



SOUTHERN CROSS AUSTEREO  
*absolutely* engaging

# NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

**Date of Meeting:** Tuesday 23 October 2018

**Time of Meeting:** 11:00am

**Place of Meeting:** Primus Hotel, Meeting Room 2, Mezzanine Level, 339 Pitt Street, Sydney, New South Wales

## 1. ANNUAL GENERAL MEETING

The Annual General Meeting (**AGM**) of Southern Cross Media Group Limited (**Company**) will be held at 11:00am AEDT on **Tuesday 23 October 2018** at:

**Primus Hotel,  
Meeting Room 2,  
Mezzanine Level,  
339 Pitt Street,  
Sydney, New South Wales**

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 Company's Constitution have the same meaning when used in this document unless the context requires otherwise.

## 2. NOTICE OF MEETING

Notice is given that the Annual General Meeting of the members of SOUTHERN CROSS MEDIA GROUP LIMITED ABN 91 116 024 536 (Company) will be held at 11:00am AEDT on Tuesday 23 October 2018 at Primus Hotel, Meeting Room 2, Mezzanine Level, 339 Pitt Street, Sydney, New South Wales.

### AGENDA

#### A. Chairman's address to shareholders

#### B. Chief Executive Officer's address to shareholders

#### C. Financial accounts and reports

To receive and consider the Financial Report of the Company and the Directors' Report and Auditor's Report, for the financial year ended 30 June 2018.

#### D. Election and re-election of directors

##### **Resolution 1: Re-election of Peter Bush as a director**

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

1. "That Peter Bush be re-elected as a director of the Company."

The Board recommends (with Peter Bush abstaining in respect of Resolution 1) that shareholders vote in favour of Resolution 1.

##### **Resolution 2: Re-election of Leon Pasternak as a director**

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

2. "That Leon Pasternak be re-elected as a director of the Company."

The Board recommends (with Leon Pasternak abstaining in respect of Resolution 2) that shareholders vote in favour of Resolution 2.

##### **Resolution 3: Approval of LTI Grant to Managing Director**

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

3. "For the purposes of ASX Listing Rule 10.14, and all other purposes, that approval be given for the grant of 621,820 Performance Rights to the Company's Chief Executive Officer and Managing Director, Grant Blackley, under the Company's Long Term Incentive Plan on the terms summarised in the Explanatory Memorandum."

The Board recommends (with Mr Blackley abstaining in respect of Resolution 3) that shareholders vote in favour of Resolution 3.

*Note: A voting exclusion as set out below applies to Resolution 3.*

#### E. Remuneration Report

##### **Resolution 4: Adoption of Remuneration Report**

To consider, and, if thought fit, to pass as a non-binding and advisory resolution in accordance with section 250R(3) of the Corporations Act 2001:

4. "That the Remuneration Report included in the Directors' Report for the financial year ended 30 June 2018 be adopted."

The Board recommends that shareholders vote in favour of Resolution 4.

The vote on this resolution is advisory only and does not bind the directors or the Company.

*Note: A voting exclusion as set out below applies to Resolution 4.*

### Voting exclusion statements

#### **Resolution 3**

The Company will disregard any votes cast in favour of Resolution 3 in any capacity by or on behalf of the Chief Executive Officer and Managing Director (being the only director entitled to participate in an employee incentive scheme) and any of his associates.

The Company will also disregard any votes cast in favour of Resolution 3 by any member of the key management personnel (KMP) of the Company, or a closely related party of any member of the KMP, that is appointed as proxy, if their proxy appointment does not specify the way in which the proxy is to vote.

However, the Company need not disregard a vote if the vote is cast by:

- a. a person as proxy for a person who is entitled to vote on Resolution 3 and the vote is cast in accordance with the directions on the proxy form; or
- b. the person chairing the meeting, as a proxy for a person who is entitled to vote and the proxy appointment expressly authorises the Chairman to exercise the proxy (even if the resolution is connected directly or indirectly with the remuneration of the KMP).

#### **Resolution 4**

The Company will disregard any votes cast on Resolution 4 by, or on behalf of, a member of the KMP, details of whose remuneration is disclosed in the Remuneration Report, and their Closely Related Parties (each a **Prohibited Voter**), unless the vote is cast:

- a. as proxy for a person who is not a Prohibited Voter and the vote is cast in accordance with the direction on the proxy form; or
- b. by the Chairman of the meeting as proxy for a person who is not a Prohibited Voter and the form of proxy expressly authorises the Chairman to vote undirected proxies as the Chairman sees fit (even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP).

### Important

If you appoint the Chairman of the meeting as your proxy on Resolutions 3 and 4, you can direct the Chairman how to vote on those resolutions (by marking the relevant boxes on the proxy form). If you do not direct the Chairman how to vote on Resolutions 3 and 4, you give the Chairman your express authority to vote your undirected proxy. In that case, the Chairman will vote in favour of these items of business, even if the resolution is connected, directly or indirectly, with the remuneration of a member of the KMP.

By Order of the Board of Southern Cross Media Group Limited



**Tony Hudson**

Company Secretary  
21 September 2018

## 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 **11:00am AEDT on Tuesday 23 October 2018 at Primus Hotel, Meeting Room 2, Mezzanine Level, 339 Pitt Street, Sydney, New South Wales.**

### 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 resolutions, 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 the Company. 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 one proxy, then your proxy will be entitled to vote on a show of hands. If you appoint two proxies, neither of them may vote on a show of hands.

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:

1. the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
2. 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;
3. 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
4. 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; and
- the appointed proxy is not the Chairman of the meeting; and
- at the meeting, a poll is demanded on the resolution; and
- either of the following applies:
  - i. the proxy is not recorded as attending the meeting; or
  - ii. 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

The Company has determined that for the purpose of voting at the meeting, 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 **7:00pm AEDT on Sunday 21 October 2018.**

### 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 **11:00am AEDT on Sunday 21 October 2018:**

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

The relevant contact details are:

### Details for lodgment of Proxies

Mailing Address    Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001

Delivery Address    Computershare Investor Services Pty Limited  
Level 4, 60 Carrington Street  
Sydney NSW 2000

Facsimile            1800 783 447 (within Australia)  
+61 3 9473 2555 (outside Australia)

Internet              Log on to [www.investorvote.com.au](http://www.investorvote.com.au)

If you are a custodian and an Intermediary Online subscriber, you can log on to [www.intermediaryonline.com](http://www.intermediaryonline.com).

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

As a shareholder in the Company, Chapter 2C of the Corporations Act requires certain information about you (including your name, address and details of the 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 the Company in its capacity as the Company's appointed registry.

## 4. EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to help Shareholders understand the business to be put to shareholders at the forthcoming Annual General Meeting. It relates to the resolutions set out in the Notice of Meeting and should be read in conjunction with the Notice of Meeting. This Explanatory Memorandum forms part of the Notice of Meeting.

Resolutions 1, 2 and 3 are ordinary resolutions. An ordinary resolution is passed where a simple majority of votes cast by shareholders entitled to vote on the resolution are cast in favour of the resolution. Resolution 4 is a non-binding resolution.

### AGENDA ITEM C

#### Financial accounts and reports

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

A shareholder who is entitled to vote at the AGM may submit written questions to the Company's auditor under section 250PA of the Corporations Act if the question is relevant to the content of the Auditor's Report or the conduct of the audit of the Company's Financial Report. Any such shareholder wanting to do so must give the question to the Company (attention Tony Hudson) at the address for the Company shown in the Corporate Directory in section 6 no later than the fifth business day before the meeting (that is, by **5:00pm on Tuesday, 16 October 2018**).

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 the Company 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.

### AGENDA ITEM D

The Board aims to ensure that:

- directors have a diverse and relevant cross-section of experience and expertise including listed company directorship, finance, technology, marketing and entertainment industry expertise in particular;
- the Board is the right size for the Company's needs;
- the non-executive directors on the Board are able to apply independent thought to all decisions that come before the Board;
- directors maintain and build their corporate knowledge and experience; and
- there is an orderly process for periodic review and refreshment of the Board's composition to ensure it continues to satisfy the above aims.

The Board has undergone significant renewal since the 2015 financial year, through the appointment and subsequent election by shareholders of six new independent directors and the Managing Director and the resignation of seven non-executive directors. There were no changes in the Board's composition since the Company's most recent AGM and no changes are proposed at this AGM.

Article 10.3 of the Constitution requires that one-third of the Directors on the Board (or, if their number is neither three nor a multiple of three, then the number nearest one-third) must retire at each annual general meeting. If they are eligible, they may stand for re-election. For these purposes, a director who has been appointed by the Board under Article 10.8 of the Constitution is disregarded.

Peter Bush and Leon Pasternak will retire by rotation and, being eligible, offer themselves for re-election. As explained below, Leon Pasternak has indicated that, if he is re-elected by shareholders, this will be his final term as a director.

#### 1. RESOLUTION TO RE-ELECT PETER BUSH AS A DIRECTOR

##### Resolution 1 is supported by the Board

Peter Bush has been a director since 25 February 2015 and was most recently elected by shareholders on 29 October 2015. He is Chairman of the Board and of the Board's Nomination Committee.

Peter Bush had a distinguished career in executive roles spanning the media, FMCG, advertising and consumer products sectors. He also brings considerable and highly respected public company directorship experience to Southern Cross Media Group. Peter is currently Chairman of Inghams Group Limited. He has previously served on the boards of Mantra Group Ltd, Pacific Brands Ltd, Nine Entertainment Corporation, Insurance Australia Group, Miranda Wines, McDonald's Australia Limited and Lion Nathan.

The Board, having assessed Peter Bush's associations and experience, is satisfied that he is an independent director.

##### **The Board (Peter Bush abstaining) unanimously recommends the re-election of Peter Bush to the Board.**

The Chairman of the meeting intends to vote undirected proxies in favour of the re-election of Peter Bush.

## 2. RESOLUTION TO RE-ELECT LEON PASTERNAK AS A DIRECTOR

### Resolution 2 is supported by the Board

Leon Pasternak has been a director since 26 September 2005 and was most recently elected by shareholders on 20 October 2016. He is Deputy Chairman of the Board.

Until July 2010, Leon Pasternak was a senior corporate partner at Freehills (now Herbert Smith Freehills) specialising in mergers and acquisitions, public finance and corporate reorganisations. Until February 2014, Leon Pasternak held the positions of Vice Chairman and Managing Director with Merrill Lynch Markets (Australia) Pty Limited (a subsidiary of Bank of America) with responsibility for the financial institutions group and mergers and acquisitions.

Leon Pasternak is the Company's longest-standing director. His corporate knowledge has been invaluable in bedding down the significant renewal of the Board's composition since 2014. He has indicated that, if he is re-elected by shareholders, this will be his final term as a director. This will enable the Board to conduct an orderly process of succession during the next couple of years.

The Board, having assessed Leon Pasternak's associations and experience, is satisfied that he is an independent director.

**The Board (Leon Pasternak abstaining) unanimously recommends the re-election of Leon Pasternak to the Board.**

The Chairman of the meeting intends to vote undirected proxies in favour of the re-election of Leon Pasternak.

## 3. RESOLUTION FOR APPROVAL OF LTI GRANT TO MANAGING DIRECTOR

### Resolution 3 is supported by the Board

The Board appointed Grant Blackley to the role of CEO and Managing Director, effective 29 June 2015. To ensure that Mr Blackley continues to be incentivised to develop and implement the Company's strategic direction and create sustainable value for shareholders, the Board wishes to grant Mr Blackley 621,820 Performance Rights under the Company's long term incentive (LTI) plan.

ASX Listing Rule 10.14 requires shareholder approval in order for a director to be issued equity securities in the Company under an employee incentive scheme.

Accordingly, shareholders are asked to approve the grant of 621,820 Performance Rights to the Managing Director for the 2019 financial year (FY19), on the terms and conditions set out below.

#### Details of the proposed FY19 LTI grant

The proposed FY19 LTI grant for Mr Blackley is for 621,820 Performance Rights. The grant represents the LTI component of Mr Blackley's remuneration package and will be delivered under the Company's LTI plan, operated in accordance with the Company's LTI plan rules (Plan Rules).

The maximum number of Performance Rights has been calculated based on an LTI grant value of \$831,000, equivalent to 30% of Mr Blackley's total remuneration package. The grant value has then been divided by the Face Value of a Performance Right. The Face Value of each Performance Right for the FY19 grant was determined to be \$1.3364.

#### Entitlements

Each Performance Right is a right to acquire one ordinary share in the Company (or an equivalent cash amount) upon vesting, subject to the achievement of the performance conditions set out below.

The Performance Rights do not carry any dividend or voting rights prior to vesting.

The Performance Rights are non-transferable, except in limited circumstances or with the consent of the Board.

#### Date of grant

If shareholder approval is obtained, the Performance Rights will be granted and issued to Mr Blackley within 12 months after the AGM.

#### Performance hurdles

The Performance Rights are subject to two equally weighted performance hurdles which are independent and will be tested separately.

##### 1. Return on Invested Capital hurdle

Fifty per cent of the Performance Rights granted will be subject to a Return on Invested Capital (ROIC) hurdle. ROIC measures management's efficiency at allocating the capital under its control to generate profitable returns. To maintain and improve the Company's ROIC, management is required to focus on the quality of earnings and the capital required to deliver improved earnings.

ROIC will be calculated by dividing the adjusted profit before interest and tax attributable to members of SCMG for the relevant reporting period (reported profit before interest and tax, adjusted for the pre-tax effect of any significant or non-recurring items) by the average Invested Capital (equity and net debt) for the relevant reporting period.

ROIC performance will be determined based on ROIC in the final year of the LTI grant. For the FY19 LTI grant, ROIC will be measured in FY21. Nil vesting will occur if the ROIC in FY21 does not exceed the ROIC in the 'base year', which is the financial year immediately preceding the three-year Performance Period. The base year for the FY19 LTI grant is FY18, in which the Company's ROIC was 8.8%.

The vesting schedule for the ROIC hurdle is described below:

ROIC in FY21	Proportion of Performance Rights subject to the ROIC hurdle that vest
Below 8.8%	Nil vesting
At 8.8%	50% vesting
8.8% to 11.2%	Straight line vesting between 50% and 100%
At or above 11.2%	100% vesting

# 4. EXPLANATORY MEMORANDUM

## 2. EPS hurdle

Fifty per cent of the Performance Rights granted will be subject to an earnings per share (EPS) hurdle. EPS performance will be determined based on growth in adjusted EPS over the performance period (comprising three financial years). Growth in adjusted EPS will be calculated by measuring the compound annual growth rate (CAGR) between adjusted EPS in the final financial year of the performance period and adjusted EPS in the 'base year', which is the financial year immediately preceding the performance period (i.e. FY18, for the FY19 LTI grant).

Adjusted EPS will be calculated by dividing the adjusted profit after tax attributable to members of the Company for the relevant reporting period (reported profit after tax, adjusted for the after-tax effect of any significant or non-recurring items) by the weighted average number of ordinary shares of the Group over the relevant reporting period.

Consistent with the ROIC hurdle, the performance period starts on 1 July 2018 and will end on 30 June 2021 for the FY18 grant. The vesting schedule for the EPS hurdle is described below:

Adjusted EPS CAGR over performance period	Proportion of Performance Rights subject to the EPS Hurdle which vest
Below 3%	Nil vesting
At 3%	50% vesting
3% to 8%	Straight line vesting between 50% and 100%
At or above 8%	100% vesting

### Allocation of shares upon vesting

Once the Board has determined the extent to which the applicable performance hurdles have been met, subject to the continued employment of Mr Blackley (see further details below) the relevant number of Performance Rights will vest and the applicable number of shares will be allocated to Mr Blackley. Ordinarily, shares will be allocated automatically upon vesting of Performance Rights but the Board has discretion to settle Performance Rights in cash rather than shares.

Any Performance Rights that do not vest following testing of the performance hurdles at the end of the performance period will lapse.

The Company's obligation to allocate shares on vesting may be satisfied by issuing new shares, acquiring shares on market or transferring shares from an employee share trust.

No amount will be payable in respect of the allocation of Performance Rights, nor in respect of any shares granted upon vesting of the Performance Rights.

In accordance with the Company's Senior Executive Share Ownership Policy, while he remains employed by the Company Mr Blackley will be required to retain 25% of the Shares allocated to him on vesting of Performance Rights. The remainder of any Shares allocated to him will not be subject any further trading restrictions, subject to complying with the Company's share trading policy.

### Cessation of employment

If Mr Blackley ceases employment with the Company prior to the Performance Rights vesting, the treatment of his Performance Rights will depend on the circumstances of cessation.

Where he ceases employment prior to the Performance Rights vesting due to resignation, termination for cause or poor performance, all unvested Performance Rights will lapse at cessation.

Where he ceases employment for any other reason prior to the Performance Rights vesting, a pro-rata number of Performance Rights (based on the proportion of the Performance Period that has elapsed at the time of cessation) will continue on-foot and be tested at the end of the original performance period against the relevant performance hurdles. However, the Board has discretion to apply another treatment that it deems appropriate in the circumstances in accordance with the Plan Rules.

Mr Blackley is prohibited from hedging the share price exposure in respect of Performance Rights during the performance period applicable to those Performance Rights.

If shareholder approval is obtained, further details of the Performance Rights granted to Mr Blackley under the LTI plan in FY19 will be provided in the Remuneration Reports for the Company's financial years ending 30 June 2019 to 2022. Further details of Mr Blackley's executive remuneration package can be found in the Remuneration Report.

### Change of control and variation of capital or divestment

Where a change of control event occurs prior to vesting of Performance Rights, unless the Board determines otherwise a pro-rata number of Mr Blackley's Performance Rights will vest based on the proportion of the performance period that has passed at the time of the change of control, and the extent to which the relevant performance hurdles have been satisfied at that time.

### Other information

No amount is payable in respect of the grant of Performance Rights, nor in respect of any shares granted upon vesting of Performance Rights.

No other director is eligible to participate in the LTI Plan or any other employee incentive scheme of the Company.

No Performance Rights have been granted to any other directors under the LTI Plan.

There is no loan arrangement in relation to the grant of performance rights under the Plan.

### The Board unanimously recommends that shareholders approve the FY19 LTI grant to Mr Blackley.

The Chairman of the meeting intends to vote all undirected proxies he is entitled to vote on Resolution 3 in favour of the adoption of the resolution.

A voting exclusion statement applicable to Resolution 3 is set out on page 2 above.

**AGENDA ITEM E**

**4. RESOLUTION TO ADOPT REMUNERATION REPORT**

**Resolution 4 is supported by the Board**

Directors of listed public companies are required to provide detailed disclosure of the remuneration of Key Management Personnel (KMP) in the Directors' Report. The Remuneration Report appears in the Directors' Report for the financial year ended 30 June 2018 which is also available on the Company's corporate website [www.southerncrossaustereo.com.au](http://www.southerncrossaustereo.com.au).

Under the Corporations Act, shareholders will be asked to vote on a resolution to adopt the Remuneration Report at the AGM. The vote on the resolution will be advisory only and will not bind the Directors or the Company. However, the Board will consider the outcome of the vote in determining future remuneration policy.

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

**The Board unanimously recommends that shareholders approve the adoption of the Remuneration Report.**

The Chairman of the meeting intends to vote all undirected proxies he is entitled to vote on Resolution 4 in favour of the adoption of the Remuneration Report.

A voting exclusion statement applicable to Resolution 4 is set out on page 2 above.

## 5. GLOSSARY

**2018 financial year or FY18** means the financial year from 1 July 2017 ending 30 June 2018.

**2019 financial year or FY19** means the financial year from 1 July 2018 ending 30 June 2019.

**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 or Sydney, Australia.

**Closely Related Party** of a member of the Key Management Personnel means any of the following persons:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependant 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 as such by the *Corporations Regulations 2001* (Cth).

**Constitution** means the constitution of the Company, which is available on the Company's website.

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

**Directors** means the directors of the Company and 'director' refers to one of the directors.

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

**Face Value** of Performance Rights means:

- the volume weighted average price of the Company's shares for the five trading days commencing seven days after the Company's results for the prior financial year are announced to ASX; less
- the amount of any final dividend per share declared as payable in respect of the prior financial year.

**Key Management Personnel** or **KMP** 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](http://www.southerncrossaustereo.com.au)

Directors: Peter Bush (Chairman)  
Leon Pasternak (Deputy Chairman)  
Grant Blackley  
Glen Boreham  
Robert Murray  
Helen Nash  
Melanie Willis

Secretary: Tony Hudson

### **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 Company's Annual Report for the period ended 30 June 2018 is available on the Company's website: [www.southerncrossaustereo.com.au](http://www.southerncrossaustereo.com.au).





Southern Cross Media Group Limited  
ABN 91 116 024 536

## Lodge your vote:

  **Online:**  
[www.investorvote.com.au](http://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](http://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](http://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: 181891**

**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 11:00am AEDT on Sunday 21 October 2018**

### 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 or abstain as they choose (to the extent permitted by law). 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](http://www.investorcentre.com) under the help tab, "Printable 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

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 Primus Hotel, Meeting Room 2, Mezzanine Level, 339 Pitt Street, Sydney, New South Wales on Tuesday 23 October 2018 at 11:00am 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 Resolutions 3 & 4 (except where I/we have indicated a different voting intention below) even though Resolutions 3 & 4 are 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 Resolutions 3 & 4 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	Re-election of Peter Bush as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Leon Pasternak as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of LTI Grant to Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## 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 \_\_\_\_ / \_\_\_\_ / \_\_\_\_