19 December 2023

Update on Proposal From ARN Media And Anchorage Capital Partners

On 18 October 2023, Southern Cross Media Group Limited (ASX: SXL) (**SCA**) received a non-binding indicative offer from ARN Media Limited (ASX: A1N) (**ARN**) and Anchorage Capital Partners Pty Limited (**ACP**) (together, the **Consortium**) to acquire 100% of the fully diluted share capital in SCA for 0.753 ARN shares and 29.6 cents cash per share by way of a recommended scheme of arrangement (**Indicative Proposal**). ARN provided a copy of the Indicative Proposal to ASX on 18 October 2023.

Since receiving the Indicative Proposal, SCA and its advisers have engaged with the Consortium to enable all parties to have a better understanding of the value of the Indicative Proposal. Following this initial engagement, the Consortium has reconfirmed its Indicative Proposal, and the Board of SCA has determined to continue due diligence with the Consortium, to provide an opportunity for the Consortium to deliver a certain proposal to SCA and for the SCA Board to assess whether any such proposal is in the interests of SCA shareholders.

The parties have not reached a binding agreement to implement the Indicative Proposal and have not agreed to commence preparation or negotiation of any transaction documentation. The Indicative Proposal is subject to several conditions, including satisfactory completion of due diligence currently under way, subsequent negotiation and execution of transaction documentation, and regulatory approvals. There is no certainty that a transaction will eventuate.

SCA recommends shareholders take no action in relation to the Indicative Proposal and will continue to update shareholders as required by its continuous disclosure obligations.

Approved for release by the board of directors.

For further information, please contact:

Southern Cross Media Group Limited

Investors:	**Media:**	
Tim Young	Caroline Stanley	Ben Wilson
Chief Financial Officer	GRACosway	GRACosway
Tel: 03 9922 2036	Tel: 0402 170 901	Tel: 0407 966 083

About Southern Cross Austereo

Southern Cross Austereo (SCA) is one of Australia's leading media companies and the home of LiSTNR, the Hit and Triple M networks and regional television stations, reaching more than 95% of the Australian population. The LiSTNR digital audio app hosts a library of free and compelling digital audio content available anytime, anywhere. It houses SCA's 99 FM, AM, and DAB+ radio stations, including AFL, NRL and international cricket coverage, 27 music genre stations, and over 800 podcasts from leading Australian and global creators, plus local news and information. With more than one million signed-in users, LiSTNR has something to entertain, inform, and inspire all Australians and helps advertisers to connect with highly engaged and addressable audiences. The LiSTNR digital audio sales network reaches an estimated 8 million people each month. SCA owns 99 radio stations across FM, AM, and DAB+ under the Triple M and Hit network brands and provides national sales representation for 56 regional radio stations, with 6.131 million listeners across the Hit and Triple M networks. SCA broadcasts 96 free to air TV signals across regional Australia and represents or has a joint venture with 39 TV stations, reaching 3.6 million people a week. SCA broadcasts Network 10 programs in regional Queensland, southern NSW, and Victoria and provides national advertising sales representation for Network 10 programming in all Australian states and territories. SCA also broadcasts and provides sales representation for Seven Network programming in Tasmania, Darwin, and Remote Central and Eastern Australia and for Seven and Nine Network programming in Spencer Gulf and Broken Hill. SCA also features Sky News Regional in regional Queensland, southern NSW, and Victoria and sales representation in northern NSW, Griffith, and Mount Gambier. SCA provides Australian sales representation for global open audio platform SoundCloud and Sonos Radio. www.southerncrossaustereo.com.au.