



Announcement Summary

Entity name

SOUTHERN CROSS MEDIA GROUP LIMITED

Announcement Type

New announcement

Date of this announcement

Monday April 6, 2020

The Proposed issue is:

- ☒ An accelerated offer
- ☒ A placement or other type of issue

Total number of +securities proposed to be issued for an accelerated offer

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
SXL	ORDINARY FULLY PAID	1,345,773,809

Trading resumes on an ex-entitlement basis (ex date)

Tuesday April 7, 2020

+Record date

Wednesday April 8, 2020

Offer closing date for retail +security holders

Monday April 27, 2020

Issue date for retail +security holders

Monday May 4, 2020

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
SXL	ORDINARY FULLY PAID	527,317,211

Proposed +issue date

Monday April 20, 2020



For personal use only



Part 1 - Entity and announcement details

1.1 Name of +Entity

SOUTHERN CROSS MEDIA GROUP LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ABN

Registration Number

91116024536

1.3 ASX issuer code

SXL

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

Monday April 6, 2020

1.6 The Proposed issue is:

☒ An accelerated offer

☒ A placement or other type of issue

1.6b The proposed accelerated offer is

Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 - Are any of the following approvals required for the entitlement offer to be unconditional?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ No

Part 3B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +Security Code and Description

SXL : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

☒ No

Details of +securities proposed to be issued

ASX +Security Code and Description

SXL : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued

7

For a given quantity of +securities held

4

**What will be done with fractional entitlements?**

Fractions rounded up to the next whole number

Maximum Number of +securities proposed to be issued

1,345,773,809

Purpose of the issue

To strengthen SXL's balance sheet, reducing net debt and to pay transaction costs

Offer price details for retail security holders**Issue Currency**

AUD - Australian Dollar

Offer Price per +security

AUD 0.09000

Estimated or Actual?☒ Actual**Offer price details for institutional security holders****Could offer price per +security be determined by bookbuild?**☒ No**Oversubscription & Scale back details****Are +security holders allowed to oversubscribe?**☒ No**May a scale back be applied to this event?**☒ No**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**☒ Yes**Part 3D - Timetable****3D.1a First day of trading halt**

Monday March 23, 2020

3D.1b Announcement date of accelerated offer

Monday April 6, 2020

3D.2 Trading resumes on an ex-entitlement basis (ex date)

Tuesday April 7, 2020

3D.5 Date offer will be made to eligible institutional +security holders

Monday April 6, 2020



3D.6 Application closing date for institutional +security holders

Monday April 6, 2020

3D.8 Announcement of results of institutional offer

Tuesday April 7, 2020

3D.9 +Record date

Wednesday April 8, 2020

3D.10 +Issue date for institutional +security holders

Monday April 20, 2020

3D.11 Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue

Wednesday April 15, 2020

3D.12 Offer closing date for retail +security holders

Monday April 27, 2020

3D.13 Last day to extend retail offer close date

Wednesday April 22, 2020

3D.16 Entity announces results of retail offer, including the number and percentage of +securities taken up by existing retail +security holders.

Thursday April 30, 2020

3D.19 Issue date for retail +security holders

Monday May 4, 2020

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

☒ Yes

3E.1a Who is the lead manager/broker?

Macquarie Australia Capital Limited ACN 123 199 548

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

0.6% of offer proceeds

3E.2 Is the proposed offer to be underwritten?

☒ Yes

3E.2a Who are the underwriter(s)?

Macquarie Australia Capital Limited ACN 123 199 548

**3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?**

100%

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

2.4% of offer proceeds

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Refer to Section 2.1 "Equity Raising Risk" commencing on slide 29 of SXL's investor presentation dated 6 April 2020 for a summary of the underwriting agreement. This includes a summary of the significant events that could lead to the underwriting being terminated.

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?☒ No**3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**☒ No**3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

Standard share registry, external advisers and ASX administrative fees. Total transaction costs, including management and underwriting fees, are estimated at \$7.2 million.

Part 3F - Further Information

3F.1 The purposes for which the entity intends to use the cash raised by the proposed issue

For balance sheet strength, reducing net debt, and funding transaction costs

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?☒ No**3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?**☒ Yes**3F.3a Please explain how the entity will change its dividend/distribution policy if the proposed issue is successful**

No dividends will be paid for the financial years ending 30 June 2020 and 30 June 2021. The interim dividend announced for the six months ended 31 December 2019 will be cancelled.

3F.4 Countries in which the entity has security holders who will not be eligible to participate in the proposed issue

The institutional component of the offer will be extended to institutional shareholders in Australia, Bermuda, Canada (British Columbia, Ontario and Quebec provinces), European Union (France and the Netherlands), Hong Kong, Japan, New Zealand, Norway, Singapore, Switzerland, United Arab Emirates, United Kingdom and United States of America. The retail component of the offer will only be extended to shareholders in Australia and New Zealand. SXL will send all other shareholders (i.e. the ineligible shareholders) a notice on Wednesday, 15 April 2020 which will state that those shareholders are not eligible to participate in the Entitlement Offer.

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities☒ Yes



3F.5a Please provide further details

The retail entitlement offer will be made available to nominees with a registered address in Australia or New Zealand who are registered as the holder of SXL securities at 7:00pm (Sydney time) on Wednesday 8 April 2020 and who held those securities on behalf of underlying beneficial holders (wherever they reside), except to the extent that those underlying beneficial holders are not an eligible retail shareholder. The retail offer will only be extended to shareholders in Australia and New Zealand. The retail offer is not available to shareholders who are in the United States or who are, or are acting for the account or benefit of, persons in the United States.

3F.6 URL on the entity's website where investors can download information about the proposed issue

SXL's website will not include information about the offer due to United States securities law restrictions.

3F.7 Any other information the entity wishes to provide about the proposed issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ASX +Security Code and Description

SXL : ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

527,317,211

Purpose of the issue

To strengthen SXL's balance sheet, reducing net debt and paying transaction costs

Offer price details for retail security holders

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.09000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes



Oversubscription & Scale back details

May a scale back be applied to this event?

☒ No

Part 7C - Timetable

7C.1 Proposed +issue date

Monday April 20, 2020

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

☒ No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

527,317,211

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ No

7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?

☒ No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☒ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

☒ Yes

7E.1a Who is the lead manager/broker?

Macquarie Australia Capital Limited ACN 123 199 548



7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

0.6% of offer proceeds

7E.2 Is the proposed issue to be underwritten?

☒ Yes

7E.2a Who are the underwriter(s)?

Macquarie Australia Capital Limited ACN 123 199 548

7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?

100%

7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?

2.4% of offer proceeds

7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.

Refer to Section 2.1 "Equity Raising Risk" commencing on slide 29 of SXL's investor presentation dated 6 April 2020 for a summary of the underwriting agreement. This includes a summary of the significant events that could lead to the underwriting being terminated.

7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?

☒ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Standard share registry, external advisers and ASX administrative fees. Total transaction costs, including management and underwriting fees, are estimated at \$7.2 million.

Part 7F - Further Information

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ Yes

7F.1a Please explain how the entity will change its dividend/distribution policy if the proposed issue proceeds

No dividends will be paid for the financial years ending 30 June 2020 and 30 June 2021. The interim dividend announced for the six months ended 31 December 2019 will be cancelled.

7F.2 Any other information the entity wishes to provide about the proposed issue