer including how to apply	60
7	Australian Taxation Summary Summary of certain Australian taxation consequences of investing in Notes	72
8	Key People, Interests and Benefits Information about key people, interests of people involved in the Offer and benefits they might receive	79
9	Additional Information Information about a number of other matters not covered elsewhere in this Prospectus	86
	Appendix A: SEEK Subordinated Note Terms	99
	Appendix B: Glossary	117
	Corporate Directory	Inside Back Cover

Key Dates

Key dates for the Offer	Date
Lodgement of Prospectus with ASIC	4 June 2012
Commencement of Bookbuild to determine the Margin	8 June 2012
Announcement of the Margin	12 June 2012
Lodgement of Replacement Prospectus with ASIC	12 June 2012
Opening Date for the Offer	12 June 2012
Closing Date for the Shareholder Offer	25 June 2012
Closing Date for the Broker Firm Offer	28 June 2012
Issue Date	29 June 2012
Notes begin trading on ASX (on a deferred settlement basis)	2 July 2012
Holding Statements despatched by	5 July 2012
Notes begin trading on ASX (on a normal settlement basis)	6 July 2012

Key dates for SEEK Subordinated Notes	Date
First Distribution Payment Date ¹	31 December 2012
Call Date	29 June 2017

Dates may change

The key dates for the Offer are indicative only and may change without notice.

SEEK, in consultation with the Joint Lead Managers, may vary the timetable, including extending or setting a later Closing Date, closing the Offer early or later without notice, or accepting late applications, whether generally or in particular cases, or withdrawing the Offer at any time before Notes are issued. Applications received under the Offer are irrevocable and may not be varied or withdrawn except as required by law.

You are encouraged to lodge your Application as soon as possible after the Opening Date.

¹ Distributions are payable at the discretion of the Board semi-annually in arrears. The first Distribution Payment Date is scheduled to be paid on 31 December 2012. Thereafter semi-annual payments are scheduled to be paid on 29 December and 29 June each year. If the Distribution Payment Date is not a Business Day, then the payment will be made on the next Business Day. If a payment is postponed until the next Business Day, the Distribution Entitlement for the current and following Distribution Period will be calculated with reference to this next Business Day. Refer to Clause 1.5 of the Terms for further information.

Chairman's Letter



Dear Investor,

On behalf of the Board, I am pleased to present you with an opportunity to invest in SEEK Subordinated Notes ("Notes").

Notes are perpetual, non-cumulative, subordinated notes to be issued by SEEK that are intended to be listed on the ASX. Holders will be entitled to receive semi-annual distributions, payable at the Board's absolute discretion, based on a fixed rate of interest until the Call Date (29 June 2017), and a floating rate of interest thereafter. The fixed rate until the Call Date will be set with reference to the Margin determined in the Bookbuild, but will not be less than a fully franked rate of 6.02%¹, which is equivalent to 8.60% if the value of franking credits is included.

SEEK may redeem Notes or convert them into ordinary shares on the Call Date and on any distribution payment date after the Call Date. SEEK may also redeem Notes or convert them into ordinary shares prior to this date following certain regulatory events or changes in control of SEEK. If any Notes remain outstanding following the Call Date, the margin used to calculate distributions will increase by 2.00% and SEEK will be restricted from paying dividends on ordinary shares or taking certain other capital actions while any Notes remain outstanding.

Holders may not request a redemption of their Notes, and may only request conversion of their Notes into ordinary shares upon the occurrence of change in control of SEEK recommended by the Board.

SEEK intends to raise \$125 million through the Offer with the ability to raise more or less.

The funds raised from the Offer will be used to repay, in part, SEEK's existing syndicated debt facility, and provide SEEK with greater diversity in the source and maturity profile of its funding and flexibility to fund further investment in its international businesses if opportunities to do so arise.

If you have any questions about the Offer please call the SEEK Subordinated Notes Offer Information Line on 1300 652 061 or +61 3 9415 4018 (Monday to Friday – 8:30am to 5:30pm) or contact your broker or other professional adviser.

On behalf of the Board, I invite you to consider this investment opportunity.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Bob Watson", with a long horizontal flourish extending to the right.

Bob Watson
Chairman
SEEK Limited

¹ The fully franked distribution rate is based upon the current Australian corporate tax rate of 30%. If this changes the fully franked distribution rate will change accordingly as provided for in the Terms.

For personal use only

For personal use only

Investment Overview

- 1.1 Key features of the Offer
- 1.2 Key terms of SEEK Subordinated Notes
- 1.3 Comparison between Shares, Notes and typical senior corporate bonds
- 1.4 Overview of SEEK
- 1.5 Key risks associated with SEEK Subordinated Notes
- 1.6 Key risks associated with SEEK
- 1.7 Additional information about the Offer
- 1.8 What you need to do
- 1.9 Key Information about people, interests and benefits

Section

1

1. Investment Overview

1.1 Key features of the Offer

Topic	Summary	Further information
1.1.1 Who is the Issuer?	<ul style="list-style-type: none"> SEEK Limited (ABN 46 080 075 314) SEEK is one of the world's largest online employment classified businesses¹, and a provider of education via online and classroom education and training 	Section 3
1.1.2 What are Notes?	<ul style="list-style-type: none"> Notes are perpetual, non-cumulative, subordinated notes to be issued by SEEK which are redeemable or convertible into Shares by SEEK in certain circumstances 	Section 2 and the Terms (see Appendix A)
1.1.3 What are the key Offer details?	<ul style="list-style-type: none"> Offer size is \$125 million, with the ability to raise more or less Issue price is \$100 per Note. This is also the Face Value of each Note 	Section 2.1
1.1.4 What is the purpose of the Offer?	<ul style="list-style-type: none"> The funds raised from the Offer will be used to repay, in part, SEEK's existing syndicated debt facility, and provide SEEK with greater diversity in the source and maturity profile of its funding, and flexibility to fund further investment in its international businesses if opportunities to do so arise 	
1.1.5 Important matters of which to be aware	<ul style="list-style-type: none"> Notes are perpetual (i.e. have no maturity date) and SEEK is under no obligation to redeem Notes or to convert Notes into Shares under any circumstances SEEK may choose not to pay a Distribution at its absolute discretion and Distributions are not cumulative Holders have no rights to request redemption of Notes, and a right to seek conversion of Notes in only limited circumstances Holders may seek to sell Notes on ASX but there is no guarantee they will be able to do so, or do so at a price acceptable to them. This may particularly be the case if Notes remain outstanding for a long period and SEEK's financial position or performance, or broader economic or market conditions, materially deteriorate If you do not understand any part of this Prospectus, or are in any doubt as to whether to invest in Notes or not, you should seek professional investment advice from your financial or other professional adviser before deciding whether to invest 	Sections 1.3, 1.5 and 1.6, Section 2 and Section 5

¹ By market capitalisation, as at 1 June 2012

1. Investment Overview (cont.)

1.2 Key terms of SEEK Subordinated Notes

Topic	Summary	Further information
1.2.1 Distributions	<ul style="list-style-type: none"> Distributions are payable at the absolute discretion of the Board: <ul style="list-style-type: none"> – scheduled initially on 31 December 2012 and subsequently semi-annually on 29 June and 29 December; and – on the date that Notes are redeemed or converted into Shares Until the Call Date, the Distribution Rate for each Distribution Period will be a fixed rate equal to the sum of the Swap Rate plus the Margin, together multiplied by (1 – Tax Rate), but not less than 8.60% multiplied by (1 – Tax Rate), that is 6.02%¹ The Margin is to be determined under the Bookbuild and is expected to be in the range of 5.00% to 5.50% per annum. The Swap Rate will be determined on the Issue Date If Notes remain outstanding following the Call Date, the Distribution Rate for each Distribution Period will be a floating rate equal to the sum of the Bank Bill Swap Rate plus the Margin (which will increase by 2.00%), together multiplied by (1 – Tax Rate) 	Section 2 Clause 2 of the Terms
1.2.2 Board discretion not to pay a Distribution	<ul style="list-style-type: none"> SEEK may not pay a Distribution at its absolute discretion Distributions are non cumulative 	Section 2.3 and Clause 2.4 of the Terms
1.2.3 Restriction of dividend payment on Shares	<ul style="list-style-type: none"> SEEK will be restricted from paying dividends on Shares if a Distribution Entitlement is not paid within 20 Business Days of its scheduled Distribution Payment Date until: <ul style="list-style-type: none"> – a Distribution in respect of two consecutive Distribution Periods equal to the Distribution Entitlements for those Distribution Periods is paid to holders; or – an amount equal to the Unpaid Distribution entitlements for the previous two Distribution Periods is paid to Holders; or – all Notes have been redeemed or converted into Shares, or otherwise purchased and cancelled by SEEK SEEK will also be restricted from paying dividends on Shares at all times after the Call Date while Notes remain on issue 	Section 2.3 and Clause 3 of the Terms
1.2.4 Maturity date	<ul style="list-style-type: none"> Notes are perpetual and have no maturity date 	Section 2.1
1.2.5 SEEK's redemption and conversion rights	<ul style="list-style-type: none"> SEEK may elect to redeem all Notes or to convert all Notes into Shares on the Call Date or on any subsequent Distribution Payment Date SEEK may also elect to redeem all Notes or to convert Notes into Shares at any time if a Regulatory Event or Change in Control Event occurs In addition, if SEEK purchases and then cancels more than 80% of Notes issued on the Issue Date, it may subsequently redeem all remaining Notes 	Section 2.4 and Clause 4 of the Terms
1.2.6 Holder's conversion rights	<ul style="list-style-type: none"> Holders may only elect to convert some or all of their Notes into Shares if an Approved Change in Control Event occurs Holders have no redemption rights 	Section 2.4

¹ Calculated using the Tax Rate at 4 June 2012 of 30%

Topic	Summary	Further information
1.2.7 Unsecured	<ul style="list-style-type: none"> SEEK's obligations under the Notes are not secured by a mortgage, charge or any security over any asset 	Section 2.5 and Clause 5 of the Terms
1.2.8 Ranking	<ul style="list-style-type: none"> Notes constitute unsecured and subordinated obligations of SEEK and will at all times rank equally and without any preference among themselves In the event of Winding-Up of SEEK, Notes will rank: <ul style="list-style-type: none"> – ahead of Shares; – equal with any other subordinated creditors (of which there are currently none); and – behind all unsubordinated (or senior) creditors 	Section 2.5
1.2.9 Listing	<ul style="list-style-type: none"> Application has been made for the Notes to be quoted on the ASX under the code "SEKG" 	Section 2.1

1.3 Comparison between Shares, Notes and typical senior corporate bonds

There are differences between Shares, SEEK Subordinated Notes and typical senior corporate bonds that may be issued by corporate issuers. You should consider these differences in light of your investment objectives, financial situation and particular needs (including financial and taxation issues) before deciding to invest in Notes.

The following comparison is a summary only, and does not encompass all of SEEK's existing or potential funding sources. For further information about SEEK's funding sources and capital management strategy, refer to Section 4.4.

	Shares	SEEK Subordinated Notes (Notes)	Typical senior corporate bonds
Legal form	<ul style="list-style-type: none"> Ordinary equity 	<ul style="list-style-type: none"> Subordinated unsecured note (under Section 283BH of the Corporations Act) 	<ul style="list-style-type: none"> Unsubordinated debt obligations
Security	<ul style="list-style-type: none"> Not applicable 	<ul style="list-style-type: none"> Unsecured 	<ul style="list-style-type: none"> Typically unsecured
Term	<ul style="list-style-type: none"> Perpetual (unless bought back) 	<ul style="list-style-type: none"> Perpetual, unless redeemed or converted into Shares 	<ul style="list-style-type: none"> Typically 3 to 15 years
Call date(s)	<ul style="list-style-type: none"> Not applicable 	<ul style="list-style-type: none"> From 29 June 2017 (Notes may be redeemed or converted into Shares earlier in certain circumstances) 	<ul style="list-style-type: none"> Typically none. Longer dated instruments may have call or prepayment rights subject to payment of a make-whole amount

1. Investment Overview (cont.)

	Shares	SEEK Subordinated Notes (Notes)	Typical senior corporate bonds
Payments	<ul style="list-style-type: none"> Dividends, payable at the absolute discretion of the Board Dividends can have franking credits attached to them 	<ul style="list-style-type: none"> Distributions, payable at the absolute discretion of the Board Distributions expected to have franking credits attached to them 	<ul style="list-style-type: none"> Interest payments typically payable on a compulsory basis with no provision for deferral Interest payments cannot have any franking credits attached to them
Payment amounts	<ul style="list-style-type: none"> Based on SEEK's level of profitability and the Board's prevailing dividend policy (though ultimately at the absolute discretion of the Board), subject to the Corporations Act 	<ul style="list-style-type: none"> Until the Call Date, based on a fixed rate as described in Section 1.2.1 Thereafter, based on a floating rate as described in 1.2.1 	<ul style="list-style-type: none"> Based on a floating or fixed interest rate
Payment accumulation	<ul style="list-style-type: none"> None 	<ul style="list-style-type: none"> None (non-cumulative) 	<ul style="list-style-type: none"> Unpaid interest payments are cumulative and compounding
Non payment triggers an event of default	<ul style="list-style-type: none"> No 	<ul style="list-style-type: none"> No 	<ul style="list-style-type: none"> Yes
Ranking in the event of a Winding-Up of SEEK	<ul style="list-style-type: none"> Rank behind all other securities and obligations 	<ul style="list-style-type: none"> Rank ahead of Shares and behind all unsubordinated (or senior) creditors of SEEK 	<ul style="list-style-type: none"> Rank ahead of all subordinated creditors including Notes and all classes of shares
Participation in SEEK's profits on a Winding-Up	<ul style="list-style-type: none"> Yes 	<ul style="list-style-type: none"> No 	<ul style="list-style-type: none"> No
Rights to be repaid at end of Term	<ul style="list-style-type: none"> Not applicable 	<ul style="list-style-type: none"> Not applicable 	<ul style="list-style-type: none"> Yes
Voting rights at general meetings of SEEK shareholders	<ul style="list-style-type: none"> Yes 	<ul style="list-style-type: none"> No 	<ul style="list-style-type: none"> No
Transferability	<ul style="list-style-type: none"> Quoted and can be traded on ASX under the code 'SEK' 	<ul style="list-style-type: none"> Expected to be quoted and, if so, can generally be traded on ASX under the code 'SEKG' 	<ul style="list-style-type: none"> Yes, although typically not quoted on a stock exchange

	Shares	SEEK Subordinated Notes (Notes)	Typical senior corporate bonds
Liquidity	<ul style="list-style-type: none"> Market capitalisation of approximately A\$2.3 billion (as at 1 June 2012) Likely to be more liquid than Notes and typical senior corporate bonds 	<ul style="list-style-type: none"> Offer size of \$125 million, with the ability to raise more or less Likely to be less liquid than Shares with a possibility that no liquid market develops 	<ul style="list-style-type: none"> Likely to be less liquid than Shares with a possibility that no liquid market develops

1.4 Overview of SEEK

Topic	Summary	Further information
1.4.1 Overview	<ul style="list-style-type: none"> One of the world's largest online employment classifieds businesses¹ Provider of education via online and classroom education and training Operations and investments in Australia, New Zealand, Asia and Latin America Three key business divisions: <ul style="list-style-type: none"> – Domestic – International – Education Listed on ASX and included in the S&P/ASX200 with a market capitalisation of approximately A\$2.3 billion (as at 1 June 2012) 	Section 3.1
1.4.2 Strategy and growth drivers	<ul style="list-style-type: none"> To maintain its position as the leading online employment classified advertising company in Australia and New Zealand by website unique visitors and earnings To invest in leading online employment businesses in growth regions To provide high quality distance and classroom based education courses and assist in the placement of international students in education institutions Growth drivers: <ul style="list-style-type: none"> – Macroeconomic and employment growth – Structural migration from print to online advertising – Increase in advertising volume and yield – Product evolution – International expansion 	Section 3.2
1.4.3 SEEK Domestic Division – leading position in Australia and New Zealand	<ul style="list-style-type: none"> Leading online employment classifieds business in Australia and New Zealand² In Australia over 145,000 jobs advertised (approximately 70% of all online ads in Australia) and approximately 13.3 million website visits made in April 2012 In New Zealand over 14,000 jobs advertised and 2.3 million website visits made in April 2012 	Section 3.3.1

¹ By market capitalisation as at 1 June 2012

² Based on jobseeker and advertiser metrics. That is, SEEK has the most jobseekers and advertisers using its websites

1. Investment Overview (cont.)

Topic	Summary	Further information
1.4.4 SEEK International Division – significant international reach	<ul style="list-style-type: none"> Ownership interests in leading online employment classifieds businesses internationally with operations in Brazil, China, Hong Kong, Mexico and South East Asia SEEK's international investments include: <ul style="list-style-type: none"> JobsDB, Asia (55%¹ interest) Zhaopin, China (56%² interest) Brasil Online Holdings, Brazil (51% interest) Jobstreet, South East Asia (22% interest) OCC Mundial, Mexico (57%³ interest) 	Section 3.3.2
1.4.5 SEEK Education Division – provider of high quality education courses	<ul style="list-style-type: none"> Offers distance and classroom-based courses in the private education sector as well as placement of international students in education institutions SEEK Education currently includes: <ul style="list-style-type: none"> SEEK Learning (100% interest), which enrolls students to both external and SEEK owned education providers THINK (100% interest), which offers higher education and vocational education training courses via classroom and online delivery IDP Education (50% interest): which provides english language testing and enrolment services to international students for study in Australia, US, Canada and the UK Swinburne Online (50% interest), which is a joint venture with Swinburne University to build online education courses for working Australians 	Section 3.3.3
1.4.6 Strong financial performance and profile	<ul style="list-style-type: none"> Record result for SEEK for half year ended 31 December 2011 with reported NPAT of \$60.6 million (attributable to SEEK shareholders), a 27% growth over the prior corresponding period For the full year ended 30 June 2011 SEEK reported revenue of \$344.7 million, EBITDA⁴ of \$135.6 million and NPAT of \$97.7 million (attributable to SEEK shareholders). This represented revenue growth of 22%, EBITDA growth of 16% and NPAT growth of 9% over the prior corresponding period SEEK has exhibited solid growth over the past 3 years with 3 year revenue, EBITDA and NPAT CAGRs⁵ at 18%, 7% and 9% respectively Further financial information on SEEK, including SEEK's key financial ratios calculated as at 31 December 2011, is set out at Section 4 	Section 3 and Section 4
1.4.7 Experienced management team	<ul style="list-style-type: none"> Experienced management team with track record of growth Strong strategic, operational and financial management skills 	Section 8.2

1 SEEK has a 69% interest in SEEK Asia, which has an 80% interest in JobsDB. Consequently, SEEK has an indirect 55% interest in JobsDB

2 SEEK's 56% interest does not take into account the potential dilution from outstanding options (SEEK's diluted interest would be 43%). Although SEEK's equity interest in Zhaopin exceeds 50%, the terms of the Zhaopin shareholders' agreement mean that SEEK does not exercise control over the financial and operating policies of the entity. Therefore, Zhaopin is not consolidated in SEEK's statutory accounts

3 Subject to completion of the acquisition of the incremental interest which is expected to occur in July 2012

4 EBITDA means earnings before interest, tax, depreciation and amortisation and excluding share of net profits of associates and jointly controlled entities accounted for using the equity method, fair value gain / (loss) on acquisition, dividend income and amortisation of share-based payments and long-term incentives.

5 CAGR (or compound annual growth rate) calculated from SEEK's statutory financial statements 30 June 2008 to 30 June 2011 (NPAT is net profit after tax attributable to SEEK shareholders)

1.5 Key risks associated with SEEK Subordinated Notes

Topic	Summary	Further information
1.5.1 The claims of Holders of Notes are subordinated obligations	<ul style="list-style-type: none"> There may be a shortfall of funds to pay all amounts ranking senior to and equally with Notes in an event of a Winding-Up of SEEK. This would result in Holders not receiving any payment if claims ranking senior to Notes were not satisfied in full, or otherwise not receiving payment in full 	Section 5.1.1
1.5.2 Distributions are discretionary	<ul style="list-style-type: none"> SEEK is under no obligation to pay Distributions on Notes. Consequently, there is a risk that Distributions will not be paid If SEEK's financial condition deteriorates, this may increase the expectation that Distributions may not be paid in the future, which may have an adverse impact on the market price of Notes. If this occurs, the market price of Notes may become more volatile or trade at a discount to the Face Value 	Section 5.1.2
1.5.3 Notes have no set maturity	<ul style="list-style-type: none"> Notes have no maturity date. Although SEEK may redeem Notes or convert Notes into Shares in certain circumstances, SEEK is under no obligation to do so See also comments on liquidity in Section 1.5.8 	Section 5.1.3
1.5.4 Interest rates may vary	<ul style="list-style-type: none"> For all Distribution Periods up to and including the Call Date, the Distribution Rate will be a fixed rate based on the Swap Rate as at the Issue Date Market interest rates are influenced by a number of factors and may fluctuate over time As the Distribution Rate will be fixed until the Call Date, investors in Notes will not benefit directly from any increase in market interest rates via an increase in Distributions as would be expected under a floating rate instrument, and Notes may trade at a discount to their Face Value should interest rates rise after issue 	Section 5.1.4
1.5.5 SEEK may elect to redeem or convert Notes in certain circumstances	<ul style="list-style-type: none"> SEEK may elect to redeem Notes or convert them into Shares at its option: <ul style="list-style-type: none"> on the Call Date; on any Distribution Payment Date after the Call Date; any time after a Change in Control; and any time after a Regulatory Event Additionally, if SEEK purchases and cancels more than 80% of Notes issued on the Issue Date, it may subsequently redeem all remaining Notes It is possible that such an early redemption may not suit individual circumstances, whether financial, taxation or otherwise 	Section 5.1.5
1.5.6 Limited rights for Holders to request conversion, and no rights to request redemption	<ul style="list-style-type: none"> Holders only have the right to require that Notes be converted into Shares upon the occurrence of an Approved Change in Control Event Holders do not have the right to require SEEK to redeem Notes at any time 	Section 5.1.6

1. Investment Overview (cont.)

Topic	Summary	Further information
1.5.7 No limitation on issuing securities senior to, equal with or subordinate to Notes	<ul style="list-style-type: none"> The Directors are at all times authorised to issue further Notes (whether redeemable or not) or other securities which rank ahead of, equally with or behind Notes, whether in respect of distributions or dividends, ranking on a Winding-Up or otherwise Nothing in the Terms prevents SEEK from granting security of its existing debts, or debts which it may incur in the future, and if it did so those debts would rank ahead of the Notes in a Winding-Up 	Section 5.1.7
1.5.8 Risks associated with the market generally	<ul style="list-style-type: none"> Market price: The market price of Notes may fluctuate and they may trade below the Face Value due to various factors, including investor perceptions, global economic conditions, interest rates, credit spreads, movements in the market price of Shares or senior or other subordinated debt Liquidity: SEEK will apply for Notes to be listed on ASX. However, Notes will have no established trading market when issued and a trading market may never develop. Insufficient liquidity may have an adverse effect on a Holders' ability to sell their Notes and Notes may trade at a market price below their Face Value. The market for Notes is likely to be less liquid than the market for Shares and you may be unable sell your Notes at an acceptable price, if at all 	Section 5.1.8 and Section 5.1.9
1.5.9 Other	<ul style="list-style-type: none"> There are a number of other risks associated with an investment in Notes, which are outlined in Section 5.1 	Section 5.1.10 to Section 5.1.14

1.6 Key risks associated with SEEK

Topic	Summary	Further information
1.6.1 Deterioration in economic conditions	<ul style="list-style-type: none"> A prolonged decline in the volume of job advertisements, as a result of a downturn in the employment markets in which SEEK and its overseas investments operate, would adversely impact the revenue and earnings of SEEK's Australian and New Zealand online employment businesses and SEEK's international investments, and in turn the value of those investments 	Section 5.2.1
1.6.2 Interruption in information technology operations and business continuity	<ul style="list-style-type: none"> An interruption to SEEK's IT operations as a result of a natural disaster or other unforeseen event, resulting in a loss of access to the SEEK website, would result in job advertisers and jobseekers being unable to access the SEEK website and in turn may result in a loss of revenue and have adverse reputational impacts for SEEK 	Section 5.2.2
1.6.3 Damage to professional reputation and brand name	<ul style="list-style-type: none"> The success of SEEK and its international investments is heavily reliant on their reputation and brand. Events such as regulatory non-compliance, loss of customer data, a prolonged unplanned disruption to the SEEK website and unethical employee behaviour, could all damage the reputation of SEEK or its investments and may have an adverse impact on SEEK's revenue and profitability 	Section 5.2.3

Topic	Summary	Further information
1.6.4 Competition	<ul style="list-style-type: none"> The online employment classifieds sector is highly competitive. New competitors entering the market and/or existing competitors increasing their market share may lead to downward pressure on prices and margins which may adversely impact SEEK's profitability. In addition, the implementation of changes to pricing or product structure by SEEK that are not well received by customers may lead to a loss of customers, adversely impacting SEEK's profitability 	Section 5.2.4
1.6.5 Other	<ul style="list-style-type: none"> There are a number of other risks associated with SEEK, which are outlined in Section 5.2 	Section 5.2.5 to Section 5.2.13

1.7 Additional information about the Offer

Topic	Summary	Further information
1.7.1 When is the Offer Period?	<ul style="list-style-type: none"> The key dates, including details of the Offer Period, are set out on page 2 	Section 2.1.9
1.7.2 Is there a minimum amount to be raised?	<ul style="list-style-type: none"> No The Offer is to raise \$125 million, with the ability to raise more or less 	
1.7.3 Is there a minimum application size?	<ul style="list-style-type: none"> Your application must be for a minimum of 50 Notes (\$5,000). If your application is for more than 50 Notes, then you must apply in incremental multiples of 10 Notes (\$1,000) 	Section 2.1.4
1.7.4 Is the Offer underwritten?	<ul style="list-style-type: none"> No 	Section 9.6
1.7.5 How is the Offer structured and who can apply?	<ul style="list-style-type: none"> The Offer comprises: <ul style="list-style-type: none"> an Institutional Offer to Institutional Investors a Broker Firm Offer made to retail clients of Syndicate Brokers in Australia a Shareholder Offer made to Eligible Shareholders There is no general offer 	Section 6.1
1.7.6 Who is an Eligible Shareholder?	<ul style="list-style-type: none"> A registered holder of Shares with a registered address in Australia at 7:00pm on Thursday, 31 May 2012 	Glossary
1.7.7 How can I apply?	<ul style="list-style-type: none"> Broker Firm Applicants should contact their Syndicate Broker Eligible Shareholders in Australia should complete and submit an electronic or paper copy of the Application Form and pay the application monies either electronically by BPAY® or by cheque or money order 	Section 6.2

1. Investment Overview (cont.)

Topic	Summary	Further information
1.7.8 Is brokerage, commission or stamp duty payable?	<ul style="list-style-type: none"> No brokerage, commission or stamp duty is payable by you on your application. You may be required to pay brokerage if you sell your Notes on ASX after Notes have been quoted on ASX 	Section 6.1.2
1.7.9 What is the allocation policy?	<ul style="list-style-type: none"> The allocation policy for Broker Firm Applicants will be determined by the Syndicate Brokers Allocations under the Shareholder Offer will be determined by SEEK in consultation with the Joint Lead Managers after the Closing Date SEEK does not guarantee any minimum allocation under the Shareholder Offer and the extent of any allocation will ultimately depend on the total level of applications under the Offer 	Section 6.2.10
1.7.10 When will I receive confirmation that my Application has been successful?	<ul style="list-style-type: none"> If you are an applicant in the Shareholder Offer or Broker Firm Offer you will be able to call the SEEK Subordinated Notes Offer Information Line on 1300 652 061 or +61 3 9415 4018 to confirm your allocation from Friday, 29 June 2012 Applicants under the Broker Firm Offer will be able to confirm their allocation through the Syndicate Broker through whom they made their application 	Section 6.2.11
1.7.11 When will Notes be issued?	<ul style="list-style-type: none"> SEEK expects that Notes will be issued on 29 June 2012 	Section 2.1.9
1.7.12 When will Notes begin trading?	<ul style="list-style-type: none"> SEEK expects that Notes will begin trading on 2 July 2012 on ASX on a deferred settlement basis SEEK expects that Notes will begin trading on 6 July 2012 on ASX on a normal settlement basis 	Section 2.1.9
1.7.13 When will Holding Statements be despatched?	<ul style="list-style-type: none"> SEEK expects that Holding Statements will be despatched by 5 July 2012 	Key Dates
1.7.14 Where can I find more information about this Prospectus or the Offer?	<ul style="list-style-type: none"> If you are a Broker Firm Applicant, you should contact your Syndicate Broker If you have any questions in relation to the Offer, please call the SEEK Subordinated Notes Offer Information Line on 1300 652 061 or +61 3 9415 4018, Monday to Friday – 8:30am to 5:30pm or seek professional investment advice from your financial or other professional adviser 	

1.8 What you need to do

Topic	Summary
1.8.1 Read this Prospectus in full	<ul style="list-style-type: none"> • If you are considering applying for Notes under the Offer, this document is important and should be read in its entirety
1.8.2 Determine if you are eligible to apply	<ul style="list-style-type: none"> • The Offer is being made to: <ul style="list-style-type: none"> – Institutional Investors – Retail clients of a Syndicate Broker in Australia invited to apply under the Broker Firm Offer – Eligible Shareholders, who may apply under the Shareholder Offer
1.8.3 Consider and consult	<ul style="list-style-type: none"> • In considering whether to apply for Notes, it is important that you: <ul style="list-style-type: none"> – Consider all the risks set out in as well as other information in this Prospectus in light of your particular investment objectives, financial situation and particular needs (including financial and tax issues) – Seek professional investment advice from your financial or other professional adviser before deciding whether to apply for Notes
1.8.4 Complete and submit your Application Form	<ul style="list-style-type: none"> • The application process varies depending on whether you participate in the Institutional Offer, Broker Firm Offer or Shareholder's Offer (refer to Section 6 for more details) • The Offer may close early so if you wish to apply for Notes you are encouraged to consider submitting your application as soon as possible after the Opening Date

1. Investment Overview (cont.)

1.9 Key Information about people, interests and benefits

Topic	Summary	Further information
1.9.1 Who are the SEEK Directors and Company Secretary?	<ul style="list-style-type: none"> • Robert (Bob) CG Watson (Chairman) • Andrew R Bassat • Colin B Carter • Neil G Chatfield • Denise I Bradley • Moana Weir (General Counsel and Company Secretary) 	Section 8.1
1.9.2 Who are the key management personnel?	<ul style="list-style-type: none"> • Andrew R Bassat (CEO and Managing Director, Co-founder) • John A Armstrong (Chief Financial Officer) • David Gibbons (Chief Information Officer) • Joe Powell (Managing Director (SEEK Employment (Australia & New Zealand)) • Jason S Lenga (Managing Director (SEEK International)) • Peter D Everingham (Managing Director (SEEK Education)) • Meahan Callaghan (Human Resources Director) • Helen Souness (Marketing Director) • Michael Ilczynski (Group Strategy Director) 	Section 8.2
1.9.3 What significant benefits and interests are payable to Directors and other persons associated with the Offer or SEEK?	<ul style="list-style-type: none"> • Interest or benefit: <ul style="list-style-type: none"> – Directors – Directors' fees – Management – remuneration – Advisers and other service providers – fees for services 	Section 8.3
1.9.4 How will the expenses of the Offer be paid?	<ul style="list-style-type: none"> • The total expenses of the Offer will be paid out of the proceeds of the Offer 	Section 8.4

About SEEK Subordinated Notes

- 2.1 General
- 2.2 Overview of Distributions
- 2.3 SEEK may decide not to pay Distributions
- 2.4 Redemption and conversion
- 2.5 Security and ranking
- 2.6 Taxation
- 2.7 Other

Section

2

2. About SEEK Subordinated Notes

2.1 General

Topic	Summary	Further information
2.1.1 What is the Offer?	<ul style="list-style-type: none"> An Offer of Notes by SEEK to raise approximately \$125 million with the ability to raise more or less 	
2.1.2 Who is the issuer?	<ul style="list-style-type: none"> SEEK Limited 	Section 3
2.1.3 What are Notes?	<ul style="list-style-type: none"> Notes are perpetual, non-cumulative, subordinated notes which are redeemable or convertible into Shares in certain circumstances by SEEK Notes entitle Holders to receive semi-annual Distributions, payable at the Board's absolute discretion, based on a fixed rate until 29 June 2017 (the Call Date) and a floating rate thereafter 	Terms and Section 2.2 and 2.4
2.1.4 What am I required to pay?	<ul style="list-style-type: none"> Notes will be offered at an issue price of \$100 per Note. This is also the Face Value of each Note Applications must be for a minimum of 50 Notes (\$5,000) If your application is for more than 50 Notes, then you must apply in incremental multiples of 10 Notes – that is, incremental multiples of \$1,000 	Section 6.1 and Section 6.2
2.1.5 What is the term of the Notes?	<ul style="list-style-type: none"> Notes are perpetual and have no set maturity date SEEK may elect to redeem or convert Notes into Shares at its option: <ul style="list-style-type: none"> – on the Call Date; – on any Distribution Payment Date after the Call Date; – at any time after a Change in Control; and – at any time after a Regulatory Event Additionally, if SEEK purchases and cancels more than 80% of Notes issued on the Issue Date, it may subsequently redeem all remaining Notes 	Section 2.4
2.1.6 Will Notes be quoted on ASX?	<ul style="list-style-type: none"> SEEK has applied for Notes to be quoted on ASX and Notes are expected to trade under the ASX code 'SEKG' 	Section 6.3
2.1.7 How will Notes be classified in SEEK's financial statements?	<ul style="list-style-type: none"> SEEK anticipates that Notes will be classified as equity in SEEK's financial statements while they remain on issue. This classification could change in the future if there is a change in relevant Australian accounting standards or interpretation 	Section 4.3
2.1.8 Will Notes be rated?	<ul style="list-style-type: none"> No, Notes will not be rated by a credit rating agency 	

Topic	Summary	Further information
2.1.9 What are the key dates of the Offer?	<ul style="list-style-type: none"> • The Offer opens on 12 June 2012 • The Shareholder Offer closes at 5:00pm on 25 June 2012 • The Broker Firm Offer closes at 10:00am on 28 June 2012 • Notes will be issued on 29 June 2012 • Notes are expected to commence deferred settlement trading on ASX on 2 July 2012 and normal settlement trading on ASX on 6 July 2012 • These dates are indicative and may be varied 	Key Dates and Section 6.2
2.1.10 Are there any circumstances where the Offer will not proceed?	<ul style="list-style-type: none"> • SEEK reserves the right to withdraw the Offer at any time without prior notice • If the Offer does not proceed for any reason, all application payments received by SEEK will be refunded (without interest) to applicants as soon as practicable 	

2.2 Overview of Distributions

Topic	Summary	Further information
2.2.1 What are Distributions?	<ul style="list-style-type: none"> • Until the Call Date, Distributions are based on a fixed rate • Following the Call Date, if any Notes remain outstanding, Distributions will be based on a floating rate • Distributions will be non-cumulative and payable semi-annually in arrears • SEEK is under no obligation to pay Distributions. It may decide not to pay Distributions at any time 	Clause 2 of the Terms and Section 2.3
2.2.2 Will Distributions be franked or unfranked?	<ul style="list-style-type: none"> • Distributions are expected (but are not guaranteed) to be fully franked • Your ability to use franking credits will depend on your individual tax position • To the extent a Distribution is not fully franked (or franking credits are disallowed), the Distribution will be adjusted such that Holders receive the amount (when grossed-up) that they would expect to receive if the Distribution were fully franked 	Clause 2.3 of the Terms and Section 7

2. About SEEK Subordinated Notes (cont.)

Topic	Summary	Further information										
<p>2.2.3 How will Distributions be calculated?</p>	<ul style="list-style-type: none"> Distributions in respect of a Distribution Period (the Distribution Entitlement) will be calculated as follows: $\frac{\\$100 \times \text{Distribution Rate} \times N}{365}$ <p>where:</p> <p>Distribution Rate means the rate (expressed as a percentage per annum) calculated as set out in Section 2.2.4 and Section 2.2.5 below; and</p> <p>N means the number of days in the Distribution Period</p> For example, if the Distribution Rate (fully franked) for a period was 6.02% per annum, the Distribution would be calculated as follows: <table border="0" style="width: 100%; border-collapse: collapse;"> <tr> <td style="padding: 5px;">Distribution Rate (fully franked)</td> <td style="padding: 5px; text-align: right;">6.02% per annum</td> </tr> <tr> <td style="padding: 5px;">Multiplied by \$100 (the Face Value)</td> <td style="padding: 5px; text-align: right;">× \$100</td> </tr> <tr> <td style="padding: 5px;">Multiplied by the number of days in the Distribution Period</td> <td style="padding: 5px; text-align: right;">× 182</td> </tr> <tr> <td style="padding: 5px;">Divided by 365</td> <td style="padding: 5px; text-align: right;">÷ 365</td> </tr> <tr> <td style="padding: 5px; border-top: 1px solid black;">Distribution (fully franked) for the Distribution Period per Note</td> <td style="padding: 5px; text-align: right; border-top: 1px solid black;">\$3.0018</td> </tr> </table> The above example is for illustrative purposes only. To the extent the Distribution is not fully franked or franking credits are disallowed, the Distribution will be grossed-up in the manner described above in Section 2.2.2 	Distribution Rate (fully franked)	6.02% per annum	Multiplied by \$100 (the Face Value)	× \$100	Multiplied by the number of days in the Distribution Period	× 182	Divided by 365	÷ 365	Distribution (fully franked) for the Distribution Period per Note	\$3.0018	<p>Clause 2 of the Terms, Section 2.2.4 and Section 2.2.5</p>
Distribution Rate (fully franked)	6.02% per annum											
Multiplied by \$100 (the Face Value)	× \$100											
Multiplied by the number of days in the Distribution Period	× 182											
Divided by 365	÷ 365											
Distribution (fully franked) for the Distribution Period per Note	\$3.0018											

For personal use only

Topic	Summary	Further information										
<p>2.2.4 How will the Distribution Rate be determined before the Call Date?</p>	<ul style="list-style-type: none"> Up to the Call Date, the Distribution Rate (fully franked) for each Distribution Period will be calculated as the greater of: <ul style="list-style-type: none"> (Swap Rate + Margin) × (1 – Tax Rate); and 8.60% × (1 – Tax Rate), that is 6.02%¹ <p>Where:</p> <ul style="list-style-type: none"> Swap Rate means the 5 year swap rate set on the Issue Date, expressed as a percentage per annum (refer to Section 2.2.6); Margin means the rate determined following the Bookbuild and is expected to be in the range of 5.00% to 5.50% per annum; and Tax Rate means the prevailing Australian corporate tax rate (30% at 4 June 2012) applicable to the franking account of SEEK from which the Distribution will be franked at the relevant Distribution Payment Date, expressed as a decimal <ul style="list-style-type: none"> As an example, the Distribution Rate (fully franked) for each Distribution Period up to the Call Date would be calculated as follows: <table border="0" data-bbox="446 1075 1220 1332"> <tr> <td colspan="2">Example</td> </tr> <tr> <td>Assume the greater of 8.60% and (Swap Rate and Margin) is:</td> <td>8.60% per annum</td> </tr> <tr> <td>Multiplied by (1 – Tax Rate)</td> <td>x 0.70</td> </tr> <tr> <td colspan="2"><hr/></td> </tr> <tr> <td>Resulting Distribution Rate (fully franked)</td> <td>6.02% per annum</td> </tr> </table> If the sum of the Swap Rate and the Margin is 8.70% for example (which is greater than the minimum rate of 8.60%) then, when multiplied by 0.7, the Distribution Rate (fully franked) would be 6.09% per annum The above example is for illustrative purposes only. To the extent the Distribution is not fully franked or franking credits are disallowed, it will be grossed-up in the manner described above in Section 2.2.2 	Example		Assume the greater of 8.60% and (Swap Rate and Margin) is:	8.60% per annum	Multiplied by (1 – Tax Rate)	x 0.70	<hr/>		Resulting Distribution Rate (fully franked)	6.02% per annum	<p>Clause 2 of the Terms and Section 2.2.6</p>
Example												
Assume the greater of 8.60% and (Swap Rate and Margin) is:	8.60% per annum											
Multiplied by (1 – Tax Rate)	x 0.70											
<hr/>												
Resulting Distribution Rate (fully franked)	6.02% per annum											



¹ Calculated using the Tax Rate at 4 June 2012 of 30%

For personal use only

2. About SEEK Subordinated Notes (cont.)

Topic	Summary	Further information														
<p>2.2.5 How will the Distribution Rate be determined from the Call Date?</p>	<ul style="list-style-type: none"> If any Notes remain outstanding from the Call Date, the Distribution Rate (fully franked) for each Distribution Period for that date will vary and be set on the first Business Day for each Distribution Period as follows: Distribution Rate = (Market Rate + Margin) × (1 – Tax Rate) where: <ul style="list-style-type: none"> – Market Rate means the Bank Bill Swap Rate for that Distribution Period, expressed as a percentage per annum (refer to Section 2.2.7); – Margin means the Margin determined following the Bookbuild plus 2.00%; and – Tax Rate means the prevailing Australian corporate tax rate (30% at 4 June 2012) applicable to the franking account of SEEK from which the Distribution will be franked at the relevant Distribution Payment Date, expressed as a decimal As an example, assuming the Market Rate for the first Distribution Period from the Call Date is 3.26% per annum and the Margin is 7.00% per annum (being 5.00% determined following the Bookbuild plus the 2.00% step-up), the Distribution Rate (fully franked) for that Distribution Period would be calculated as follows: <table border="0" data-bbox="411 1220 1141 1523"> <tr> <td>Example</td> <td></td> </tr> <tr> <td>Market Rate</td> <td>3.26% per annum</td> </tr> <tr> <td>Plus Margin (5.00% plus 2.00% step-up)</td> <td>7.00% per annum</td> </tr> <tr> <td>Market Rate plus Margin</td> <td>10.26% per annum</td> </tr> <tr> <td>Multiplied by (1 – Tax Rate)</td> <td>x 0.70</td> </tr> <tr> <td colspan="2"><hr/></td> </tr> <tr> <td>Resulting Distribution Rate (fully franked)</td> <td>7.18% per annum</td> </tr> </table> The Market Rate (i.e. Bank Bill Swap Rate) for the first Distribution Period from the Call Date will be set on the Call Date. The Market Rate for each subsequent Distribution Period will vary and be set on the first day of each relevant Distribution Period The above example is for illustrative purposes only. To the extent the Distribution is not fully franked or franking credits are disallowed, it will be grossed-up in the manner described above in Section 2.2.2 	Example		Market Rate	3.26% per annum	Plus Margin (5.00% plus 2.00% step-up)	7.00% per annum	Market Rate plus Margin	10.26% per annum	Multiplied by (1 – Tax Rate)	x 0.70	<hr/>		Resulting Distribution Rate (fully franked)	7.18% per annum	<p>Clause 2 of the Terms and Section 2.2.7</p>
Example																
Market Rate	3.26% per annum															
Plus Margin (5.00% plus 2.00% step-up)	7.00% per annum															
Market Rate plus Margin	10.26% per annum															
Multiplied by (1 – Tax Rate)	x 0.70															
<hr/>																
Resulting Distribution Rate (fully franked)	7.18% per annum															

For personal use only

Topic	Summary	Further information
<p>2.2.6 What is the Swap Rate?</p>	<ul style="list-style-type: none"> The Swap Rate is the five year benchmark interest rate used by investors and participants in financial markets as a reference rate for securities of a five year tenor and is calculated as the weighted average of the markets expectations for the evolution of short term interest rates over the five year period The graph below illustrates the movement in the Swap Rate over the past ten years. The rate on 1 June 2012 was 3.40% per annum <p>Swap Rate</p>  <ul style="list-style-type: none"> The graph above is for illustrative purposes only. SEEK does not indicate, guarantee or forecast what the actual Swap Rate may be in the future 	<p>Clause 15.2 of the Terms</p>
<p>2.2.7 What is the Bank Bill Swap Rate?</p>	<ul style="list-style-type: none"> The Bank Bill Swap Rate is a benchmark interest rate for the Australian money market commonly used by major Australian financial institutions to lend short-term cash to each other over a 180-day period. This rate changes reflecting, amongst other things, the supply and demand within the cash market The graph below illustrates the movement in the Bank Bill Swap Rate over the past ten years. The rate on 1 June 2012 was 3.26% per annum <p>Bank Bill Swap Rate</p>  <ul style="list-style-type: none"> The graph above is for illustrative purposes only. SEEK does not indicate, guarantee or forecast what the actual Bank Bill Swap Rate may be in the future 	<p>Clause 15.2 of the Terms</p>

2. About SEEK Subordinated Notes (cont.)

Topic	Summary	Further information
2.2.8 How will Distributions be paid?	<ul style="list-style-type: none"> Distributions will be paid in Australian dollars by direct credit into an Australian dollar denominated account at a financial institution notified by Holders to the Registry, no later than the Record Date for the applicable Distribution, or otherwise at SEEK's absolute discretion 	Section 6.1.5
2.2.9 When are Distributions scheduled to be paid?	<ul style="list-style-type: none"> Distributions are scheduled to be paid semi-annually in arrears. SEEK is under no obligation to pay Distributions on Notes The first Distribution is scheduled to be paid on 31 December 2012 and thereafter semi-annual payments are scheduled to be paid on 29 June and 29 December each year and on the redemption date or conversion date If the Distribution Payment Date is not a Business Day, then the payment will be made on the next Business Day Where Distributions are determined to be paid, Holders will receive that Distribution in respect of Notes they hold on the relevant Record Date for the Distribution 	Clause 2 of the Terms, and Section 2.3

2.3 SEEK may decide not to pay Distributions

Topic	Summary	Further information
2.3.1 Must SEEK pay Distributions?	<ul style="list-style-type: none"> No. SEEK, at its absolute discretion, may decide not to pay a Distribution (or decide to pay a Distribution that is less than the Distribution Entitlement) in respect of any Distribution Period 	Clause 2.4 of the Terms
2.3.2 What are the consequences for SEEK if it does not pay a Distribution?	<ul style="list-style-type: none"> If SEEK does not pay a Distribution equal to the Distribution Entitlement within 20 Business Days after the Distribution Payment Date, a Dividend Restriction will apply If a Dividend Restriction applies, SEEK must not (without the approval of a special resolution of Holders): <ul style="list-style-type: none"> — declare or pay a cash dividend or make any distribution on any Junior Ranking Obligation; or — redeem, reduce, cancel (in connection with a reduction of capital), buy back or acquire for any consideration any Junior Ranking Obligation Junior Ranking Obligations currently comprise Shares (but not Notes). Certain limited exceptions to the Dividend Restriction are set out in the Terms Failure to pay a Distribution is not an event of default and Holders will have no rights or remedies to enforce payment of any Distributions 	Clause 3 of the Terms
2.3.3 When will a Dividend Restriction cease to apply?	<ul style="list-style-type: none"> A Dividend Restriction will continue until: <ul style="list-style-type: none"> — Distribution Entitlements in respect of two consecutive Distribution Periods are paid in full to Holders; or — an amount equal to the unpaid Distribution Entitlements for the previous two Distribution Periods is paid to Holders; or — all Notes have been redeemed or converted into Shares, or otherwise purchased and cancelled by SEEK 	Clause 3 of the Terms

Topic	Summary	Further information
2.3.4 Are Distributions cumulative and compounding?	<ul style="list-style-type: none"> No. If a Distribution is not paid in respect of a Distribution Period (or if the Distribution paid is less than the Distribution Entitlement for that Distribution Period), the Holder has no claim in respect of that Distribution Entitlement (or the balance of that Distribution Entitlement) 	Clause 2.5 of the Terms

2.4 Redemption and conversion

Topic	Summary	Further information
2.4.1 When can SEEK redeem Notes or convert them into Shares?	<ul style="list-style-type: none"> SEEK may elect to redeem all Notes or to convert Notes into Shares on the Call Date or on any subsequent Distribution Payment Date SEEK may also elect to redeem Notes or to convert Notes into Shares at any time if a Regulatory Event or Change in Control Event occurs SEEK may also purchase Notes on-market. If SEEK purchases and then cancels more than 80% of Notes issued on the Issue Date, it may subsequently redeem all remaining Notes 	Clauses 4.2 and 15.2 of the Terms, and Sections 2.4.4, 2.4.9 and 2.4.10
2.4.2 When can Holders seek to convert Notes into Shares?	<ul style="list-style-type: none"> Holders may only seek to convert Notes into Shares upon the occurrence of an Approved Change in Control Event In the circumstances of an Approved Change in Control, a Holder's election to convert Notes into Shares will generally prevail over a notice to redeem Notes issued by SEEK in respect of that event 	Clauses 4.2 and 4.4 of the Terms and Section 2.4.11
2.4.3 Can Holders seek to redeem Notes?	<ul style="list-style-type: none"> No 	
2.4.4 What will happen on the Call Date?	<ul style="list-style-type: none"> SEEK may either: <ul style="list-style-type: none"> redeem Notes by issuing a redemption notice; convert Notes into Shares by issuing a conversion notice; or do nothing (in which case the Distribution Rate thereafter will be based on a floating rate, the Margin will increase by 2.00% and a Dividend Restriction will apply while any Notes remain on issue) SEEK will consider a broad range of factors when evaluating the role of Notes in its ongoing capital management strategy, including whether to elect to redeem Notes or to convert them into Shares. Such factors may include SEEK's financial position, operational performance, funding requirements and access to capital in the financial markets from time to time. SEEK may redeem Notes or convert Notes into Shares on any Distribution Payment Date after the Call Date 	Clause 4.2 of the Terms, Sections 2.2.5 and 2.3
2.4.5 What will Holders receive on redemption?	<ul style="list-style-type: none"> If Notes are redeemed by SEEK, Holders are entitled to receive the Face Value of the Note being redeemed (i.e. \$100 per Note) Holders will also be entitled to receive a Distribution on the date of redemption, subject to the Board's absolute discretion 	Clause 2.7 and 4.1 of the Terms and Section 2.2.9

2. About SEEK Subordinated Notes (cont.)




Topic	Summary	Further information
2.4.6 How many Shares will Holders receive upon conversion?	<ul style="list-style-type: none"> Notes subject to a conversion notice will convert on the conversion date into a number of Shares based on the following (with any fractions disregarded): Number of Shares = Conversion Ratio × number of Notes subject to conversion 	Clause 4.5 of the Terms, Section 2.4.7
2.4.7 What is the Conversion Ratio?	<ul style="list-style-type: none"> The Conversion Ratio will be calculated in accordance with the following formula (other than in the event of a Change in Control Event): $\frac{\text{Face Value}}{97.5\% \times \text{VWAP}}$ where: VWAP means the volume weighted average sale price of Shares during a defined reference period for that conversion (generally the 20 business day period prior to that time), subject to adjustments as broadly outlined in Section 2.4.8 	Clauses 4.5 – 4.7 of the Terms, Section 2.4.8
2.4.8 How can the Conversion Ratio calculation be adjusted?	<ul style="list-style-type: none"> The calculation of VWAP for purposes of the formula described in Section 2.4.7 will be adjusted in certain circumstances, including: <ul style="list-style-type: none"> – to account for the declaration of dividends or other entitlements in respect of Shares; – to exclude transactions reasonably determined by the Directors not to be representative of the general price at which Shares traded on ASX during the reference period; and In the event of a Change in Control Event, the denominator in the formula in Section 2.4.7 will be the lesser of: <ul style="list-style-type: none"> – 95% of the offer price for the event; and – VWAP during the reference period prior to announcement of the event, plus 50% of the difference between that VWAP and the offer price The adjustment following a Change in Control Event seeks to confer on Holders some benefit of an increase in SEEK's Share price as a result of the event 	Clauses 4.6 and 4.7 of the Terms
2.4.9 What is a Regulatory Event?	<ul style="list-style-type: none"> A Regulatory Event will occur if the Directors resolve that a change in law, regulation or accounting standards has occurred (or the interpretation thereof has changed) or any ruling or pronouncement has been issued, the subject of which will: <ul style="list-style-type: none"> – materially increase the net costs to SEEK of having Notes on issue; – affect whether Notes can be franked or whether the Holders are entitled to franking credits or whether SEEK will be subject to an additional franking debit in accordance with the Tax Act; – affect whether Notes are classified other than as equity for tax or accounting purposes; or – impose additional requirements that the Directors consider unacceptable 	Clause 15.2 of the Terms

Topic	Summary	Further information
2.4.10 What is a Change in Control Event?	<ul style="list-style-type: none"> A Change in Control Event will occur if: <ul style="list-style-type: none"> a takeover bid is made to acquire all or some of the Shares and the offer is, or becomes, unconditional (and the bidder has a relevant interest in more than 50% of the Shares or SEEK's Directors recommend the offer); or a court approves the convening of a meeting to consider a scheme of arrangement under Part 5.1 of the Corporations Act which, when implemented, will result in a person having a relevant interest in SEEK of more than 50% 	Clause 15.2 of the Terms
2.4.11 What is an Approved Change in Control Event?	<ul style="list-style-type: none"> A Change in Control Event where the takeover bid or scheme of arrangement which gives rise to the Change in Control Event is recommended by Directors 	Clause 15.2 of the Terms
2.4.12 Can SEEK buy Notes on ASX?	<ul style="list-style-type: none"> Yes In addition, if SEEK purchases and cancels more than 80% of Notes issued on the Issue Date, it may elect to redeem all remaining Notes 	Clauses 4.2, 4.8 and 4.9 of the Terms

2.5 Security and ranking

Topic	Summary	Further information
2.5.1 What will Holders receive in a Winding-Up?	<ul style="list-style-type: none"> Upon a Winding-Up, Holders are entitled to claim the Face Value of each Note (i.e. \$100 per Note) However, as Notes are subordinated, there is no guarantee that Holders will receive any or all of this amount 	Clause 5 of the Terms and Sections 2.5.2 and 2.5.3
2.5.2 What will be payable if a Winding-Up of SEEK occurs?	<ul style="list-style-type: none"> Notes will rank in the Winding-Up of SEEK: <ul style="list-style-type: none"> ahead of Shares; equally with any equal-ranking obligations (of which there are currently none); and behind all unsubordinated (or senior) creditors of SEEK This is because claims of Holders in respect of Notes are subordinated to claims of all creditors of SEEK except holders of equal-ranking obligations In the event of a shortfall of funds where there is a Winding-Up of SEEK, there is a risk that Holders will not receive any or all of Face Value of \$100 per Note 	Clause 5 of the Terms

2. About SEEK Subordinated Notes (cont.)

Topic	Summary	Further information																				
2.5.3 Illustration of ranking of SEEK's obligations in respect of existing debt instruments and equity upon a Winding-Up	<p>The table below illustrates how Notes would rank upon a Winding-Up of SEEK against SEEK's obligations in respect of its existing debt arrangements and equity. This is a simplified capital structure and does not specifically identify every type of security issued or which may be issued by SEEK or every potential claim against SEEK in a Winding-Up. In a Winding-Up of SEEK claims mandatorily preferred by law (including employee entitlements) will rank in priority to Notes. SEEK also has other liabilities, (including payables, unearned income and other financial liabilities), which would rank in priority to Notes in the case of a Winding-Up of SEEK (to the extent then existing). For further information on the amount of these liabilities as at 31 December 2011, see Section 4.3</p> <table border="1"> <thead> <tr> <th>Ranking</th> <th>Type</th> <th>Existing debt arrangements and equity</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td rowspan="5" style="text-align: center;"> Higher  Lower </td> <td>Secured debt</td> <td>None</td> <td>0</td> </tr> <tr> <td>Senior unsecured debt</td> <td>Syndicated Facility Agreement</td> <td>\$200.0m*</td> </tr> <tr> <td>Subordinated unsecured debt</td> <td>SEEK Subordinated Notes</td> <td>\$125.0m</td> </tr> <tr> <td>Preferred equity</td> <td>None</td> <td>0</td> </tr> <tr> <td>Ordinary equity</td> <td>Shares</td> <td>\$510.4m**</td> </tr> </tbody> </table> <p>* \$200 million drawn; the facility limit is \$340 million. Amount calculated as at 31 December 2011, adjusted for the pro forma adjustments set out in Section 4.3 (including the part repayment of the facility with \$120.5 million to be raised under this Offer). (\$120.5 million assumes Offer proceeds of \$125.0 million less transaction costs of \$4.5 million)</p> <p>** \$510.4 million represents Total Equity of \$878.3 million less Non-Controlling Interests of \$367.9 million (refer to Section 4.3 for further information)</p>	Ranking	Type	Existing debt arrangements and equity	Amount	Higher  Lower	Secured debt	None	0	Senior unsecured debt	Syndicated Facility Agreement	\$200.0m*	Subordinated unsecured debt	SEEK Subordinated Notes	\$125.0m	Preferred equity	None	0	Ordinary equity	Shares	\$510.4m**	Section 4 and Sections 2.5 and 2.7.1
Ranking	Type	Existing debt arrangements and equity	Amount																			
Higher  Lower	Secured debt	None	0																			
	Senior unsecured debt	Syndicated Facility Agreement	\$200.0m*																			
	Subordinated unsecured debt	SEEK Subordinated Notes	\$125.0m																			
	Preferred equity	None	0																			
	Ordinary equity	Shares	\$510.4m**																			
2.6 Taxation																						
2.6.1 What are the taxation implications for Holders?	<ul style="list-style-type: none"> • Distributions are expected (but are not guaranteed) to be fully franked • Holders should be aware that the potential value of any franking credits does not accrue at the same time as the receipt of any cash Distribution. Holders should also be aware that the ability to use the franking credits, either as an offset to a tax liability or by claiming a refund after the end of the income year, will depend on the individual tax position of each Holder • Investors should seek independent advice in relation to their individual tax position • Refer to Section 7 in relation to the principal Australian taxation consequences of an investment in Notes 	Sections 7 and 5.1.11																				

2.7 Other

Topic	Summary	Further information
<p>2.7.1 Can SEEK issue further Notes, or other instruments?</p>	<ul style="list-style-type: none"> • Yes. SEEK reserves the right to issue further Notes or other instruments upon such terms as to ranking (including those that rank ahead of Notes), dividends or interest, conversion, redemption and otherwise as SEEK may determine at the time of issue • Nothing in the Terms prevents SEEK from granting security in respect of its existing debts, or which it may incur in the future, and if it did so those debts would rank ahead of Notes in a Winding-Up • Notes do not confer any right to subscribe for new securities in SEEK, or to participate in any bonus issues 	<p>Clause 7.1 of the Terms</p>
<p>2.7.2 What voting rights do Notes carry at meetings of holders of Shares?</p>	<ul style="list-style-type: none"> • Holders have no voting rights at meetings of holders of Shares 	
<p>2.7.3 What rights do Holders have if SEEK does not comply with the Terms?</p>	<ul style="list-style-type: none"> • Generally, only the Trustee (and not a Holder) has the right to take action in respect of Notes • The Trustee's ability to enforce any right or remedy in respect of the Notes is limited as provided by the Terms. In particular, the Trustee may not institute proceedings or take any steps to enforce payment of a Distribution or other payment • Failure to pay a Distribution is not an event of default which would entitle a Holder (or Trustee) to Wind-Up SEEK. However, if a Winding-Up of SEEK otherwise takes place, Holders will be entitled to claim on the basis described in Section 2.5 	<p>Clause 6 of the Terms, Section 2.5 and Section 9</p>
<p>2.7.4 Can SEEK amend the Terms of the Notes?</p>	<ul style="list-style-type: none"> • Yes. SEEK may amend the Terms with or without the consent of Holders or the Trustee in certain circumstances as set out below • Amendments without consent: SEEK may amend the Terms without the consent of the Holders or the Trustee if it forms the opinion that such alteration is: <ul style="list-style-type: none"> – of a formal or technical or minor nature; – made to cure any ambiguity or correct any manifest error; – necessary or expedient for the purpose of enabling Notes to be listed for quotation, offered for subscription or for sale and is otherwise not materially prejudicial to the interests of Holders as a whole; or – necessary to comply with statutes or the requirements of any statutory authority or the Listing Rules and is otherwise not materially prejudicial to the interests of Holders as a whole • Amendments with consent: SEEK may, with the approval of the Trustee, amend the Terms if such alteration is authorised by an ordinary resolution (50%) of Holders. In certain cases the requisite majority is 75% of votes cast on a resolution 	<p>Clause 9 of the Terms</p>

Information about SEEK

- 3.1 Overview of SEEK
- 3.2 Strategy and growth drivers
- 3.3 Divisional overview

Section

3

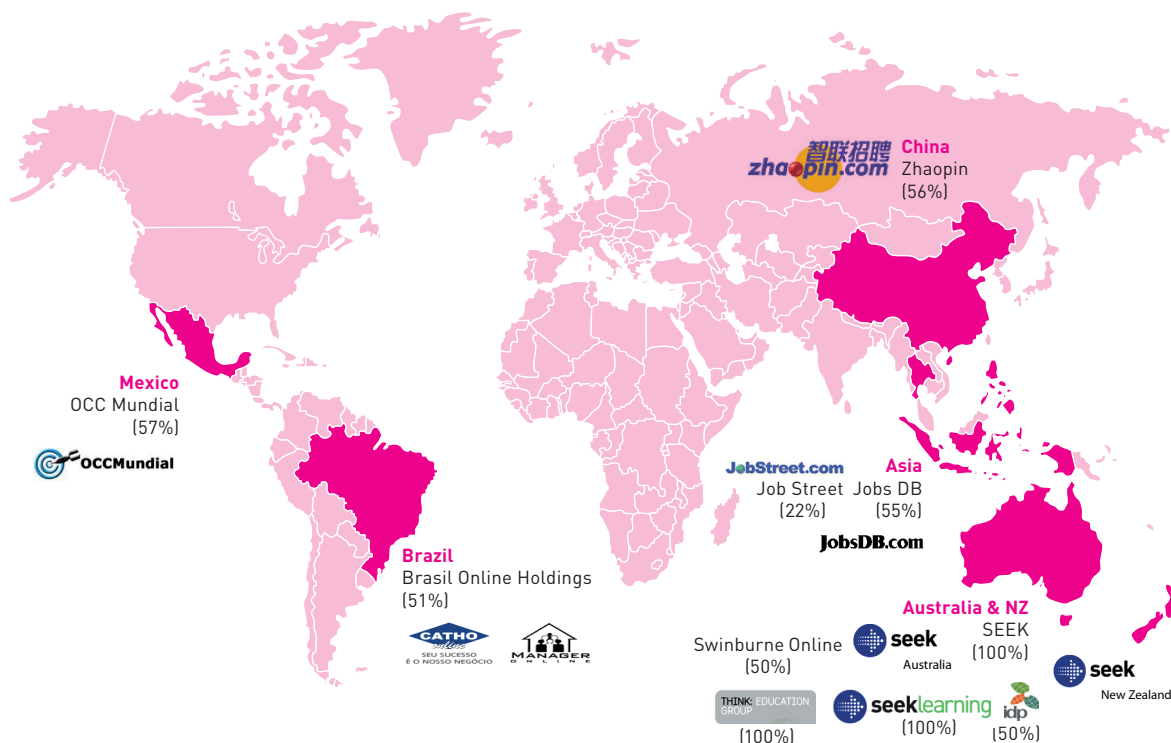
3. Information about SEEK

3.1 Overview of SEEK

SEEK is one of the world's largest online employment classifieds businesses¹, and a provider of education via online and classroom education and training.

SEEK's customers include recruitment agencies, large corporates, government departments and small and medium enterprises (SMEs).

SEEK has operations and investments in Australia, New Zealand, Asia and Latin America.



Note: Percentage figures refer to SEEK's interests in these businesses. Interest in OCC Mundial is subject to completion of the acquisition of the incremental interest, expected to occur in July 2012. Refer to Section 3.3.2 for further information on SEEK's interest in the international businesses.

SEEK is headquartered in Melbourne, Australia, with head office functions including finance, strategy, sales, marketing, IT, legal and HR, in addition to all of the group management functions.

SEEK's business is comprised of three divisions:

Divisions

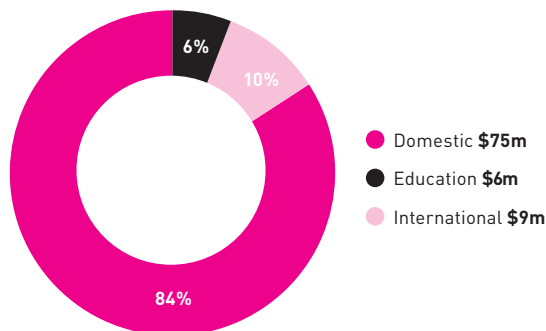
- **Domestic:** provides online employment advertising services to recruitment agencies, corporations, government and SMEs in Australia and New Zealand
- **International:** SEEK has investments in online employment businesses based in Asia, Brazil and Mexico
- **Education:** offers distance and classroom-based courses in the private education sector as well as placement of international students in education institutions

¹ By market capitalisation as at 1 June 2012

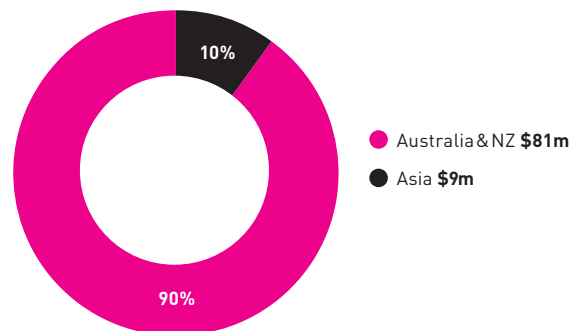
For personal use only

3. Information about SEEK (cont.)

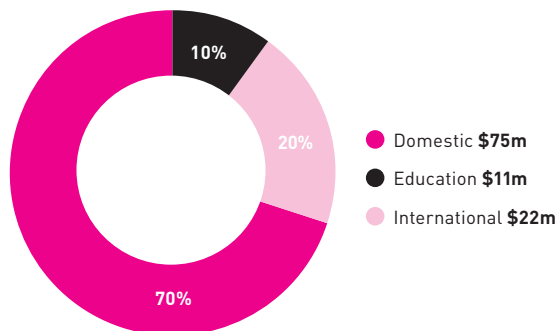
First half FY2012 EBITDA by division



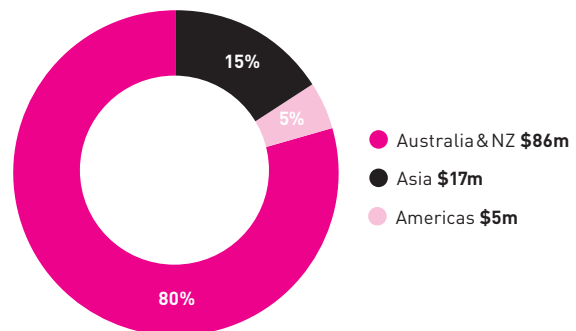
First half FY2012 EBITDA by geography



First half FY2012 Look Through EBITDA by division



First half FY2012 Look Through EBITDA by geography



Note: EBITDA means earnings before interest, tax, depreciation and amortisation and excluding share of net profits of associates and jointly controlled entities accounted for using the equity method, fair value gain / (loss) on acquisition, dividend income and amortisation of share-based payments and long-term incentives. Look Through EBITDA refers to SEEK's proportionate share of EBITDA from investments (consolidated and non-consolidated).

The difference between SEEK Education division EBITDA and Look Through EBITDA of \$5.1 million reflects the inclusion of SEEK's proportional interest in the H1 FY12 EBITDA of IDP Education (50%) and Swinburne Online (50%), amounting to \$5.9 million and a loss of \$0.8 million respectively.

The difference between SEEK International division EBITDA and Look Through EBITDA of \$12.9 million reflects the inclusion of SEEK's proportional interest in the H1 FY12 EBITDA of Zhaopin (56%), Jobstreet (22%), Brasil (30%) and OCC (41%), amounting to \$9.4 million, \$1.9 million, \$3.9 million and \$1.3 million respectively. This adjustment also reduces the reported EBITDA of JobsDB from 100% to SEEK's proportional interest in JobsDB's H1 FY12 EBITDA (reduction of \$4.6 million to \$5.6 million) and the removal of international investment management costs \$1.0 million.

As at 31 December 2011, SEEK had consolidated total assets of \$951 million and consolidated total liabilities of \$478 million. SEEK's consolidated net profit after income tax for the six months ended 31 December 2011, was \$61 million (attributable to SEEK shareholders). Additional financial information on SEEK is provided in Section 4.

SEEK is listed on ASX and included in the S&P/ASX200 with a market capitalisation of approximately \$2.3 billion (as at the close of trading on ASX on 1 June 2012).

3.2 Strategy and growth drivers

SEEK aims to:

- Maintain its position as the leading online employment classifieds company in Australia and New Zealand by website unique visitors and earnings
- Invest in leading online employment businesses in growth regions
- Provide high quality distance and classroom based education courses and assist in the placement of international students in education institutions

SEEK's growth has been underpinned by macroeconomic and employment growth, structural migration from print to online advertising, increasing its advertising volume and yield, product evolution and international expansion. These factors are likely to remain key to SEEK's further growth.

SEEK is committed to a strategy of expanding its business internationally as a means of growing and diversifying its revenue, earnings and operating cash flows. The diversification is intended to reduce SEEK's exposure to the economic cycles in the Australian and New Zealand economies, by increasing the proportion of revenue, earnings and operating cash flows earned from other growth economies elsewhere in the world.

Assessment of new and existing businesses

SEEK regularly examines new investment opportunities, and assesses the performance of its existing businesses, as a component of its investment and growth strategy. As part of this analysis, SEEK is considering, and may at any time in the future implement:

- increases in its minority interests to majority or controlling interests where attractive opportunities arise. While minority holdings afford SEEK with an initial opportunity to become involved with a business, majority holdings can provide SEEK with greater access to its operations and returns (typically with the requirement to consolidate its financial results with those of SEEK);
- divestments, joint ventures and other strategies for both its partially and wholly-owned businesses; and
- transactions designed to enhance shareholder value for SEEK and its strategic and financial partners in its international and education investments, including Zhaopin, JobsDB, Brasil Online Holdings, OCC Mundial and IDP Education, or liquidity events for these partners through a sale of shares to SEEK or third parties, or a public offering of shares.

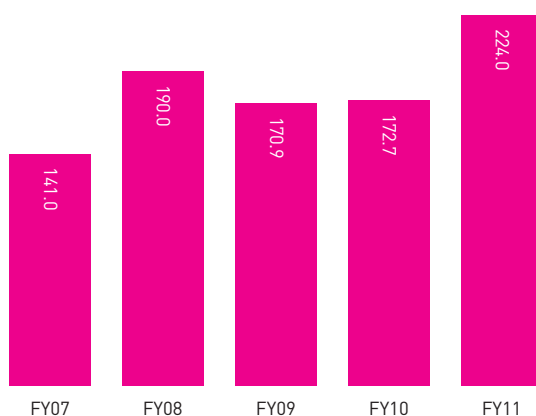
The timing and form of any such events in the future will be contingent on a range of factors. These include SEEK's objectives and assessment of the potential opportunities, as well as matters outside of its control including the objectives of its strategic and financial partners, or other vendors, buyers or joint venture partners, and prevailing market or economic conditions.

3.3 Divisional overview

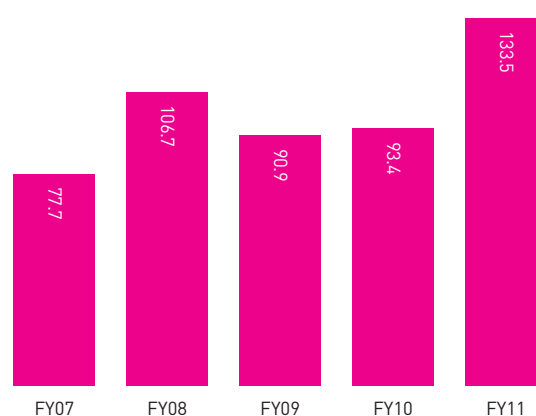
3.3.1 SEEK Domestic

SEEK is the leading online employment classifieds business in Australia and New Zealand¹. In Australia, during April 2012, over 145,000 jobs were advertised (approximately 70% of all online job advertisements in Australia), and over 13.3 million website visits were made. In New Zealand, during April 2012, over 14,000 job advertisements were posted on seek.co.nz and over 2.3 million website visits were made.

SEEK Domestic revenue (A\$m)



SEEK Domestic EBITDA (A\$m)



Note: Past performance of SEEK cannot be relied upon as an indicator of future performance.

¹ Based on jobseeker and advertiser metrics. That is, SEEK has the most jobseekers and advertisers using its websites

3. Information about SEEK (cont.)

Industry structure and market participants

Historically, employment classifieds were published in print media (primarily newspapers) and the industry was dominated by Fairfax and News Corporation.

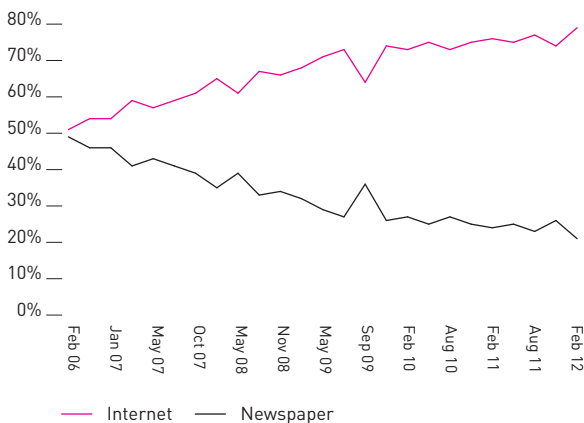
Over the last decade, the classifieds industry, including employment advertising, has begun to shift away from traditional print media. SEEK believes this structural shift has been driven by the following key benefits that can apply to the internet as a platform for distribution:

- Lower cost relative to print
- Broader market coverage due to greater flexibility for jobseekers
- Shorter time to market due to immediate release of advertisements
- Better accessibility and relevance due to job criteria search options

These characteristics have contributed to the internet increasingly becoming a preferred method of job seeking.

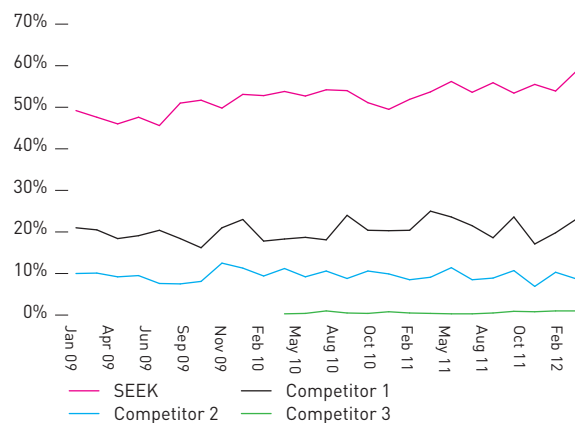
SEEK's domestic online competitors include MyCareer (owned by Fairfax), CareerOne (owned by News Corporation) and Australian Jobsearch (a free Federal Government funded online classified service). SEEK's primary international online competitor is LinkedIn. However it has not to date gained significant market share in Australia and New Zealand. Despite the competitive nature of the market, SEEK's market leadership and strong brand recognition has assisted it to compete effectively against existing and new entrants.

Preferred method of job seeking (% of respondents)



Source: Independent research commissioned by SEEK. Respondents were asked "If you were looking for a job and could only use one way to find a job, in what way would you choose to look for a job?"

Brand awareness of employment websites (% of respondents)



Source: Independent research commissioned by SEEK. Respondents were asked "When you think about employment websites on the internet, which come to mind?"

Advertisers

SEEK's customers include recruiting agencies, large corporates, SMEs, government departments, and health and education providers throughout Australia and New Zealand.

SEEK has a diversified revenue base, presently attracting approximately 114,000 individual advertising customers who together list more than 159,000 job advertisements per month across its Australian and New Zealand websites.

Traditionally, recruitment firms have been SEEK's largest source of revenue, with over 5,500 client relationships. Recruitment firms typically enter into subscription contracts to advertise a certain volume of positions per month, with contracts generally being for six to twelve month durations.

In recent years, SEEK has increased its share of ad volume from the SME market. SME customers typically generate higher revenue and margin per advertisement because they purchase advertisements on a casual basis.

Strategy and growth outlook

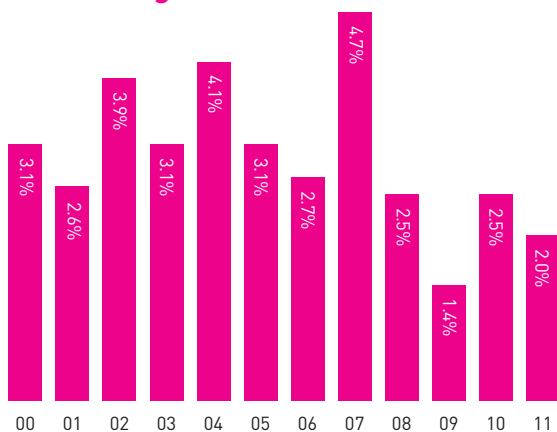
SEEK's domestic employment business is well positioned for growth due to its market leadership position and exposure to favourable changes in the structural composition of the market.

Macroeconomic and employment growth

Australian macroeconomic growth over the past 10 years has averaged approximately 3% GDP growth year-on-year in real terms and the Australian economy has maintained positive real GDP growth in each of those years (including during the global financial crisis).

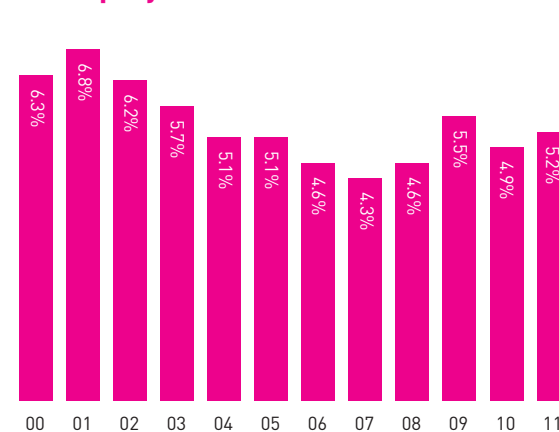
As at April 2012, the Australian unemployment rate was 4.9%. At December 2010, labour force participation remained high at approximately 77% in comparison with the Organisation for Economic Cooperation and Development (OECD) average of approximately 71%.

Real GDP growth (2000-2011)



Source: Australian Bureau of Statistics, annual seasonally adjusted real GDP growth, March 2012

Unemployment rate (2000-2011)

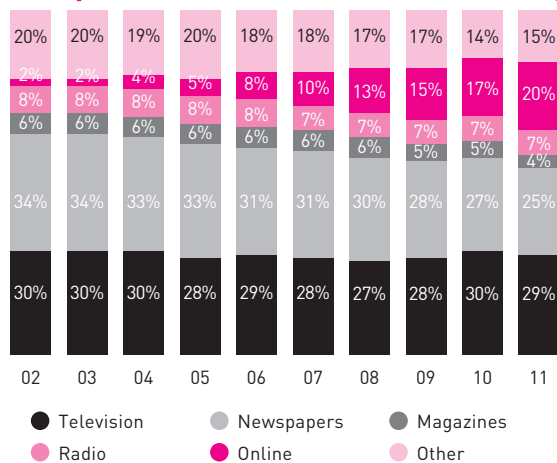


Source: Australian Bureau of Statistics, seasonally adjusted unemployment rate as at year end (December), April 2012

Structural migration from print to online advertising

The print media sector has historically represented the primary medium for advertising. However, increased internet usage over the past decade has facilitated a structural shift to online advertising. In Australia, the largest changes in the composition of the advertising industry from 2002 to 2011 have been the growth in advertising expenditure in the online segment from 2% to 20% and the decline in the newspaper segment from 34% to 25%.

Composition of Australian advertising expenditure

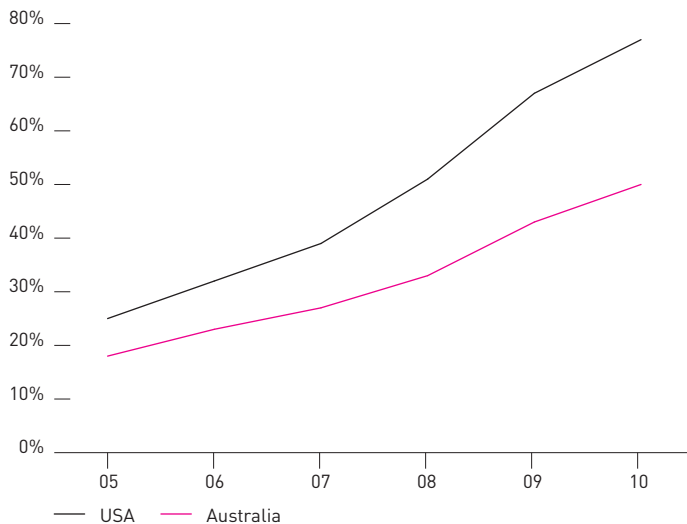


Source: Commercial Economic Advisory Service of Australia. The CEASA Report: "Advertising Expenditure in Main Media year ended 31 December 2011"

3. Information about SEEK (cont.)

Nearly 50% of all employment advertising expenditure in Australia still resides in the print sector. By comparison, online employment advertising expenditure in the US is currently approximately 75% and two years ago was approximately 50% (which is the current level in Australia). If online penetration in Australia follows a similar pattern to the US, SEEK believes there is strong potential for future revenue growth.

Online employment advertising expenditure



Note: Based on market data sourced by SEEK

Increasing advertising volume and yield

In addition to the growth of online advertising as a result of the above factors, there is an opportunity for SEEK to continue to expand its presence in the SME, government, health and education sectors which have traditionally used print media and have been slower to adopt the online advertising model. SEEK will focus on growing its penetration in these segments to assist in driving advertising volume growth.

SEEK believes its brand and market presence will assist it in capturing a meaningful share of future advertising market growth. In addition, the development of premium advertising products will assist SEEK in enhancing advertising yield.

Product evolution

SEEK continues to develop new products and services to improve the job market place for advertisers and jobseekers, for example:

- Enhanced features on the SEEK mobile platform, including the roll out of the new jobseeker iPhone app
- Continued refinement of job search and advertiser functionality to connect more effectively jobseekers and advertisers, including the further development of the jobseeker profile product, which allows advertisers to search for candidate CVs
- Process improvements to increase cross-selling products and up-selling to premium listings for advertisers (e.g. prominently positioned and standout advertisements)

SEEK believes that continually introducing new products will help to enhance value for advertisers, and provide additional revenue opportunities for its business.

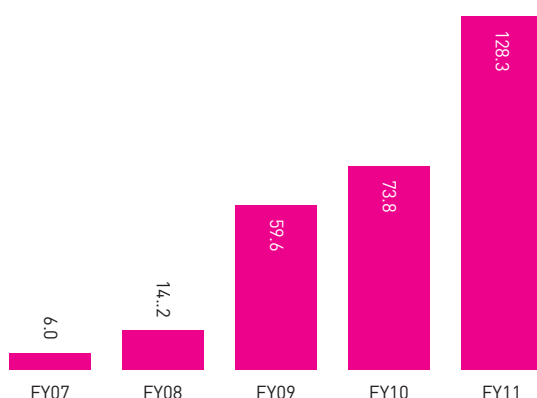
3.3.2 SEEK International

SEEK has ownership interests in leading online employment classifieds businesses internationally which, together, have a presence in the following locations: Brazil, China, Hong Kong, Mexico and South East Asia.

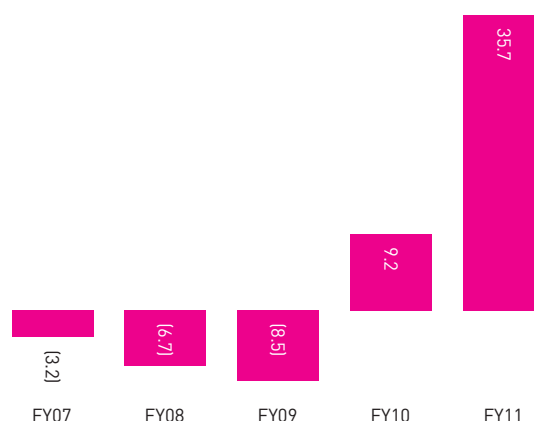
SEEK's international expansion strategy has been to co-invest in online employment classifieds companies in emerging foreign markets which SEEK believes are either the number one or have the potential to be the number one player and are run by strong management teams. SEEK generally prefers to leave local management and ownership in place to leverage their expertise and knowledge of the local area, customs and practices. SEEK also shares its managerial and strategic expertise with these businesses to drive improvements in operational performance.

On a statutory basis, SEEK International reported revenue and EBITDA of A\$8.7 million and A\$(3.4 million), respectively for the financial year ended 30 June 2011. SEEK International did not contribute to SEEK's statutory revenue or EBITDA prior to this.

SEEK International Look Through revenue (A\$m)



SEEK International Look Through EBITDA (A\$m)



Note: Look Through revenue and EBITDA refer to SEEK's proportionate share of revenue and EBITDA from investments (consolidated and non-consolidated). Past performance of SEEK cannot be relied upon as an indicator of future performance.

Investments

SEEK's international investments include:

- **JobsDB, Asia (55%¹ interest):** JobsDB is an online employment classified advertising company in Asia. It operates in seven countries in the region, primarily under the JobsDB brand. In March 2012, it had over 6 million unique visitors with more than 15 million active job seeker profiles and 236,000 corporate members. JobsDB is the number one jobs board in Hong Kong as measured by share of visits. Tiger Global, Macquarie Holdings and Consolidated Media Holdings Limited are SEEK's co-investors in the venture
- **Zhaopin, China (56%² interest):** Zhaopin is the number two online employment classifieds company in China in terms of jobseeker and advertising metrics. The business is well positioned to grow by capitalising on the evolving Chinese employment market. SEEK's co-investors in the investment include Macquarie Zhaopin Holdings.

¹ SEEK has a 69% interest in SEEKAsia, which has an 80% interest in JobsDB. Consequently, SEEK has a 55% interest in JobsDB

² SEEK's 56% interest does not take into account the potential dilution from outstanding options (SEEK's diluted interest would be 43%). Although SEEK's equity interest in Zhaopin exceeds 50%, the terms of the Zhaopin shareholders' agreement mean that SEEK does not exercise control over the financial and operating policies of the entity. Therefore, Zhaopin is not consolidated in SEEK's statutory accounts

3. Information about SEEK (cont.)

- **Brasil Online Holdings, Brazil (51% interest):** Brasil Online Holdings operates two employment websites, Catho Online Ltda and Manager Online Services de Internet Ltda. Catho Online Ltda is the leading employment website in Brazil by monthly unique visitors. It operates a different model to SEEK's other employment businesses by requiring the jobseeker to pay for access to the database of available jobs. Brasil Online Holdings is seeking growth through investment in sales and marketing capabilities to leverage further its leading market position. In March 2012, the company had approximately 5.3 million visitors, and approximately 125,000 new jobs advertised, with approximately 5,000 customers paying to access the CV search database and approximately 22,000 unique advertisers. SEEK's co-investor in this business is Tiger Global
- **Jobstreet, Asia (22% interest):** Jobstreet, which is listed in Malaysia (KL: 0058), is an online employment company with its principal markets being Malaysia, Philippines and Singapore
- **OCC Mundial, Mexico (57% interest¹):** OCC Mundial is the leader in the online employment market in Mexico². In April 2012, it had approximately 3.0 million visitors which is approximately five times that of its nearest competitor, and approximately 93,000 jobs advertised, representing over 80% of Mexico's online paid job adverts, with a total active customer base of approximately 11,000 unique employers. SEEK's co-investors in this investment are Tiger Global and the founder of the business

Strategy and growth outlook

SEEK has successfully accelerated growth through investment in and partnership with local management teams in a number of online recruitment businesses internationally, including Zhaopin, OCC Mundial, JobsDB and Brasil Online Holdings.

SEEK plans to grow its investments in offshore markets by leveraging its strategic and management expertise developed in Australia of successfully migrating traffic and revenues in job classifieds from print to online.

SEEK's preference is to invest in businesses located in regions of growth, which currently are, or have the potential to be leaders in their respective market, and with overall characteristics described in the table below.

SEEK's preferred characteristics of potential international investments	
Market leaders	<ul style="list-style-type: none"> • Strong market leadership or potential to become the market leader
Attractive market characteristics	<ul style="list-style-type: none"> • Early stage markets with exposure to fast growing economies, low internet penetration rates and large labour markets • Print to online structural migration
Track record of success	<ul style="list-style-type: none"> • Business and management team have track record of success
Partnership with management and shareholders	<ul style="list-style-type: none"> • Shareholders and SEEK have clear alignment in terms of strategic direction and business outlook • Management team have meaningful equity or equity-like incentives
Corporate governance and risk frameworks	<ul style="list-style-type: none"> • Has corporate governance and risk frameworks
Attractive valuation	<ul style="list-style-type: none"> • Attractive valuations on a variety of metrics • Generates strong free cash flow with limited capex requirements

¹ Interest in OCC Mundial subject to completion of the acquisition of the incremental interest, expected to occur in July 2012

² By both number of job advertisements and monthly unique visitors

For personal use only

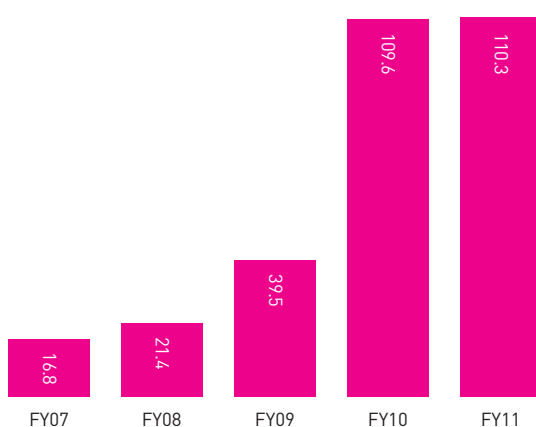
3.3.3 SEEK Education

SEEK Education offers distance and classroom-based courses in the private education sector as well, as placement of international students in education institutions.

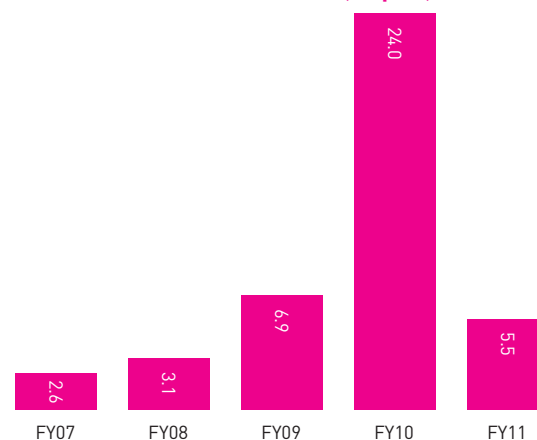
The division is made up of four businesses:

- **SEEK Learning:** SEEK Learning partners with a number of Australian educational organisations, offering a range of courses. It generates sales commissions for enrolling students to both external and SEEK owned education providers
- **THINK:** THINK offers higher education and vocational education training courses across a broad spectrum of industry sectors. It operates eight private colleges in Australia, providing classroom and online based learning capabilities
- **IDP Education (50% owned):** co-owned with 38 Australian universities, IDP Education provides english language testing and enrolment services to international students for study in Australia. IDP Education is also expanding its operations to recruit international students for US, Canadian and UK universities
- **Swinburne Online (50% owned):** Swinburne Online is a 50-50 joint venture between SEEK and Swinburne University to build a new online delivery model providing online education courses for working Australians. Swinburne Online leverage's SEEK's online sales and marketing capabilities and Swinburne University's course content and academic oversight

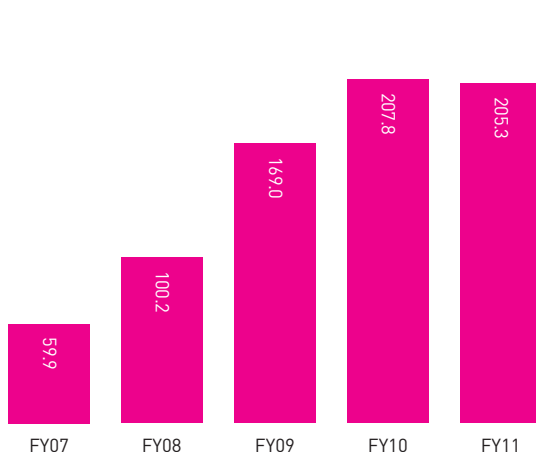
SEEK Education revenue (A\$m)



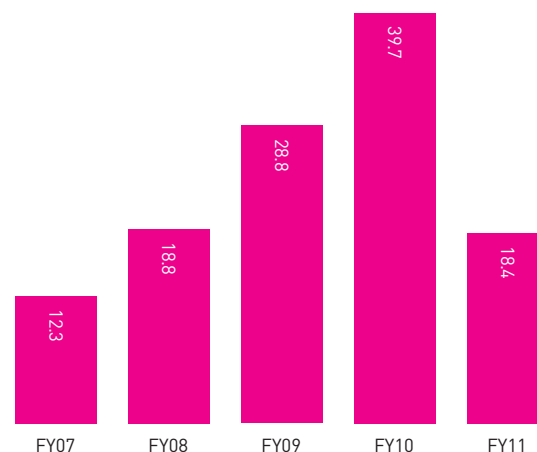
SEEK Education EBITDA (A\$m)



SEEK Education Look Through revenue (A\$m)



SEEK Education Look Through EBITDA (A\$m)



Note: Look Through revenue and EBITDA refer to SEEK's proportionate share of revenue and EBITDA from investments (consolidated and non-consolidated). Past performance of SEEK cannot be relied upon as an indicator of future performance.

For personal use only

3. Information about SEEK (cont.)

Industry Structure

In 2009 there were over 2.3 million working adults in Australia between the ages of 25-64 that wanted to pursue additional education, but could not for a variety of reasons including lack of time, personal and family commitments¹. SEEK's flexible and online education courses are able to address some of these barriers to education and, as a result, there is a significant market opportunity for SEEK to grow revenue and earnings.

Historical trends indicate that the volume of participation and enrolment in further education increases in periods where employment markets suffer a decline. Importantly for SEEK, the education business generates revenue via its "jobseeker audience" which is counter-cyclical to the advertising cycle of the employment classifieds business.

Many of the courses offered by SEEK Learning and THINK are eligible for access to FEE-HELP, a loan scheme provided by the Federal Government that covers all or part of a student's upfront course fees. Repayment of the course fees is made through the taxation system based on an individual's income threshold. A course's access to FEE-HELP is a crucial element in attracting students as it reduces the upfront financial burden of education.

Strategy and growth outlook

SEEK Learning's strategy is to be the first, and best, place to go for career-related development through leveraging its competencies in sales, marketing and distribution, and cross-promotion with SEEK's employment classifieds business.

THINK's key strategy is to expand its online and campus student body and improve profit margins by reducing overheads as a percentage of revenue.

IDP Education's key strategy is to expand its student placement network through continued investment in overseas markets. IDP Education is focused on expansion in the US because of the US's highly developed tertiary sector which has low penetration of international students relative to domestic students.

Swinburne Online seeks to become Australia's leading online higher education provider for working Australian adults, a market which SEEK believes holds potential for expansion. SEEK is expanding the online course offering and refining the website to drive enquiry growth and improve enrolment rates.

¹ Australian Bureau of Statistics, Education and Training Report, 2009

For personal use only

Financial Information

- 4.1 SEEK's Financial Information
- 4.2 SEEK's Consolidated Historical Income Statements
- 4.3 SEEK's Consolidated Pro Forma Balance Sheet
- 4.4 Capital management
- 4.5 SEEK's key financial ratios
- 4.6 Investigating Accountant's Report

Section

4

4. Financial Information

4.1 SEEK's Financial Information

Overview

The financial information in this Section has been included to illustrate SEEK's financial position and performance and consists of:

- the consolidated historical income statements for the years ended 30 June 2010 (FY10), 30 June 2011 (FY11) and six months ended 31 December 2011 (H1 FY12) (the Consolidated Historical Income Statements);
- the consolidated balance sheet as at 31 December 2011 (Consolidated Balance Sheet); and
- a pro forma consolidated balance sheet as at 31 December 2011 (the Consolidated Pro Forma Balance Sheet),
(together, the Financial Information)

The Financial Information should be read in conjunction with the risks described in Section 5 and other information contained in this Prospectus. Investors should note that past performance is not a reliable indicator of future performance.

The Directors are responsible for the preparation and presentation of Financial Information.

The Financial Information has been reviewed by PricewaterhouseCoopers Securities Limited whose Investigating Accountant's Report is provided in Section 4.6.

Basis of preparation

The basis of preparation applied in compiling the Financial Information is set out below:

- The Consolidated Historical Income Statements for FY10 and FY11 have been extracted from SEEK's 30 June 2011 audited financial statements and the H1 FY12 Consolidated Historical Income Statement has been extracted from SEEK's 31 December 2011 reviewed interim financial statements. No pro forma adjustments have been made to the Consolidated Historical Income Statements in this Section 4
- The Consolidated Balance Sheet as at 31 December 2011 has been extracted from SEEK's 31 December 2011 reviewed interim financial statements. It has been adjusted to include the proceeds of the Offer and consequent reduction in debt, as well as the impact of two post-balance date acquisitions as if they had occurred at 31 December 2011 to present the Consolidated Pro Forma Balance Sheet at 31 December 2011
- The Financial Information has been prepared in accordance with the recognition and measurement principles prescribed in Australian accounting standards and other mandatory professional reporting requirements in Australia. The accounting policies used in the preparation of the Financial Information are consistent with those used to compile SEEK's audited financial statements at 30 June 2011 (Source: Note 1 SEEK Financial Report for 30 June 2011, released to ASX on 23 August 2011). The Financial Information in this Section is presented in an abbreviated form and does not contain all the disclosures that are usually provided in an annual report prepared in accordance with the Corporations Act

4.2 SEEK's Consolidated Historical Income Statements

The following table sets out SEEK's Consolidated Historical Income Statements for FY10, FY11 and H1 FY12.

A\$ million	FY10 (audited)	FY11 (audited)	H1 FY12 (reviewed)
Revenue from continuing operations	281.8	344.7	209.4
Other income	6.4	-	-
Operating expenses			
Direct cost of sales	(23.2)	(30.1)	(16.9)
Sales and marketing	(81.1)	(103.9)	(66.7)
Business development	(19.5)	(20.0)	(11.1)
Operations and administration	(50.5)	(66.0)	(34.6)
Finance costs	(6.2)	(16.4)	(12.4)
Total operating expenses	(180.5)	(236.4)	(141.7)
Share of profits from Associates & JVs	11.5	24.7	15.1
Profit before income tax	119.2	133.0	82.8
Income tax expense	(29.7)	(36.3)	(19.7)
Net profit after tax	89.5	96.7	63.1
Non-controlling interests	-	1.0	(2.5)
Net profit attributable to owners of SEEK	89.5	97.7	60.6
Basic earnings per share (cents)	26.6	29.0	18.0

Acquisitions – interests in OCC Mundial and Brasil Online Holdings

On 29 May 2012, SEEK announced the acquisition of increased ownership stakes in Brasil Online Holdings and OCC Mundial. The Brasil Online Holdings acquisition completed on 1 June 2012. SEEK expects to complete the OCC Mundial acquisition by July 2012. See further comments on these transactions in Section 4.3. While these incremental investments will result in SEEK consolidating OCC Mundial and Brasil Online Holdings in future reporting periods, inclusion of past results of these businesses on a pro forma consolidated basis has not been included in the Consolidated Historical Income Statements as the impact on net profit attributable to owners of SEEK is not material.

The consolidation of these two businesses is not expected to have a material impact on the SEEK consolidated income statement for FY12. However, acquisition accounting is expected to give rise to a one-off gain to be recognised on the respective acquisition dates. As this gain will be non recurring, no Pro Forma adjustment has been made to the Consolidated Historical Income Statements.

Issue of Notes

The funds raised from the Offer will be used to repay in part SEEK's existing syndicated debt facility, will provide SEEK with greater diversity in the source and maturity profile of its funding, and will provide SEEK with flexibility to fund further investment in its international businesses if opportunities to do so arise.

On this basis, no pro forma adjustment to reduce net interest expense has been made in the Consolidated Historical Income Statements, as it is expected that the level of net interest expense is not likely to alter materially as a result of the Offer and the acquisitions noted above. In addition, as Notes will be classified as equity for accounting purposes any distribution paid on Notes will be treated as a dividend rather than interest expense.

4. Financial Information (cont.)

4.3 SEEK's Consolidated Pro Forma Balance Sheet

The following table sets out SEEK's Consolidated Balance Sheet at 31 December 2011 and the Consolidated Pro Forma Balance Sheet at 31 December 2011.

A\$ million	Consolidated Balance Sheet 31 Dec 2011 (reviewed)	Pro forma adjustment – Acquisitions	Pro forma adjustment – Issue of Notes	Consolidated Pro Forma Balance Sheet 31 Dec 2011
Current assets				
Cash	92.1	(40.4)		51.7
Receivables	36.9	16.2		53.1
Total current assets	129.0	(24.2)		104.8
Non-current assets				
Equity accounted investments	315.3	(126.9)		188.4
Property, plant and equipment	20.4	5.4		25.8
Intangible assets	474.4	502.9		977.3
Deferred tax assets	11.7	10.8	1.4	23.9
Total non-current assets	821.8	392.2	1.4	1,215.4
Total assets	950.8	368.0	1.4	1,320.2
Current liabilities				
Payables	51.0	9.5		60.5
Unearned income	31.5	15.7		47.2
Other financial liabilities	81.4			81.4
Provisions	4.5			4.5
Total current liabilities	168.4	25.2		193.6
Non-current liabilities				
Borrowings	287.7	30.0	(120.5)	197.2
Deferred tax liabilities	17.5	4.7		22.2
Provisions	4.6	24.3		28.9
Total non-current liabilities	309.8	59.0	(120.5)	248.3
Total liabilities	478.2	84.2	(120.5)	441.9
Net assets	472.6	283.8	121.9	878.3
Equity				
Attributable to owners of SEEK	346.7	41.8	121.9	510.4
Non-controlling interests	125.9	242.0	–	367.9
Total equity	472.6	283.8	121.9	878.3

Notes to Balance Sheet:

Total current liabilities exceeding total current assets: SEEK's total current liabilities exceed its total current assets by \$39.4 million in its Consolidated Balance Sheet at 31 December 2011. SEEK's H1 FY12 financial statements were prepared on a going concern basis as this deficiency was principally due to a \$79.4 million put option in place under which the SEEK controlled entity, SEEK Asia Limited, may be required to purchase the remaining 20% of JobsDB. The vendor of JobsDB can exercise the put option between 23 June 2012 and 23 June 2014. SEEK Asia Limited must receive 90 days notification before the transaction date. In accordance with Australian accounting standards SEEK has recognised in its accounts the entire liability of the option (\$79.4 million), however SEEK's co-investors are committed to fund a portion of this liability if it is exercised (approximately \$25 million based on the \$79.4 million liability at 31 December 2011) and the amount of this contribution has not been recognised in SEEK's accounts. The Directors estimate SEEK's net cash outflow if the option is exercised would be approximately \$55 million based on the \$79.4 million liability at 31 December 2011. The Directors of SEEK believe that SEEK had at 31 December 2011 and 4 June 2012 sufficient committed facilities in place to support the working capital needs of the business.

Brasil Online Holdings: has a number of outstanding tax and legal cases (refer to Section 9.11) in respect of which it has recognised provisions of BRL 45.9m (\$24.1 million) and identified contingent liabilities of BRL 213.0 million (\$112.1 million). SEEK will consolidate Brasil Online Holdings and consequently has included the book value of these provisions in the above Consolidated Pro Forma Balance Sheet. Australian accounting standards allow SEEK twelve months in which to finalise their assessment of the acquired assets and liabilities of Brasil Online Holdings (and OCC Mundial). SEEK will reassess Brasil Online Holding's provisions as well as any liabilities not on balance sheet, as part of this exercise and will adjust the provisions, where necessary, as part of their purchase price allocation.

Subsequent events: Other than the transactions included in the Consolidated Pro Forma Balance Sheet at 31 December 2011, the Directors believe there are no other material transactions or events outside of the ordinary course of the business that have occurred since 31 December 2011 that would have a material effect on the financial position of SEEK.

Pro forma adjustments to the Consolidated Balance Sheet

The Consolidated Pro Forma Balance Sheet adjusts the Consolidated Balance Sheet as at 31 December 2011 to reflect the following items as if they occurred as at 31 December 2011:

Acquisitions – interests in OCC Mundial and Brasil Online Holdings

The total cash cost of the acquisition of an additional 16% interest in OCC Mundial and 21% interest in Brasil Online Holdings is US\$101.3 million (A\$99.6 million). SEEK has completed the Brasil Online Holdings acquisition and will complete the OCC Mundial acquisition consideration using cash on hand and A\$30 million from a drawdown of its syndicated bank facility. The net A\$40.4 million reduction in cash reflects the payment of acquisition proceeds in cash offset by cash held by OCC Mundial and Brasil Online Holdings which will be consolidated by SEEK.

SEEK will control both OCC Mundial and Brasil Online Holdings from completion of these acquisitions, and therefore the businesses have been consolidated in the Consolidated Pro Forma Balance Sheet. For accounting purposes, the acquisition of the additional interests in OCC Mundial and Brasil Online Holdings will constitute a step-acquisition which requires the previously held interests to be remeasured to fair value, which is expected to give rise to a gain to be included in the income statement (and included within equity in the Consolidated Pro Forma Balance Sheet). These pro forma acquisition adjustments are based on the balance sheets of OCC Mundial and Brasil Online Holdings at 31 December 2011, translated to Australian dollars at prevailing exchange rates at that date, and not as at the date of the transaction announcements of 29 May 2012.

Further detail on acquisition adjustments

A\$ million	OCC Mundial	Brasil Online Holdings	Total
Cash consideration paid by SEEK	(22.1)	(77.4)	(99.6)
Reverse previously held equity interest	(35.4)	(91.5)	(126.9)
Book value of net assets acquired	4.4	3.0	7.5
Fair value uplift / intangibles	137.3	365.5	502.8
Net impact on SEEK net assets	84.2	199.6	283.8
Gain on disposal of previously held equity interest	22.8	19.0	41.8
Non controlling interest at fair value	61.4	180.6	242.0

The amounts presented in the table above may differ to the actual amounts disclosed in SEEK's audited financial statements at 30 June 2012 as a result of changes in the balance sheets of these businesses between 31 December 2011 and 29 May 2012, along with movements in the respective exchange rates and the impact of the purchase price allocation which will be conducted as part of purchase accounting. Once the purchase accounting has been completed, the classification of intangible assets may change, which may result in amortisation of acquired intangibles being higher in the future.

Issue of Notes

The adjustments to the balance sheet reflect the raising of A\$125 million from the Offer, net of estimated transaction costs of A\$4.5 million and associated tax effects. The proceeds of the issue have been applied in the Consolidated Pro Forma Balance Sheet to reduce SEEK's existing syndicated debt facility, with a corresponding increase in equity. For accounting purposes, Notes meet the criteria contained in Australian accounting standards to be classified as an equity instrument rather than as a liability. As Notes are classified as equity for accounting purposes, any Distributions on Notes (which are payable at the absolute discretion of the Board) are treated as dividends rather than interest.

4. Financial Information (cont.)

4.4 Capital management

SEEK assesses its balance sheet position in light of investment and growth opportunities available to it and the prevailing capital markets environment. This involves ongoing review of the level and composition of SEEK's capital base, assessed against a range of objectives including:

- maintaining diverse sources of funding at an appropriate level having regard to the risks in and costs imposed on the business;
- targeting a conservative leverage ratio, but with the ability to operate temporarily at higher leverage in order to fund strategic and business development plans;
- targeting increased diversity in revenue, earnings and cash flows through international investments/acquisitions; and
- maintaining an appropriate balance between maximising shareholder returns and prudent capital management principles.

SEEK has a syndicated debt facility of \$340 million which matures in December 2013. At 31 December 2011, its borrowings balance was \$287.7 million (representing \$290.5 million drawn debt, less unamortised borrowing costs of \$2.8 million). As at 31 December 2011, SEEK's available headroom under this facility was \$49.5 million.

If these balances were adjusted to take into account the effect of the acquisitions and Offer referred to in Section 4.3 as if they occurred as at 31 December 2011, SEEK's pro forma borrowings balance at that date would be \$197.2 million (\$200.0 million drawn debt less unamortised borrowing costs of \$2.8 million). On this pro forma basis, SEEK's available headroom under its syndicated debt facility would be \$140 million.

Between 31 December 2011 and 4 June 2012, SEEK drew down a further \$30 million on its syndicated debt facility (which is included as a pro forma adjustment), and entered into a new \$20 million committed facility (which expires in August 2012), resulting in a net reduction in available head room under its facilities of \$10 million since 31 December 2011.

4.5 SEEK's key financial ratios

Set out below is a selection of SEEK's key financial ratios.

Leverage ratio

Leverage ratio = (Borrowings/2) / H1 FY12 EBITDA

Borrowings are comprised of a syndicated bank facility. Borrowings is divided by 2 as the EBITDA denominator of the ratio is for the six month period ended 31 December 2011.

The leverage ratio provides an indication of the number of years it would take SEEK to pay off all its existing borrowings if borrowings and EBITDA were held constant (ignoring factors of interest, taxes and other items excluded from EBITDA). It therefore provides important information about SEEK's ability to repay its existing borrowings and capacity to take on additional debt obligations. A high leverage ratio may indicate that SEEK may not be able to service its borrowings and could place downward pressure on SEEK's credit profile.

The table below calculates the leverage ratio at 31 December 2011 based on SEEK's statutory financial statements, and compares this to the pro forma leverage ratio which has been calculated by adjusting those financial statements as if the Offer, and the acquisition of an additional 16% interest in OCC Mundial and 21% interest in Brasil Online Holdings, had occurred on 31 December 2011.

SEEK had a leverage ratio of 1.6 times at 31 December 2011 and, if the pro forma adjustments referenced above are taken into account, a pro forma leverage ratio of 1.1 times.

A\$ million	31 Dec 2011	Pro forma 31 Dec 2011
Calculation:		
Borrowings	290.5	200.0
Divided by 2	145.3	100.0
H1 FY12 EBITDA	89.8	89.8
Leverage ratio	1.6x	1.1x

The table below illustrates how H1 FY12 EBITDA has been reconciled from profit before income tax as reported in SEEK's reviewed H1 FY12 income statement.

A\$ million	31 Dec 2011
Profit before income tax expense	82.8
<i>Add back:</i>	
Depreciation & Amortisation	9.7
Interest expense	11.7
Amortisation of share-based payments and other long-term incentive schemes	2.0
<i>Deduct:</i>	
Share of profits from associates and JVs	(15.1)
Interest income	(1.3)
H1 FY12 EBITDA	89.8

Interest cover ratio

Interest cover = H1 FY12 EBITDA/H1 FY12 Interest Expense

H1 FY12 Interest Expense includes interest on SEEK's borrowings (as described in the leverage ratio above). The interest expense for the 6 month period has been sourced from the H1 FY12 Consolidated Income Statements

Interest cover gives an indication of SEEK's ability to meet its interest payments from earnings (as defined in the ratio). It therefore provides important information about SEEK's financial sustainability and the risks associated with SEEK's level of borrowings. A low interest cover ratio may indicate that SEEK could face difficulties in servicing its debt if earnings decrease or interest rates increase.

SEEK had an interest cover ratio of 7.7 times as at 31 December 2011 (calculated as A\$89.8 million / A\$11.7 million).

This interest cover ratio does not, and will not, include Distribution payments on Notes as they are classified as equity and any Distributions paid will go directly to equity rather than profit or loss.

No pro forma interest coverage ratio has been presented as there have been no pro forma adjustments to the Consolidated Historical Income Statements.

4.6 Investigating Accountant's Report

See over.

4. Financial Information (cont.)



The Directors
SEEK Ltd
Level 6
541 St Kilda Road
Melbourne VIC 3004

4 June 2012

Dear Directors

Investigating Accountant's Report on Financial Information and Financial Services Guide

We have prepared this report on certain financial information of SEEK Limited and its controlled entities (the **Company**) for inclusion in a prospectus (the **Offer Document**) dated 4 June 2012 relating to the proposed offer of SEEK Subordinated Notes (the **Offer**).

Expressions defined in the Offer Document have the same meaning in this report.

The nature of this report is such that it should be given by an entity which holds an Australian financial services licence under the Corporations Act 2001. PricewaterhouseCoopers Securities Ltd, which is wholly owned by PricewaterhouseCoopers, holds the appropriate Australian financial services licence. This report is both an Investigating Accountant's Report, the scope of which is set out below, and a Financial Services Guide, as attached at Appendix A.

Scope

The Company has requested PricewaterhouseCoopers Securities Ltd to prepare this investigating accountant's report (the **Report**) covering the following information:

Financial information

- (a) the consolidated historical income statements for the years ended 30 June 2010 (FY10) and 30 June 2011 (FY11) and six months ended 31 December 2011 (H1 FY12) (the **Consolidated Historical Income Statements**) as disclosed in Section 4.2 of the Offer Document;
 - (b) the consolidated balance sheet as at 31 December 2011 (**the Consolidated Balance Sheet**); and
 - (c) a pro forma consolidated balance sheet as at 31 December 2011 (the **Consolidated Pro Forma Balance Sheet**) which assumes completion of the proposed transactions disclosed in Section 4.3 of the Offer Document (the **Pro Forma Transactions**),
- (together, the **Financial Information**).

This Report has been prepared for inclusion in the Offer Document. We disclaim any assumption of responsibility for any reliance on this Report or on the Financial Information to which this Report relates for any purposes other than the purpose for which it was prepared.

*PricewaterhouseCoopers Securities Ltd, ACN 003 311 617, ABN 54 003 311 617
Holder of Australian Financial Services Licence No 244572
Freshwater Place, 2 Southbank Boulevard, Southbank, VIC 3006, GPO Box 1331, Melbourne, VIC 3001
T +61 3 8603 1000, F +61 3 8613 5555, www.pwc.com.au*

For personal use only



Scope of review of Financial Information

The Financial Information set out in Section 4 of the Offer Document has been extracted from the audited financial statements of the Company for the years ended 30 June 2010 and 30 June 2011 and the reviewed financial statements of the Company for the six months ended 31 December 2011. The financial statements of the Company for the years ended 30 June 2010 and 30 June 2011 were audited by PricewaterhouseCoopers who issued unqualified audit opinions on them. PricewaterhouseCoopers also issued an unqualified review opinion on the financial statements of the Company for the six months ended 31 December 2011.

The Directors of the Company are responsible for the preparation of the Financial Information, including the determination of the Pro Forma Transactions and adjustments.

We have conducted our review of the Financial Information in accordance with Australian Auditing Standards applicable to review engagements. We made such inquiries and performed such procedures as we, in our professional judgement, considered reasonable in the circumstances including:

- an analytical review of the financial performance of the Company for the years ended 30 June 2010 and 30 June 2011 and the six months ended 31 December 2011
- a review of work papers, accounting records and other documents
- a review of the adjustments made to the Financial Information and a review of the assumptions (which include the Pro Forma Transactions) used to compile the Consolidated Pro Forma Balance Sheet
- a comparison of consistency in application of the recognition and measurement principles under Australian Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by the Company referred to in Section 4.1 of the Offer Document, and
- enquiry of Directors of the Company, management and others.

These procedures do not provide all the evidence that would be required in an audit, thus the level of assurance provided is less than given in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion on the Financial Information.

Limitation of scope of review of the Historical Financial Information

In preparing the Financial Information as set out in Section 4.3 of the Offer Document, no purchase price allocation has been made to the fair value of the acquired assets and liabilities in accordance with AASB 3 Business Combinations.

Accordingly, the Financial Information does not necessarily contain all of the adjustments to the reported amounts of assets and liabilities that will be required to reflect their fair values at the acquisition date.

Review statement on Financial Information

Based on our review, which is not an audit, nothing has come to our attention which causes us to believe that:

- the Consolidated Pro Forma Balance Sheet has not been properly prepared on the basis of the Pro Forma Transactions

4. Financial Information (cont.)



- the Pro Forma Transactions do not form a reasonable basis for the Consolidated Pro Forma Balance Sheet
- the Financial Information, as set out in Section 4 of the Offer Document, does not present fairly:
 - (a) the consolidated historical income statements for the years ended 30 June 2010 (FY10) and 30 June 2011 (FY11) and six months ended 31 December 2011 (H1 FY12);
 - (b) the consolidated balance sheet as at 31 December 2011; and
 - (c) the pro forma consolidated balance sheet as at 31 December 2011, assuming completion of the Pro Forma Transactions,

in accordance with the recognition and measurement principles prescribed under Australian Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by the Company referred to in Section 4.1 of the Offer Document.

Subsequent events

Apart from the matters dealt with in this Report, and having regard to the scope of our Report, to the best of our knowledge and belief no material transactions or events outside of the ordinary course of business of the Company have come to our attention that would require comment on, or adjustment to, the information referred to in our Report or that would cause such information to be misleading or deceptive.

Independence or disclosure of interest

PricewaterhouseCoopers Securities Ltd does not have any interest in the outcome of the Offer other than the preparation of this Report and participation in due diligence procedures for which normal professional fees will be received.

Liability

PricewaterhouseCoopers Securities Ltd has consented to the inclusion of this Report in the Offer Document in the form and context in which it is included. The liability of PricewaterhouseCoopers Securities Ltd is limited to the inclusion of this Report in the Offer Document.

Subject to law, PricewaterhouseCoopers Securities Ltd makes no representation regarding, and has no liability for, any other statements or other material in, or any omissions from, the Offer Document.

Financial Services Guide

We have included our Financial Services Guide as Appendix A to our Report. The Financial Services Guide is designed to assist retail clients in their use of any general financial product advice in our Report.

Yours faithfully

Robert Silverwood
 Authorised Representative of
 PricewaterhouseCoopers Securities Ltd

For personal use only



Appendix A – Financial Services Guide
PRICewaterhouseCOOPERS SECURITIES LTD
FINANCIAL SERVICES GUIDE
This Financial Services Guide is dated 4 June 2012

1. About us

PricewaterhouseCoopers Securities Ltd (ABN 54 003 311 617, Holder of Australian Financial Services Licence No. 244572) (**PwC Securities**) has been engaged by SEEK Ltd (the **Company**) to provide a report in the form of an Investigating Accountant's Report in relation to the Pro Forma Historical Financial Information (the **Report**) for inclusion in a prospectus dated on or about 4 June 2012 (the **Offer Document**) relating to the proposed offer of SEEK Subordinated Notes (the **Offer**).

You have not engaged us directly but have been provided with a copy of the Report as a retail client because of your connection to the matters set out in the Report.

2. This Financial Services Guide

This Financial Services Guide ("**FSG**") is designed to assist retail clients in their use of any general financial product advice contained in the Report. This FSG contains information about PwC Securities generally, the financial services we are licensed to provide, the remuneration we may receive in connection with the preparation of the Report, and how complaints against us will be dealt with.

3. Financial services we are licensed to provide

Our Australian financial services licence allows us to provide a broad range of services, including providing financial product advice in relation to various financial products such as securities, interests in managed investment schemes, derivatives, superannuation products, foreign exchange contracts, insurance products, life products, managed investment schemes, government debentures, stocks or bonds, and deposit products.

4. General financial product advice

The Report contains only general financial product advice. It was prepared without taking into account your personal objectives, financial situation or needs.

You should consider your own objectives, financial situation and needs when assessing the suitability of the Report to your situation. You may wish to obtain personal financial product advice from the holder of an Australian Financial Services Licence to assist you in this assessment.

5. Fees, commissions and other benefits we may receive

PwC Securities charges fees to produce reports, including this Report. These fees are negotiated and agreed with the entity who engages PwC Securities to provide a report. Fees are charged on an hourly basis or as a fixed amount depending on the terms of the agreement with the person who engages us. In the preparation of this Report our fees are on a fixed basis and are \$120,000 (exc GST).

Directors or employees of PwC Securities, PricewaterhouseCoopers (ABN 52 780 433 757), or other associated entities, may receive partnership distributions, salary or wages from PricewaterhouseCoopers.

6. Associations with issuers of financial products

PwC Securities and its authorised representatives, employees and associates may from time to time have relationships with the issuers of financial products. For example, PricewaterhouseCoopers may be the auditor of, or provide financial services to, the issuer of a financial product and PwC Securities may provide financial services to the issuer of a financial product in the ordinary course of its business. PricewaterhouseCoopers is the auditor of the Company.

7. Complaints

If you have a complaint, please raise it with us first, using the contact details listed below. We will endeavour to satisfactorily resolve your complaint in a timely manner. In addition, a copy of our internal complaints handling procedure is available upon request.

If we are not able to resolve your complaint to your satisfaction within 45 days of your written notification, you are entitled to have your matter referred to the Financial Ombudsman Service ("**FOS**"), an external complaints resolution service. FOS can be contacted by calling 1300 780 808. You will not be charged for using the FOS service.

8. Contact Details

PwC Securities can be contacted by sending a letter to the following address: Robert Silverwood, Freshwater Place 2 Southbank Boulevard, SOUTH BANK VIC 3006.

For personal use only

Investment Risks

- 5.1 Risks associated with Notes
- 5.2 Risks associated with SEEK

Section

5

5. Investment Risks

By investing in Notes you may be exposed to a number of risks which can be broadly classified as risks associated with Notes, the market generally and SEEK.

This Section describes potential risks associated with SEEK's business and risks associated with an investment in Notes and SEEK. It does not purport to list every risk that may be associated with an investment in Notes now or in the future, and the occurrence or consequences of some of the risks described in this Section of the Prospectus are partially or completely outside the control of SEEK, its Directors and senior management team.

The selection of risks has been based on an assessment of a combination of the probability of the risk occurring and impact of the risk if it did occur. This assessment is based on the knowledge of the Directors as at the date of this Prospectus but there is no guarantee or assurance that the importance of different risks will not change or other risks emerge.

There can be no guarantee that SEEK will achieve its stated objective, that it will meet trading performance or financial results guidance that it may provide to the market, or that any forward looking statements contained in this Prospectus will be realised or otherwise eventuate. Investors should note that past performance is not a reliable indicator of future performance.

Before applying for Notes, you should satisfy yourself that you have a sufficient understanding of these matters and should consider whether Notes are a suitable investment for you, having regard to your own investment objectives, financial circumstances and taxation position. If you do not understand any part of this Prospectus or are in any doubt as to whether to invest in Notes, it is recommended that you seek professional guidance from your stockbroker, solicitor, accountant or other independent and qualified professional adviser before deciding whether to invest.

5.1 Risks associated with Notes

There are a number of risks that may affect the value and liquidity of Notes. These risks include, but are not limited to, the risks set out in this Section. This Section should be read in conjunction with Section 1 and Section 2 which include additional detail on Notes.

5.1.1 The claims of Holders of Notes are subordinated obligations

In a Winding-Up of SEEK, including a Winding-Up involving a shortfall of funds, the claims of Holders under Notes will be subordinated to the claims of all unsubordinated (or senior) creditors and will rank equally with the rights and claims of other subordinated creditors of SEEK.

There may be a shortfall of funds to pay all amounts ranking senior to and equally with the claims of Holders if a Winding-Up of SEEK occurs. This would result in Holders not receiving any payment if claims ranking senior to Notes were not satisfied in full.

5.1.2 Distributions are discretionary

SEEK may in its absolute discretion decide not to pay a Distribution. A material deterioration in the business or financial profile of SEEK may increase the risk of a Distribution not being paid.

There may be an adverse effect on the market price of Notes if SEEK decides not to pay Distributions. If SEEK's financial condition deteriorates, this may increase the expectation that Distributions will not be paid in the future, which may also have an adverse effect on the market price of Notes. As a result, the market price of Notes may become more volatile than the market prices of other similar securities and may trade at a discount compared to such securities.

Failure to pay a Distribution (even one the Board has determined will be paid) is not an event of default and Holders will have no rights to enforce payment.

5.1.3 Notes have no set maturity

Notes are perpetual and as such have no set maturity date. SEEK is under no obligation to redeem Notes or to convert them into Shares at any time.

Holders may seek to sell Notes on ASX but there is no guarantee they will be able to do so, or do so at a price acceptable to the Holder. This may particularly be the case if Notes remain outstanding following the Call Date and SEEK's financial position or performance, or broader macroeconomic

5. Investment Risks (cont.)

or market conditions, materially deteriorate. For example, holding an investment for a long period, exposes an investor to risks associated with that one company's operations as well as risks associated with cyclical or volatile markets (including potentially depressed trading values and periods of illiquidity). Further, holding an investment for a long period may result in the real value of the proceeds received if Notes are redeemed or converted into Shares decreasing as a result of inflation.

5.1.4 Interest rates may vary

For all Distribution Periods up to and including the Call Date, the Distribution Rate will be a fixed rate based on the Swap Rate as at the Issue Date. Future market interest rates are influenced by a number of factors and may fluctuate over time. As the Distribution Rate will be fixed until the Call Date, investors in Notes will not benefit directly from any increase in market interest rates via an increase in distributions as they would expect under a floating rate instrument. If this occurs, there is a risk that Distributions may become less attractive compared to the rates of return available on other securities or alternative investments that pay dividends or distributions based on a floating rate. As a result, Notes may trade at a discount to their Face Value.

5.1.5 SEEK may elect to redeem or convert Notes in certain circumstances

If there is a Change in Control Event, Regulatory Event or SEEK has acquired 80% of Notes on issue on the Issue Date and cancelled them, Notes may be redeemed at Face Value or converted into Shares at SEEK's election prior to the Call Date. It is possible that such an early redemption may not suit individual circumstances, whether financial, taxation or otherwise. Further, depending upon market rates for similar instruments, it is possible that the market value may be higher than the Face Value, and therefore the value provided to Holders would be less than the market value.

SEEK has the right to convert to Shares following the above events, at the Call Date, or on any Distribution Payment Date thereafter. While the number of Shares is determined based upon the Face Value of Notes, it is possible that movements in the share price may result in the value of Shares being less than Face Value at the date of issue or thereafter.

5.1.6 Limited rights for Holders to request conversion, and no rights to request redemption

Holders can only elect to convert Notes into Shares upon being notified by SEEK of the occurrence of an Approved Change in Control Event.

Holders do not have rights to have SEEK redeem Notes at any time. Holders can realise the investment in Notes prior to the Call Date by a sale on ASX or a private sale, if available. There is a risk that the sale price on ASX or under private sale will be less than the Face Value of Notes. Brokerage may also be payable if Notes are sold through a broker.

5.1.7 No limitation on issuing securities senior to, equal with or subordinate to Notes

The Directors are at all times authorised to issue further Notes (whether redeemable or not) or other securities which rank equally with or behind Notes, whether in respect of distributions or dividends, ranking on a Winding-Up or otherwise.

If SEEK issues securities that rank senior to, or equally with, the Notes, or guarantees or incurs other liabilities, the amount (if any) recoverable by Holders on the Winding-Up of SEEK may be reduced. This could also increase the likelihood that the Directors do not pay a Distribution under Notes and the market value of the Notes may be impacted.

5.1.8 The market price of Notes may vary

The market price of Notes may fluctuate due to various factors, including investor perceptions, global economic conditions, interest rates, credit spreads, movements in the market price of Shares or senior or subordinated debt, factors that may affect SEEK's financial position and trading results and other factors beyond the control of SEEK and its Directors. Notes may trade at a market price below the Face Value. As a result, Holders who wish to sell their Notes may be

unable to do so at an acceptable price (if at all). Where markets are volatile, there is the potential for fluctuations in the price of securities, sometimes markedly and over a short period. Investing in volatile conditions implies a greater level of volatility risk for investors than an investment in a more stable market.

5.1.9 Notes may have limited trading liquidity

SEEK will apply for Notes to be listed on ASX. However, Notes will have no established trading market when issued and one may never develop. If a market does develop, it may be illiquid. Insufficient liquidity may have a materially adverse effect on the market price of Notes which may trade at a market price below their Face Value. Holders may not be able to sell their Notes easily or at an acceptable price. The extent of liquidity may also affect the volatility of the market price of Notes.

5.1.10 SEEK may amend the Terms in certain circumstances

SEEK may, in certain circumstances, amend the Terms without the consent of Holders (refer to Clause 9 of the Terms). SEEK may also amend the Terms if the amendment has been approved by either 50% or 75% of Holders (depending on the circumstances). There is a risk that such amendments will occur, and with which some Holders may not agree.

5.1.11 SEEK may substitute a related body corporate as the issuer

SEEK may, in certain circumstances where the Trustee agrees, substitute in the place of SEEK any of its related bodies corporate as the principal debtor under the Trust Deed. There is a risk that such substitution will occur, and with which Holders may not agree.

5.1.12 There will be tax consequences of investing in Notes

A general description of the Australian taxation consequences of investing in the Notes is set out in Section 7. This includes a discussion of the consequences of the Full Federal Court decision in *Mills v. Commissioner of Taxation* [2011] FCAFC 158 for the franking credit benefit. Also refer to the tax comments in Section 2.6.1.

SEEK has sought a Class Ruling from the Commissioner of Taxation in regard to the Notes including the franking credit treatment of Distributions. While SEEK believes there are insufficient grounds for the denial of the franking credit benefit, the Class Ruling has not been issued at the date of this Prospectus and there is no guarantee a favourable ruling will be issued.

Investors should seek independent advice in relation to their particular tax position. You should also be aware that future changes in Australian taxation law including changes in interpretation or application of the law, by the courts or taxation authorities in Australia, may affect the taxation treatment of an investment in Notes.

5.1.13 There is no minimum subscription

SEEK intends to raise approximately \$125 million through the issue of Notes under the Offer, with the ability to raise more or less. However, there is no minimum subscription for the Offer and the Offer is not underwritten. If the Offer is not fully subscribed, this may have an adverse impact on the market price and liquidity of Notes.

5.1.14 The Market Rate may vary

Following the Call Date, if any Notes remain outstanding, all Distribution Entitlements will be based on a floating rate referencing the Market Rate. The Market Rate for each period will be calculated by reference to the Bank Bill Swap Rate, which is influenced by a number of factors and may fluctuate over time (Section 2.2.7 sets out the history of this rate). As the Market Rate fluctuates, if the market rate decreases there is a risk that the Distributions may become less attractive compared to the rates of return available on other securities or alternative investments.

5. Investment Risks (cont.)

5.2 Risks associated with SEEK

5.2.1 Deterioration in economic conditions

The performance of SEEK's online employment businesses is influenced by the overall employment market in the locations in which they operate. The employment market in each of those geographic locations is influenced by the general condition of the local and global economies, which by their nature are cyclical and subject to change. There is a risk that the employment markets in which SEEK and its overseas investments operate could suffer a downturn which may in turn reduce the demand to place job advertisements on their respective employment websites. A prolonged decline in the volume of job advertisements could adversely impact the revenue, earnings and operating cash flows of SEEK's Australian and New Zealand online employment businesses and SEEK's international investments, and in turn the value of those investments.

SEEK's Education division has historically offered some degree of protection to SEEK's financial performance through periods of declining employment markets. However there is a risk that this counter cyclical protection will not continue in the future to the same degree it has in the past, and that SEEK's revenue, earnings and operating cash flows could be reduced as a result.

5.2.2 Interruption in information technology operations and business continuity

SEEK's Domestic, Education and International business activities rely heavily upon website availability for generation of revenue, and therefore the stability of supporting IT infrastructure. If an interruption to SEEK's IT operations were to occur as a result of a natural disaster or other unforeseen event, and this event resulted in a loss of access to one or more of SEEK's websites, it could impede SEEK's ability to continue normal business operations and/or lead to the loss or corruption of data. These events, or a prolonged unplanned disruption to SEEK's websites would result in job advertisers, jobseekers or prospective students being unable to access SEEK's websites, and in turn may result in a loss of revenue, earnings and operating cash flow and have adverse reputational impacts for SEEK and its international investments.

5.2.3 Damage to professional reputation and brand name

The success of SEEK and its international investments is heavily reliant on their reputation and brand. Events such as regulatory non-compliance, loss of customer data, a prolonged unplanned disruption to a SEEK website or unethical employee behaviour could all damage the reputation of SEEK or its investments and may have an adverse impact on SEEK's revenue, profitability and operating cash flows.

5.2.4 Competition

The online employment classifieds sector is highly competitive. There are risks that:

- Existing competitors could increase their market share for example through aggressive marketing campaigns or product innovation
- New competitors could enter the market
- SEEK, or one of SEEK's investments, could try to implement changes to its existing pricing or product structure which are not received favourably by its customers

These factors could in turn reduce SEEK's market share and/or existing profit margins, and have an overall adverse effect on its financial performance.

For personal use only

SEEK's Education businesses each also operate in competitive markets and are exposed to the following risks

- **SEEK Learning:** new competitors entering the market and/or existing partners in-housing the services currently performed by SEEK
- **THINK & Swinburne Online:** alternative education providers enhancing their market share by successfully reacting to changes in student or market preferences
- **IDP Education:** international student preferences in relation to destination of study changing and/or new competitors entering the english language testing market

In each case the effect of the above occurring may lead to loss of customer demand, downward pressure on prices and margins and overall earnings.

5.2.5 Inability or failure to execute acquisition growth strategy

There are a number of factors which could impede SEEK's ability to deliver on its acquisition growth strategies (refer to Section 3.2), including

- A prolonged and unexpected decline in macroeconomic conditions
- SEEK's inability to exercise appropriate influence on governance or internal controls
- A failure to reach agreement with existing/local management or co-investors on the operational strategy
- A failure to develop and implement policies, systems and controls which support growth
- In the case of SEEK's overseas investments: sovereign risk and unanticipated changes to regulatory conditions

Many of these factors are outside SEEK's control. Failure to achieve growth across SEEK's businesses, or an unexpected adverse change in an acquired business, or a failure to properly integrate an acquired business would adversely affect SEEK's future earnings, may result in additional expenditure being required to improve those businesses, may require write downs of assets or adversely affect the brand or market position of those businesses.

A failure to meet SEEK's growth strategy would also create a risk that the benefits from diversifying SEEK's business would not materialise, resulting in greater volatility in SEEK's revenue, earnings and operating cash flows.

5.2.6 Breach of intellectual property rights

SEEK has invested significantly in the development of its information technology platform, and uses certain copyright material and trade marks (either registered or unregistered or owned or under licence) in its business. While the laws relating to trade secrets, copyright and trademarks assist to protect its proprietary rights there is a risk that unauthorised use or copying of SEEK software, data or branding could occur which could lead to legal and/or reputational risk. In addition, there is a risk that the validity, ownership or authorised use of intellectual property relevant to the business of SEEK could be challenged by third parties, and a successful challenge would impact SEEK's ability to operate its business.

5.2.7 Failure to protect data privacy and security

SEEK captures and retains a significant amount of information comprising transactional, confidential, private and or personal data in the operation of its Domestic and International employment websites, including jobseeker CVs, customer information and employee information. SEEK's Education businesses capture similar information as well as student specific information.

As a result, SEEK is exposed to the risk of mis-managing the confidentiality, integrity and availability of this data. Failure to protect this data could lead to significant legal action, damage to SEEK's reputation and potential loss of significant customers.

5. Investment Risks (cont.)

5.2.8 Inability to retain key personnel

The continued success of SEEK and SEEK's investments depends in part on their ability to attract and retain highly skilled and qualified management and personnel and the ability of executive officers, management, employees, contractors and consultants to operate effectively, both individually and as a group.

SEEK may find it difficult to hire and retain key personnel at times and key SEEK personnel may be sought by SEEK's competitors. SEEK has contracts of service or employment with its key personnel, however, it cannot ultimately prevent termination of these contracts. While every effort is made to retain key personnel, the loss of a number of key personnel may adversely affect the financial performance, innovative nature or growth prospects of SEEK.

5.2.9 Threat of new technology

There is a risk that a new technology could emerge for employment advertising which could impact the growth in popularity of the internet as a medium for employment advertising. The emergence of such a new technology would impact SEEK's ability to implement its growth strategy and would result in a reduction of earnings and/or profit margins.

5.2.10 Slow down in rate of growth in internet access and rate of migration to online

The proportion of the population with access to the internet ("internet penetration") in Australia, and in the markets in which SEEK's international investments operate, has grown significantly. However, there is a risk that this rate of growth will slow or decline in the future, which may have an adverse effect on the revenue and earnings of SEEK's Australian and New Zealand businesses, and/or that of its international investments.

In addition, growth in online advertising is in part reliant on continued migration from more traditional forms of media. Migration to online platforms has been driven by a number of factors affecting both job seekers and advertisers including increased internet penetration and broadband speeds. There is a risk that this migration will not continue in the future, which would reduce the market available to online websites and therefore impact SEEK's potential growth profile.

5.2.11 Changes in regulatory framework

There is a risk that changes could be introduced to the regulatory framework in which SEEK operates (for example registration or licensing requirements) which may impact the manner in which SEEK's Domestic and International businesses operate and have an adverse impact on SEEK's financial performance and SEEK's growth strategy.

SEEK's Education businesses are also subject to regulatory risks which could impact its ability to deliver continued growth. These risks include changes which impact:

- the accreditation and therefore resultant student demand directly for THINK or Swinburne Online courses, or commissions derived by SEEK Learning from the enrolment of students in courses provided by its partners; and
- the number of temporary visas issued to international students which as a consequence may reduce the revenue streams for each of IDP Education, SEEK Learning, THINK and/or Swinburne Online, resulting in reduced earnings and operating cash flows

5.2.12 Operating in overseas markets

SEEK and its investments operate across a number of countries and legal jurisdictions. The tax and legal environments in each of these jurisdictions are complex, subject to change, and, other than New Zealand, differ substantially from the Australian legal system.

In addition, SEEK's overseas presence exposes it to unfavourable movements in exchange rates, the impact of which is difficult to predict reliably. SEEK endeavours to manage its foreign exchange risk to minimise the adverse impact of currency movements on its reported consolidated results, balance sheet and cash flows. However, SEEK may have residual exposure that may result in an adverse impact on its financial performance.

5.2.13 Funding and refinancing risk

SEEK's syndicated bank facility expires in December 2013. SEEK has a number of obligations under this facility, including the requirement to maintain certain financial covenants. While SEEK endeavours to maintain conservative debt levels and sufficient amounts of headroom within those covenants, a deterioration of the financial performance of SEEK or one of SEEK's investments may result in SEEK breaching its obligations under the facility and/or result in SEEK having to renegotiate its syndicated bank facility at less favourable terms. The less favourable terms could include higher borrowing costs and/or a restriction on the quantum or use of the funds, which could in turn impede SEEK's ability to pursue its future growth strategy, and/or pay distributions.

SEEK, as a borrower of money, may be exposed to adverse movements in interest rates. SEEK has policies and processes in place designed to manage its interest rate risk to minimise the adverse impact of interest payments on its existing syndicated bank facility, however SEEK may have residual exposure that may result in an adverse impact on its financial performance.

For personal use only

About the Offer

- 6.1 The Offer
- 6.2 How to apply
- 6.3 Other information

Section

6

6. About the Offer

Information about the Offer including the Offer key dates and the Offer Period is included in Section 1. This Section provides further information about the Offer, including how to apply.

6.1 The Offer

Topic	Summary
6.1.1 How is the Offer structured?	<ul style="list-style-type: none"> The Offer comprises: <ul style="list-style-type: none"> an Institutional Offer to certain Institutional Investors invited to participate in the Bookbuild by the Joint Lead Managers a Broker Firm Offer made to retail clients of Syndicate Brokers in Australia a Shareholder Offer made to Eligible Shareholders No general public offer of Notes will be made under the Offer The allocation of Notes between the Institutional Offer, the Broker Firm Offer and the Shareholder Offer will be determined by agreement between SEEK and the Joint Lead Managers. Refer to Section 6.2.10 for further information on the allocation policy in respect of each component of the Offer
6.1.2 Is any brokerage, commission or stamp duty payable?	<ul style="list-style-type: none"> No brokerage, commission or stamp duty is payable by you on applications. You may be required to pay brokerage if you sell your Notes on ASX after Notes have been quoted on ASX
6.1.3 Will application monies be held on trust?	<ul style="list-style-type: none"> All application monies received by SEEK or the Registry before Notes are issued will be held by SEEK or the Registry on trust in an account established solely for the purposes of depositing application monies received. Any interest that accrues in that account will be retained by SEEK. After Notes are issued to successful applicants, the application monies held on trust will be payable to SEEK
6.1.4 How will refunds (if any) be made?	<ul style="list-style-type: none"> If you are not issued any Notes or you are issued fewer Notes than the number that you applied and paid for as a result of a scale back, all or some of your application monies (as applicable) will be refunded to you (without interest) as soon as practicable after the Issue Date If the Offer does not proceed for any reason, all applicants will have their application monies refunded (without interest) as soon as practicable
6.1.5 Do I need to provide my bank account details to receive Distributions	<ul style="list-style-type: none"> SEEK will pay your Distribution by direct credit into an Australian dollar account of an Australian institution nominated by you. SEEK will not issue cheques to pay your Distributions If you are an Eligible Shareholder and you are allocated Notes under the Shareholder Offer, your Distributions will be paid into the same account nominated by you for the payment of dividends on your Shares. If you want your Distributions paid into a different account you will need to provide these details to the Registry If you do not provide your relevant details to the Registry, or the transfer of any Distribution payment does not complete, a notice will be sent to your email address, or if no email address has been supplied, will be posted to the address notified by you advising you of the amount of the Distribution. In that case the funds will be held in a special purpose account maintained by SEEK as a non-interest bearing deposit or paid by SEEK under legislation relating to unclaimed monies

6. About the Offer (cont.)

Topic	Summary
<p>6.1.6 Do I need to provide my TFN or ABN?</p>	<ul style="list-style-type: none"> • You do not have to provide your TFN or ABN and it is not an offence if you fail to do so. However, SEEK may be required to withhold Australian tax, at the maximum marginal tax rate including the Medicare Levy (currently 46.5%) on the amount of any Distribution that is not 100% franked, unless you provide one of the following <ul style="list-style-type: none"> – TFN – TFN exemption number (if applicable) – ABN (if Notes are held in the course of an enterprise carried on by you) • The collection and quotation of TFNs and ABNs is authorised, and their use and disclosure is strictly regulated, by tax laws and the Privacy Act
<p>6.1.7 How to obtain a copy of the Prospectus and Application Form?</p>	<ul style="list-style-type: none"> • During the Exposure Period, an electronic version of this Prospectus (without an Application Form) will be available at www.seeknotesoffer.com.au. Application Forms will not be made available until after the Exposure Period • During the Offer Period, an electronic version of the Replacement Prospectus with an Application Form will be available at www.seeknotesoffer.com.au and may be available through your Syndicate Broker <p>Electronic access to this Prospectus</p> <p>The following conditions apply if this Prospectus is accessed electronically:</p> <ul style="list-style-type: none"> – You must download the entire Prospectus – Your application will only be considered where you have applied on an Application Form that was attached to or accompanied by a copy of the Prospectus – The Prospectus is available electronically to you only if you are accessing and downloading or printing the electronic copy of the Prospectus in Australia <ul style="list-style-type: none"> • During the Offer Period, you can also request a free paper copy of this Prospectus and an Application Form by calling the SEEK Subordinated Notes Offer Information Line on 1300 652 061 or +61 3 9415 4018 (Monday to Friday – 8:30am to 5:30pm) • The Corporations Act prohibits any person from passing the Application Form on to another person unless it is attached to, or accompanied by, a printed copy of this Prospectus or the complete and unaltered electronic version of this Prospectus • Your application will only be considered where you have applied pursuant to an Application Form (either electronic or paper) that was attached to, or accompanied by, a copy of the Replacement Prospectus, and have provided your application monies

For personal use only

6.2 How to apply

<p>6.2.1 Who can apply?</p>	<p>Institutional Offer</p> <p>Institutional Investor:</p> <ul style="list-style-type: none"> that is, an investor who is invited by the Joint Lead Managers to bid for Notes in the Bookbuild, who is applying through the Institutional Offer <p>Broker Firm Offer</p> <p>Broker Firm Applicant:</p> <ul style="list-style-type: none"> that is, a retail client of a Syndicate Broker who is in Australia and invited to participate through the Broker Firm Offer <p>Shareholder Offer</p> <p>Shareholder Applicant:</p> <ul style="list-style-type: none"> that is, a holder of Shares at 7:00pm on Thursday, 31 May 2012 with a registered address in Australia, who is in Australia, applying through the Shareholder Offer
<p>6.2.2 How many Notes may be applied for?</p>	<p>All Offers</p> <ul style="list-style-type: none"> Your application must be for a minimum of 50 Notes (\$5,000) If your application is for more than 50 Notes, then you must apply in incremental multiples of 10 Notes – that is, for incremental multiples of at least \$1,000
<p>6.2.3 When can I apply?</p>	<p>Institutional Offer</p> <ul style="list-style-type: none"> The Bookbuild will commence on Friday, 8 June 2012 <p>Broker Firm Offer</p> <ul style="list-style-type: none"> Applications will only be accepted during the Offer Period, which is expected to open on Tuesday, 12 June 2012 The Closing Date for the Broker Firm Offer is 10:00am on Thursday, 28 June 2012 Your completed Application Form and application monies must be received by your Syndicate Broker in accordance with arrangements made between you and your Syndicate Broker <p>Shareholder Offer</p> <ul style="list-style-type: none"> Applications will only be accepted during the Offer Period, which is expected to open on Tuesday, 12 June 2012 The Closing Date for the Shareholder Offer is 5:00pm on Monday, 25 June 2012 Your completed personalised paper SEEK Shareholder Application Form or online Application Form and application monies must be received by the Registry by the Closing Date, being 5:00pm Monday, 25 June 2012 If you apply using a non-personalised paper Application Form, you may not be treated as a Shareholder

6. About the Offer (cont.)

6.2.4 How to apply online?	Institutional Offer
	Not applicable
	Broker Firm Offer
	<ul style="list-style-type: none"> • Contact your Syndicate Broker for instructions
6.2.5 How to pay online?	Shareholder Offer
	<ul style="list-style-type: none"> • You can apply online at www.seeknotesoffer.com.au • Instructions on how to complete your application are provided online • You will be asked to identify the holding that gives you the entitlement to apply by providing your SRN or HIN which can be found on your holding statement or payment advice • When applying online, you will be required to pay for Notes using BPAY® (or print your application, refer to Section 6.2.7)
	Institutional Offer
	Not applicable
6.2.5 How to pay online?	Broker Firm Offer
	Not applicable
	Shareholder Offer
	<ul style="list-style-type: none"> • Complete an online application via the Offer website at www.seeknotesoffer.com.au (you will require your SRN/HIN) and pay the application monies electronically by BPAY® by 5:00pm on Monday, 25 June 2012. You will be provided with a biller code and customer reference number when you complete your online application. Follow the BPAY® instructions in Section 6.2.6 to complete your application • If you do not make a BPAY® payment, your application will be incomplete and will not be accepted by SEEK • Your completed online Application Form and application monies must be received by the Registry by the Closing Date. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to BPAY® payment, and should therefore take this into consideration when making BPAY® payment

For personal use only

6.2.6 How to use BPAY®?	Institutional Offer
	Not applicable
	Broker Firm Offer
	Not applicable
	Shareholder Offer
	<ul style="list-style-type: none"> • Using the BPAY® details provided, you need to <ul style="list-style-type: none"> – access your participating BPAY® financial institution either through telephone banking or internet banking – select BPAY® and follow the prompts – enter the biller code supplied – enter the unique customer reference number supplied for each application – enter the total amount to be paid which corresponds to the number of Notes you wish to apply for under each application (that is, a minimum of \$5,000 – 50 Notes, and incremental multiples of \$1,000 – 10 Notes). Note that your financial institution may apply limits on your use of BPAY® and that you should make enquiry about the limits that apply in your own personal situation – select the account you wish your payment to be made from – schedule your payment for the same day that you complete your online Application Form since applications without payment cannot be accepted – record your BPAY® receipt number and date paid. Retain these details for your records • BPAY® payments must be made from an Australian dollar account of an Australian financial institution

6. About the Offer (cont.)

6.2.7 How to apply using a paper Application Form?

Institutional Offer

- Application and settlement procedures for Institutional Investors will be advised by the Joint Lead Managers

Broker Firm Offer

- There will be paper Application Forms in the back of the Replacement Prospectus (that is expected to be available from Tuesday, 12 June 2012) that may be used by Broker Firm Applicants
- General instructions on how to complete the paper Application Form are set out on the Application Form
- You must contact your Syndicate Broker for their specific instructions on how to submit the paper Application Form and your application monies to your Syndicate Broker
- You must **not** return your paper Application Form to the Registry
- Your Syndicate Broker must have received your completed paper Application Form and application monies in time to arrange settlement on your behalf by the Closing Date for the Broker Firm Offer – being **10:00am on Thursday, 28 June 2012**; and will act as your agent in processing your paper Application Form and providing your application details and application monies to SEEK

Shareholder Offer

- You can request a paper copy of the Prospectus and your personalised Shareholder Application Form by calling the SEEK Subordinated Notes Offer Information Line on 1300 652 061 or +61 3 9415 4018 (Monday to Friday – 8:30am to 5:30pm)
- Instructions on how to complete your personalised Shareholder Application Form are set out on the Application Form. You will be required to pay for Notes by **Monday, 25 June 2012** by cheque(s) and/or money order(s). If you wish to pay by BPAY® you need to make an online application
- You will be required to post your completed personalised paper Shareholder Application Form to the Registry
- You can complete an online application form via the Offer website at www.seeknotesoffer.com.au (you will require your SRN/HIN) and pay the application monies by cheque or money order. You will need to print your application receipt and send this with your cheque or money order to the Registry by **5:00pm on Monday, 25 June 2012**

6.2.8 How to pay using a paper Application Form?	Institutional Offer
	Not applicable
	Broker Firm Offer
	You must contact your Syndicate Broker for information on how to submit the paper Application Form and your application monies to your Syndicate Broker
6.2.9 What is the address of the Registry?	Shareholder Offer
	<ul style="list-style-type: none"> • If you apply under the Shareholder Offer using a personalised paper Shareholder Application Form, your completed Shareholder Application Form must be accompanied by application monies in the form of cheque(s) and/or money order(s) drawn on an Australian dollar account of an Australian financial institution and made payable to "SEEK Subordinated Notes Offer" • Cheque(s) should be crossed 'Not Negotiable'. Cash payments will not be accepted • You cannot pay by BPAY® if you apply under the Shareholder Offer using a personalised paper Shareholder Application Form. If you wish to pay by BPAY®, you will need to make an online application • Your completed personalised paper Shareholder Application Form and application monies must be received by the Registry by the Closing Date
	Institutional Offer
	Not applicable
	Broker Firm Offer
Not applicable	
Shareholder Offer	
<ul style="list-style-type: none"> • SEEK Subordinated Notes Offer c/o Computershare Investor Services Pty Limited GPO Box 505 Melbourne VIC 3001 • Please note that paper Application Forms and application monies will not be accepted at any other address or office and will not be accepted at SEEK's registered office or any other SEEK office or at other offices or branches of the Registry 	

6. About the Offer (cont.)

6.2.10
What is the
allocation
policy?

Institutional Offer

- Allocations to Institutional Investors will be agreed between the Joint Lead Managers and SEEK following completion of the Bookbuild

Broker Firm Offer

- Allocations to Syndicate Brokers will be agreed between the Joint Lead Managers and SEEK following completion of the Bookbuild
- Allocations to Broker Firm Applicants by a Syndicate Broker are at the discretion of that Syndicate Broker

Shareholder Offer

- Allocations for the Shareholder Offer will be determined by SEEK after the Closing Date
- SEEK has absolute discretion to determine the method and extent of the allocation
- SEEK will endeavour to provide Eligible Shareholders with a minimum allocation under the Shareholder Offer of at least 50 Notes. However, SEEK does not guarantee any minimum allocation under the Shareholder Offer and the extent of any allocation will ultimately depend on the total level of applications under the Offer
- SEEK (at its discretion) reserves the right to scale back applications from Shareholder Applicants. Any scale back will be announced on ASX on the day Notes commence trading on a deferred settlement basis – expected to be Monday, 2 July 2012
- SEEK (at its discretion) reserves the right to
 - allocate to any Shareholder Applicant all Notes for which they have applied
 - reject any application by a Shareholder Applicant
 - allocate to any Shareholder Applicant a lesser number of Notes than that applied for, including less than the minimum application of Notes or none at all
- No assurance is given that any Shareholder Applicant will receive an allocation

For personal use only

<p>6.2.11 How will the final allocation policy be announced?</p>	<p>Institutional Offer</p> <ul style="list-style-type: none"> • Allocations to Institutional Investors will be advised to those investors following the Bookbuild
	<p>Broker Firm Offer</p> <ul style="list-style-type: none"> • Allocations to Syndicate Brokers will be advised to those brokers following the Bookbuild • Applicants under the Broker Firm Offer will also be able to confirm their firm allocation through the Syndicate Broker from whom they received their allocation • However, if you sell Notes before receiving a Holding Statement, you do so at your own risk, even if you confirmed your firm allocation through a Syndicate Broker
	<p>Shareholder Offer</p> <ul style="list-style-type: none"> • If you are an applicant in the Shareholder Offer, you will be able to call the SEEK Subordinated Notes Offer Information Line on 1300 652 061 or +61 3 9415 4018 (Monday to Friday – 8:30am to 5:30pm) to confirm your allocation from on or about Friday, 29 June 2012. It is expected that the method of allocation will be advertised in The Sydney Morning Herald, The Melbourne Age, The Australian and The Australian Financial Review on or about Monday, 2 July 2012 • However, if you sell your Notes before receiving a Holding Statement, you do so at your own risk, even if you obtained details of your holding from SEEK Subordinated Notes Offer Information Line
<p>6.2.12 Who should I contact with an enquiry?</p>	<p>Institutional Offer</p> <ul style="list-style-type: none"> • Contact your institutional broker
	<p>Broker Firm Offer</p> <ul style="list-style-type: none"> • If you have further questions about the Offer or your Broker Firm application, please call your Syndicate Broker
	<p>Shareholder Offer</p> <ul style="list-style-type: none"> • You can call the SEEK Subordinated Notes Offer Information Line on 1300 652 061 or +61 3 9415 4018 (Monday to Friday – 8:30am to 5:30pm) if you: <ul style="list-style-type: none"> – have further questions on how to apply for Notes; – require assistance to complete your Application Form; – require an additional copy of this Prospectus and Application Form; or – have any other questions about the Offer • If you are unclear in relation to any matter relating to the Offer or are uncertain whether Notes are a suitable investment for you, you should consult your financial adviser or other professional adviser

6. About the Offer (cont.)

6.3 Other information

6.3.1 Bookbuild

The Joint Lead Managers will conduct a Bookbuild to determine the Margin and firm allocations of Notes to Bookbuild participants. The Bookbuild is expected to commence on Friday, 8 June 2012 in accordance with the terms and conditions agreed by SEEK and the Joint Lead Managers. As part of the Bookbuild, certain Institutional Investors and Syndicate Brokers will be invited to lodge bids for Notes. On the basis of those bids, SEEK and the Joint Lead Managers will determine the Margin and the firm allocations of Notes to Institutional Investors and Syndicate Brokers. Notes allocated during the Bookbuild will be issued pursuant to the Replacement Prospectus.

The Margin set by the Bookbuild is expected to be announced on Tuesday, 12 June 2012 to ASX and included in the Replacement Prospectus. Details will also be available by calling the SEEK Subordinated Notes Offer Information Line on 1300 652 061 or +61 3 9415 4018 (Monday to Friday – 8:30am to 5:30pm) from on or about Tuesday, 12 June 2012.

Application and settlement procedures for the Bookbuild will be notified to Syndicate Brokers by the Joint Lead Managers.

6.3.2 Restrictions on distribution – foreign jurisdictions

No action has been taken to register or qualify this Prospectus, Notes or the Offer or otherwise to permit a public offering of Notes outside Australia.

This Prospectus does not constitute an offer of Notes or invitation in any place in which, or to any person to whom, it would not be lawful to make such offer or invitation.

This Prospectus must not be released or distributed by you in the United States, and may only be distributed to persons to whom the Offer may lawfully be made in accordance with the laws of any applicable jurisdiction.

This Offer is not available to persons outside Australia without the prior approval of SEEK and the Joint Lead Managers.

6.3.3 Application to ASX for quotation of Notes

SEEK will apply for quotation of Notes on ASX under the code “SEKG”.

ASX takes no responsibility for this Prospectus or the investment to which it relates. The fact that ASX may quote Notes is not to be taken as an indication of the merits of Notes offered for subscription.

If SEEK does not make such an application within seven days after the date of this Prospectus, or if permission is not granted for the official quotation of Notes on ASX within three months after the date of this Prospectus (or any longer period permitted by law), Notes will not be issued and all application monies received by SEEK will be refunded without interest as soon as practicable in accordance with the requirements of the Corporations Act.

6.3.4 CHES and issuer sponsored holdings

SEEK will apply to participate in ASX's Clearing House Electronic Sub-register System (“CHES”) and will comply with the Listing Rules and the ASX Settlement Operating Rules. CHES is an electronic transfer and settlement system for transactions in securities quoted on ASX under which transfers are effected in an electronic form.

For personal use only

When Notes become approved financial products (as defined in the ASX Settlement Operating Rules), holdings will be registered in one of two sub-registers, an electronic CHESSE sub-register or an issuer sponsored sub-register. For all successful applicants, Notes of a Holder who is a participant in CHESSE or a Holder sponsored by a participant in CHESSE will be registered on the CHESSE sub-register. All other Notes will be registered on the SEEK sponsored sub-register.

Following completion of the Offer, Holders will be sent a Holding Statement or CHESSE confirmation that sets out the number of Notes that have been allocated to them. This statement will also provide details of a Holder's Holder Identification Number ("HIN") for CHESSE holders or, where applicable, the Securityholder Reference Number ("SRN") of issuer sponsored holders. It is expected that Holding Statements for issuer sponsored Holders and confirmations for CHESSE holders will be despatched to successful applicants by Thursday, 5 July 2012. Certificates will not be issued.

Holders will receive subsequent statements during the first week of the following month if there has been a change to their holding on the register and as otherwise required under the Listing Rules and the Corporations Act. Additional statements may be requested at any other time either directly through the Holder's sponsoring broker in the case of a holding on the CHESSE sub-register or through the Registry in the case of a holding on the SEEK sponsored sub-register. SEEK and the Registry may charge a fee for these additional issuer sponsored statements.

6.3.5 Deferred settlement trading and selling Notes on market

It is expected that trading of Notes on ASX will commence on or about Monday, 2 July 2012 on a deferred settlement basis.

It is the responsibility of each person who trades in Notes to confirm their holding before trading. If you sell Notes before receiving a Holding Statement or CHESSE confirmation, you do so at your own risk. SEEK, the Registry and the Joint Lead Managers disclaim all liability, whether in negligence or otherwise, if you sell Notes before receiving your Holding Statement or CHESSE confirmation, even if you obtained details of your holding from SEEK Subordinated Notes Offer Information Line or confirmed your firm allocation through a Syndicate Broker.

Notes are expected to commence trading on ASX on or about Friday, 6 July 2012 on a normal settlement basis.

6.3.6 Discretion regarding the Offer

SEEK reserves the right not to proceed with the Offer or any part of it at any time before the issue of Notes to successful applicants.

If SEEK withdraws the offer, or any part of it, does not proceed, all relevant application monies will be refunded (without interest).

SEEK and the Joint Lead Managers also reserve the right to close the Offer or any part of it early, extend the Offer or any part of it, accept late applications or bids either generally or in particular cases, reject any application or bid, or allocate to any applicant or bidder fewer Notes than applied or bid for.

Investors should also note that no cooling off rights (whether by law or otherwise) apply to an investment in Notes. This means that, in most circumstances, applicants may not withdraw or vary their applications once submitted.

For personal use only

Section

7

7. Australian Taxation Summary



The Directors
Seek Limited
Level 6
541 St Kilda Road
Melbourne VIC 3004

4 June 2012

Dear Directors

Australian Taxation Consequences SEEK Subordinated Notes

We have been requested to provide a summary of the principal Australian taxation implications for the Holders of SEEK Subordinated Notes (the **Notes**) to be issued by SEEK Limited (**SEEK**), under the Prospectus dated 4 June 2012. Unless the context indicates otherwise, all terms used in this letter have the same meaning as they do in the Prospectus.

This summary is not exhaustive and does not consider the Australian tax consequences for all Holders. In particular, it does not consider the Australian tax consequences for:

- Holders who are tax exempt for Australian income tax purposes;
- Holders who are not residents of Australia for Australian income tax purposes;
- Holders who carry on business at or through a permanent establishment outside of Australia and hold the Notes through that permanent establishment; and
- Holders who hold the Notes as assets used in carrying on a business of share trading, banking or investment or otherwise hold the Notes on revenue account or as trading stock.

This summary is general in nature and does not address all potential tax consequences for Holders. The information contained in this summary is not intended to be, and should not be relied upon as, legal, taxation or financial advice. It is based on Australian tax legislation, interpretations of that legislation and relevant administrative practice as at the date of this Prospectus.

This summary does not consider the application of the Taxation of Financial Arrangements (**TOFA**) provisions of Division 230 of the Tax Act to the income tax consequences for the Holders. The characterisation of the Notes for income tax purposes means that only taxpayers who have made a TOFA election for the fair value or financial reports method of income recognition may be subject to the TOFA provisions.

SEEK has requested a Class Ruling to confirm that the Commissioner of Taxation (**Commissioner**) agrees with the views regarding the Australian income tax treatment of the Notes, which are discussed further below. This Class Ruling has not been issued at the date of this letter.

PricewaterhouseCoopers, ABN 52 780 433 757
Freshwater Place, 2 Southbank Boulevard, SOUTHBANK VIC 3006, GPO Box 1331, MELBOURNE VIC 3001
T: 61 3 8603 1000, F: 61 3 8603 1999, www.pwc.com.au

Liability limited by a scheme approved under Professional Standards Legislation.

For personal use only

7. Australian Taxation Summary (cont.)



Any references to the 'Tax Act' are references to either the *Income Tax Assessment Act 1936* or the *Income Tax Assessment Act 1997* unless otherwise stated.

1 Receipt of Distributions

1.1 Characterisation and Franking

The Notes should be characterised as 'equity interests' under the debt and equity rules for income tax purposes. A Holder should be required to include in their assessable income the amount of a Distribution that they receive on the Notes provided that the Distribution is not debited to SEEK's non-share capital account.

Distributions paid from profits should be frankable distributions for imputation purposes. To the extent that a Distribution is franked, a Holder should include in their assessable income the franking credits attached to that Distribution. Subject to the comments below regarding 'qualified persons', a Holder is then entitled to a tax offset equal to the franking credits attached to the Distribution.

A Holder who is an individual or a complying superannuation entity may be entitled to tax offsets based on the franking credits attached to a Distribution, or to a tax refund to the extent that the tax offsets (subject to the comments below regarding 'qualified persons') exceed the tax that is otherwise payable by the Holder.

A Holder that is a company is not entitled to a refund of excess tax offsets, but should be entitled to a credit in their franking account equal to the amount of the franking credits attached to a Distribution.

1.2 Qualified Person

A Holder must be a 'qualified person' in relation to a Distribution paid on the Notes to be entitled to the benefit of the tax offsets that flow from receiving franked distributions. To be a 'qualified person' in relation to the Distribution, Holders must have held the Notes 'at risk' for a continuous period of at least 90 days (excluding the days of acquisition and disposal) during:

- The 'primary qualification period', being the period beginning on the day after the day on which the Notes are acquired by a Holder and ending on the 90th day after the day that the Notes become ex-distribution; or
- If a Holder, or an associate, has made or is likely to make, or is under an obligation to make a 'related payment' (which has the effect of passing on the benefit of the Distribution to another entity) in respect of the Distribution, the 'secondary qualification period', which is the period beginning on the 90th day before, and ending on the 90th day after, the day that the Notes become ex-distribution.

In order to be held 'at risk', Holders must effectively retain 30% or more of the risks and benefits associated with holding the Notes. A determination of whether or not the Notes are held 'at risk' by a

For personal use only



Holder during the relevant periods will depend upon whether the Holder has financial positions or undertakes risk management or hedging strategies in relation to the Notes.

If a Holder holds the Notes for at least the 'primary qualification period', does not have any financial positions or relevant risk management strategies in relation to the Notes, and does not make a 'related payment' to other entities, the Holder should be a qualified person in relation to the Distributions on the Notes.

A Holder who is an individual and will not claim tax offsets in excess of \$5,000 in an income year, will automatically be taken to be 'qualified person' in relation to all Distributions that they receive (provided that they have not made, are not likely to make and are not under an obligation to make a 'related payment') in that income year.

The application of the franking rules to a Holder will depend upon particular circumstances of each Holder. Each Holder should seek independent taxation advice as to whether they will be treated as a 'qualified person' in relation to Distributions received on the Notes.

1.3 Anti-Avoidance Rule

Section 177EA of the Tax Act is an anti-avoidance provision which is designed to counter schemes under which one of the purposes (other than an incidental purpose) of a participant is to obtain an imputation (franking) benefit. There are a number of factors listed in subsection 177EA(17) that may be taken into account in forming a view as to whether a scheme has such an objective purpose.

Should section 177EA apply the Commissioner may make a written determination with the effect of either:

- imposing a franking debit in the distributing entity's franking account; or
- denying the franking benefit on the distribution that flowed directly or indirectly to the relevant taxpayer.

The application of section 177EA was recently considered by the Full Federal Court in *Mills v Commissioner of Taxation* [2011] FCAFC 158 (*Mills*) in which the Court upheld the application by the Commissioner of section 177EA to certain securities issued by the Commonwealth Bank of Australia (known as PERLS V). The PERLS V consisted of an unsecured subordinated note issued by the Bank through a New Zealand branch and a preference share issued by the Bank. *Mills* is the subject of a special leave application to the High Court of Australia.

In *Mills*, the Court concluded that there was a more than incidental purpose of obtaining a franking benefit because, among other things, there was a New Zealand branch of the relevant issuer involved and that branch obtained a New Zealand tax deduction for distributions on the PERLS V (suggesting satisfaction of the factors listed at paragraph 177EA(17)(j) and paragraph 177D(b)(ii)), and the franking of the distributions was a central element of the scheme (at least in part because the terms included a franking gross-up clause) (pointing to the factor listed at paragraph 177EA(17)(f)).

For personal use only

7. Australian Taxation Summary (cont.)



Following the *Mills* case, the ATO has issued a statement noting that the application of section 177EA depends on the particular circumstances of each case, and requires regard to be had to all of the factors that are listed in subsection 177EA(17). The ATO's view is that the existence of circumstances potentially satisfying paragraph 177EA(17)(f) (such as a franking gross-up clause) may justify, but does not in isolation require a conclusion of a non-incidental purpose of a participant in the scheme of obtaining a franking benefit. The Commissioner does not believe *Mills*, should it stand, would significantly change the ATO's past practice regarding franked instruments.

Since the *Mills* case was handed down, Class Rulings 2012/25 and 2012/32 have been issued by the ATO. These Class Rulings address the income tax treatment of franked dividends paid on convertible preference shares and conclude section 177EA should not apply.

In our opinion, there are insufficient grounds for the Commissioner to deny the benefit of franking credits under section 177EA. The SEEK Notes do not in our view involve a sufficient weight of factors to invoke paragraph 177EA(17)(j), although they do involve a franking gross-up clause which suggests the presence of the factor in paragraph 177EA(17)(f).

We have requested a Class Ruling from the Commissioner to confirm the view that on the balance of all the factors in subsection 177EA(17), section 177EA does not apply in the present case. Publication of any ruling may not occur until after the date of issue of the Notes.

2 Disposal of Notes

It is likely that the Notes should be treated as 'traditional securities' for Australian income tax purposes, such that the taxation of gains and deductions of losses arising from disposal or redemption should be dealt with under the traditional securities provisions.

If an Australian resident Holder disposes of the Notes and the sale proceeds exceed the cost of the Notes, the resulting gain should be assessable income of the Holders in the income year in which the sale occurs. The gain should be assessable as ordinary income and not as a capital gain. The Holders should not be entitled to apply the Capital Gains Tax (CGT) discount in respect of this gain and should not be entitled to apply any capital losses against the gain.

Conversely, if the sale proceeds are less than the cost of the Notes, the resulting loss should be deductible to the Holders in the income year in which the sale occurs and should not be a capital loss.

There is also an ability under the terms to buy-back the Notes. The tax treatment of a buy-back will depend on the specific circumstances of the taxpayer and the manner in which the buy-back is undertaken. Specific tax advice should be sought in the event of a buy-back.



3 Redemption of Notes

Should SEEK redeem the Notes, a Holder should receive an amount equal to the issue price of the Notes. The Australian tax consequences to a Holder in respect of the redemption of Notes should be the same as outlined for the disposal of Notes.

As a Holder will receive the Face Value if SEEK redeems, it is unlikely that a Holder that acquired a Security upon issue by SEEK (as opposed to a Holder who acquires a Security from a previous Holder) would derive any assessable income or incur an allowable deduction.

4 Conversion of Notes

Under the Terms, SEEK has a right to convert the Notes into fully paid ordinary shares at or after the Call Date (or earlier in the event of a Regulatory Event or Change in Control Event). Holders have a right to convert under an Approved Change in Control Event. Although conversion should be a disposal or redemption of the Notes under the traditional security provisions, the conversion should not give rise to any assessable income or an allowable deduction for a Holder.

Each Security will be a CGT asset and the conversion will also give rise to a CGT event under the Tax Act. Upon conversion of the Notes to ordinary shares, any capital gain or capital loss arising from the conversion should be disregarded under specific roll-over provisions.

The ordinary shares that will result from the conversion of the Notes should be taken to have been acquired by a Holder, for CGT purposes, at the time that the Notes were converted, and the first element of the shares' cost base will be an apportionment of the cost base of the Notes at the time of the conversion.

5 Provision of Tax File Number and / or Australian Business Number

Where a Holder has provided SEEK with their tax file number (TFN), or in certain circumstances their Australian Business Number (ABN), or is otherwise exempt from providing this information, no amount of tax should be withheld by SEEK from payments of Distributions to the Holder.

A Holder does not have to provide this information and it is not an offence if they fail to do so. However SEEK will be required to withhold Australian tax at the maximum marginal tax rate (currently 46.5% including the Medicare levy) from any Distribution payment that is not 100% franked, and remit the amount withheld to the Australian Taxation Office, unless and until a TFN is provided, (in certain circumstances) an ABN or proof of some other exception.

A Holder should be entitled to claim a tax credit/rebate (as applicable) in respect of any tax withheld on a distribution payment in their Australian income tax returns.

6 Goods and Services Tax (GST)

Australian GST will not apply to the issue, disposal or redemption of the Notes as the supply of the Notes will be a 'financial supply' which is input taxed. Further, the conversion of the Notes to an ordinary share will not constitute a taxable supply and GST will not be payable on this transaction.

For personal use only

7. Australian Taxation Summary (cont.)



A Holder that is registered for GST should obtain specific advice on whether there will be any restriction on claiming full input tax credits for GST incurred on costs relating to the acquisition of the Notes.

7 Australian Stamp Duty Consequences

Under the current stamp duty laws, no stamp duty should be payable on the issue, disposal, conversion or redemption of the Notes in any Australian jurisdiction. This is on the basis that all of the shares in SEEK are quoted on the Australian Notes Exchange (ASX) and that no Holder of the Notes (together with any “associated persons”) will acquire an interest of 90% or more in SEEK pursuant to the relevant stamp duty laws.

The Victorian Government has announced changes to the Victorian stamp duty laws, which are proposed to take effect from 1 July 2012. Based on the proposed amendments, which are currently before the Victorian Parliament (as at 4 June 2012, and therefore might still be subject to change) the stamp duty consequences outlined above should be the same.

8 Not Financial Product Advice

The information contained in this summary does not constitute ‘financial product advice’ for purposes of the *Corporations Act*. The PricewaterhouseCoopers partnership which is providing this advice is not licensed to provide financial product advice under the *Corporations Act*.

To the extent that this letter contains any information about a ‘financial product’ within the meaning of the *Corporations Act*, taxation is only one of the matters that must be considered when making a decision about the relevant financial product.

Accordingly, all Holders or prospective Holders should, before making any decision to invest in the Notes described above, consider taking advice from a person who holds an Australian Financial Services Licence under the *Corporations Act*.

Yours faithfully

PricewaterhouseCoopers

Key People, Interests and Benefits

- 8.1 Board of Directors & Company Secretary of SEEK
- 8.2 Key management personnel of SEEK
- 8.3 Interest and benefits
- 8.4 Expenses of the Offer

Section

8

8. Key People, Interests and Benefits

This Section provides information about the directors and key managers of SEEK, the interests of people involved in the Offer and any benefits they may receive.

8.1 Board of Directors & Company Secretary of SEEK

The Directors bring to the Board relevant expertise and skills, including industry and business knowledge, financial management and corporate governance experience.

Robert (Bob) C G Watson

Chairman, Independent non-executive Director

Bob Watson has 25 years at CEO and director level in the information technology, internet, recruitment and labour hire industries. His chief executive roles have included Mayne Nickless Computer Services, Data Sciences International (in the UK) and Lend Lease Employer Systems. Bob founded and developed several private technology businesses, including Australia's largest IT labour contracting business which was sold to Adecco where Bob was subsequently appointed Australasian CEO.

Andrew R Bassat

CEO and Managing Director, Co-founder

Andrew Bassat is the CEO and Managing Director of SEEK, and co-founded SEEK in 1997. He has been involved in all stages of the development of the business since then.

Andrew is an Executive Director of SEEK Limited. He is also a Director of a number of the Group's fully owned Australian subsidiaries as well as a director on the majority of the Group's International investments and holding companies. He is a Director of the charitable Shane Warne Foundation.

Prior to co-founding SEEK, Andrew was a management consultant with Booz Allen Hamilton and prior to that, he worked as a solicitor at Corrs Chambers Westgarth. Andrew holds a Bachelor of Science (Computer Science) degree from the University of Melbourne, a Bachelor of Laws (Honours) degree from Monash University, and a Master of Business Administration degree from Melbourne Business School.

Colin B Carter

Independent non-executive Director

Colin Carter has an extensive consulting background in organisational and business strategy. He is a former Senior Vice-President of, and a current senior adviser to, The Boston Consulting Group. His interests include corporate governance issues and in recent years Colin has carried out board performance reviews for a number of companies as well as co-authoring a top-selling book on boards, *Back to the Drawing Board*.

Colin is a non-executive director of ASX-listed companies Wesfarmers Limited and Lend Lease Group, and a Director of World Vision Australia. He is President of the Geelong Football Club. He is also a director of The Ladder Project (for youth homelessness). In February 2010, Colin was appointed by the Federal Government to the new position of Government Ambassador for Business Action – the objective of this new role is to encourage Australian business to play a greater role in economic development of Indigenous communities.

Colin has a Bachelor of Commerce degree from Melbourne University and an MBA from Harvard Business School where he graduated with distinction and as a Baker Scholar.

Neil G Chatfield

Independent non-executive Director

Neil Chatfield is an established executive and non-executive director with extensive experience across all facets of company management, and with specific expertise in financial management, capital markets, mergers and acquisitions, and risk management.

In addition to SEEK, Neil also holds non-executive roles across a range of industries in ASX listed companies and is currently the Chairman of Virgin Australia; a non-executive Director of Transurban Group and Grange Resources, and from 2007 to 2012 was a non-executive Director of Whitehaven Coal.

Neil's most recent executive role was Executive Director and Chief Financial Officer of ASX-listed Toll Holdings, Australia's largest transport and logistics company; a position he held for over 10 years.

Neil has a Masters of Business in Finance and Accounting, and is a Fellow of CPA Australia (FCPA) and Fellow of the Australian Institute of Company Directors (FAICD).

Denise I Bradley

Independent non-executive Director

Emeritus Professor Denise Bradley AC, is a former Vice – Chancellor and President of the University of South Australia. Professor Bradley has been extensively involved in national education policy groups for more than two decades. She was a member of the Commonwealth Tertiary Education Commission (CTEC) and later of the National Board of Employment, Education and Training (NBEET) and was deputy chair of the Higher Education Council of NBEET.

In 2008 she chaired the Expert Panel which undertook the National Review of Higher Education. She has also had significant roles on other government and educational boards and committees involved in higher education and training.

Professor Bradley is also a former President and Chair of IDP Education, (50% owned by SEEK).

Professor Bradley is currently a member of the Education Investment Fund Advisory Board; a member of the Australian National Commission for UNESCO; a member of the NSW National Partnerships Evaluation Committee, Chair of VERNET and Substantive Chair of the Australian Health Workforce Advisory Council.

On Australia Day 2008 Professor Bradley was made a Companion of the Order of Australia, Australia's highest honour, in recognition of her service to higher education.

Professor Bradley has a Bachelor of Arts degree from Sydney University, a Diploma of Education from Adelaide University, a Diploma of Librarianship from the University of NSW, and a Masters degree in Social Administration from Flinders University. She also holds Honorary Doctorates from Pukyong University (Korea), University of South Australia, Royal Melbourne Institute of Technology and the University of Western Sydney.

Moana Weir

General Counsel and Company Secretary

Moana was appointed General Counsel and Company Secretary of SEEK in December 2010. Moana has 10 years senior management experience in listed online companies, having previously been the company secretary and general counsel at both REA Group Ltd (realestate.com.au) and Melbourne IT Ltd.

Moana was appointed as a non-executive director of V/Line Corporation in October 2010 and is the Chair of the V/Line Remuneration Committee. She is an independent director with a school not-for-profit organisation. She holds a BA, LLB (Hons) and is a Graduate member of the Australian Institute of Company Directors (AICD).

8. Key People, Interests and Benefits (cont.)

8.2 Key management personnel of SEEK

SEEK's senior management team is set out below.

Andrew R Bassat

CEO and Managing Director, Co-founder

Refer to Section 8.1.

John A Armstrong

Chief Financial Officer

John has responsibility for SEEK's finance and administration operations as well as investor relations, ensuring the necessary operational and financial processes and infrastructure are in place and aligned with SEEK's strategies and continued rapid growth.

John is a Director of IDP Education (50% owned by SEEK) and SEEK subsidiary, THINK.

John has over 15 years experience in various financial and commercial management roles. Prior to SEEK, John worked with Ernst & Young, Blackwoods and Fosters Brewing Group. John has a Master of Business Administration, and a Bachelor of Business majoring in Accounting from Monash University, and is a member of CPA Australia.

David Gibbons

Chief Information Officer

David is CIO of SEEK Limited; he is responsible for leading and managing SEEK's IT activities including IT strategy, program management, enterprise and online systems, quality assurance, security and website hosting.

David brings to the role over 20 years of IT experience gained across Europe, USA, Asia and Australia. Prior to joining SEEK, he held senior roles with high-profile organisations including Nike, GAP and GE. David's industry experience includes consumer goods, financial services, utilities, retail and telecommunications. David has a Masters of Business Administration, and is a certified Executive Coach.

Joe Powell

Managing Director (SEEK Employment (Australia & New Zealand))

Joe has day to day responsibility for SEEK's online employment business in Australia and New Zealand. In his role he oversees the sales, marketing, customer service, product and IT departments as well as the entire New Zealand team.

Joe joined SEEK after a successful sales management career at Optus where he was Director, Consumer Sales. Joe originally joined Optus in December 1994 and held other senior roles including National Sales Manager Consumer Sales and Group Manager Mobile Communication Devices and Service.

Joe has a Bachelor of Commerce Degree from the University of Tasmania and is a Graduate of the Australian Institute of Company Directors (GAICD) and has graduated from the Advanced Management Program at Harvard Business School.

Jason S Lenga

Managing Director (SEEK International)

Jason has overall stewardship of SEEK's international investments and international corporate strategy including new investment opportunities.

Jason has been with SEEK since 1999 in a variety of senior roles and has been instrumental in developing SEEK's strategic direction as well as establishing and driving key parts of the business, including the development of the Group's significant international assets.

Prior to joining SEEK, Jason was a solicitor with commercial law firm Mallesons Stephen Jaques within the Mergers and Acquisitions practice. Jason holds Bachelor of Laws and Bachelor of Commerce degrees from the University of NSW.

Peter D Everingham

Managing Director (SEEK Education)

Peter is Managing Director of SEEK Education where he is responsible for leading and managing the direction, priorities and operational execution across THINK as well as SEEK Learning. Prior to SEEK, Peter was Director of Corporate Strategy for Yahoo! in Australia and South Asia where he guided business strategy, identified expansion initiatives, and negotiated major partnerships and investments.

He also has experience across the extremes of co-founding and running an internet start-up to working within the heavy-industry corporations of Dyno Wesfarmers and Pioneer International on corporate finance and expansion. Peter is a Director of IDP Education (50% owned by SEEK) and SEEK subsidiary, THINK.

Peter has a Bachelor of Economics from the University of Sydney and an MBA from IESE.

Meahan Callaghan

Human Resources Director

Meahan is Human Resources Director of SEEK Limited, she is responsible for leading and advising on people related strategies across the Group.

Prior to working at SEEK; Meahan held human resources positions at Tabcorp, FOXTEL, AMP and the Sheraton Hotel Group. Meahan holds a Bachelor of Business degree, majoring in Human Resources from Victoria University and holds a Post Graduate Degree in Psychology from Deakin University.

Helen Souness

Marketing Director

Helen is responsible for SEEK's marketing activities including advertising, digital marketing, alliances, public relations, events and consumer and trade marketing activities. Helen is a marketing strategy specialist who has held a range of senior marketing and strategy roles in companies based in London and Australasia. Helen was originally a barrister and solicitor in one of New Zealand's largest commercial legal practices, before moving into marketing. Based in London for more than 8 years, she gained strong brand marketing experience both as a strategy consultant at Adventis, and O2 a leading mobile telephone operator and FTSE 100-listed company. Her career also included working at Lonely Planet, where she led the development of a new Online Strategy globally for lonelyplanet.com.

Helen has a BA and LLB (Hons) from Victoria University (NZ).

Michael Ilczynski

Group Strategy Director

Michael is responsible for strategy and corporate development for SEEK across SEEK's Australian and New Zealand online employment businesses and its Education businesses. As part of his role, Michael is a Director of IDP Education and Swinburne Online (both 50% owned by SEEK), and SEEK subsidiary THINK.

Prior to working at SEEK, Michael worked for McKinsey & Company, Tabcorp and the Collingwood Football Club. Michael also served in the Australian Army Ready Reserve as an infantry platoon commander and is a graduate of the Royal Military College, Duntroon. Michael holds Bachelor of Science and Bachelor of Commerce degrees from Melbourne University and an MBA from the Kellogg School at Northwestern University.

8. Key People, Interests and Benefits (cont.)

8.3 Interest and benefits

8.3.1 Directors

Other than as set out in this Prospectus, no Director of SEEK holds, at the time of lodgment of this prospectus with ASIC, or has held in the two years before lodgment of this Prospectus with ASIC, an interest in:

- the formation or promotion of SEEK;
- the Offer; or
- any property acquired or proposed to be acquired by SEEK in connection with its formation or promotion or with the Offer

Other than as set out in this Prospectus, no amount (whether in cash, Shares or otherwise) has been paid or agreed to be paid, nor has any benefit been given, or agreed to be given to any Director or proposed Director of SEEK:

- to induce a person to become, or qualify as, a Director of SEEK; or
- for services provided by a Director or proposed Director of SEEK in connection with the formation or promotion of SEEK or the Offer

8.3.2 Interests

The Directors of SEEK at the date of this Prospectus had the following relevant interests in issued securities of SEEK.

Directors	Beneficial holding –Shares	Beneficial holding – options and performance share rights
A R Bassat	13,500,113	3,652,357
R C G Watson	4,238,648	-
C B Carter	94,458	-
N G Chatfield	32,656	-
D I Bradley	4,000	-

Directors Fees

SEEK's constitution provides that Directors will be entitled to remuneration out of the funds of SEEK as determined by the Directors but the remuneration of non-executive Directors may not exceed in aggregate, in any year, the amount fixed by holders of Shares in a general meeting for that purpose. The amount last fixed by holders of Shares at the 2011 general meeting was \$1,250,000 per annum, covering all non-executive Directors.

Participation in the Offer

Directors and their associates and related parties may participate in the Offer in accordance with the ASX waiver (refer to Section 9.8).

8.3.3 Professionals

Goldman Sachs has acted as the Structuring Adviser for the Offer, in respect of which it will receive the fees described in Section 9.6 for work performed by it up to the date of this Prospectus.

Goldman Sachs, Commonwealth Bank and NAB have acted as Joint Lead Managers for the Offer, in respect of which they will receive the fees described in Section 9.6.

PricewaterhouseCoopers ABN 52 780 433 757 has acted as SEEK's Australian tax adviser in relation to the Offer and has prepared the taxation summary in Section 7. In respect of this work PricewaterhouseCoopers will be paid \$150,000 (excluding disbursements and GST) for work performed by it up until the date of this Prospectus. Further amounts may be paid to PricewaterhouseCoopers in accordance with its time based charges

PricewaterhouseCoopers Securities Limited (PwC Securities) has acted as SEEK's accounting adviser in relation to the Offer. In respect of this work, PwC Securities will be paid approximately \$120,000 (excluding disbursements and GST) for work performed by it up until the date of this Prospectus. Further amounts may be paid to PwC Securities in accordance with its time based charges.

Clayton Utz has acted as SEEK's Australian legal adviser in relation to the Offer. In respect of this work, Clayton Utz will be paid approximately \$450,000 (excluding disbursements and GST) for work performed by it until the date of this Prospectus. Further amounts may be paid to Clayton Utz in accordance with its time-based charges.

Australian Executor Trustees Limited will be paid the fees described in Section 9.5(g) in respect of acting as Trustee in respect of Notes.

Except as set out in this Prospectus, no:

- person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or interest of this Prospectus; or
- Joint Lead Manager,

holds at the time of lodgment of this Prospectus with ASIC, or has held in the two years before lodgment of this Prospectus with ASIC, an interest in:

- the formation or promotion of SEEK;
- the Offer; or
- any property acquired or proposed to be acquired by SEEK in connection with the formation or promotion of SEEK or the Offer, nor has anyone paid or agreed to pay or given or agreed to give any benefit to such persons in connection with the formation or promotion of SEEK or the Offer

8.4 Expenses of the offer

The total expenses of the Offer will be paid out of the proceeds of the Offer. Assuming the Offer raises \$125 million, then the net proceeds of the Offer are expected to be \$120.5 million and the total expenses of the Offer (including fees payable to the Joint Lead Managers, legal, accounting, tax, marketing, administrative fees, as well as printing, advertising and other expenses related to this Prospectus and the Offer) are expected to be \$4.5 million. All of these expenses have been, or will be, borne by SEEK.

Additional Information

- 9.1 Reporting and disclosure obligations
- 9.2 Availability of documents
- 9.3 Rights and liabilities attaching to Notes
- 9.4 Rights and liabilities attaching to Shares
- 9.5 Summary of the Trust Deed
- 9.6 Summary of the Offer Management Agreement
- 9.7 Consents to be named
- 9.8 ASX confirmation
- 9.9 Privacy statement
- 9.10 Governing law
- 9.11 Litigation disclosure
- 9.12 Statement of Directors

Section

9

9. Additional Information

This Section provides information about a number of other matters not covered elsewhere in this Prospectus.

9.1 Reporting and disclosure obligations

SEEK is admitted to the official list of ASX and is a disclosing entity for the purposes of the Corporations Act. As a disclosing entity it is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules. Broadly, these obligations require SEEK to prepare both yearly and half yearly financial statements and to report on its operations during the relevant accounting period and to obtain an audit or review report from its auditor.

Copies of these and other documents lodged with ASIC may be obtained from or inspected at any office of ASIC.

In addition, SEEK must ensure that ASX is continuously notified of information about specific events and matters as they arise for the purposes of ASX making the information available to the Australian securities market. SEEK has an obligation under the Listing Rules (subject to certain exceptions) to notify ASX immediately of any information of which SEEK is aware which a reasonable person might expect to have a material impact on the price or value of its quoted securities.

9.2 Availability of documents

SEEK will provide free of charge, to any person who requests it during the Offer Period, a copy of:

- the interim financial report for the half year ended 31 December 2011 lodged with ASIC by SEEK;
- the annual financial report for the year ended 30 June 2011 lodged with ASIC by SEEK;
- any continuous disclosure notices released to ASX by SEEK in the period after the lodgement of the annual financial report of SEEK for the year ended 30 June 2011 and before lodgement of this Prospectus with ASIC. Such releases are available at ASX's website (www.asx.com.au); and/or
- SEEK's constitution.

The financial reports for the half year ended 31 December 2011 and the year ended 30 June 2011, together with copies of continuous disclosure notices lodged with ASX, are available at www.asx.com.au or at www.seek.com.au.

All written requests for copies of the above documents should be addressed to the General Counsel & Company Secretary of SEEK at the address set out in the corporate directory at the end of this Prospectus.

9.3 Rights and liabilities attaching to Notes

The rights and liabilities attaching to Notes are contained in the Terms set out in Appendix A. Rights and liabilities attaching to Notes may also arise under the Trust Deed (refer to Section 9.5), Corporations Act, Listing Rules, the SEEK constitution and other laws.

9.4 Rights and liabilities attaching to Shares

The Shares issued on conversion of Notes will rank equally with all existing Shares. The rights attaching to Shares are set out in SEEK's constitution, which is available free of charge from SEEK.

The following is a summary of key rights currently attaching to Shares. It is not intended to be an exhaustive or definitive summary of the rights attaching to Shares.

For personal use only

9. Additional Information (cont.)

Voting rights

Each Shareholder is entitled to receive notice of, attend and vote at meetings of Shareholders.

Each Shareholder present in person at a meeting of Shareholders (in person, via proxy, by attorney, or, if a corporation, by an appointed representative) has one vote on a show of hands and, on a poll, one vote for each fully paid Share held.

Dividends

The Board may resolve to pay dividends to holders of Shares in its discretion, in accordance with relevant law. The Corporations Act provides that dividends on Shares may only be paid if:

- (a) SEEK's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- (b) the payment of the dividend is fair and reasonable to Shareholders as a whole; and
- (c) the payment of the dividend does not materially prejudice SEEK's ability to pay its creditors.

Shares issued on conversion of any Note will not share in any dividend, other distribution or entitlement in respect of Shares declared or paid or made in respect of financial periods ending on or prior to the date of issue of those Shares.

Transfer

Subject to relevant law, the Listing Rules, the ASX Settlement Operating Rules and SEEK's constitution, Shares may be transferred by:

- (a) a transfer document in writing executed by the transferor and the transferee (or stamped by their respective brokers); or
- (b) any other form approved by the Board.

If required by the Listing Rules or if a proposed transfer would result in a breach of the Listing Rules, except in limited circumstances, the Board must procure that a holding lock be applied to prevent the transfer of Shares from being registered.

Winding-up

If SEEK is wound-up, whether voluntarily or otherwise, the liquidator may divide SEEK's assets among the Shareholders in kind or in specie.

The ranking of Shares is set out in Section 1.3.

Variation of rights

The rights attaching to Shares in the constitution may be varied with either:

- the written consent of the holders of not less than 75% of the issued Shares; or
- the sanction of a special resolution passed at a separate general meeting of Shareholders.

Additionally, the rights conferred on Shareholders will be varied by the issue of further shares that rank equally with the Shares, unless otherwise provided by the relevant terms of issue.

9.5 Summary of the Trust Deed

SEEK entered into a Trust Deed constituted under Victorian law, with Australian Executor Trustees Limited as the Trustee, on or about the date of this Prospectus. The Terms are set out as a schedule to the Trust Deed. The Terms are also set out in Appendix A to this Prospectus.

SEEK will provide a copy of the Trust Deed upon request free of charge to potential investors during the period until the Issue Date and thereafter to Holders of Notes. A copy of the Trust Deed can be obtained free of charge by any person who requests it during the Offer Period, by calling 1300 652 061 or +613 9415 4018 (Monday to Friday – 8:30am to 5:30pm).

For personal use only

The Trustee has agreed to act as the trustee of the assets and rights held on trust for Holders (as described below) pursuant to the terms of the Trust Deed. Notes are issued subject to the terms and conditions contained in the Trust Deed.

The Trustee is not responsible for monitoring compliance by SEEK with its covenants and obligations under the Trust Deed or any other activities or status of SEEK except as required by law. In this regard, the Trustee is subject to certain statutory duties imposed on it under Chapter 2L of the Corporations Act including to:

- exercise reasonable diligence to ascertain whether:
 - the property of SEEK that is or should be available will be sufficient to repay the amounts lent by Holders in respect of Notes; and
 - SEEK has breached the Terms, the Trust Deed or the provisions of Chapter 2L of the Corporations Act,
- and unless the Trustee is satisfied the breach is not material, it must do everything in its power to ensure SEEK remedies such a breach.

The following is a summary only of the principal provisions of the Trust Deed.

(a) Priority of the Trustee

All moneys that are received by the Trustee under the Trust Deed will be applied first in payment of any amounts owing to the Trustee in connection with the Trust Deed, second in or towards payment of all Distributions due but unpaid under the Notes, third in or towards payment of all amounts remaining unpaid under the Notes in respect of a Redemption and fourth in or towards payment of all other amounts remaining unpaid under the Notes. The balance (if any) of the money remaining after those payments will be returned to SEEK.

(b) Appointment of Trustee and declaration

The Trustee holds on trust for Holders:

- a trust settlement sum of \$10.00;
- the right to enforce SEEK's duty to repay under the Notes;
- the right to enforce SEEK's obligation to pay all other amounts payable under the Notes;
- the right to enforce any other duty or obligation that SEEK has under the Terms, the Trust Deed or Chapter 2L of the Corporations Act; and
- any other property held by the Trustee on trust under the Trust Deed (including, without limitation, the benefit of any covenants, undertakings, representations, warranties, rights, powers, benefits or remedies in favour of the Trustee under the Trust Deed).

(c) SEEK undertakings

SEEK has undertaken to the Trustee that it will, among other things:

- pay the amount due and payable in respect of the Notes under and in accordance with the Trust Deed;
- comply with its obligations under the Terms; and
- comply with all statutory and regulatory requirements applicable to it (including under Chapter 2L of the Corporations Act) to the extent they relate to obligations under the Trust Deed, where failure to do so would be likely to have a material adverse effect on the business, property, condition or operations of SEEK, or the ability of SEEK to perform its obligations under the Trust Deed, or the validity or enforceability of the whole or any material part of the Trust Deed or any rights or remedies of the Holders (or the Trustee on behalf of the Holders) under the Trust Deed.

(d) Trustee Limitation of Liability

The Trustee is not liable to SEEK, the Holders or any other person in any capacity other than as Trustee of the Trust Deed, except where the Trustee acts fraudulently, negligently or wilfully defaults under the Trust Deed.

9. Additional Information (cont.)

(e) Action by Trustee

The Trustee is required at all times, to act in accordance with its obligations under the Terms, the Trust Deed, the Corporations Act and applicable law.

Subject to the Trust Deed, the Trustee need not take any action to enforce the Trust Deed in accordance with its terms unless all of the following conditions are met:

- the Trustee is requested to take action by Holders who hold in aggregate one fifth or more of the Face Value of all Notes then outstanding or by a Special Resolution; and
- the Trustee is indemnified to its reasonable satisfaction against:
 - all actions, proceedings, claims and demands to which the Trustee may render itself liable by taking such action;
 - all costs, charges, fees and expenses which the Trustee may incur in taking the action; and
 - all management time spent by employees or officers of the Trustee in relation to such action; and
- the action is not prohibited under the Trust Deed and the Trustee is not restricted or prohibited by any order of any competent court or any applicable law.

(f) Direct action by Holder

No Holder is entitled to proceed directly against SEEK to enforce any right or remedy under or in respect of any Note, unless the Trustee, having become bound to proceed, fails to do so within a reasonable period and such failure is continuing.

(g) Fees and expenses

Under the Trust Deed, SEEK will pay the Trustee by way of a fee for its services such amounts as may be agreed between SEEK and the Trustee. The agreed fees are an initial establishment fee of \$5,000 and an annual fee of \$20,000. SEEK will also pay the Trustee's costs and expenses arising out of, among other things, the Trustee acting as trustee under the Trust Deed (including reasonable legal fees, costs and disbursements) as well as additional fees for any enforcement action that the Trustee takes in relation to the Trust Deed or any duties agreed by SEEK to be outside the scope of the normal duties of the Trustee.

(h) Retirement and removal

The Trustee may retire by giving written notice to SEEK, which will not be effective until 60 days after the date of the notice has passed and provided that the appointment of a new trustee is effective. The Trustee may be removed by SEEK if, among other things:

- the Trustee cannot be a trustee under section 283AC of the Corporations Act;
- the Trustee has acted fraudulently, negligently or is in wilful default, or is in breach of trust or in breach of section 283DA of the Corporations Act, and where such breach is capable of rectification, the Trustee has not rectified the breach within seven Business Days of receiving a notice from SEEK of its occurrence;
- any licence, consent, authorisation or similar thing the Trustee is required to hold to carry out its obligations under the Trust Deed is revoked or not renewed;
- SEEK is requested to do so by a meeting of Holders called under the Trust Deed; or
- the Trustee becomes subject to an Insolvency Event.

SEEK must appoint a new trustee following the retirement or removal of the Trustee.

(i) Substituted issuer

SEEK may substitute itself as principal debtor under the Trust Deed. It may only do so with the agreement of the Trustee, if SEEK is satisfied that the interests of Holders will not be materially prejudiced by the substitution, a substitution deed is entered into by SEEK whereby the substitute entity agrees to be bound by the Trust Deed and Terms, the obligations of the substitute entity are guaranteed by SEEK, and certain other conditions are met.

(j) Meetings

A meeting of Holders has the power, by Holder resolution to:

- give directions to the Trustee as to; or
- authorise, ratify or confirm anything the Trustee has done or omitted to do in respect of, the performance or exercise of any of its duties, rights, powers and remedies under the Trust Deed or Notes, or any other instrument to which the Trustee is or becomes a party in its capacity as trustee under the Trust Deed.

The Holders may by Special Resolution, approve the release of the Trustee from liability for anything done or omitted to be done by the Trustee or any other person.

Each Holder is entitled to one vote on a show of hands. On a poll, each Holder is entitled to one vote for each Note that the person holds.

(k) Alteration

The Trust Deed may be amended in a manner similar to the manner in which Terms may be amended (as set out in Clause 9 of the Terms).

9.6 Summary of the Offer Management Agreement

Overview

SEEK and the Joint Lead Managers entered into the Offer Management Agreement on 4 June 2012. Under the Offer Management Agreement, SEEK appointed Commonwealth Bank, Goldman Sachs and NAB as Joint Lead Managers, and Goldman Sachs as settlement agent for the Offer.

The following is a summary only of the principal provisions of the Offer Management Agreement. Under the Offer Management Agreement, the Joint Lead Managers have agreed to use their reasonable endeavours to procure applications for Notes in accordance with this Prospectus and the timetable set out in the Offer Management Agreement, including by conducting the Bookbuild described in this Prospectus, and to manage settlement of the Institutional Offer and Broker Firm Offer.

The Joint Lead Managers will provide settlement support for settlement obligations under the Institutional Offer and Broker Firm Offer.

Fees

The estimated aggregate fees payable by SEEK to the Joint Lead Managers under the Offer Management Agreement are approximately \$3.75 million (exclusive of GST). The actual amount payable will not be known until the issue of Notes. The aggregate fees comprise a structuring fee payable to Goldman Sachs and a management and selling fee payable to the Joint Lead Managers. The Joint Lead Managers are responsible for paying all pay-away fees, including selling fees or other commissions or fees, payable to Syndicate Brokers.

In addition, SEEK must pay or reimburse the Joint Lead Managers for all reasonable out of pocket expenses and costs (including travel expenses and legal costs) that the Joint Lead Managers incur in respect of the Offer.

Representations, warranties and undertakings

SEEK gives various representations, warranties and undertakings to the Joint Lead Managers, including that the Prospectus complies with (and will not breach) all applicable laws, including the Corporations Act and the Listing Rules.

SEEK also represents and warrants that, with the exception of any Notes issued under the Offer, it will not allot or agree to allot, or announce an issue of, indicate in any way that it may or will allot, or otherwise authorise the issue of, any publicly traded equal ranking, preference, subordinated debt or hybrid securities or make, agree to make or announce any buy-back of any security of SEEK, without the prior written consent of the Joint Lead Managers (such consent not to be unreasonably withheld or delayed), during the period commencing on the date of the Offer Management Agreement and ending 90 days after the Issue Date.

9. Additional Information (cont.)

Indemnity

SEEK agrees to indemnify the Joint Lead Managers and certain parties affiliated with them (Indemnified Party) against all claims, demands, damages, losses, costs, expenses, imposts (including tax) and liabilities (Losses) suffered by an Indemnified Party arising from or in conjunction with the Offer or the Offer Management Agreement.

This indemnity does not apply to the extent to which those Losses are finally judicially determined by a court of competent jurisdiction to have primarily resulted from the fraud, recklessness, wilful misconduct or gross negligence of that Indemnified Party.

Termination events

A Joint Lead Manager may terminate its obligations under the Offer Management Agreement by giving notice to SEEK and the other Joint Lead Managers, at any time after the first mentioned Joint Lead Manager becomes aware of the happening of any one or more of the following events:

- SEEK:
 - issues a supplementary or replacement prospectus pursuant to section 719 of the Corporations Act (other than the Replacement Prospectus) without the prior written consent of the Joint Lead Managers; or
 - in the reasonable opinion of that Joint Lead Manager, SEEK is required to issue a supplementary or replacement prospectus pursuant to section 719 of the Corporations Act (other than the Replacement Prospectus) and does not lodge that supplementary or replacement prospectus in the form approved by the Joint Lead Managers within two Business Days after being notified or becoming aware of a requirement to lodge a supplementary or replacement prospectus; or
- SEEK fails to deliver a certificate in accordance with the Offer Management Agreement; or
- approval is refused or not granted, other than subject to customary conditions, to the official quotation of all the Notes on ASX on or before the settlement date of the Offer, or if granted, the approval is subsequently withdrawn, qualified or withheld (or ASX makes an official statement to any person or indicates to SEEK or the Joint Lead Managers that official quotation will not be granted); or
- any of the following notifications are made:
 - ASIC gives notice of an intention to hold a hearing, issues an order or issues an interim order under section 739 of the Corporations Act except where such notice, interim order or order does not become public and is withdrawn within two Business Days; or
 - an application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the Offer or the offer documents or ASIC commences any investigation or hearing under Part 3 of the Australian Securities & Investments Commission Act 1989 (Cth) in relation to the Offer or the offer documents; or
 - any person (other than the Joint Lead Manager seeking to terminate) who has previously consented to the inclusion of its name in the Prospectus (or any supplementary or replacement prospectus) or to be named in the Prospectus withdraws that consent or any other person (other than the Joint Lead Manager seeking to terminate) whose consent to the issue of the Prospectus is required by section 716 of the Corporations Act refuses to give their consent; or
 - any person gives a notice under section 730 of the Corporations Act in relation to the offer documents; or
- SEEK withdraws, or indicates that it does not intend to proceed with, the Prospectus or the Offer; or
- the All Ordinaries Index of ASX, the S&P ASX 200 or the Dow Jones Industrial Average:
 - closes on 3 consecutive Business Days at a level which is 10% or more below the level of the relevant index as at the close of trading on the Business Day before the Margin is announced (Starting Level); or
 - closes on the second Business Day before the day on which the Notes are issued, at a level which is 10% or more below the Starting Level; or
 - closes on the last Business Day before the day on which the Notes are issued, at a level which is 10% or more below the Starting Level; or

For personal use only

- a statement contained in the offer documents is or becomes misleading or deceptive or likely to mislead or deceive; or
- SEEK or any of its Directors or officers (as that term is defined in the Corporations Act) engage in any fraudulent conduct or activity whether or not in connection with the Offer; or
- a Director of SEEK is:
 - charged with an indictable offence relating to any financial or corporate matter or fraudulent or misleading or deceptive conduct, or any government agency commences any public action against any of SEEK's Directors in their capacity as a Director of SEEK; or
 - disqualified from managing a corporation under Part 2D.6 of the Corporations Act; or
- the Trustee ceases to be licensed to act as a trustee for the purposes of Chapter 2L of the Corporations Act; or
- any event specified in the timetable in the Offer Management Agreement is delayed for more than two Business Days without the prior written consent of the Joint Lead Managers; or
- the Australian Taxation Office notifies SEEK that it will, or is likely to, deny Holders of Notes any franking credit benefits in respect of Distributions on Notes or that franking credits of SEEK will otherwise be disallowed.

A Joint Lead Manager may also terminate its obligations under the Offer Management Agreement at any time after that Joint Lead Manager becomes aware of the happening of any one or more of the following events, provided that in the actual and reasonable opinion of the Joint Lead Manager, the event: (i) has or is likely to have a material adverse effect on the outcome or success of the Offer or on settlement of the Offer; or (ii) leads or is likely to lead to a Joint Lead Manager being involved in a contravention of the Corporations Act or any other applicable law, or incurring a liability under the Corporations Act or any applicable law, regulation, treaty or administrative action:

- the occurrence of:
 - a suspension or limitation in trading in securities generally on ASX, the New York Stock Exchange and/or the London Stock Exchange; or
 - a suspension or limitation in trading in SEEK's securities on ASX (other than a trading halt in connection with the Offer); or
 - a general moratorium on commercial banking activities in Australia, the United States or the United Kingdom is declared by the relevant authorities, or there is a material disruption in commercial banking or securities settlement or clearance services in any of those places; or
 - any other calamity or crisis or any change in financial, political or economic conditions or currency exchange rates or controls in Australia, Hong Kong, the United States or the United Kingdom; or
- any of the offer documents do, or any aspect of the Offer does, not comply with the Corporations Act, the Listing Rules or any other applicable law or regulation; or
- a contravention by SEEK or any SEEK group member, of the Corporations Act or any legally binding requirement of ASIC or ASX, their constitution or any of the Listing Rules or other applicable law or regulation or any requirement, order or request, made by or on behalf of ASIC, ASX or any government agency; or
- any government agency commences any public action against SEEK (including a prosecution of or a hearing or investigation into, SEEK), or announces that it intends to take such action; or
- any licence, permit, authorisation or consent which is relevant to anything referred to in the offer documents or necessary to conduct the business of SEEK or a member of the SEEK group is repealed, revoked, terminated or expires in a manner unacceptable to that Joint Lead Manager acting reasonably; or

9. Additional Information (cont.)

- hostilities not presently existing commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, New Zealand, the United States, the United Kingdom, Indonesia, Malaysia, the People's Republic of China or any member state of the European Union, or a major terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries or elsewhere in the world; or
- a change in the board of Directors of SEEK occurs or there is a change to the Chief Executive Officer or Chief Financial Officer of SEEK; or
- there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State of Australia, a new law, or the Reserve Bank of Australia, or any Commonwealth or State, adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of the Offer Management Agreement), any of which does or is likely to prohibit or adversely affect the Offer, capital issues or stock markets; or
- a default by SEEK in the performance or observance of any of its obligations under the Offer Management Agreement or the Trust Deed occurs; or
- a representation or warranty made or given, or deemed to have been made or given by SEEK under the Offer Management Agreement is breached, or proves to be, or has been, or becomes not true or not correct; or
- a certificate is not true or correct or omits material information; or
- the due diligence report or any other information supplied by or on behalf of SEEK to a Joint Lead Manager in relation to the SEEK group or the Offer is misleading or deceptive (including by omission); or
- SEEK or a material subsidiary of SEEK is insolvent or there is an act or omission made which may result in SEEK or a material subsidiary of SEEK becoming insolvent; or
- SEEK is prevented from allotting and issuing the Notes within the time required by the timetable in the Offer Management Agreement, the Corporations Act, the Listing Rules, applicable laws, an order of a court of competent jurisdiction or a government agency; or
- any adverse change occurs (or becomes known) after lodgement of the Prospectus in the assets, liabilities, financial position or performance, profits, losses or prospects of the SEEK group (taken as a whole), including any adverse change in the assets, liabilities, financial position or performance, profits, losses or prospects of the SEEK group (taken as a whole) from those respectively disclosed in the offer documents or the offer materials; or
- SEEK or a material subsidiary of SEEK alters its share capital (other than in a way contemplated in the Prospectus) or its constitution or the Trust Deed without first obtaining the written consent of the Joint Lead Managers (which will not be unreasonably withheld or delayed); or
- SEEK or any of its Directors or officers are publicly alleged to have engaged in any fraudulent conduct or activity whether or not in connection with the Offer; or
- a Director is publicly alleged to have committed an indictable offence relating to any financial or corporate matter or fraudulent or misleading or deceptive conduct.

9.7 Consents to be named

Each of the parties referred to in the following table (except as discussed below it):

- has given and has not, before the lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus in the form and context in which it is named;
- has not made any statement in this Prospectus or any statement on which a statement made in this Prospectus is based; and
- does not cause or authorise the issue of the Prospectus, and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any statements in or omissions from this Prospectus.

Role	Consenting parties
Structuring Adviser, Joint Lead Manager and Settlement Agent	Goldman Sachs
Joint Lead Manager	Commonwealth Bank
Joint Lead Manager	NAB
Legal adviser	Clayton Utz
Accounting adviser	PwC Securities
Auditor	PricewaterhouseCoopers
Australian tax adviser	PricewaterhouseCoopers
Trustee	Australian Executor Trustees Limited
Registry	Computershare Investor Services Pty Limited

PricewaterhouseCoopers has given and has not, before the lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus as tax adviser and for the inclusion of statements by it, consisting of the taxation summary in Section 7 of this Prospectus in the form and context in which it appears in Section 7.

PwC Securities has given and has not, before the lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus as accounting adviser and for the inclusion of statements by it, consisting of the Investigating Accountant's Report in Section 4 of this Prospectus in the form and context in which it appears in Section 4.

9. Additional Information (cont.)

9.8 ASX confirmation

SEEK has received in principle confirmation that ASX will classify Notes as equity securities, and:

- the Terms are appropriate and equitable for the purposes of ASX Listing Rule 6.1;
- that Notes are not classified as “preference securities” for the purposes of Listing Rules 6.4 to 6.7;
- Listing Rule 6.12 does not apply to the Terms, which allow divestment to occur in accordance with the Terms;
- For the purposes of Listing Rule 7.1.4, ASX agrees to the conversion rate of Notes into Shares being calculated using the 20 day VWAP of Shares leading up to the date SEEK announces the Offer, in accordance with the formula specified in the Terms in respect of conversion; and
- Listing Rule 10.11 has been waived to the extent necessary to permit Directors and their related parties to participate in the Offer, without Shareholder approval, subject to the following conditions:
 - The Directors and their related parties are collectively restricted to applying for no more than 0.2% of the total number of Notes issued.
 - SEEK releases the terms of the waiver to the market when the Offer is announced.
 - When Notes are issued, SEEK announces to the market the total number issued to Directors and their related parties.

9.9 Privacy statement

SEEK collects personal information from you in order to process your application, administer your investment and keep in touch with you about your investment.

SEEK may disclose this information on a confidential basis to its subsidiaries and companies, as well as agents, contractors and third party service providers that provide services on its behalf (for example, the Registry and a printing firm or mailhouse engaged to print and mail statements to you).

If you used a financial adviser who recommended your investment in Notes, then details of your investment may be provided to that adviser.

SEEK will also disclose your information if required to do so by law or if you consent to or request the disclosure.

If you think SEEK’s records of your personal information are incorrect or out of date, it is important that you contact SEEK so that your records can be corrected. You may (subject to permitted exceptions) access the personal information SEEK holds on you at any time by contacting the Registry in writing. SEEK is permitted to charge a fee for such access but does not intend to do so.

You may choose not to give your personal information or to limit the information you provide to SEEK. Depending on the type of information you withhold, SEEK may not be able to process your application efficiently (if at all), or make payments to you.

For personal use only

9.10 Governing law

This Prospectus and the contracts that arise from the acceptance of the applications and bids under this Prospectus are governed by the laws applicable in Victoria and each applicant for Notes under this Prospectus and each bidder submits to the exclusive jurisdiction of the courts of Victoria.

9.11 Litigation Disclosure

SEEK has disclosed that Brasil Online Holdings (in which SEEK holds a 51% interest – refer to Section 3.3.2) is currently involved in a number of tax and legal proceedings (source: SEEK's 30 June 2011 and 31 December 2011 financial statements).

As at 31 December 2011 Brasil Online Holdings recognised a provision of BRL45.9 million (A\$24.1 million) for probable outflow of these cases and identified contingent liabilities of BRL 213.0 million (A\$112.1 million). SEEK believes it could take a number of years for these proceedings to come to a conclusion and as a result there is a significant degree of uncertainty on the quantum and timing of the likely settlement. In the event that Brasil Online Holdings is wholly unsuccessful in the proceedings, the difference between the settlement amounts and the amounts currently provided for may be material.

SEEK controls and consolidates Brasil Online Holdings after acquiring an additional 21% stake on 1 June 2012, taking its ownership interest from 30% to 51%. Australian accounting standards allow SEEK twelve months in which to finalise their assessment of the acquired assets and liabilities of Brasil Online Holdings. SEEK will reassess Brasil Online Holding's provisions as part of this exercise and will adjust the provisions, where necessary, as part of their purchase price allocation.

9.12 Statement of Directors

This Prospectus is authorised by each Director who consents to its lodgement with ASIC and its issue.

For personal use only

Appendix A: Terms

Contents

1. General	100	5. Ranking and Subordination	107
1.1 Form	100	5.1 Ranking	107
1.2 Face Value	100	5.2 Effect of a winding-up	107
1.3 Issue	100	5.3 Subordination	107
1.4 Title and Transfer	100	5.4 Holder Acknowledgments	107
1.5 Business Day	100	6. Enforcement	108
2. Distributions on the Notes	100	7. General rights	108
2.1 Distributions	100	7.1 No restrictions on other issues	108
2.2 Margin	101	7.2 Participation in new issues	108
2.3 Fully Franked Distribution	101	7.3 Further assurances	108
2.4 Payment of Distribution	101	7.4 Appointment of agent	108
2.5 Non-cumulative Distributions	101	8. Quotation on ASX	108
2.6 Calculation of Distributions	101	9. Amendments to the Terms	109
2.7 Distribution Payment Dates	101	9.1 Amendments without consent	109
2.8 Record Dates	102	9.2 Amendments with consent	109
2.9 Withholding Obligations	102	9.3 No consent of holders of Senior Obligations	109
3. Dividends on Shares	102	10. Payments	110
3.1 Restrictions on dividend payments on Shares	102	10.1 Method of Payment to Holders	110
3.2 Restrictions in case of non-payment of Notes Distributions	102	10.2 Payments subject to applicable laws	110
3.3 Payment of an Optional Distribution	103	10.3 Unsuccessful attempts to pay	110
4. Conversion and Redemption	103	10.4 Payment to joint Holders	110
4.1 Conversion and Redemption	103	11. Company substitution	110
4.2 Conversion or Redemption events	104	12. Time limit for claims	110
4.3 Conversion or Redemption Date	104	13. Governing Law	110
4.4 Priority of Conversion and Redemption notices	105	14. Jurisdiction	111
4.5 Conversion and additional Shares	105	15. Interpretations and definitions	111
4.6 Adjustments to VWAP	106	15.1 Interpretation	111
4.7 Discretionary adjustments to VWAP	106	15.2 Definitions	112
4.8 Purchase of Notes	106		
4.9 Cancellation	106		

For personal use only

Appendix A: Terms (cont.)

1. General

1.1 Form

Notes are constituted by the Trust Deed and issued on these Terms in registered uncertificated form.

No certificate will be issued to a Holder unless the Company determines that a certificate should be available or is required by any applicable law or regulation.

1.2 Face Value

The face value will be \$100 per Note (Face Value).

1.3 Issue

The Company may issue Notes at any time to any person at an issue price of \$100 per Note or such other price as the Company may choose.

1.4 Title and Transfer

The provisions relating to title and transfer of Notes are set out in clause 17 of the Trust Deed.

1.5 Business Day

Where these Terms require any payment or calculation to be made, or a Conversion Date, Redemption Date or Call Date falls, on a day that is not a Business Day (Original Date), that payment or calculation must be made, the Conversion or Redemption must occur, or the Call Date will be deemed to occur, on the first Business Day following that date (Substituted Date) and where this clause applies in respect of the payment of a Distribution Entitlement:

- (a) the Distribution Payment Date for that Distribution Entitlement is the Substituted Date instead of the Original Date;
- (b) the Distribution Period for the Distribution Entitlement goes until but does not include the Substituted Date rather than the Original Date; and
- (c) the Distribution Period for the next Distribution Entitlement starts from the Substituted Date instead of the Original Date.

2. Distributions on Notes

2.1 Distributions

Subject to these Terms, including without limitation clauses 2.4 and 2.5, the Holder of Notes is entitled to a Distribution in respect of a Note for each Distribution Period (the Distribution Entitlement) calculated in accordance with the following formula:

$$\text{Distribution} = \frac{\text{DR} \times \$100 \times \text{N}}{365}$$

where:

- N is the number of days in that Distribution Period; and
- DR is the Distribution Rate for each Distribution Period up to but not including the Call Date as the greater of:
- (a) (Swap Rate + Margin) x (1-Tax Rate); and
 - (b) 8.60% x (1-Tax Rate),

and for each Distribution Period commencing on or after the Call Date, will be calculated and set on the first Business Day in the Distribution Period, in accordance with the following formula:

For personal use only

(Market Rate + Margin) x (1-Tax Rate)

where:

Tax Rate is the prevailing Australian corporate tax rate applicable to the franking account of the Company from which the Distribution will be franked at the Distribution Payment Date, expressed as a decimal.

2.2 Margin

The Margin expressed as a percentage per annum is:

- (a) for each Distribution Period commencing prior to the Call Date, [•]%, set by bookbuild; and
- (b) for each Distribution Period commencing on or after the Call Date, [•]%, set by bookbuild, plus 2.00%.

2.3 Fully Franked Distribution

If any Distribution is not franked to 100% under Part 3-6 of the Tax Act or a franked distribution is subject to a determination covered by paragraph 207-145 (1)(b) or paragraph 207-145 (1)(c) of the Tax Act (or any provisions that revise or replace those provisions), the Distribution will be adjusted in accordance with the following formula:

$$\text{The amount determined under clause 2.1} \times \frac{1}{1 - [\text{Tax Rate} \times (1 - f)]}$$

where:

Tax Rate has the same meaning as in clause 2.1; and

f is the Franking Rate applicable to that Distribution.

2.4 Payment of Distribution

The payment of a Distribution and any Optional Distribution is subject to the Directors, at their discretion, resolving to pay the Distribution or Optional Distribution.

2.5 Non-cumulative Distributions

The entitlement of a Holder to the payment of a Distribution in respect of a Note is non-cumulative so that if, because of the provisions of clause 2.4, a Distribution is not paid in respect of a Distribution Period or the Distribution paid in respect of a Distribution Period is less than the Distribution Entitlement for that Distribution Period, the Holder has no claim in relation to, and the Company has no liability to pay, that Distribution Entitlement or the balance of that Distribution Entitlement and such non-payment does not constitute an event of default. No interest accrues on any unpaid Distributions and the Holders have no claim or entitlement in respect of interest on any unpaid Distributions.

2.6 Calculation of Distributions

All calculations of Distributions will be rounded to four decimal places. For the purposes of making any Distribution payment in respect of a Holder's total holding of Notes, any fraction of a cent will be disregarded.

2.7 Distribution Payment Dates

Subject to this clause 2, Distributions will be payable in arrears on:

- (a) 31 December 2012 and thereafter on 29 June and 29 December in each year until all Notes are Converted or Redeemed, or purchased and cancelled pursuant to clauses 4.8 and 4.9; and
- (b) the Conversion Date or Redemption Date determined under clause 4.3.

Appendix A:

Terms (cont.)

2.8 Record Dates

- (a) A Distribution is only payable to those persons registered as Holders on the Record Date for that Distribution.
- (b) An Optional Distribution is only payable to those persons registered as Holders on the Record Date for that Optional Distribution.
- (c) In the case of a Distribution payable under clause 2.7(b), the Distribution is only payable to those Holders whose Notes are subject to Conversion or Redemption on the relevant Conversion Date or Redemption Date.

2.9 Withholding Obligations

The Company will be entitled to deduct from any Distribution or Optional Distribution payable to a Holder the amount of any withholding or other tax, duty or levy required by law to be deducted in respect of such amount. If any such deduction has been made and the amount of the deduction accounted for by the Company to the relevant revenue authority and the balance of the amount payable has been paid to the Holder concerned, then the full amount payable to such Holder is deemed to have been duly paid and satisfied by the Company. The Company must pay the full amount required to be deducted to the relevant revenue authority within the time allowed for such payment.

3. Dividends on Shares

3.1 Restrictions on dividend payments on Shares

A dividend restriction in relation to dividends on Shares (Dividend Restriction) will apply in accordance with clause 3.2:

- (a) if the Distribution Entitlement for Notes in respect of a Distribution Period is not paid or otherwise satisfied in full within 20 Business Days after the Distribution Payment Date for that Distribution Period, in which case the Dividend Restriction will apply from the date that is 20 Business Days after the Distribution Payment Date until such time as:
 - (i) a Distribution is paid in respect of two consecutive Distribution Periods equal to the Distribution Entitlements for those Distribution Periods; or
 - (ii) an Optional Distribution is paid to Holders in accordance with clause 3.3; or
 - (iii) all Notes have been Converted or Redeemed, or otherwise purchased and cancelled pursuant to clauses 4.8 and 4.9.
- (b) at all times after the Call Date, unless no Notes are outstanding at that point in time.

3.2 Restrictions in case of non-payment of Notes Distributions

- (a) Subject to clause 3.2(b), if a Dividend Restriction applies in accordance with clause 3.1, the Company must not without Holder approval by way of a Special Resolution:
 - (i) declare or pay a cash dividend or make any distribution on any Junior Ranking Obligation; or
 - (ii) redeem, reduce, cancel (in connection with a reduction of capital), buy back or acquire for any consideration any Junior Ranking Obligation.
- (b) The restrictions in clause 3.2(a) do not apply to any payment, distribution or declaration of a dividend in connection with any employee incentive plan, or the issuance of rights, shares or other property under any employee incentive plan, or the redemption or repurchase of rights pursuant to the plan.

3.3 Payment of an Optional Distribution

Without derogating from the fact that the Distribution Entitlement is non-cumulative and that the Directors are under no obligation to resolve to pay a Distribution, if at any time:

- (a) the Directors resolve to pay, and fix a date for payment of, a Distribution other than a Distribution payable in respect of a Distribution Period under clause 2.7; and
 - (b) the amount of that Distribution equals the aggregate amount of the Shortfall as at such time,
- then once that Distribution (Optional Distribution) is paid it will be treated as if it had been paid for the purposes of this clause 3 so that the restrictions on the Company in clause 3.2 shall no longer apply.

4. Conversion and Redemption

4.1 Conversion and Redemption

- (a) Upon Conversion of any Notes, the Company must on the relevant Conversion Date redeem each of the Notes to be Converted for an amount equal to its Face Value and apply that amount in payment to the Company for the issue of fully paid Shares to the Holder in accordance with these Terms. Each Holder is taken to have irrevocably directed that any amount payable under this clause is to be applied as provided for in this clause and acknowledges that the application of the Face Value of each Note to be Converted in this manner and the associated issue of Shares to the Holder is in full and final satisfaction of the redemption of each Note being Converted.
- (b) The redemption of Notes and issue of Shares in accordance with clause 4.1(a) is, for the purposes of these Terms, together termed 'Conversion'. Upon Conversion, each Holder irrevocably consents to becoming a member of the Company and agrees to be bound by the Constitution.
- (c) Each Holder irrevocably agrees that it is obliged to accept the Shares issued to it upon Conversion, notwithstanding anything that might otherwise affect the Conversion, including:
 - (i) any change in the financial position of the Company and its subsidiaries since the Issue Date;
 - (ii) any disruption to the market or potential market for the Shares or to capital markets generally; and
 - (iii) any breach by the Company of the Trust Deed.
- (d) Each Share issued on Conversion ranks equally with all other Shares then on issue.
- (e) If the Company determines to Redeem Notes and gives Holders a Redemption Notice, the Company must, subject to clause 4.4(d) requiring Conversion of Notes, on the relevant Redemption Date, Redeem each Note for an amount equal to its Face Value. For each Note that is being Redeemed, the Company will be required to pay to each Holder the Face Value in cash on the relevant Redemption Date. Each Holder acknowledges that the payment to it of the Face Value of each Note in this manner is in full and final satisfaction of the Redemption of each Note being Redeemed.

Appendix A:

Terms (cont.)

4.2 Conversion or Redemption events

- (a) The Company must give notice to the Holders as soon as reasonably practicable (but no more than 5 Business Days) after an Approved Change in Control Event specifying the fact of the Approved Change in Control Event and notifying the Holder of its right to Convert under clause 4.2(b).
- (b) In the case of an Approved Change in Control Event, Holders may elect the Conversion of some or all of their Notes by giving to the Company a Conversion Notice (in such form as the Company may reasonably accept or as required by the Listing Rules) in accordance with this clause 4.2(b). A Conversion Notice may only be given by a Holder on any date that is within 10 Business Days of being notified by the Company of the occurrence of an Approved Change in Control Event. This right is subject to clause 4.4(c). A Conversion Notice given by a Holder is irrevocable unless otherwise agreed by the Company.
- (c) The Company may in the circumstances set out in this clause 4.2(c) elect the Conversion of all Notes by giving Holders a Conversion Notice or may elect the Redemption of all Notes by giving Holders a Redemption Notice. A Conversion Notice or a Redemption Notice may be given by the Company:
- (i) at least 35 Business Days (but no more than three months) before:
 - A. the Call Date; or
 - B. any Distribution Payment Date after the Call Date;
 - (ii) on any date after the Company resolves that a Regulatory Event has occurred;
 - (iii) on any date following the occurrence of a Change in Control Event.

Where the Company gives a Conversion Notice or a Redemption Notice under this clause 4.2(c):

- (iv) the Company may state in that notice that the Conversion or Redemption of all Notes is conditional on some act or event occurring or not occurring;
 - (v) the Company may state in that notice that the notice it is irrevocable; and
 - (vi) the notice must include any other information the Company considers necessary to effect the Conversion or Redemption in an orderly manner.
- (d) In the event that the Company or any subsidiary of the Company has, individually or in aggregate, purchased (and had cancelled) Notes equal to or in excess of 80% of the aggregate Face Value of the Notes issued on the Issue Date, the Company may elect to Redeem all remaining Notes by providing a Redemption Notice which gives at least 20 Business Days but no more than 45 Business Days' irrevocable notice to Holders of the Redemption.

4.3 Conversion or Redemption Date

The Conversion Date or the Redemption Date will be:

- (a) in the case of a notice given in accordance with clause 4.2(c)(i)A, the Call Date;
- (b) in the case of a notice given in accordance with clause 4.2(c)(i)B, the next Distribution Payment Date;
- (c) in the case of a notice given in accordance with clause 4.2(c)(ii), the last Business Day of the month following the month in which the notice was given unless the Company determines an earlier Redemption Date or Conversion Date (as the case may be) as notified in the notice issued by the Company;
- (d) in the case of a notice given in accordance with clause 4.2(b), the date that is 20 Business Days after the date that the Company advised Holders of the Approved Change in Control Event;

- (e) in the case of a notice given in accordance with clause 4.2(c)(iii), the date that is 20 Business Days after the date that the notice was issued by the Company;
- (f) in the case of a notice given in accordance with clause 4.2(d), the first Business Day after the expiration of the notice period specified in the Redemption Notice given in accordance with clause 4.2(d).

4.4 Priority of Conversion and Redemption notices

- (a) A Conversion Notice or a Redemption Notice issued by the Company must apply to all Notes.
- (b) A Conversion Notice issued by a Holder may apply to some or all Notes owned by the Holder at the Conversion Date.
- (c) A Conversion Notice given by the Company will prevail over any Conversion Notice given by a Holder.
- (d) A Conversion Notice given by a Holder in respect of an Approved Change in Control will prevail (with respect to the outstanding Notes the subject to the Holder's Conversion Notice) over any Redemption Notice given by the Company in respect of the same Approved Change in Control.

4.5 Conversion and additional Shares

- (a) Subject to clause 4.5(b) and clause 4.5(c), Notes subject to a Conversion Notice will Convert on the Conversion Date into a whole number of Shares based on the following:

Number of Shares = Conversion Ratio x number of Notes subject to Conversion

where:

$$\text{Conversion Ratio} = \frac{\text{Face Value}}{97.5\% \times \text{VWAP}}$$

and:

VWAP means the VWAP during the Reference Period for that Conversion, adjusted as necessary in accordance with clause 4.6 and 4.7.

- (b) In the case of a Conversion as a result of a Change in Control Event, the denominator used to calculate the Conversion Ratio in clause 4.5(a) will be the lesser of:
 - (i) 95% of the Offer Price; and
 - (ii) VWAP during the Reference Period for that Conversion (adjusted as necessary in accordance with clauses 4.6 and 4.7) plus 50% of the amount calculated by subtracting that VWAP amount (as adjusted) from the Offer Price.
- (c) Where the total number of Shares to be issued on Conversion to a Holder includes a fraction, that fraction will be disregarded.

Appendix A:

Terms (cont.)

4.6 Adjustments to VWAP

Subject to clause 4.7, for the purposes of calculating VWAP in clause 4.5:

- (a) where, on some or all of the Business Days in the Reference Period, Shares have been quoted on ASX as cum dividend or cum any other distribution or entitlement and Notes will Convert into Shares after the date those Shares no longer carry that entitlement, then the VWAP on the Business Days on which Notes have been quoted cum dividend or cum entitlement shall be reduced by an amount (**Cum Value**) equal to:
- (i) (in the case of a dividend or other distribution), the amount of that dividend or distribution including, if the dividend is franked, the amount that would be included in the assessable income of a recipient of the dividend or distribution who is a natural person under the Tax Act;
 - (ii) (in the case of an entitlement which is traded on ASX on any of those Business Days), the volume weighted average price of all such entitlements sold on ASX during the Reference Period on the Business Days on which those entitlements were traded; or
 - (iii) (in the case of an entitlement not traded on ASX during the Reference Period), the value of the entitlement as reasonably determined by the Directors; and
- (b) where, on some or all of the Business Days in the Reference Period, Shares have been quoted ex dividend, ex distribution or ex entitlement, and Notes will Convert into Shares which would be entitled to receive the relevant dividend, distribution or entitlement, the VWAP on the Business Days on which those Shares have been quoted ex dividend, ex distribution or ex entitlement shall be increased by the Cum Value.

Any alteration under this clause 4.6 will be binding on and must be notified to the Holders by the Company.

4.7 Discretionary adjustments to VWAP

The Directors may decide to exclude any trade from the calculation of VWAP that they reasonably determine is not representative of the general price at which Shares traded on ASX during the Reference Period.

Any alteration under this clause 4.7 will be binding on and must be notified to the Holders by the Company.

4.8 Purchase of Notes

The Company or any subsidiary of the Company may, subject to applicable laws and the Listing Rules and any rules of any other securities exchange on which any Notes are quoted from time to time, at any time purchase or procure others to purchase beneficially for its account, Notes in any manner and at any price. Such acquired Notes may be surrendered for cancellation or held or resold.

4.9 Cancellation

All Notes which are:

- (a) Redeemed or Converted; or
- (b) purchased by or on behalf of the Company or any subsidiary of the Company and which the Company elects to cancel,

will promptly be cancelled, and accordingly may not be held, reissued or resold.

For personal use only

5. Ranking and Subordination

5.1 Ranking

The Notes constitute obligations of the Company that are unsecured and subordinated on the terms set out in clause 5.3. Holder Claims will at all times rank equally and without any preference among themselves.

5.2 Effect of a winding-up

Subject to clause 5.3, in the event of a Winding-Up,

- (a) the Face Value of Notes; and
- (b) any Distributions or Optional Distributions resolved to be paid by the Directors in accordance with clause 2.4 but remaining unpaid,

shall immediately become due and payable.

5.3 Subordination

The Holder Claims will in the Winding-Up of the Company, rank in such Winding-Up:

- (a) junior to the rights and claims of the holders of all Senior Obligations of the Company;
- (b) equally and without preference among themselves and equally and without any preference among the rights and claims of the holders of any Equal Ranking Obligations of the Company; and
- (c) senior to the rights and claims of holders of any Junior Ranking Obligations, and, for the purposes of giving effect to this ranking, in any Winding-Up of the Company the Holder Claims:
 - (d) are subordinated and postponed and subject in right of payment to payment in full of the rights and claims of the holders of Senior Obligations of the Company; and
 - (e) may only be proved as a debt which is subject to prior payment in full of the rights and claims of the holders of Senior Obligations of the Company.

5.4 Holder Acknowledgments

Each Holder acknowledges and agrees that:

- (a) clause 5.3 is a debt subordination clause for the purposes of section 563C of the Corporations Act;
- (b) the claims of holders of Senior Obligations to which the Holder is subordinated include such holder's entitlement to interest under section 563B of the Corporations Act and the Holder does not have, and waives to the maximum extent permitted by law, any entitlement to interest under section 563B of the Corporations Act;
- (c) the debt subordination effected by clause 5.3 is not affected by any act or omission of the Company or the holder of a Senior Obligation which might otherwise affect it at law or in equity;
- (d) it must pay or deliver to the liquidator of the Company any amount or asset received on account of its claim in the Winding-Up in respect of Notes in excess of its entitlement under clauses 5.2 and 5.3;
- (e) it must pay in full all liabilities it owes the Company before it may receive any amount or asset on account of its claim in the Winding-Up;
- (f) to the maximum extent permitted by applicable law, it may not exercise or claim (nor will the Trustee exercise or claim on its behalf) any right of set-off or counterclaim in respect of any amount owed by it to the Company against any amount owed to it by the Company in respect of Notes or under the Trust Deed and it shall waive and be deemed to have waived such rights of set-off or counter-claim; and
- (g) it may not exercise any voting rights as a creditor in a Winding-Up in a manner that is inconsistent with the subordination contemplated in clause 5.3.

Appendix A: Terms (cont.)

6. Enforcement

- (a) The Trustee may at any time, at its discretion and without further notice, institute such proceedings against the Company as it may think fit to enforce any term or condition binding on the Company under the Trust Deed or these Terms, except that the Trustee must not institute any proceedings or take any steps to enforce any payment obligations of the Company under or arising from the Trust Deed or these Terms (including, without limitation, payment of any Face Value, Distribution or Optional Distribution in respect of Notes, and including any damages awarded for the breach of any obligations) and in no event shall the Company, by virtue of the institution of any such proceedings or steps, be obliged to pay any sum or sums in cash or otherwise, sooner than the same would otherwise have been payable by it under these Terms.
- (b) Except as permitted by this clause 6, no remedy against the Company shall be available to the Trustee or the Holders in respect of any breach by the Company of any of its obligations under the Trust Deed or these Terms, other than payment of the costs, charges, liabilities, expenses or remuneration of the Trustee.

7. General rights

7.1 No restrictions on other issues

The Company may from time to time, without the consent of the Trustee or the Holders:

- (a) create and issue new Notes having the same terms (except in relation to the Issue Date, the first Distribution Period, the first Distribution Payment Date and the amount to be paid in respect of the first payment of Distribution) as, and so that they shall be consolidated and form a single series and rank *pari passu* with, Notes then outstanding; or
- (b) issue any other bonds, notes, shares or any other form or type of securities, or incur or guarantee any indebtedness, upon such terms as it may think fit in its sole discretion including Senior Obligations, Equal Ranking Obligations or Junior Ranking Obligations.

7.2 Participation in new issues

Notes confer no rights to subscribe for new securities in the Company or to participate in any bonus or rights issues by the Company.

7.3 Further assurances

If the Company decides to Convert or Redeem Notes under these Terms, each Holder must:

- (a) provide all documentation and execute any authorisation or power necessary; and
- (b) take all other action necessary or desirable, to effect the Conversion or Redemption.

7.4 Appointment of agent

Each Holder irrevocably appoints the Company (and any person authorised by the Company for this purpose) as its agent to execute any document the Company considers necessary or desirable to give effect to the Conversion or Redemption of any Note under these Terms.

8. Quotation on ASX

The Company must use all reasonable endeavours and furnish all such documents, information and undertakings as may be reasonably necessary in order to procure, at its own expense, quotation of Notes on ASX and quotation of all Shares issued on the Conversion of Notes on each of the stock exchanges on which Shares of the Company are quoted on the Conversion Date.

9. Amendments to the Terms

9.1 Amendments without consent

At any time, but subject to compliance with the Corporations Act and all other applicable laws, the Company may without the consent of the Holders or the Trustee, amend these Terms if the Company forms the opinion that such alteration is:

- (a) of a formal or technical or minor nature;
- (b) made to cure any ambiguity or correct any manifest error;
- (c) necessary or expedient for the purpose of enabling Notes to be:
 - (i) listed for quotation, or to retain quotation, on any securities exchange; or
 - (ii) offered for subscription or for sale under the laws for the time being in force in any place,

and otherwise not materially prejudicial to the interests of Holders as a whole; or

- (d) necessary to comply with:
 - (i) the provisions of any statute or the requirements of any statutory authority; or
 - (ii) the Listing Rules or the listing or quotation requirements of any securities exchange on which the Company may propose to seek a listing or quotation of the Notes,

and otherwise not materially prejudicial to the interests of Holders as a whole.

9.2 Amendments with consent

At any time and from time to time, but subject to compliance with the Corporations Act and all other applicable laws, the Company may with the approval of the Trustee amend these Terms:

- (a) except as otherwise provided in paragraphs (b), (c) and (d) below, if such alteration is authorised by a Holder Resolution;
- (b) in the case of an alteration to this clause 9.2 or any clause of the Trust Deed providing for Holders to give a direction to the Trustee by a Special Resolution, if a Special Resolution is passed in favour of such alteration;
- (c) in the case of alteration to the Meeting Provisions and to which clause 9.1 does not apply, if a Special Resolution is passed in favour of such alteration; and
- (d) otherwise in accordance with the Trust Deed.

9.3 No consent of holders of Senior Obligations

Nothing in these Terms requires the consent of the holder of any Senior Obligation, Equal Ranking Obligation or Junior Ranking Obligation to the amendment of any terms.

Appendix A: Terms (cont.)

10. Payments

10.1 Method of Payment to Holders

Any amount which is payable to Holders in respect of Notes in accordance with these Terms, including upon Redemption, will, unless the Company and the relevant Holder otherwise agree, be paid by direct credit to a nominated account at an Australian financial institution notified by the relevant Holder to the Registrar or at the Company's option, by cheque drawn in favour of the Holder and sent by prepaid post to the address of the Holder in the Notes Register.

10.2 Payments subject to applicable laws

Payments in respect of Notes are subject in all cases to any fiscal or other laws and regulations applicable in the place of payment.

10.3 Unsuccessful attempts to pay

If the Holder has not notified the Registrar of an account for the purposes of payment under clause 10.1 or the transfer of any amount for crediting the nominated account does not complete for any reason (other than an error made by or on behalf of the Company), the Company will be treated as having paid the amount on the date on which it would otherwise have made the payment and a notice will be sent to the address most recently notified by the Holder advising of the uncompleted payment. In that case, unless the Company decides to complete the payment by another method, the amount of the uncompleted payment will be held on deposit in a non-interest bearing account maintained by the Company or the Registrar with an authorised deposit taking institution until the Holder nominates an account at an Australian financial institution for crediting with the payment. No additional interest is payable in respect of any delay in payment. The account in which a payment is held under this clause 10.3 may be used to hold payments due to other Holders of Notes but for no other purpose.

10.4 Payment to joint Holders

A payment to any one of joint Holders will discharge the Company's liability in respect of the payment.

11. Company substitution

The Trustee may, without the consent of the Holders, agree with the Company to the substitution in place of the Company, or of any previous substitute under this Term, of any of the Company's related bodies corporate, subject to:

- (a) the Company being satisfied that the interests of the Holders will not be materially prejudiced by the substitution; and
- (b) compliance with certain other applicable conditions set out in the Trust Deed.

12. Time limit for claims

A claim against the Company for a payment under a Note is void unless the claim is made within five years after the date on which such payment first became due.

13. Governing Law

Notes and these Terms are governed by and shall be construed in accordance with the laws of the State of Victoria, Australia.

For personal use only

14. Jurisdiction

- (a) The Company, the Trustee and each Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Victoria and courts of appeal from them.
- (b) The Company, the Trustee and each Holder waives any right it has to object to an action being brought in those courts, to claim that such action has been brought in an inconvenient forum, or to claim those courts do not have jurisdiction.

15. Interpretations and definitions

15.1 Interpretation

- (a) Headings are for convenience only and do not affect interpretation. The following rules apply unless the context requires otherwise:
 - (i) the singular includes the plural and the converse;
 - (ii) a gender includes all genders;
 - (iii) where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
 - (iv) a reference to a person, corporation, trust, partnership, unincorporated body or other entity includes any of them;
 - (v) a reference to a clause, annexure or schedule is a reference to a clause of, or annexure or schedule to, these Terms unless specified otherwise;
 - (vi) a reference to a person includes a reference to the person's executors, administrators, successors and permitted assigns and substitutes;
 - (vii) a reference to legislation or to a provision of legislation includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it;
 - (viii) a reference to writing includes a facsimile transmission and any means of reproducing words in a tangible and permanently visible form;
 - (ix) a reference to conduct includes an omission, statement or undertaking, whether or not in writing;
 - (x) the meaning of terms is not limited by specific examples introduced by including, or for example, or similar expressions;
 - (xi) all references to time are to Melbourne time;
 - (xii) nothing in these Terms is to be interpreted against a party on the ground that the party put it forward;
 - (xiii) a reference to dollars, dollar, \$ or cent is a reference to the lawful currency of Australia;
 - (xiv) a reference to a specific agreement or document includes it as amended, novated, supplemented or replaced from time to time, except to the extent prohibited by these Terms;
 - (xv) a reference to an agreement includes an encumbrance, guarantee, undertaking, deed, agreement or legally enforceable arrangement whether or not in writing; and
 - (xvi) a reference to a document includes an agreement (as so defined) in writing or a certificate, notice, instrument or document.

Appendix A: Terms (cont.)

- (b) If a calculation is required under these Terms, unless the contrary intention is expressed, the calculation will be performed to four decimal places.
- (c) Unless otherwise specified, the Directors may exercise all powers of the Company under these Terms that are not, by the Corporations Act or by the Constitution, required to be exercised by the Company in general meeting.
- (d) The terms 'takeover bid', 'relevant interest', 'arrangement', 'related body corporate' and 'subsidiary' when used in these Terms have the meaning given in the Corporations Act.

15.2

Definitions

The following expressions shall have the following meanings:

Approved Change in Control Event means a Change in Control Event where the takeover bid or scheme of arrangement which gives rise to the Change in Control Event is recommended by Directors.

ASX means ASX Limited (ABN 98 008 624 691) or the market operated by it, as the context requires.

Bank Bill Swap Rate means, for a Distribution Period, the rate, expressed as a percentage per annum, calculated as the average mid-rate for bills of a term of 180 days which average rate is displayed on Reuters page designated BBSW (or any page which replaces that page) on the first day of that Distribution Period, or if there is a manifest error in the calculation of that average rate or that average rate is not displayed by 10.30 am (Melbourne time) on that day, the rate specified in good faith by the Company at or around that time on that date having regard, to the extent possible, to:

- (a) the rates otherwise bid and offered for bills of that term or for funds of that tenor displayed on that page BBSW (or any page which replaces that page) at that time on that day; and
- (b) if bid and offer rates for bills of that term are not otherwise available, the rates otherwise bid and offered for funds of that tenor at or around that time.

Business Day has the meaning given in the Listing Rules.

Call Date means 29 June 2017.

Change in Control Event means the occurrence of any of the following events:

- (a) a takeover bid is made to acquire all or some of the Shares and the offer is, or becomes, unconditional and:
 - (i) the bidder has a relevant interest in more than 50% of the Shares on issue; or
 - (ii) the Directors issue a statement recommending acceptance of the offer; or
- (b) a court approves the convening of a meeting to consider a scheme of arrangement under Part 5.1 of the Corporations Act which, when implemented, will result in a person having a relevant interest in the Company of more than 50%.

Company means SEEK Limited (ABN 46 080 075 314).

Constitution means the constitution of the Company.

Conversion has the meaning set out in clause 4.1 and the words "Convert", "Convertible" and "Converted" have the corresponding meanings.

Conversion Date has the meaning given in clause 4.3.

Conversion Notice means a notice given by the Company or Holders under clause 4.2.

Conversion Ratio has the meaning set out in clause 4.5.

Cum Value has the meaning set out in clause 4.6(a).

Directors means the directors of the Company.

Distribution means a distribution in respect of Notes.

Distribution Entitlement has the meaning set out in clause 2.1.

Distribution Payment Date means each date on which a Distribution is payable in accordance with clause 2.7, whether or not a Distribution is paid on that date.

Distribution Period means:

- (a) in respect of the first Distribution Period, the period from (and including) the Issue Date until (but not including) the first Distribution Payment Date; and
- (b) for each subsequent Distribution Period, the period from (and including) each Distribution Payment Date until but not including the following Distribution Payment Date.

Distribution Rate has the meaning given in clause 2.1.

Dividend Restriction has the meaning set out in clause 3.1.

Equal Ranking Obligation means any subordinated debt obligation of the Company (other than Notes) which ranks or is expressed to rank equally with the Company's obligations in respect of Notes.

Face Value has the meaning given in clause 1.2.

Franking Rate, in relation to a Distribution, means the franking percentage (within the meaning of Part 3.6 of the Tax Act or any provisions that revise or replace that Part) of the Distribution, expressed as a decimal.

Holder means, in respect of a Note, the person whose name is entered on the Notes Register as the holder of that Note.

Holder Claims means the rights and claims of the Trustee in respect of Notes and of the Holders in respect of Notes.

Holder Resolution means a resolution passed at a meeting of Holders (or, subject to the Trust Deed, a postal ballot or written resolution) by at least 50% of the votes validly cast by Holders in person or by proxy and entitled to vote on the resolution.

Issue Date means the date on which Notes are issued.

Junior Ranking Obligations means any equity or subordinated debt obligation of the Company which ranks or is expressed to rank junior to the Company's obligations in respect of Notes (including any subordinate claim within the meaning of section 563A of the Corporations Act).

Listing Rules means the Listing Rules of ASX.

Margin has the meaning given to that term in clause 2.2.

Market Rate, for a Distribution Period, means the Bank Bill Swap Rate for that Distribution Period expressed as a percentage per annum.

Meeting Provisions means the provisions for meetings of Holders set out in schedule 2 of the Trust Deed.

Appendix A:

Terms (cont.)

Notes means the convertible subordinated notes described in these Terms; and a reference to Notes that are then outstanding as at a particular time means Notes that have not been Converted or Redeemed, or otherwise purchased by the Company and cancelled prior to that time.

Notes Register means the register of Holders kept by the Registrar and, where appropriate, the term Notes Register includes:

- (a) a sub-register maintained by or for the Company; and
- (b) any branch register.

Offer Price means:

- (a) in the case of an off market bid (within the meaning of the Corporations Act) or a scheme of arrangement under part 5.1 of the Corporations Act:
 - (i) in respect of each Share under the bid or scheme of arrangement, the cash consideration offered as at the Conversion Date (or if the Conversion Date follows the close of the bid, at the date that the bid closes); plus
 - (ii) if that consideration includes any amount which is not cash, the value of the non-cash consideration as determined by an independent expert appointed by the Directors (who shall act as an expert) proposed at the time of announcement of the scheme of arrangement or the bid or, if the non-cash consideration has been increased since the announcement, the date of the most recent increase prior to the date when the Conversion Notice is given; or
- (b) in the case of a market bid (within the meaning of the Corporations Act) the cash price offered under the bid as at the Conversion Date (or if the Conversion Date follows the close of the bid, at the date that the bid closes).

Optional Distribution has the meaning given to that term in clause 3.3.

Record Date means, for a Distribution or an Optional Distribution, any date prior to its payment date which is determined to be a record date by the Company in accordance with the Listing Rules or any such other date as may be required by ASX.

Redemption means the Company at its option redeeming the Notes for their Face Value, in accordance with clause 4, and the words "Redeem", "Redeemable" and "Redeemed" bear their corresponding meanings.

Redemption Date has the meaning given in clause 4.3.

Redemption Notice means a notice given by the Company to Holders under clause 4.2.

Registrar means Computershare Investor Services Pty Limited ABN 48 078 279 277 or any other person appointed by the Company to maintain the Notes Register and perform any payment and other duties in relation to the Notes.

Regulatory Event means the Directors resolving (having obtained an opinion from reputable legal counsel or a tax or accounting adviser) that an issue of, or a change in any law or regulation or any interpretation, ruling or pronouncement issued by any relevant governmental body (including one relating to taxation) or accounting standard (or interpretation by an accounting standard setting body) has occurred (or is announced) the subject matter of which will:

- (a) materially increase the net costs to the Company of having Notes on issue;
- (b) affect whether Distributions payable in respect of Notes can be franked or whether the Holders are entitled to franking credits or whether the Company will be subject to additional franking debit under Section 204-30 or Section 177EA of the Tax Act;
- (c) affect whether Notes are classified other than as equity for tax or accounting purposes; or
- (d) impose additional requirements that the Directors consider unacceptable.

For personal use only

Reference Period means the period of 20 Business Days immediately preceding but not including:

- (a) for a Conversion other than on a Change in Control Event, the Conversion Date for that Conversion; or
- (b) for a Conversion on a Change in Control Event, the date of announcement of the takeover bid or scheme of arrangement.

Senior Obligations means all obligations of the Company (including any subordinated debt obligation ranking senior to Notes) except for Notes, the Equal Ranking Obligations and the Junior Ranking Obligations.

Share(s) means an ordinary share(s) in the capital of the Company.

Shortfall at any time means the amount by which the Distributions paid for the 2 Distribution Periods immediately preceding that time is less than the Distribution Entitlements for those 2 Distribution Periods.

Solvent Reorganisation means any solvent winding up, deregistration, dissolution, scheme of arrangement or other reorganisation of the Company solely for the purpose of a consolidation, amalgamation, merger or reconstruction, the terms of which have been approved by holders of Shares or by a court of competent jurisdiction under which the continuing or resulting corporation effectively assumed the obligations of the Company under these Terms and the Trust Deed.

Special Resolution means a resolution passed at a meeting of Holders (or, subject to the Trust Deed, a postal ballot or written resolution) by at least 75% of the votes validly cast by Holders in person or by proxy and entitled to vote on the resolution.

Swap Rate means the rate expressed as a percentage per annum calculated as the mid-rate of the quoted levels for the five year Australian dollar swap rate references on the Reuters page ICAPAUWAPS01 (or any page that replaces that page) as at approximately 10.00 am (Melbourne time) on the Issue Date, or if there is a manifest error in the calculation of that average rate or that average rate is not displayed at that time, the repeating the calculation at 11.00 am (Melbourne time) on the Issue Date, and thereafter on the hour until the Company, acting in good faith, believes there is no manifest error in the calculation of that rate.

Tax Act means:

- (a) the Income Tax Assessment Act 1936 or the Income Tax Assessment Act 1997 as the case may be as amended or replaced and a reference to any section of the Income Tax Assessment Act 1936 includes a reference to that section as rewritten in the Income Tax Assessment Act 1997;
- (b) any other Act setting the rate of income tax payable; and
- (c) any regulation promulgated thereunder.

Tax Rate has the meaning given to it in clause 2.1.

Terms means these terms of issue of Notes.

Trust Deed means the trust deed dated 4 June 2012 between the Company and the Trustee as trustee for the Holders as amended from time to time.

Trustee means Australian Executor Trustees Limited ABN 84 007 869 794 or any replacement trustee appointed in accordance with the Trust Deed.

VWAP means, in respect of a Reference Period, the arithmetic average of the daily volume weighted average sale price of Shares sold on ASX during that period but does not include any transaction defined in the ASX Market Rules as 'special', crossings prior to the commencement of normal trading, crossings during the after hours adjust phase or any overseas trades or the exercise of options over Shares.

Winding-Up means an order is made (other than an order successfully appealed or permanently stayed within 60 days) by a State or Federal Court in the Commonwealth of Australia, or a resolution is passed by the holders of Shares, for the winding-up of the Company other than for the purposes of Solvent Reorganisation of the Company.

Appendix B: Glossary

For defined terms not listed below, refer to Clause 15.2 of the Terms on page 112.

Term	Meaning
ABN	Australian Business Number.
Application Form	The application form attached to or accompanying the Replacement Prospectus (including the electronic form provided by an online application facility).
ASX Settlement Operating Rules	The settlement rules of ASX Settlement Pty Limited.
Bookbuild	The process described in Section 6.3.1 to determine the Margin.
Board	The board of Directors of SEEK.
Brasil Online Holdings	Brasil Online Holdings Cooperatief U.A.
Broker Firm Applicant	A retail client of a Syndicate Broker in Australia invited to participate through the Broker Firm Offer.
Broker Firm Offer	The Offer of Notes under this Prospectus to retail clients, of Syndicate Brokers, in Australia who have received a firm allocation from their Broker.
CHESS	Clearing House Electronic Sub-register System operated in accordance with the Corporations Act.
Closing Date	The last date by which applications must be lodged for the Offer, being: <ul style="list-style-type: none"> • 25 June 2012 for the Shareholder Offer (unless varied); and • 28 June 2012 for the Broker Firm Offer (unless varied).
Commonwealth Bank	Commonwealth Bank of Australia (ABN 48 123 123 124, AFSL 234945).
Corporations Act	Corporations Act 2001 (Cth).
Directors	The directors of SEEK.
EBITDA	Earnings before interest, tax, depreciation and amortisation and excluding share of net profits of associates and jointly controlled entities accounted for using the equity method, fair value gain / (loss) on acquisition, dividend income and amortisation of share-based payments and long-term incentives.
Eligible Shareholder	A registered holder of Shares with a registered address in Australia at 7:00pm on Thursday, 31 May 2012.
Exposure Period	The seven day period (unless otherwise extended by ASIC) after the date this Prospectus was lodged with ASIC during which the Corporations Act prohibits the processing of applications.
Financial Information	The financial information set out in Section 4 of this Prospectus.
GDP	Gross domestic product.
Goldman Sachs	Goldman Sachs Australia Pty Ltd (ABN 21 006 797 897).
GST	Goods and Services Tax.

Appendix B:

Glossary (cont.)

Term	Meaning
HIN	Holder Identification Number for Notes (when issued) held on the CHESS sub-register.
Holder	A person registered in the Register as a holder of Notes.
Holding Statement	A statement issued to Holders by the Registry which sets out details of Notes issued to them under the Offer.
IDP Education	IDP Education Pty Ltd (ABN 59 117 676 463).
Institutional Investor	An investor to whom offers or invitations in respect of Notes can be made without the need for a lodged prospectus (or other formality, other than a formality which SEEK is willing to comply with), including in Australia persons to whom offers or invitations can be made without the need for a lodged prospectus under Section 708 of the Corporations Act and who has been invited by the Joint Lead managers to bid for Notes in the Bookbuild.
Institutional Offer	The invitation by the Joint Lead Managers to Institutional Investors to bid for Notes in the Bookbuild.
Issue Date	Friday, 29 June 2012, the intended date of issue for Notes.
Issue Price	The issue price for Notes, being \$100 per Note.
JobsDB	JobsDB Inc.
Jobstreet	Jobstreet Corporation Berhad.
Joint Lead Managers	Commonwealth Bank, Goldman Sachs, NAB.
Look Through	Look Through Revenue and Look Through EBITDA refers to SEEK's proportionate share of revenue and EBITDA from investments (consolidated and non-consolidated).
Macquarie Holdings	Macquarie Germany Holding GmbH.
Macquarie Zhaopin Holdings	Macquarie Zhaopin Holdings Limited.
NAB	National Australia Bank (ABN 12 004 044 937, AFSL 230686).
NPAT	Net profits after tax.
OCC Mundial	Online Career Center Mexico SA de CV.
Offer	The Offer by SEEK of Notes under this Prospectus to raise \$125 million with the ability to raise more or less.
Offer Management Agreement	The offer management agreement entered into between SEEK and the Joint Lead Managers, as described in Section 9.6.
Offer Period	The period from the Opening Date to the Closing Date.
Opening Date	The date the Offer opens, being Tuesday, 12 June 2012, unless varied.
Prospectus	This Prospectus (whether in paper or electronic format), as supplemented or replaced.

For personal use only

Term	Meaning
PwC	PricewaterhouseCoopers.
PwCS	PricewaterhouseCoopers Securities (ABN 54 003 311 617).
Record Date	7:00pm on Thursday, 31 May 2012.
Register	The register of Notes (if issued) maintained by the Registry on SEEK's behalf and including any subregister established and maintained in CHESS.
Registry	Computershare Investor Services Pty Limited (ABN 48 078 279 277) or any other registry that SEEK appoints to maintain the Register.
Replacement Prospectus	The replacement prospectus that is expected to be lodged with ASIC on Tuesday, 12 June 2012.
SEEK	SEEK Limited (ABN 46 080 075 314).
SEEK Asia	SEEK Asia Limited.
SEEK Learning	SEEK Learning Pty Ltd (ABN 50 084 202 719).
Shareholder	A registered holder of Shares in SEEK.
Shareholder Applicant	An Eligible Shareholder in Australia who applies under the Shareholder Offer.
Shareholder Offer	The invitation to Eligible Shareholders in Australia to apply for Notes under the Replacement Prospectus.
SME	Small or medium enterprise.
SRN	Securityholder Reference Number.
Structuring Adviser	Goldman Sachs.
Swinburne Online	Online Education Services Pty Ltd (ABN 75 148 177 959).
Syndicate Broker	Joint Lead Managers and any other participating organisation of ASX selected by the Joint Lead Managers to participate in the Bookbuild (including any affiliate of the Joint Lead Managers).
TFN	Tax File Number.
THINK	Think: Education Group Pty Limited (ABN 27 119 365 990).
Tiger Global	Tiger Global Management LLC.
Zhaopin	Zhaopin Ltd.

For personal use only

This page has been left blank intentionally.

Corporate Directory

Issuer

SEEK Limited
Level 6
541 St Kilda Road
Melbourne VIC 3004

Legal Adviser

Clayton Utz
Level 18
333 Collins Street
Melbourne VIC 3000

Structuring Adviser

Goldman Sachs Australia Pty Limited
Level 42, Governor Phillip Tower
1 Farrer Place
Sydney NSW 2000

Joint Lead Managers

Goldman Sachs Australia Pty Limited
Level 42, Governor Phillip Tower
1 Farrer Place
Sydney NSW 2000

Commonwealth Bank of Australia
Ground Floor, Tower 1
201 Sussex Street
Sydney NSW 2000

National Australia Bank Limited
255 George Street
Sydney NSW 2000

Trustee

Australian Executor Trustees Limited
Level 22
207 Kent Street
Sydney NSW 2000

Accounting Adviser

PricewaterhouseCoopers Securities Limited
Level 19, Freshwater Place
2 Southbank Boulevard
Southbank VIC 3006

Auditor

PricewaterhouseCoopers
Level 19, Freshwater Place
2 Southbank Boulevard
Southbank VIC 3006

Australian Tax Adviser

PricewaterhouseCoopers
Level 19, Freshwater Place
2 Southbank Boulevard
Southbank VIC 3006

Registry

Computershare Investor Services Pty Limited
452 Johnston Street
Abbotsford VIC 3067

SEEK Subordinated Notes Offer Information Line

1300 652 061
+61 3 9415 4018
(Monday to Friday – 8:30am to 5:30pm)

Website

www.seeknotesoffer.com.au

For personal use only

For personal use only



seek