

Southern Cross Media Group Limited
ABN 91 116 024 536

Level 2, 70 Park Street
SOUTH MELBOURNE VIC 3205
AUSTRALIA

Telephone +61 3 9922 2121
Fax +61 3 9922 2199
Internet www.scmediagroup.com.au



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ASX RELEASE / MEDIA RELEASE

Southern Cross Media successfully completes Institutional Entitlement Offer

Strong support from existing institutional shareholders

Southern Cross Media Group Limited (**Southern Cross Media**) today announced the successful completion of the institutional component (**Institutional Entitlement Offer**) of its 6 for 7 accelerated renounceable entitlement offer (**Entitlement Offer**) to raise A\$471 million. The Entitlement Offer was priced at A\$1.45 per new share (**Offer Price**), representing a 9.4% discount to the theoretical ex-rights price of A\$1.60.

The Institutional Entitlement Offer raised gross proceeds of approximately A\$391 million at the Offer Price, representing approximately 83% of the total proceeds to be raised under the Entitlement Offer. Southern Cross Media received strong support from existing institutional shareholders, with eligible institutional shareholders electing to take up approximately 99% of their entitlements.

As a result of the strong take up by Southern Cross Media's existing institutional shareholders, only approximately 2.4 million shares were available for the institutional bookbuild, which was conducted from Thursday 7 April to Friday 8 April 2011. This was well supported, attracting strong bids from both new and existing Australian and international investors.

The clearing price under the institutional bookbuild was A\$1.70 per new share, a premium of A\$0.25 to the Offer Price of A\$1.45 per new share. Therefore, institutional shareholders who elected not to take up their entitlements will receive A\$0.25 for each new share not taken up (less any applicable withholding tax).

The Chief Executive Officer of Southern Cross Media, Rhys Holleran, said:

"We are very pleased with the strong institutional take up of the Entitlement Offer. The more time we spend with the team at Austereo the more excited we become about the potential of the combined business and the opportunities it will present to our people, our customers and to our shareholders. Southern Cross Media and Austereo are highly complementary and the combination will both diversify our earnings and deliver exciting new growth opportunities."

The new shares taken up under the Institutional Entitlement Offer and institutional bookbuild are expected to be issued on Tuesday, 19 April 2011 and commence trading on ASX on the same day.

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Retail Entitlement Offer

The retail component of the Entitlement Offer (**Retail Entitlement Offer**) will raise approximately A\$80 million¹. The Retail Entitlement Offer will open on Monday 11 April 2011, following the lodgement of a replacement prospectus with the Australian Securities and Investment Commission (**Prospectus**), and is expected to close on Tuesday 3 May 2011.

Eligible retail shareholders of Southern Cross Media will be able to subscribe for 6 new Southern Cross Media shares (**New Shares**) for every 7 existing Southern Cross Media shares held at 7:00pm (Melbourne time) on Monday 11 April 2011 (**Record Date**), at the Offer Price of A\$1.45 per New Share, which is the same as the Offer Price for the Institutional Entitlement Offer.

A copy of the Prospectus will be despatched to eligible retail shareholders on Wednesday 13 April 2011. Eligible retail shareholders wishing to acquire New Shares under the Retail Entitlement Offer will need to complete, or otherwise apply in accordance with, the personalised entitlement and acceptance form that will accompany the Prospectus.

If you are a shareholder of Austereo Group Limited (**Austereo**), you have a conditional entitlement only. Your ability to take up your entitlement will be subject to you having accepted the takeover offer for scrip consideration on or prior to the takeover offer close date of 19 April 2011. The number of New Shares you are entitled to receive will depend upon the extent to which you elect to receive scrip consideration under the takeover offer. You will be able to subscribe for 6 New Shares for every 7 Southern Cross Media shares issued to you as scrip consideration under the takeover offer, at the Offer Price of A\$1.45 per New Share.

Eligible retail shareholders may choose to take up their entitlements in whole, in part, or not at all. New Shares attributable to the number of entitlements not taken up in the Retail Entitlement Offer, together with those which would otherwise have been offered to ineligible shareholders, will be offered to certain institutional investors through the retail bookbuild scheduled for Monday 9 May 2011 to Tuesday 10 May 2011.

The Entitlement Offer (other than the offer to Austereo shareholders) is fully underwritten.

Eligible retail shareholders who do not take up their entitlements or who are ineligible to participate in the Retail Entitlement Offer will receive any premium between the clearing price achieved under the retail bookbuild and the Offer Price for New Shares (less any applicable withholding tax). No amount will be paid if the retail bookbuild clearing price is equal to the Offer Price. There can be no guarantee that the clearing price will be higher than the Offer Price or that the clearing price achieved in the retail bookbuild will match that achieved in the institutional bookbuild.

Southern Cross Media expects the trading halt on its shares to be lifted prior to the commencement of trading on Monday, 11 April 2011.

Further information

For further information, please contact:

Investors and analysts:

Rhys Holleran, Chief Executive Officer	+61 3 9922 2000
Stephen Kelly, Chief Financial Officer	+61 3 9922 2000

1. Up to 16.8 million additional New Shares (raising A\$24.4 million) may be issued under the Entitlement Offer in connection with Austereo shareholders who elect scrip consideration under the takeover offer as described in the prospectus.

Media:

nightingale communications	+61 3 9614 6930
Kate Inverarity	+61 413 163 020
Lisa Keenan	+61 409 150 771

If you have any additional enquiries about the Entitlement Offer, please contact the Southern Cross Media Entitlement Offer Information Line on 1300 651 576 (or +61 3 9415 4881 for international callers) at any time from 8.30am to 5.00pm (Melbourne time) Monday to Friday during the Entitlement Offer period. Copies of the Prospectus will also be available for download from 11 April 2011 at the Southern Cross media website (www.scmmedia.com.au).

Important Information:

Nothing contained in this announcement constitutes investment, legal, tax or other advice. You should make your own assessment and take independent professional advice in relation to the information and any action taken on the basis of the information.

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This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither the entitlements nor the shares to be issued under the entitlements have been, or will be, registered under the U.S. Securities Act of the 1933 (the "Securities Act") or the securities law of any state or other jurisdiction of the United States, and may not be offered or sold in the United States, unless they have been registered under the Securities Act, or are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.

Neither this announcement nor the Prospectus or any other documents relating to the offer of shares may be sent or distributed to persons in the United States.

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