

Sydney

Level 2. 5 Martin Place Sydney NSW 2000 Australia GPO Box 3698 Sydney NSW 2001 www.challenger.com.au

> Telephone 02 9994 7000 Facsimile 02 9994 7777

13 May 2020

The Manager Company Announcements Office **ASX Limited** 20 Bridge Street SYDNEY NSW 2000

By electronic lodgement

Dear Sir/Madam

Re: Notice of change of interests of substantial holder - Southern Cross Media Group Limited (SXL)

We attach a notice of change of interests of substantial holder in Southern Cross Media Group Limited. This notice is given by Challenger Limited and each of its associated entities named in Annexure 2 to this notice.

Yours faithfully

Andrew Brown

Company Secretary

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Melbourne Level 19, 31 Queen Street PO Box 297, Flinders Lane, Melbourne VIC 3000 Telephone 02 9994 7000 Facsimile 02 9994 7777 Brisbane Level 6, 215 Adelaide Street, Brisbane QLD 4000 Telephone 07 3136 5400 Facsimile 07 3136 5407

Level 26, 140 St Georges Terrace, Perth WA 6000 Telephone 08 6466 9613

Adelaide Level 7, Suite 714, 147 Pirie Street, Adelaide SA 5000 Telephone 08 8427 9511

Challenger Limited ABN 85 106 842 371 Challenger Group Services Pty Limited ABN 91 085 657 307

Challenger Life Company Limited ABN 44 072 486 938 AFSL 234670 Challenger Investment Partners Limited ABN 29 092 382 842 AFSL 234 678

Challenger Retirement and Investment Services Limited ABN 80 115 534 453 AFSL295642 RSE Licence No. L0001304

Challenger Mortgage Management Pty Ltd ABN 72 087 271 109 Challenger Securitisation Management Pty Ltd ABN 56 100 346 898 AFSL 244593

Challenger Investment Solutions Management Pty Ltd ABN 63 130 035 353 AFSL 487354

Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme		Sout	Southern Cross Media Group Limited							
ACN/ARSN		116 (024 536							
1. Details of substantial holder(1)										
Name			Chal	Challenger Limited (and its entities listed in Annexure 2)						
ACN/ARSN (if applicable)			106 8	342 371						
	There was a change in the intere	ests of the substan	ntial holder on		11/05/2020					
	The previous notice was given to									
					22/04/2020	22/04/2020 22/04/2020				
	The previous notice was dated				22/04/2020					
	2. Previous and present voting	g power								
		e total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now uired, to give a substantial holding notice to the company or scheme, are as follows:								
	Classof securities (4)			Previous notice			Present notice			
	. ,		Person's votes				Voting power (5)			
	Ordinary Fully Paid		197,255,621	8.32%		192,943	,968	7.30%		
	2. Channel is relevant interes									
	3. Changes in relevant interes									
	Particulars of each change in, or a substantial holding notice to the				r an associate in voting secu	rities of the	company or scheme, since the subst	antial holder was last required to give		
	Date of change	Person whose r changed	elevant interest	Nature of change (6)	Consideration given in change (7)	relation to	Class and number of securities affected	Person's votes affected		
	Refer Annexure 1	Challenger L its entities li Annexure 2)		Refer Annexure 1	Refer Annexure 1		Refer Annexure 1	Refer Annexure 1		
		1						l .		
	4. Present relevant interests									
	Particulars of each relevant inter	iculars of each relevant interest of the substantial holder in voting securities after the change are as follows:								
	Holder of relevant interest	Registered holder of securities		Person entitled to be registered	Nature of relevant interest (6)	est (6)	Class and number of securities	Person's votes		
				as holder (8)						
	Challenger Limited (and its entities listed in Annexure 2) Citicorp Nominees P Limited			Citicorp Nominees Pty Limited	Ordinary Fully Paisecurities purchas sold on market by Challenger Limitec entities listed in At 2) and obtains a reinterest by virtue c section 608(3) of tl Corporations Act 2 (Cth).	ed and I (and its nnexure levant of	179,466,834 (Ordinary Fully Paid)	179,466,834		
	Challenger Limited (and its entities listed in Annexure 2)		n Nominees a Limited	J P Morgan Nominees Australia Limited	As above		12,754,949 (Ordinary Fully Paid)	12,754,949		
	Challenger Limited (and its entities listed in Annexure 2)			Morgan Stanley & Co. International plc	As above		353,722 (Ordinary Fully Paid)	353,722		
	Challenger Limited (and its entities listed in Annexure 2)		Nominees ited	National Nominees Limited	As above		368,463 (Ordinary Fully Paid)	368,463		

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

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

Name Challenger Limited (and its entities listed in Annexure 2)	Address Level 2, 5 Martin Place, Sydney NSW 2000	
Signature print name	Andrew Brown	Capacity Company Secretary
print reme	Maren your.	Company decicusy

sign here

date 13/05/2020

DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.

- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together r with a written statement certifying this contract, scheme or arrangeme

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

- (8) If the substantial holder is unable to determine the identity of the person (eq. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

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Andrew Brown
Company Secretary of Challenger Limited

Transactions:

Company

Name/Scheme: Southern Cross Media Group Limited (SXL)

As at: 11/05/2020

Class of security: Ordinary Fully Paid

	Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
D)						
		Challenger Limited (and its entities listed in Annexure				
[7]	23/04/2020	2)	Sell	206,372	- 1,756,360	1,756,360
	24/04/2020	as above	Sell	44,940	- 350,000	350,000
77	30/04/2020	as above	Buy	204,189	1,541,047	1,541,047
\supset	30/04/2020	as above	Sell	140,000	- 1,000,000	1,000,000
	04/05/2020	as above	Buy	49,267	379,560	379,560
	05/05/2020	as above	Sell	14,657	- 107,223	107,223
	08/05/2020	as above	Sell	15,525	- 112,910	112,910
	11/05/2020	as above	Sell	416,396	- 2,905,767	2,905,767
	-					

Total Number of Securities -4,311,653

This is page 1 of 4 of Annexure 2 referred to in ASIC Form 604 - change of interest



Andrew Brown - Company Secretary of Challenger Limited

255 FINANCE GROUP PTY LTD 628 853 056 AUSTRALIA	
255 FINANCE INVESTMENTS PTY LTD 164 516 401 AUSTRALIA	
255 FINANCE PTY LTD 168 112 507 AUSTRALIA	
ACCURIUM HOLDINGS PTY LTD 158 242 936 AUSTRALIA	
ACCURIUM PTY LTD 009 492 219 AUSTRALIA	
AGRICULTURAL ASSET MANAGEMENT LIMITED 08953424 ENGLAND/WAL	ES
APPIA EUROPE LIMITED 6490323 ENGLAND/WAL	ES
APPIA FINANCE 2 LIMITED 6538054 ENGLAND/WAL	ES
APPIA FINANCE LIMITED 6490331 ENGLAND/WAL	ES
APPIA GROUP LIMITED 99865 JERSEY	
APPIA INVESTMENTS LIMITED 6490313 ENGLAND/WAL	FS
CDPG AUSTRALIA PTY LIMITED 124 498 095 AUSTRALIA	LO
CDPG LUXEMBOURG HOLDINGS SARL B 127717 LUXEMBOURG	
CDPG LUXEMBOURG II SARL B 127580 LUXEMBOURG	
CDPG LUXEMBOURG SARL B 127515 LUXEMBOURG	
CDPG MALTA LIMITED C 41110 MALTA	
CESCADE PTY LIMITED 096 097 399 AUSTRALIA	
CHALLENGER DIRECT PTY LTD 006 475 501 AUSTRALIA AUSTRALIA	
CHALLENGER DIVERSIFIED PROPERTY DEVELOPMENT PTY LIMITED 121 624 833 AUSTRALIA	
CHALLENGER EMERGING MARKET INFRASTRUCTURE FUND PTE. LTD 200804361D SINGAPORE	
CHALLENGER EMERGING MARKET INFRASTRUCTURE FUND, L.P. CAYMAN ISLAN	פחו
CHALLENGER FINANCIAL SERVICES PTY LIMITED 087 464 131 AUSTRALIA	NDO
CHALLENGER EM 2 HOLDINGS PTY LIMITED	
CHALLENGER FUNDS MANAGEMENT HOLDINGS PTY LIMITED 080 036 657 107 728 030 AUSTRALIA AUSTRALIA	
CHALLENGER GROUP HOLDINGS LIMITED 002 993 302 AUSTRALIA	
CHALLENGER GROUP PTY LIMITED 003 374 196 AUSTRALIA	
CHALLENGER GROUP SERVICES (UK) LIMITED 04244127 ENGLAND/WAL	ES
CHALLENGER GROUP SERVICES PTY. LTD. 085 657 307 AUSTRALIA	
CHALLENGER HOLDING VAGYONKEZELO KFT 01-09-879644 HUNGARY	
CHALLENGER HOME LOAN CORPORATION PTY LTD 058 891 302 AUSTRALIA	
CHALLENGER INVENTORY FINANCE SERVICING PTY LIMITED 107 706 810 AUSTRALIA	
CHALLENGER INVESTMENT PARTNERS LIMITED 092 382 842 AUSTRALIA	
CHALLENGER INVESTMENT SOLUTIONS MANAGEMENT PTY LTD 130 035 353 AUSTRALIA	
CHALLENGER JAPAN HOLDINGS KABUSHIKI KAISHA 0100-01-182399 JAPAN	
CHALLENGER JAPAN HOLDINGS PTY LIMITED 617 208 205 AUSTRALIA	
CHALLENGER JAPAN KABUSHIKI KAISHA 0100-01-182920 JAPAN	
CHALLENGER KABUSHIKI KAISHA 0100-01-182872 JAPAN	
CHALLENGER LBC TERMINALS HOLDING COMPANY LIMITED C41149 MALTA	

This is page 2 of 4 of Annexure 2 referred to in ASIC Form 604 - change of interest



Andrew Brown - Company Secretary of Challenger Limited

Company Name	ACN / Company No.	Country of Incorporation
CHALLENGER LBC TERMINALS LIMITED	C41150	MALTA
CHALLENGER LIFE CDI NOMINEES PTY LTD	055 293 644	AUSTRALIA
CHALLENGER LIFE COMPANY HOLDINGS PTY LTD	006 381 193	AUSTRALIA
CHALLENGER LIFE COMPANY LIMITED	072 486 938	AUSTRALIA
CHALLENGER LIFE DEBT INVESTMENTS (EUROPE) LIMITED	07626067	ENGLAND/WALES
CHALLENGER LIFE FUND PROPERTY INVESTMENTS PTY LTD	161 212 693	AUSTRALIA
CHALLENGER LIFE INVESTMENTS UK LIMITED	6067787	ENGLAND/WALES
CHALLENGER LIFE NOMINEES NO.2 PTY LTD	078 627 013	AUSTRALIA
CHALLENGER LIFE NOMINEES NO.3 PTY LIMITED	151 482 147	AUSTRALIA
CHALLENGER LIFE NOMINEES PTY LTD	091 336 793	AUSTRALIA
CHALLENGER LIFE SUBSIDIARY HOLDINGS PTY LIMITED	099 742 122	AUSTRALIA
CHALLENGER LIMITED	106 842 371	AUSTRALIA
CHALLENGER MANAGED INVESTMENTS (INTERNATIONAL) PTY LIMITED	120 871 212	AUSTRALIA
CHALLENGER MANAGEMENT SERVICES (UK) LIMITED	06393787	ENGLAND/WALES
CHALLENGER MARGIN LENDING PTY LTD	091 338 822	AUSTRALIA
CHALLENGER MBK EMERGING MARKET INFRASTRUCTURE FUND GP LTD	WK-209744	CAYMAN ISLANDS
CHALLENGER MBK FUND MANAGEMENT PTE. LTD	200804360M	SINGAPORE
CHALLENGER MORTGAGE MANAGEMENT PTY LTD	087 271 109	AUSTRALIA
CHALLENGER NON-CONFORMING FINANCE PTY LTD	107 725 486	AUSTRALIA
CHALLENGER ORIGINATOR FINANCE PTY LTD	095 085 466	AUSTRALIA
CHALLENGER PROPERTY ASSET MANAGEMENT PTY LTD	077 569 021	AUSTRALIA
CHALLENGER RETIREMENT AND INVESTMENT SERVICES LIMITED	115 534 453	AUSTRALIA
CHALLENGER SECURITISATION MANAGEMENT PTY LTD	100 346 898	AUSTRALIA
CHALLENGER SKYBRIDGE (GROUP) HOLDING COMPANY PTY LTD	130 888 327	AUSTRALIA
CHALLENGER SKYBRIDGE (HASTINGS) HOLDING COMPANY PTY LTD	130 888 274	AUSTRALIA
CHALLENGER SPECIAL SERVICING PTY LTD	107 707 415	AUSTRALIA
255 FINANCE SERVICES PTY LTD	168 107 355	AUSTRALIA
CHALLENGER TREASURY LIMITED	093 307 996	AUSTRALIA
CHALLENGER UK TERMINALS LIMITED	95751	JERSEY
CHALLENGER WHOLESALE FINANCE HOLDINGS PTY LIMITED	087 284 240	AUSTRALIA
CHALLENGER WIND HOLDINGS PTY LIMITED	151 496 061	AUSTRALIA
CLS US HOLDINGS, LLC	5302598	UNITED STATES
CPHIC INVESTMENTS PTY LTD	093 340 526	AUSTRALIA
CSPP1 MAITLAND PTY LTD	122 460 968	AUSTRALIA
CSPP1 MAVIS COURT PTY LTD	122 461 983	AUSTRALIA
EIGER CAPITAL PTY LIMITED	631 838 607	AUSTRALIA
FIDANTE PARTNERS (GUERNSEY) LIMITED	40288	GUERNSEY
FIDANTE PARTNERS ALPHINITY HOLDINGS PTY LTD	140 716 016	AUSTRALIA
FIDANTE PARTNERS ARDEA HOLDINGS PTY LTD	133 865 853	AUSTRALIA
FIDANTE PARTNERS ARETE HOLDINGS PTY LTD	143 836 373	AUSTRALIA
FIDANTE PARTNERS AVENIR CAPITAL HOLDINGS PTY LTD	616 504 502	AUSTRALIA
FIDANTE PARTNERS BENTHAM HOLDINGS PTY LTD	140 715 573	AUSTRALIA
FIDANTE PARTNERS EIGER HOLDINGS PTY LIMITED	631 837 360	AUSTRALIA

This is page 3 of 4 of Annexure 2 referred to in ASIC Form 604 - change of interest



Andrew Brown - Company Secretary of Challenger Limited

Company Name	ACN / Company No.	Country of Incorporation
FIDANTE PARTNERS EUROPE LIMITED	04040660	ENGLAND/WALES
FIDANTE PARTNERS FME HOLDINGS LIMITED	11410594	UNITED KINGDOM
FIDANTE PARTNERS GP US LLC	5651702	UNITED STATES
FIDANTE PARTNERS HOLDINGS (GUERNSEY) LIMITED	43315	GUERNSEY
FIDANTE PARTNERS HOLDINGS EUROPE LIMITED	06172534	ENGLAND/WALES
FIDANTE PARTNERS HOLDINGS PTY LIMITED	123 318 650	AUSTRALIA
FIDANTE PARTNERS INVESTMENT FUNDS PUBLIC LIMITED COMPANY	533320	IRELAND
FIDANTE PARTNERS KAPSTREAM HOLDINGS PTY LIMITED	123 319 460	AUSTRALIA
FIDANTE PARTNERS LATIGO HOLDINGS LLC	5651705	UNITED STATES
FIDANTE PARTNERS LENNOX HOLDINGS PTY LIMITED	616 975 565	AUSTRALIA
FIDANTE PARTNERS LIMITED	002 835 592	AUSTRALIA
FIDANTE PARTNERS MERLON HOLDINGS PTY LTD	140 715 662	AUSTRALIA
FIDANTE PARTNERS METISQ HOLDINGS PTY LTD	143 376 961	AUSTRALIA
FIDANTE PARTNERS NOVAPORT HOLDINGS PTY LTD	140 715 797	AUSTRALIA
FIDANTE PARTNERS R&M HOLDINGS PTY LIMITED	152 375 436	AUSTRALIA
FIDANTE PARTNERS SERVICES LIMITED	119 605 373	AUSTRALIA
FIDANTE PARTNERS TEMPO HOLDINGS PTY LTD	167 321 262	AUSTRALIA
FIDANTE PARTNERS USA LLC	81-4925448	UNITED STATES
FIDANTE PARTNERS WAVESTONE HOLDINGS PTY LIMITED FIDANTE	133 626 276	AUSTRALIA
PARTNERS WHITEHELM HOLDINGS PTY LTD	169 043 903	AUSTRALIA
FIDANTE PARTNERS WYETREE LIMITED	09387239	ENGLAND/WALES
GASVALPO S.A.	96.960.800-6	CHILE
GV CAYMAN COMPANY LIMITED	OG-206918	CAYMAN ISLANDS
GV CHILE HOLDING LIMITADA	124311723611675	CHILE
GV CHILE LIMITADA	124301725311696	CHILE
GV JERSEY HOLDING COMPANY LIMITED	100293	JERSEY
GV JERSEY TRUSTEE COMPANY LIMITED	100294	JERSEY
GV JERSEY TRUSTEE COMPANY NO. 2 LIMITED	100367	JERSEY
HOWARD COMMERCIAL LENDING PTY LTD	000 033 143	AUSTRALIA
KUDU INVESTMENT MANAGEMENT LLC	1231609	UNITED STATES
KUDU INVESTMENT PARTNERS I, LP	47-2497501	UNITED STATES
KUDU INVESTMENTS GP LLC	1244682	UNITED STATES
LANV PTY LTD	147 224 502	AUSTRALIA
LBC TANK TERMINALS (JERSEY) LIMITED	97371	JERSEY
LEASE COLLATERAL NO.2 PTY LTD	168 112 481	AUSTRALIA
LEASE COLLATERAL PTY LTD	168 112 472	AUSTRALIA
LEASE FUNDING MANAGEMENT PTY LTD	168 112 490	AUSTRALIA
MAITLAND NOMINEE HOLDINGS PTY LIMITED	122 853 114	AUSTRALIA
MAWBURY PTY LIMITED	096 097 479	AUSTRALIA
METISQ CAPITAL HOLDINGS PTY LTD	158 011 351	AUSTRALIA

This is page 4 of 4 of Annexure 2 referred to in ASIC Form 604 - change of interest



Andrew Brown - Company Secretary of Challenger Limited

Company Name	ACN / Company No.	Country of Incorporation
METISQ CAPITAL PTY LTD	104 642 613	AUSTRALIA
METISQ LIBRA GREATER CHINA EQUITY FUND LTD.	WK-237319	CAYMAN ISLANDS
MIR GREATER CHINA PTE LTD	200715836D	SINGAPORE
MIR LIBRA CAPITAL MANAGEMENT LTD	236748	CAYMAN ISLANDS
OAKLANDS HILL PTY LTD	149 814 559	AUSTRALIA
OAKLANDS HILL WIND FARM PTY LTD	126 595 935	AUSTRALIA
OFFSHORE REINSURER (BERMUDA) COMPANY LIMITED	51746	BERMUDA
OIKOS STORAGE LIMITED	315280	ENGLAND/WALES
RESIDENTIAL REAL ESTATE TOTAL RETURN OPPORTUNITIES FUND LTD.	212456	CAYMAN ISLANDS
RESIDENTIAL REAL ESTATE TOTAL RETURN OPPORTUNITIES MASTER FUND L.P.	27263	CAYMAN ISLANDS
SABRAND LIMITED	126677	CYPRUS
STRUCTURED CREDIT RESEARCH LLP	OC328062	ENGLAND/WALES
TEMPO ASSET MANAGEMENT PTY LTD THE	167 321 637	AUSTRALIA
LIBERTY GROUP CONSORTIUM PTY LTD TLG	082 564 289	AUSTRALIA
SERVICES PTY LIMITED	092 500 608	AUSTRALIA
TLGH PTY LIMITED	092 927 467	AUSTRALIA
TRE DATA CENTRES CANBERRA PTY LTD US	141 881 227	AUSTRALIA
LLC HOLDINGS PTY LTD	130 888 292	AUSTRALIA
US LLC INVESTMENTS LLC	36-4811214	UNITED STATES
WATERFORD COUNTY PTY LIMITED	122 853 089	AUSTRALIA
WAVESTONE CAPITAL PTY LIMITED	120 179 419	AUSTRALIA
WELCOME BREAK CAYMAN LIMITED	FC027450	CAYMAN ISLANDS
WELCOME BREAK GROUP HOLDINGS LIMITED	FC027451	CAYMAN ISLANDS
WELCOME BREAK GROUP LIMITED	03147949	ENGLAND/WALES
WELCOME BREAK HOLDINGS (1) LIMITED	04099287	ENGLAND/WALES
WELCOME BREAK HOLDINGS (2) LIMITED	04379574	ENGLAND/WALES
WELCOME BREAK HOLDINGS LIMITED	03290817	CAYMAN ISLANDS
WELCOME BREAK LIMITED	01735476	ENGLAND/WALES
WELCOME BREAK NO.1 LIMITED	08331837	ENGLAND/WALES
WELCOME BREAK NO.2 LIMITED	08331870	ENGLAND/WALES
WELCOME BREAK NO.3 LIMITED	08331918	ENGLAND/WALES
WELCOME BREAK SERVICES LIMITED	04099292	ENGLAND/WALES
WYETREE FUNDS PLC	520464	IRELAND
ARES AUSTRALIA MANAGEMENT PTY LTD	636 490 732	AUSTRALIA
ASSETSECURE PTY. LTD	110 953 618	AUSTRALIA
BELVINO INVESTMENTS PTY LIMITED	147 114 387	AUSTRALIA
FIDANTE PARTNERS AAM HOLDINGS PTY	636 490 189	AUSTRALIA
LIMITED		