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AUSTRALIA



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ASX RELEASE / MEDIA RELEASE

Southern Cross Media Group Limited (ASX: SXL) – Update on Offer for Austereo Group Limited

Southern Cross Media Group Limited (**SCM**) today provides the following update on the off-market takeover bid for all of the shares in Austereo Group Limited ACN 095 552 060 (**Austereo**) by Southern Cross National Network Pty Ltd ACN 148 894 231 (**SCNN**), a wholly owned subsidiary of SCM (**Offer**).

Regulatory approval conditions satisfied

SCNN has previously announced that the conditions to the Offer described in paragraphs 13.14(b) and 13.14(c) of the Bidder's Statement issued by SCNN on 28 February 2011(the **Bidder's Statement**) have been satisfied because:

- the Australian Competition and Consumer Commission has confirmed in writing that it does not propose to intervene in the acquisition by SCNN of Austereo shares pursuant to section 50 of the Competition and Consumer Act 2010 (Cth);
- the Australian Communications and Media Authority (ACMA) has approved a temporary breach of the Broadcasting Services Act 1992 (Cth) arising as a result of the acquisition of Austereo shares by SCNN pursuant to the Offer. SCM has entered into undertakings with ACMA to dispose of two commercial radio broadcasting licences in Nambour RA1. A copy of the media release issued by ACMA dated 25 March 2011 in this regard is available on the ACMA website (www.acma.gov.au).

Status of other conditions

The Offer remains subject to the following conditions:

- Minimum acceptance condition
- No prescribed occurrences
- No further dividends, distributions or redemptions
- No material acquisitions, disposals or new commitments
- Other events

Further details of these conditions are set out in sections 13.14(a) (the **Minimum Acceptance Condition**), (d), (e), (f) and (g) of the Bidder's Statement (the **Remaining Conditions**).

SCM and SCNN today announce that the Offer will be declared free of all Remaining Conditions within one business day after the satisfaction of the Minimum Acceptance Condition provided that neither SCM nor SCNN is aware of any circumstances existing at that time which would mean that a Remaining Condition is not capable of being fulfilled. Neither SCM nor SCNN is currently aware of any such circumstances.

SCM notes that on 31 January 2011, Village Roadshow Limited (VRL) announced that it intends to accept the SCM offer in respect of its 52.52% shareholding in Austereo, in the absence of a superior proposal. If VRL accepts for its entire shareholding of 52.52%, the Minimum Acceptance Condition will be satisfied.

Extension of offer period

SCM and SCNN also announce that the Offer Period (as defined in the Bidder's Statement) will be extended to 7.00pm (Melbourne time) on Tuesday 12 April 2011.

Analysts and investors:

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