



NOTICE OF ANNUAL GENERAL MEETING 2013 AND EXPLANATORY MEMORANDUM

Date of Meeting: Tuesday 22 October 2013

Time of Meeting: 10.00 am

Place of Meeting: Southern Cross Austereo, Level 2, 257 Clarendon Street, South Melbourne Victoria.

1. ANNUAL GENERAL MEETING

The Annual General Meeting (**AGM**) of Southern Cross Media Group Limited (**SCMGL** or **Company**) will be held at **10.00 am AEDT** on **Tuesday 22 October 2013** at:

Southern Cross Austereo
Level 2, 257 Clarendon Street
South Melbourne Victoria.

The notice of meeting is contained in section 2 and the Explanatory Memorandum, which explains the business of the meeting, is contained in section 4. Voting information is contained in section 3 and the proxy form which accompanies this document. The proxy form and Explanatory Memorandum form part of the Notice of Meeting.

This document is important and requires immediate attention. It should be read in its entirety. If you are uncertain as to the course you should follow, you should seek professional advice without delay.

Certain capitalised terms are defined in section 5 although terms which are defined in the SCMGL constitution have the same meaning when used in this document unless the context requires otherwise.

2. NOTICE OF MEETING

SOUTHERN CROSS MEDIA GROUP LIMITED
ABN 91 116 024 536 (**SCMGL** or **Company**)

Notice is given that an Annual General Meeting of the members of SCMGL will be held at **10.00 am AEDT on Tuesday 22 October 2013 at Southern Cross Austereo, Level 2, 257 Clarendon Street, South Melbourne Victoria**, to transact the following business:

Ordinary business

Financial Accounts and Reports

To receive and consider the Financial Report of SCMGL and the Directors' Report and Auditor's Report, for the financial year ended 30 June 2013.

Resolution 1: Adoption of Remuneration Report

To consider, and if thought fit, to pass as a non-binding and advisory resolution in accordance with section 250R of the Corporations Act:

"That SCMGL adopt the Remuneration Report included in the SCMGL Directors' Report for the financial year ended 30 June 2013."

Voting exclusion statement

The Company will disregard any votes cast on Resolution 1 by, or on behalf of:

- a member of the Key Management Personnel, details of whose remuneration is disclosed in the Remuneration Report; and*
- their Closely Related Parties,*

unless the vote is cast:

- as proxy for a person entitled to vote in accordance with the direction on the proxy form; or*
- by the Chairman of the meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.*

Resolution 2: Re-election of Chris de Boer as a Director

To consider, and if thought fit, to pass as an ordinary resolution:

"That Chris de Boer be re-elected as a Director of SCMGL."

Resolution 3: Re-election of Tony Bell as a Director

To consider, and if thought fit, to pass as an ordinary resolution:

"That Tony Bell be re-elected as a Director of SCMGL."

Resolution 4: Re-election of Peter Harvie as a Director

To consider, and if thought fit, to pass as an ordinary resolution:

"That Peter Harvie be re-elected as a Director of SCMGL."

By Order of the Board of Southern Cross Media Group Limited



Louise Bolger
Company Secretary
20 September 2013

3. VOTING ENTITLEMENT AND PROXY INFORMATION

Voting

You can vote in either of two ways:

- attending the meeting and voting in person or, if you are a corporate member, by corporate representative voting for you; or
- appointing a proxy to attend and vote for you, using the enclosed voting and proxy form.

Voting in person

If you plan to attend the meeting, we ask that you arrive at the meeting venue at least 30 minutes prior to the time designated for the meeting so that we may check your shareholding against our register of members and note your attendance. The meeting will be held at **10.00 am AEDT on Tuesday 22 October 2013 at Southern Cross Austereo, Level 2, 257 Clarendon Street, South Melbourne, Victoria.**

Voting by corporate representative

If a corporate member plans to attend through a corporate representative, it must appoint a person to act as its representative and the appointed person must bring appropriate written evidence of the appointment to the meeting signed under the corporation's common seal or in accordance with section 127 of the Corporations Act.

Voting by proxy

If you do not intend to attend the meeting and are entitled to vote on the resolution, you may select a representative or the Chairman of the meeting to act as your proxy to attend and vote for you. A representative may be a natural person or a body corporate and need not be a member of SCMGL. Your proxy can be appointed in respect of some or all of your votes. If you are entitled to cast two or more votes at the meeting you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where a proportion is not specified, each may exercise half of your voting rights.

If you appoint a proxy, you may still attend the meeting. However, your proxy's rights to speak and vote are suspended while you are present. Accordingly, you will be asked to revoke your proxy if you register at the meeting.

Proxy vote if appointment specifies way to vote

Section 250BB of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- if the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- if the proxy is the Chairman of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chairman – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chairman in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- the appointed proxy is not the Chairman of the meeting;
- at the meeting, a poll is demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the Chairman of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at that meeting.

Entitlement to vote

SCMGL has determined that for the purpose of voting at the meeting, SCMGL shares will be taken to be held by those persons holding shares in the Company that are listed for quotation on the Australian Securities Exchange and recorded on the Company's register as at **10.00 am AEDT on Sunday 20 October 2013.**

Timing

For the appointment of a proxy to be effective, you must ensure that your proxy form (and a certified copy of the authority under which it is signed) is received by the registry, Computershare Investor Services Pty Limited, at least 48 hours before the start of the meeting, that is, by no later than **10.00 am AEDT on Sunday 20 October 2013:**

- by mail;
- by facsimile;
- by internet; or
- by hand delivery.

The relevant contact details are set out on the back page of this document.

Details for lodgement of proxies

Mailing address	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001
Delivery address	Computershare Investor Services Pty Limited Yarra Falls 452 Johnston Street, Abbotsford VIC 3067
Facsimile	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
Internet	Log on to www.investorvote.com.au If you are a custodian and an Intermediary Online subscriber, you can log onto www.intermediaryonline.com

A reply paid envelope is enclosed for the return of the proxy form by mail.

As a shareholder in SCMGL, Chapter 2C of the Corporations Act requires certain information about you (including your name, address and details of the SCMGL shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your shareholding. This information is held by Computershare Investor Services Pty Limited on behalf of SCMGL in its capacity as SCMGL's appointed registry.

4. EXPLANATORY MEMORANDUM

Financial Accounts and Reports

As required by the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of SCMGL for the most recent financial year will be laid before the AGM. The members of SCMGL are not required to pass a resolution in relation to these documents, except in relation to the Remuneration Report.

A SCMGL shareholder who is entitled to vote at the AGM may submit written questions to SCMGL's auditor under section 250PA of the Corporations Act if the question is relevant to the content of the SCMGL Auditor's Report or the conduct of the audit of the SCMGL Financial Report. Any such shareholder wanting to do so must give the question to SCMGL (attention Louise Bolger) at the address for SCMGL shown in the Corporate Directory in section 6 no later than the fifth business day before the meeting (that is, by 5:00 pm on Tuesday, 15 October 2013).

The auditor will be available at the AGM to answer shareholder questions on the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by SCMGL in relation to the preparation of the Financial Report and the independence of the auditor in relation to the conduct of the audit.

The auditor will either answer these questions at the AGM or table written answers to them at the AGM and make them available to shareholders as soon as practicable after the AGM.

Resolution to adopt Remuneration Report (Resolution 1)

Directors of listed public companies are required to provide detailed disclosure of the remuneration of Key Management Personnel in the Directors' Report. The SCMGL Remuneration Report appears in the SCMGL Directors' Report for the financial year ended 30 June 2013 and is also available from SCMGL's website www.scmmediagroup.com.au.

The contents of the Remuneration Report include (amongst other things):

- a discussion of the Board's policy in relation to the nature and level of remuneration of Directors and senior managers of the Company and group companies;
- discussion of the relationship between the Board's Remuneration Policy and the Company's performance over the five financial years up to and including 2013; and
- details of the remuneration provided to the Chief Executive Officer, certain senior executives and the non-executive Directors of the Company for the year ended 30 June 2013.

During the discussion on this item of business, members will have reasonable opportunities to ask questions about, and make comments upon, the Remuneration Report.

The Corporations Act requires that the Remuneration Report be adopted at the meeting by way of non-binding resolution. Whilst there is a requirement for a formal resolution, the resolution is advisory only and does not bind the Company. The Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Board Recommendation: The Board recommends that SCMGL shareholders vote in favour of Resolution 1. The Chairman of the meeting intends to vote all undirected proxies in favour of the adoption of the Remuneration Report.

Resolutions to re-elect Chris de Boer (Resolution 2), Tony Bell (Resolution 3) and Peter Harvie (Resolution 4) as Directors

Article 10.3 of the constitution of SCMGL requires that one-third of the Directors on the Board retire at each annual general meeting. If they are eligible, they may stand for re-election.

Accordingly, Chris de Boer, Tony Bell and Peter Harvie retire by rotation and, being eligible, offer themselves for re-election.

To pass each of these resolutions, more than 50 percent of the votes cast by SCMGL shareholders entitled to vote on each resolution must be in favour of the resolution.

Chris de Boer

Chris de Boer was appointed in September 2005 and is the chairman of the Audit and Risk Committee and a member of the Remuneration and Nomination Committee. Chris has had various careers in investment banking, business consulting, stockbroking and direct investment and through them gained experience in initial public offerings, mergers and acquisitions, corporate reorganisations, joint ventures, bond issues and financial advice across London, Hong Kong, Australia and New Zealand, in both domestic and cross-border deals.

Chris also has extensive experience in takeover regulation, having spent more than two years as an executive at the Takeover Panel in London, three years on the Takeovers Committee in Hong Kong and four years as chairman of the Takeovers Panel in Hong Kong.

Tony Bell

Tony Bell was appointed in April 2008 and is the chairman of the Remuneration and Nomination Committee and a member of the Audit and Risk Committee. Tony is one of Australia's most distinguished media operators, with over 30 years' experience in the Australian radio and free to air television industry. As managing director of Southern Cross Broadcasting (Australia) Limited from 1993 to 2007, Tony gained extensive experience in regional and metropolitan media and was instrumental in its formation as one of Australia's leading media companies.

Peter Harvie

Peter Harvie was appointed in August 2011 and is a member of the Remuneration and Nomination Committee. Peter has more than 45 years' experience in the advertising, marketing and media industries. Prior to his appointment Peter was the executive chairman of Austereo Group Limited from 2001 until May 2011, executive chairman of Austereo Pty Ltd, managing director of the Triple M Network and founder and managing director of the Clemenger Harvie advertising agency from 1974 to 1993.

Board recommendation: The Board (other than the relevant Director in relation to his own re-election) recommends the re-election of Chris de Boer, Tony Bell and Peter Harvie. The Chairman of the meeting intends to vote undirected proxies in favour of the re-election of Chris de Boer, Tony Bell and Peter Harvie.

5. GLOSSARY

AEDT means Australian Eastern Daylight Time.

AGM means annual general meeting.

Business Day means a business day for the purposes of the Corporations Act, being a day that is not a Saturday, a Sunday or a public holiday or bank holiday in Melbourne, Australia.

Closely Related Party means any of the following persons:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- a company that the member controls; or
- a person described by the Corporations Regulations 2001 (Cth).

Corporations Act means *Corporations Act 2001* (Cth).

Directors means the directors of SCMGL and "Director" refers to one of the Directors.

Explanatory Memorandum means the explanatory memorandum set out in section 4 of this document.

Key Management Personnel has the same meaning as in the Australian Accounting Standards and broadly includes persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Director.

Notice and **Notice of Meeting** means this notice of annual general meeting and a reference to this Notice includes the Explanatory Memorandum and the proxy form that accompanies it.

6. CORPORATE DIRECTORY

Southern Cross Media Group Limited

Level 2
257 Clarendon Street
South Melbourne VIC 3205
Australia

Telephone: 03 9252 1019 (Australia)
+61 3 9252 1019 (International)

Facsimile: +61 3 9252 1270

Website: www.southerncrossaustereo.com.au

Directors: Max Moore-Wilton (Chairman)
Leon Pasternak (Deputy Chairman)
Tony Bell
Chris de Boer
Michael Carapiet
Peter Harvie
Marina Darling

Secretary: Louise Bolger

Registry

Computershare Investor Services Pty Ltd
GPO Box 2975 Melbourne VIC 3001

Telephone: 1300 766 272 (Australia)
+61 3 9415 4257 (International)

Facsimile: +61 3 9473 2500

Financial report

A copy of the SCMGL consolidated financial report for the period ended 30 June 2013 is available on the SCMGL website: www.southerncrossaustereo.com.au.



Southern Cross Media Group Limited
ABN 91 116 024 536

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

Go to www.investorvote.com.au or scan the QR Code with your mobile device.
Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number:

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 10:00 am AEDT on Sunday, 20 October 2013.**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions


STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Southern Cross Media Group Limited hereby appoint

☐ the Chairman of the Meeting **OR**

 **PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Southern Cross Media Group Limited to be held at Southern Cross Austereo, Level 2, 257 Clarendon Street, South Melbourne Victoria on Tuesday, 22 October 2013 at 10:00 am AEDT and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2

Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1: Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Re-election of Chris de Boer as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Re-election of Tony Bell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4: Re-election of Peter Harvie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

S X L