



ASX RELEASE

1 March 2024

### Media reporting

Southern Cross Media Group (ASX:SXL) (**SCA**) notes reporting in today's Australian Financial Review: *Major Southern Cross shareholders in push to oust board and executives*. The article reports that three major SCA shareholders intend to requisition an extraordinary general meeting of SCA to remove the company's Chair, Board, and management. SCA has not yet received notice of such requisition.

The SCA Board and management have been, and remain, constructively engaged in evaluating the non-binding indicative proposal (**Indicative Proposal**) received from a Consortium comprising ARN Media Limited and Anchorage Capital Partners (**ACP**).

SCA has provided fulsome financial and commercial due diligence information to the Consortium and has dedicated significant resources throughout the diligence process. This has included financial information about SCA's radio stations and related assets that would be transferred to ACP or to a reconstituted company following a significant re-allocation of SCA and ARN assets (**ARN Newco**).

However, the SCA Board highlights that based on the Consortium's own valuation of the Indicative Proposal in its initial announcement, almost 70% of the value to SCA shareholders is represented by ARN shares to be issued to SCA shareholders in ARN NewCo and after the incurring of separation and other transaction costs by ARN Newco.

The value of the shares in ARN NewCo will be fundamentally different to the value of ARN shares before implementation of the Indicative Proposal and the current or historical trading price of ARN shares. It is therefore critical for the SCA Board to value the ARN NewCo shares to properly assess the Indicative Proposal. The SCA Board has requested but has not yet received the financial and commercial due diligence information it requires to complete that assessment. SCA is well advanced in its due diligence; however, the SCA Board will not be able to finalise its due diligence and evaluation of the Indicative Proposal unless the Consortium provides this critical information.

The SCA Board respects the rights of shareholders to call an extraordinary general meeting and will fully comply with its legal obligations. However, given the work completed to date, the SCA Board considers that it would not be in the interests of SCA shareholders for such a meeting to be called before finalisation of the SCA Board's consideration of the Indicative Proposal. The Board reiterates its commitment to act in the interests of all shareholders and will keep the market informed in line with its continuous disclosure obligations.

Approved for release by the Chairman of the Board

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**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](http://www.southerncrossaustereo.com.au).