ASX RELEASE

5 November 2026

2026 ANNUAL GENERAL MEETING VOTING RESULTS

In accordance with Listing Rule 3.13.2 and Section 251AA of the Corporations Act 2001 (Cth), Southern Cross Media Group Limited (ASX: SXL) advises that the Annual General Meeting was held earlier today at Level 6, 8 Central Avenue, Eveleigh, NSW 2015.

All resolutions put to the meeting were decided by way of a poll. The poll results, together with a summary of the proxy instructions received, are attached.

Items 2 to 11 were carried. Items 12 and 13, which were not Board endorsed, were not carried.

A copy of the 2026 Notice of Meeting is also attached.

This release has been authorised to be given to ASX by the Company Secretary.

Attachments:

1. Poll results, together with a summary of the proxy instructions received
2. 2026 Notice of Meeting

For more information, please contact:

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About Southern Cross Media Group
Southern Cross Media Group (ASX: SXL) is one of Australia's most prominent media companies, with a market-leading presence across broadcast television, audio, publishing and digital.
The company owns some of Australia's most renowned media businesses and platforms, including the Seven Network and its channels 7two, 7mate, 7flix and 7Bravo; 7plus; 7NEWS.com.au; LiSTNR; the Hit and Triple M radio networks; The Nightly; The West Australian; The Sunday Times; and PerthNow.

Southern Cross Media Group Limited
Annual General Meeting
Thursday, 5 November 2026
Results of Meeting

Computershare

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
2 Re-election of Ms Marina Go AM	Ordinary	203,182,228 75.21%	66,474,695 24.61%	481,254 0.18%	197,691	205,730,308 75.58%	66,474,695 24.42%	197,691	Carried
3 Election of Mr Ryan Stokes AO	Ordinary	254,860,976 94.37%	14,715,168 5.45%	491,614 0.18%	268,110	257,419,416 94.59%	14,715,168 5.41%	268,110	Carried
4 Election of Ms Teresa Dyson	Ordinary	268,194,147 99.28%	1,433,636 0.53%	506,614 0.19%	201,471	270,767,587 99.47%	1,433,636 0.53%	201,471	Carried
5 Election of The Hon Mark McGowan AC	Ordinary	267,146,702 98.90%	2,497,017 0.92%	497,348 0.18%	194,801	269,710,876 99.08%	2,497,017 0.92%	194,801	Carried
6 Election of Ms Cathy O'Connor	Ordinary	267,367,582 98.98%	2,272,133 0.84%	493,944 0.18%	202,209	269,928,352 99.17%	2,272,133 0.83%	202,209	Carried
7 Election of Ms Karen Stocks	Ordinary	267,643,157 99.08%	1,995,216 0.74%	496,270 0.18%	201,225	270,206,253 99.27%	1,995,216 0.73%	201,225	Carried
8 Election of Ms Sylvia Wiggins	Ordinary	267,525,604 99.04%	2,109,167 0.78%	491,614 0.18%	209,483	270,084,044 99.23%	2,109,167 0.77%	209,483	Carried
9 Remuneration Report	Ordinary	152,824,910 97.30%	3,771,015 2.40%	474,322 0.30%	1,341,702	155,286,058 97.63%	3,771,015 2.37%	1,341,702	Carried
10 Grant of Performance Rights to the Managing Director and Chief Executive Officer under the Company's FY27 Long Term Incentive Plan	Ordinary	265,559,390 98.63%	3,241,399 1.20%	460,171 0.17%	1,074,908	268,086,387 98.81%	3,241,399 1.19%	1,074,908	Carried
11 Change of Company Name and Constitution	Special	260,474,688 96.95%	6,598,319 2.46%	1,579,761 0.59%	1,683,100	264,121,275 97.56%	6,598,319 2.44%	1,683,100	Carried
12 Removal of Ms Marina Go AM as Director under Section 203D of the Corporations Act	Ordinary	67,228,568 24.90%	202,327,704 74.93%	454,954 0.17%	324,642	67,228,568 24.71%	204,849,484 75.29%	324,642	Not Carried
13 Election of external non-Board endorsed Director candidate – Mr Stephen Mayne	Ordinary	7,776,331 2.89%	260,364,857 96.94%	450,681 0.17%	1,743,999	7,776,331 2.87%	262,882,364 97.13%	1,743,999	Not Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

Southern Cross Media Group Limited ABN 91 116 024 536

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ("Meeting") of Southern Cross Media Group Limited ("the Company") will be held at Level 6, 8 Central Avenue, Eveleigh, New South Wales 2015 on **Thursday, 5 November 2026 at 11.00am (AEDT).**

The Annual General Meeting will be webcast live at https://www.sca.com.au/investors/annual-general-meeting/. Details for accessing the webcast will be posted on the Company's website (www.sca.com.au) in advance of the Meeting. Shareholders that participate in the Annual General Meeting via the live webcast are encouraged to submit proxy votes and questions in advance, as you will not be able to ask questions or vote when viewing the live webcast.

If it becomes necessary or appropriate to make alternative arrangements for the holding, or conduct, of the Meeting, the Company will announce this on its website and on the ASX Market Announcements Platform.

Items of Business

Statutory Reports

Item 1 – Statutory Reports

To receive and consider the Financial Report of the Company and the entities it controlled for the year ended 30 June 2026, together with the Directors' Report, Sustainability Report and Auditor's Reports for that period.

Note:

There is no requirement for members to approve these statements or reports, and therefore no vote will be held on this item.

Re-election and Election of Directors

Item 2 – Re-election of Ms Marina Go AM

To consider and, if thought fit, pass the following ordinary resolution:

> That Ms Marina Go AM, who in accordance with the Company's Constitution retires by rotation and, being eligible, offers herself for re-election, be re-elected as a Director of the Company.

Item 3 – Election of Mr Ryan Stokes AO

To consider and, if thought fit, pass the following ordinary resolution:

> That Mr Ryan Stokes AO, who in accordance with the Company's Constitution retires and, being eligible, offers himself for election, be elected as a Director of the Company.

Item 4 – Election of Ms Teresa Dyson

To consider and, if thought fit, pass the following ordinary resolution:

> That Ms Teresa Dyson, who in accordance with the Company's Constitution retires and, being eligible, offers herself for election, be elected as a Director of the Company.

Item 5 – Election of The Hon Mark McGowan AC

To consider and, if thought fit, pass the following ordinary resolution:

> That The Hon Mark McGowan AC, who in accordance with the Company's Constitution retires and, being eligible, offers himself for election, be elected as a Director of the Company.

Item 6 – Election of Ms Cathy O'Connor

To consider and, if thought fit, pass the following ordinary resolution:

> That Ms Cathy O'Connor, who in accordance with the Company's Constitution retires and, being eligible, offers herself for election, be elected as a Director of the Company.

Item 7 – Election of Ms Karen Stocks

To consider and, if thought fit, pass the following ordinary resolution:

That Ms Karen Stocks, who in accordance with the Company's Constitution retires and, being eligible, offers herself for election, be elected as a Director of the Company.

Item 8 – Election of Ms Sylvia Wiggins

To consider and, if thought fit, pass the following ordinary resolution:

> That Ms Sylvia Wiggins, who in accordance with the Company's Constitution retires and, being eligible, offers herself for election, be elected as a Director of the Company.

The Board (with each Director abstaining from making a recommendation on their own election or re-election) unanimously recommends that shareholders vote IN FAVOUR of Items 2–8.

Remuneration Report

Item 9 – Remuneration Report

To consider and, if thought fit, pass the following ordinary resolution:

> That the Remuneration Report for the year ended 30 June 2026 be adopted.

The Board unanimously recommends that shareholders vote IN FAVOUR of Item 9.

Notes:

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

The Directors will consider the outcome of the vote and comments made by members on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes for Item 9.

Grant of Performance Rights to the Managing Director and Chief Executive Officer under the Company's FY27 Long Term Incentive Plan

Item 10 – Grant of Performance Rights to the Managing Director and Chief Executive Officer under the Company's FY27 Long Term Incentive Plan

To consider and, if thought fit, pass the following ordinary resolution:

> That approval be given under ASX Listing Rule 10.14 and for all other purposes for the grant of Performance Rights to the Managing Director and Chief Executive Officer, Mr Rohan Lund, in respect of his FY27 Long Term Incentive award under the Company's Equity Incentive Plan, on the terms summarised in the Explanatory Notes.

The Board (with Mr Lund abstaining) unanimously recommends that shareholders vote IN FAVOUR of Item 10.

Note:

A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes for Item 10.

Special Resolution – Change of Company Name and Constitution

Item 11 – Change of Company Name and Constitution

To consider and, if thought fit, pass the following as a special resolution:

That for the purposes of sections 157(1)(a) and 136(2) of the Corporations Act and for all other purposes, the Company adopt "Seven Media Group Limited" as its new name, and all references to the Company's name within the Constitution be amended to reflect the Company's new name.

The Board unanimously recommends that shareholders vote IN FAVOUR of Item 11.

Non-Board Endorsed Resolutions

Funds managed by Sandon Capital Pty Ltd (which represents 5.5% of holdings in the Company) proposed to move the following resolution. This resolution is not supported by the Board.

Item 12 – Removal of Ms Marina Go AM as Director under Section 203D of the Corporations Act

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

That Ms Marina Go AM be removed as a Director of the Company effective immediately on the passage of this resolution.

The Board (with Ms Go abstaining) unanimously recommends that shareholders vote AGAINST Item 12.

Item 13 – Election of non-Board endorsed Director candidate – Mr Stephen Mayne

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

That Mr Stephen Mayne, having nominated himself for election, be elected as a Director of the Company.

The Board unanimously recommends that shareholders vote AGAINST Item 13.

Refer to the Explanatory Notes for further information on the proposed resolutions, which form part of this Notice.

BY ORDER OF THE BOARD

Warren Coatsworth
Company Secretary

2 October 2026

Explanatory Notes

These Explanatory Notes are provided to members to give them information concerning each of the resolutions to be considered at the Company's 2026 Annual General Meeting, and form part of the Notice of Meeting.

Item 1 – Statutory Reports

The Corporations Act 2001 (Cth) ("Corporations Act") requires the annual Financial Report of the Company for the year ended 30 June 2026 (which includes the financial statements, notes to the financial statements and Directors' declaration), the Directors' Report, Sustainability Report and the Auditor's Reports, to be laid before the Annual General Meeting.

Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders on these reports. However, shareholders will be given an opportunity to raise questions or comments on the management of the Company.

A reasonable opportunity will also be given to shareholders as a whole at the Annual General Meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Reports, the accounting policies adopted by the Company in relation to the preparation of the financial statements, the policies adopted by the Company in relation to the preparation of the Sustainability Report, and the independence of the Auditor in relation to the conduct of the audits.

Shareholders can access a copy of the 2026 Annual Report on the Company's website at www.sca.com.au/investors/reports-announcements.

Items 2 to 8 – Election and Re-election of Directors

Directors' recommendation

For the reasons set out later in these Explanatory Notes, the Board, excluding the Director to whom each resolution relates, unanimously recommends that members **VOTE IN FAVOUR** of the re-election of Ms Marina Go AM, and election of Mr Ryan Stokes AO, Ms Teresa Dyson, The Hon Mark McGowan AC, Ms Cathy O'Connor, Ms Karen Stocks and Ms Sylvia Wiggins.

Pursuant to the Company's Constitution, Ms Marina Go AM will retire by rotation and, being eligible, offers herself for re-election as a Director.

Mr Ryan Stokes AO, Ms Teresa Dyson, The Hon Mark McGowan AC, Ms Cathy O'Connor, Ms Karen Stocks and Ms Sylvia Wiggins have each been appointed to the Board as a Director to fill a casual vacancy since the last Annual General Meeting of the Company. Pursuant to the Company's Constitution, they are required to stand for election at this Meeting.

Appropriate checks into the background and experience of each of Mr Ryan Stokes AO, Ms Teresa Dyson, The Hon Mark McGowan AC, Ms Cathy O'Connor, Ms Karen Stocks and Ms Sylvia Wiggins were conducted and these checks did not reveal any information of concern.

Set out below are short biographies of the Directors standing for re-election and election.

Ms Marina Go AM

Non-Executive Director

Ms Go has over 30 years of leadership experience in the media industry, having started her career as a journalist and editor. Ms Go's media executive roles include CEO of Private Media, Country CEO of Hearst Australia, and senior roles with Pacific Magazines and Fairfax.

Ms Go is a non-executive director on the boards of Transurban (ASX: TCL); Metcash (ASX: MTS); and the Australian Institute of Company Directors, where she chairs the People and Culture Committee. Ms Go also chairs the National Foundation for Australia-China Relations Advisory Board. She was appointed Independent Non-Executive Chair of auDA in December 2025. She was previously Chair of several other organisations including The Walkley Foundation, the UTS Centre for Media Transition Advisory Board, Wests Tigers NRL Club, Super Netball Commission, Netball Australia and Ovarian Cancer Australia. Ms Go was Chair of Adore Beauty (ASX: ABY) from 1 November 2021 to 21 November 2025 and Non-Executive Director from October 2020 to 21 November 2025, a director of Autosports Group (ASX: ASG) from September 2016 to November 2024, and was previously a director of 7-Eleven and Energy Australia.

Ms Go is a member of UNSW's Business Advisory Council, O'Connell Street Associates and Chief Executive Women, and a fellow of the Australian Institute of Company Directors. Ms Go holds a Bachelor of Arts (Mass Communication) from Macquarie University and an MBA from the University of NSW. Ms Go was awarded a Member of the Order of Australia in 2023 for her services to business governance, sports administration and the media.

Ms Go was appointed as a Director on 1 October 2024. She is Chair of the People, Remuneration & Nominations Committee and a member of the Audit Committee.

The Board considers Ms Go to be an independent director.

Mr Ryan Stokes AO

Non-Executive Chair

Mr Stokes is the Managing Director and Chief Executive Officer of SGH Limited (ASX: SGH) and has been a director of SGH since April 2010.

SGH is a leading Australian diversified operating and investment group with market-leading businesses and investments in industrial services, media and energy, including WesTrac, Coates, Boral, SGH Energy, Beach Energy (30%) and an investment in Southern Cross Media Group (20%). He has extensive experience leading large private and public organisations, including experience with corporate transactions, operational discipline and performance.

Mr Stokes is Chairman of WesTrac, Chairman of Coates and Chairman of Boral, and Chair of Beach Energy. Mr Stokes is Chief Executive Officer of Australian Capital Equity Pty Limited (ACE), a private company whose primary investment is an interest in SGH. Mr Stokes is Chairman of the National Gallery of Australia.

Mr Stokes was a director of Seven West Media from August 2012 to January 2026.

Mr Stokes holds a BComm from Curtin University and is a Fellow of the Australian Institute of Management (FAIM). Mr Stokes was appointed an Officer in the General Division of the Order of Australia in the Queen's Birthday honours on 8 June 2020.

Mr Stokes was appointed as a Director on 7 January 2026, and was appointed Non-Executive Chair of the Company on 7 September 2026. He is a member of the Audit Committee, a member of the Risk, Regulatory & Compliance Committee and a member of the People, Remuneration & Nominations Committee.

The Board has determined that Mr Stokes is not an independent director as he is a nominee of SGH Limited, which holds a substantial interest in the Company.

Ms Teresa Dyson

Non-Executive Director

Ms Dyson is an experienced company director with a broad range of experience across the public and private sectors. Ms Dyson has been closely involved in strategic decision making in business and organisational structuring, covering the financial services, transport, energy and resources sectors, as well as infrastructure projects, following over 20 years practising as a lawyer.

Ms Dyson has been a Director of Shine Justice Limited (ASX: SHJ) since February 2020 and a Director of Humm Group Limited (ASX: HUM) since 10 April 2026. She is a member and Acting President of the Takeovers Panel. Ms Dyson was a Director of Genex Power Limited (ASX: GNX) from May 2018 to July 2023, and Entyr Limited (ASX: ETR) from February 2023 to May 2024. She is a former director of Brighter Super, a former Chair and member of the Board of Taxation, a former member of the Foreign Investment Review Board and Housing Australia, and a former independent member of the Australian Taxation Office Audit & Risk Committee. Ms Dyson was a director of Seven West Media (ASX: SWM) from November 2017 to January 2026.

Ms Dyson holds a Master of Applied Finance from Macquarie University. She graduated with a Bachelor of Laws (Honours), a Bachelor of Arts and a Master of Taxation from the University of Queensland, and is a fellow of the Australian Institute of Company Directors. Ms Dyson is a qualified CPA.

Ms Dyson was appointed as a Director on 7 January 2026. She is Chair of the Risk, Regulatory & Compliance Committee, a member of the Audit Committee and a member of the People, Remuneration & Nominations Committee.

The Board considers Ms Dyson to be an independent director.

The Hon Mark McGowan AC

Non-Executive Director

Mr McGowan served as Premier of Western Australia from 2017 to 2023 and as Treasurer of Western Australia from 2021 to 2023. He was Member for Rockingham in the Western Australian Legislative Assembly from 1996 to 2023, and over more than 25 years in public life held ministerial portfolios including Education and Training, Tourism, Racing and Gaming, and Public Sector Management. Before entering Parliament he served as a legal officer in the Royal Australian Navy and as Deputy Mayor of the City of Rockingham.

As Premier, Mr McGowan led the Western Australian Government through a period of significant infrastructure investment and sustained economic growth, working closely with the State's resources, energy and infrastructure sectors. He brings executive leadership, financial and budgetary management, and government and regulatory experience, together with a close connection to the Western Australian market, in which the Company has a substantial commercial presence across its television, radio, publishing and digital assets.

Mr McGowan serves on the Advisory Board of the National Foundation for Australia-China Relations. He holds a Bachelor of Arts and a Bachelor of Laws from the University of Queensland.

Mr McGowan was appointed as a Director on 28 September 2026. He is a member of the Risk, Regulatory & Compliance Committee.

The Board considers Mr McGowan to be an independent director.

Ms Cathy O'Connor

Lead Independent Director – Non-Executive Director

Ms O'Connor brings broad sector management experience and business integration, digital transformation, and investor engagement skills acquired from over 30 years as a highly credentialed media executive.

Ms O'Connor was CEO & Managing Director of ASX-listed oOh!media Ltd from 2021 to 2025. Over her five-year tenure, she led the company's digital transformation, simplified commercial operations and reshaped the company's revenue models for a digital-enabled future. She was previously the Chief Executive Officer of Nova Entertainment for 12 years through to 2020. Prior to that, Ms O'Connor was the Managing Director of DMG Radio (Nova), a national role she held for five years, overseeing group operations across eight capital-city stations as well as regional and digital assets.

Ms O'Connor holds a Bachelor of Communications from UTS and is a graduate of the Australian Institute of Company Directors. She is a member of Chief Executive Women.

Ms O'Connor was appointed as a Director on 27 March 2026 and was elected Lead Independent Director of the Company on 7 September 2026. She is a member of the People, Remuneration & Nominations Committee.

The Board considers Ms O'Connor to be an independent director.

Ms Karen Stocks

Non-Executive Director

Ms Stocks has more than 30 years' leadership experience across technology, media and telecommunications in Australia and globally. She spent 12 years at Vodafone Australia across systems integration, strategy and general management before joining Google Australia in 2007, where she led YouTube's Australian commercial business. In 2013 she became the founding Managing Director of Twitter Australia, returning to Google in 2017 as Vice President of Global Measurement, Audience and Data, where she led the company's global response to major data privacy and regulatory change.

Ms Stocks is a Non-Executive Director of Tabcorp Holdings Limited (ASX: TAH), an ambassador for Business Events Sydney and an Advisory Council member of the National Industry Innovation Network. She is a Fellow of CPA Australia and a member of the Australian Institute of Company Directors and Chief Executive Women.

Ms Stocks brings technology, digital media, audit and risk, and ASX-listed governance experience to the Board. She holds an MBA from Deakin University and a Bachelor of Financial Administration from the University of New England.

Ms Karen Stocks was appointed as a Director on 28 September 2026. She is a member of the Audit Committee.

The Board considers Ms Stocks to be an independent director.

Ms Sylvia Wiggins

Non-Executive Director

Ms Wiggins is a former investment banker, chief executive officer and executive director with almost 30 years' experience across infrastructure, energy and utilities, resources, defence, financial services, transport and government in Australia, Asia, the United Kingdom and Europe. Ms Wiggins was previously a public market CEO at Global Investments Limited (SGX-ST) and Executive Director of Finance & Commercial of ASX listed company Infigen Energy Group, prior to its takeover.

Ms Wiggins currently serves as a Non-Executive Director of Vocus, Lochard Energy, Ausgrid, Epic Energy and ASX-listed Service Stream Limited (ASX: SSM), and is audit chair of each of those boards other than Ausgrid.

Ms Wiggins holds a Bachelor of Laws and a Bachelor of Jurisprudence from the University of New South Wales and is a Graduate of the Australian Institute of Company Directors.

Ms Wiggins was appointed as a Director on 15 July 2026. She is Chair of the Audit Committee and a member of the Risk, Regulatory & Compliance Committee.

The Board considers Ms Wiggins to be an independent director.

The Chairman of the Meeting intends to vote all available proxies in favour of Items 2 to 8.

Item 9 – Remuneration Report

Directors' recommendation

The Board unanimously recommends that members **VOTE IN FAVOUR** of Item 9.

The Corporations Act requires listed companies to put the Remuneration Report for each financial year to a resolution of members at their Annual General Meeting. The Remuneration Report for the year ended 30 June 2026 can be found on pages 35 to 50 of the Company's Annual Report. Under the Corporations Act, the vote on the Remuneration Report is advisory only and does not bind the Directors or the Company.

The Board will consider the outcome of the vote and comments made by members on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies. A reasonable opportunity will be provided for shareholders to ask questions about, or make comments on, the Remuneration Report at the Meeting.

In summary, the Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of Directors and Key Management Personnel ("KMP") of the Company;
- explains the relationship between the Board's Remuneration Policy and the Company's performance;
- details and explains any performance conditions applicable to the remuneration of Directors and KMP of the Company; and
- sets out remuneration details for the KMP of the Company, which includes each Director.

Voting Exclusion Statement

The Company will disregard any votes cast on Item 9:

- by or on behalf of a member of the Company's KMP named in the Remuneration Report for the year ended 30 June 2026, or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the KMP of the Company at the date of the Meeting or any of their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Item 9:

- in accordance with a direction on the proxy form; or
- by the Chairman of the Meeting pursuant to an express authorisation to vote the proxy as he sees fit, even though Item 9 is connected with the remuneration of the Company's KMP.

The Chairman of the Meeting intends to vote all available proxies in favour of Item 9.

Item 10 – Grant of Performance Rights to the Managing Director and Chief Executive Officer under the Company's FY27 Long Term Incentive Plan

Directors' recommendation

The Board, excluding Mr Lund, unanimously recommends that members **VOTE IN FAVOUR** of Item 10.

ASX Listing Rule 10.14 requires the Company to obtain shareholder approval for an issue of Performance Rights to a Director under an employee incentive scheme, unless the terms of the scheme require that Shares be purchased on market to satisfy any Performance Rights that vest.

It is currently intended that Shares will be acquired on market to satisfy any Performance Rights that vest. However, approval is being sought under ASX Listing Rule 10.14 to provide flexibility for the Company to satisfy Performance Rights under the Plan by issuing new Shares, if that is considered appropriate in the future.

Approval Sought

Shareholders are asked to approve the grant of 3,526,221 Performance Rights to Mr Rohan Lund as part of the Company's FY27 Long Term Incentive award, on the terms and conditions summarised in these Explanatory Notes.

Number of Performance Rights and Other Details of the FY27 LTI Grant

The Board proposes to grant Mr Lund 3,526,221 Performance Rights to acquire Shares in the Company based on a FY27 LTI Grant value of $1,950,000. This grant represents the annual long-term incentive component of Mr Lund's remuneration package for the 2027 financial year.

The number of Performance Rights has been calculated as follows:

> **FY27 LTI Grant value of $1,950,000** (being 150% of Mr Lund's fixed remuneration)
>
> *divided by*
>
> The five-trading day VWAP of a Company share following release of the FY26 full-year results ($0.5530).

Each Performance Right is a right to acquire one fully paid ordinary share in the Company at no cost upon satisfaction of the vesting conditions. Performance Rights are granted at no cost as they form part of Mr Lund's remuneration.

Performance Rights will vest subject to Mr Lund's continued employment with the Company until the relevant vesting date and satisfaction of the performance hurdles. 100 per cent of Mr Lund's FY27 LTI Performance Rights will be tested following the announcement of the FY29 financial results and will vest subject to meeting performance conditions over a three-year performance period (1 July 2026 to 30 June 2029).

Performance Rights do not carry any dividend or voting rights. Mr Lund is entitled to dividend and voting rights in connection with any Shares allocated to him on vesting of the Performance Rights. To the extent vesting occurs, Mr Lund will also receive a dividend equivalent payment in the form of an additional allocation of fully paid ordinary shares with an equal value to any dividends that would otherwise have been paid on the vested portion of Performance Rights over the performance period. Performance Rights are used as the LTI vehicle because they create share price alignment between Mr Lund and shareholders, but do not provide the full benefit of share ownership (such as dividend and voting rights) unless the performance hurdles and service condition are satisfied.

If shareholder approval is obtained, Performance Rights will be granted to Mr Lund shortly after the Meeting but, in any event, within 12 months after the date of the Meeting.

Performance Hurdles

Performance Rights are subject to Mr Lund's continued employment and two equally weighted performance hurdles – Relative Total Shareholder Return and EPS Growth – each measured over the three-year period from 1 July 2026 to 30 June 2029.

Relative Total Shareholder Return (RTSR)

Company's RTSR ranking compared to applicable peer group	Percentage of performance rights subject to RTSR hurdle that vest
At the 75th percentile or better	100% vests
Between the median and the 75th percentile	Pro-rata vesting between 50% to 100%
At the median percentile	50% vests
Below the median	0% vests

Each company in the peer group is given a percentile ranking based on growth in Total Shareholder Return (TSR) over the three-year performance period. TSR outcomes are calculated independently by an external provider.

The peer group comprises 12 ASX-listed media and entertainment companies (including Southern Cross Media Group Limited), subject to a minimum market capitalisation at the start of the performance period:

- Airtasker Limited
- ARN Media Ltd
- Brisbane Broncos Limited
- Fortifai Ltd
- Frontier Digital Ventures Ltd
- Hipages Group Holdings Ltd
- IVE Group Ltd
- Nine Entertainment Co. Holdings Ltd
- NZME Ltd
- Ooh!Media Ltd
- Sky Network Television Ltd
- Southern Cross Media Group Ltd

The Board has discretion to adjust the RTSR peer group to account for events such as takeovers, mergers, demergers and similar transactions occurring during the performance period.

EPS Growth

Company's EPS Growth performance	Percentage of performance rights subject to EPS Growth hurdle that vest
At or above the maximum target	100% vests
Between the threshold and maximum target	Pro-rata vesting between 50% to 100%
At the threshold target	50% vests
Below the threshold target	0% vests

Earning per Share ("EPS") performance is measured on underlying EPS from the audited annual accounts, adjusted for significant, abnormal or unusual items. A threshold EPS target is set for each financial year within the three-year performance period; the maximum EPS target is the threshold plus 5% for each year. The threshold and maximum EPS targets, and aggregate performance to date, are disclosed in the Annual Report following the end of each applicable year.

In assessing performance against the hurdles, the People, Remuneration & Nominations Committee may, in its absolute discretion, adjust for abnormal or unusual factors outside management's control.

Other Key Terms

Testing of performance hurdles	Expected shortly after announcement of the Company's FY29 full-year results.
Allocation of Shares	One Share is allocated for each Performance Right that vests.
Price payable	No amount is payable by Mr Lund on grant of the Performance Rights, or on allocation of Shares upon vesting.
Cessation of employment	Other than as set out below, unvested awards automatically lapse on cessation of employment before the end of the performance period. On cessation by reason of death, disablement, retirement, redundancy or another reason approved by the Board, a pro-rata portion of unvested Performance Rights remain on foot subject to the original performance hurdles, although the Board may determine that some or all awards be forfeited.
Change of control	The Board may determine that some or all unvested Performance Rights vest or lapse. If an actual change of control occurs before the Board exercises this discretion, all unvested Performance Rights vest on a pro-rata basis reflecting the portion of the performance period elapsed.
Adjustments	If the Company undertakes a corporate action or capital reconstruction (for example, a bonus or rights issue, or a capital reorganisation), the Board may, subject to the ASX Listing Rules, adjust the terms of the Performance Rights so that no material advantage or disadvantage accrues to the holder.
Malus and clawback	The Plan enables the Board to lapse or forfeit Performance Rights or Shares in certain circumstances, including material financial misstatement, fraud and gross misconduct.

Disclosure required by Listing Rule 10.15

Mr Lund is a Director of the Company. No other person referred to in Listing Rule 10.14 is eligible to participate in the Plan.

Details of Mr Lund's current total remuneration package are set out below.

Total Fixed Remuneration ("TFR")	$1.30m per annum, inclusive of compulsory superannuation contributions and salary sacrifice benefits
Short Term Incentive ("STI")	Maximum STI opportunity is 150% of TFR
Long Term Incentive ("LTI")	Maximum LTI opportunity is 150% of TFR

Any additional person covered by ASX Listing Rule 10.14 who becomes entitled to participate in an issue of securities under the Plan after this resolution is approved, and who was not named in this Notice of Meeting, will not participate until approval is obtained under Listing Rule 10.14 unless an exception applies.

Details of any Performance Rights issued under the Plan will be published in the Annual Report for the period in which they were issued, together with a statement that approval for the issue was obtained under Listing Rule 10.14.

No loan will be made by the Company in connection with the acquisition of Performance Rights or Shares under the Plan.

If the resolution is not passed, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Lund.

Voting Exclusion Statement

The Company will disregard any votes cast on Item 10:

- in favour of the resolution by or on behalf of the MD & CEO or any of his associates (regardless of the capacity in which the vote is cast); or
- as a proxy by any of the Company's KMP at the date of the Meeting or their closely related parties,

unless the vote is cast on Item 10:

- as proxy or attorney for a person entitled to vote on the resolution, in accordance with a direction given to vote in that way; or
- by the Chairman of the Meeting as proxy for a person entitled to vote on the resolution, under an express authorisation to vote as the Chairman of the Meeting decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the beneficiary has confirmed in writing to the holder that the beneficiary is not excluded from voting (and is not an associate of a person excluded from voting) on the resolution, and the holder votes as directed by the beneficiary.

The Chairman of the Meeting intends to vote all available proxies in favour of Item 10.

Item 11 – Change of Company Name and Constitution

Directors' recommendation

The Board unanimously recommends that members **VOTE IN FAVOUR** of Item 11.

Item 11 seeks shareholder approval for the Company to change its name to "Seven Media Group Limited" and to modify its Constitution to reflect the change of name. Approval is sought by special resolution, which requires at least 75% of the votes cast on the resolution to be in favour.

The Board considers the name "Seven Media Group Limited" will more effectively represent the combined entity across investor, commercial and employee contexts. The merger of Southern Cross Media Group and Seven West Media created a large, more diverse business with market-leading brands in television, audio, publishing and digital. The proposed name maintains a strong connection to the group's heritage while orienting it towards its future as a multi-platform diversified media group. It is immediately legible to consumers, advertisers and investors; internally and externally consistent with the group's principal operating brands; and communicates the scale and scope of the group with precision and clarity.

The name change is proposed to occur concurrently with an ASX listing code change from "SXL" to "SMG", providing a stronger linkage between the business and the market, and a clearer association for shareholders.

Section 157 of the Corporations Act provides that a company may change its name by special resolution; the change takes effect when ASIC alters the details of the company's registration.

Section 136(2) of the Corporations Act provides that a company may modify its Constitution by special resolution. The proposed name has been reserved by the Company and if Item 11 is passed, the Company will lodge a copy of the special resolution with the Australian Securities and Investment Commission ("ASIC") following the Meeting to effect the change, and the name change will take effect when ASIC alters the Company's registration details.

The change to the Company's ASX listing code from "SXL" to "SMG" will be announced on the ASX Market Announcements Platform when the name change takes effect. The Company's updated Constitution will be attached to that announcement.

The Chairman of the Meeting intends to vote all available proxies in favour of Item 11.

Non-Board Endorsed Resolutions

Item 12 – Removal of Ms Marina Go AM as Director under Section 203D of the Corporations Act

Directors' recommendation

The Board, with Ms Go abstaining, unanimously recommends that members **VOTE AGAINST** Item 12.

Section 203D of the Corporations Act provides that a public company may remove a Director by resolution at a general meeting. A shareholder which holds shares for the benefit of funds managed by Sandon Capital Pty Ltd ("Sandon") has given notice of its intention to move this resolution in accordance with section 203D(2).

The member's statement in respect of this Resolution can be found at Annexure 1 to this Notice.

The effect of this resolution, if passed, will be that Ms Go will cease to be a Director of the Company even if she is re-elected by shareholder under Item 2 above.

Sandon has not nominated any Director to be appointed to replace the removed Director.

The Board's response

Ms Go's biography has been detailed in the Explanatory Notes for Item 2 above, which demonstrates her notable executive career in the media industry and extensive experience as a non-executive director on a number of Australian Boards.

Ms Go has a deep understanding of the Company's Audio business through her tenure on the Board prior to completion of the Scheme of Arrangement with Seven West Media, and that continuity provides significant value creation benefits to the Board. Ms Go has been closely involved in the integration of the businesses, reviewing and setting the Company's strategy, and the delivery of integration benefits.

Ms Go holds key roles on the Board's Committees, as Chair of the People, Remuneration & Nominations Committee and a member of the Audit Committee. Should Ms Go be removed as a Director, this would create a skills gap which would be difficult to adequately replace in the shorter term.

Ms Go's skills have been particularly valuable as Chair of the People, Remuneration & Nominations Committee in leading the search for additional Independent Directors, which has resulted in the appointment of highly capable directors, Ms Cathy O'Connor and Ms Sylvia Wiggins, The Hon Mark McGowan and Ms Karen Stocks, strengthening the Board's skills and experience in alignment with the Board's skills matrix and setting the Company up for its next phase. The Director search processes led by Ms Go also included the appointment of Mr Rohan Lund, who was initially appointed to the Board as an Independent Non-Executive Director and was subsequently appointed MD & CEO following an executive search process.

For these reasons, the Board strongly believes that the proposed resolution is not in the best interests of the Company.

Note regarding other motions proposed by Sandon

As stated in ASX announcements dated 4 May 2026 and 12 June 2026, the Board received notices of intention from Sandon to move additional resolutions at this Meeting.

- *The first notice proposed to remove Mr Ido Leffler, Mr Heith Mackay-Cruise and Ms Marina Go as Directors of the Company. Mr Leffler and Mr Mackay-Cruise have since retired from the Board and accordingly those resolutions have not been put to shareholders at this Meeting.*
- *The second notice proposed that any director appointed by the Board between 9 June 2026 and the start of this Meeting be removed from office with effect from the close of the Meeting. In accordance with the Corporations Act, the Board has determined not to put that resolution to the Meeting.*

Item 13 – Election of non-Board endorsed Director candidate – Mr Stephen Mayne

Directors' recommendation

The Board unanimously recommends that members **VOTE AGAINST** Item 13.

Mr Stephen Mayne, an external non-Board endorsed candidate, has submitted himself for election as a Non-Executive Director of the Company. Mr Mayne has indicated to the Company that his nomination should be considered contingent upon the completion of satisfactory background check if so elected.

The Board has thoroughly considered Mr Mayne's nomination against the Board skills matrix and its current composition and diversity. The Board has also considered whether Mr Mayne has sufficient experience in director and senior management positions of sophisticated companies of a scale and complexity similar to that of the Company.

Having regard to these matters, the Board has concluded that Mr Mayne does not possess the skills and experience necessary to oversee the Company and would not add value to your Board. Therefore, taking account of the best interests of the Company, the Board has determined to **not support** Mr Mayne's appointment.

Mr Mayne has requested the following biographical information be included in this Notice of Meeting. The information has not been independently verified by the Company.

"Stephen Mayne, 57. BCom (Melb). GAICD. Stephen is a Walkley Award-winning business journalist and Australia's best known retail shareholder advocate. His media experience is extensive having spent 10 years working with major Australian newspapers including the Herald Sun, The Daily Telegraph, The Age and The AFR, including roles such as Business Editor, Chief of Staff and Rear Window columnist. He has done more than 1000 business commentary segments on a variety of capital city radio stations (primarily the ABC) and been a fill-in Drive and Morning presenter on ABC Melbourne. He was the founder of www.crikey.com.au, Australia's longest running and best known internet only news publication and currently publishes the corporate governance website www.maynereport.com. He currently writes regular columns for The Intelligent Investor and co-hosts The Money Café podcast with Alan Kohler. His governance experience includes almost 8 years as a City of Manningham councillor in Melbourne's eastern suburbs, a 4 year term (2012-2016) as a City of Melbourne councillor where he chaired the Finance and Governance committee, almost 5 years on the Australian Shareholders' Association board and asking questions at more than 1400 ASX listed company AGMs and EGMs since 1998.

Mr Mayne has nominated for the Southern Cross Media board with a view to offering his media and governance experience to the company, plus on a platform that the company should return to a conventional governance model with an independent non-executive chairman, not associated with any individual substantial shareholder."

Notes

1. A member entitled to attend and vote at the Meeting has a right to appoint a proxy. A member entitled to cast two or more votes may appoint up to two proxies. If two proxies are appointed, the member may specify the proportion or number of votes each proxy is appointed to exercise; if not specified, each proxy may exercise half the votes. The Chairman of the Meeting intends to vote available proxies against Items 12 and 13 and in favour of all other resolutions set out in this Notice of Meeting.
2. Voting exclusions apply to Items 9 and 10, details of which are set out in the Explanatory Notes. Unless the Chairman of the Meeting is your proxy, members of the Company's KMP (including the Directors) and their closely related parties (as defined under the Corporations Act, which includes spouses, dependants and companies they control) will not be able to vote as a proxy on these items unless you direct them how to vote on the proxy form. If you intend to appoint one of these individuals as your proxy, you should direct that person how to vote on Items 9 and 10. If you appoint the Chairman of the Meeting as your proxy, or the Chairman of the Meeting is appointed as your proxy by default, you may:
   - direct the Chairman of the Meeting how to vote on Items 9 and 10 by marking "For", "Against" or "Abstain" on the corresponding section of the proxy form, in accordance with the directions on that form; or
   - not direct the Chairman of the Meeting how to vote on Items 9 and 10, in which case, by submitting the proxy form, you expressly authorise the Chairman of the Meeting to vote the undirected proxy as he sees fit, even though these Items are connected with the remuneration of KMP.
3. For the purpose of determining a person's entitlement to vote at the Meeting, a person will be recognised as a member and the holder of shares if registered as a holder of those shares at 7.00pm (Sydney time) on Tuesday, 3 November 2026.
4. A proxy need not be a member of the Company.
5. Duly completed proxy forms must be returned to the Secretary, Southern Cross Media Group Limited, either:
   - to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne VIC 3001, or by fax 61 3 9473 2555; or
   - completed online at www.investorvote.com.au,

   in each case, no later than 11.00am (AEDT) on Tuesday, 3 November 2026. Any power of attorney or authority under which a proxy form is signed (or a certified copy of it) must accompany the proxy form.
6. All resolutions will be decided by poll. On a poll, if your proxy does not attend the Meeting, or attends but does not vote on a resolution in accordance with your directions, your proxy votes will automatically default to the Chairman of the Meeting for that resolution. The Chairman of the Meeting must vote any directed proxies as directed, and may otherwise vote undirected proxies as he sees fit.
7. A body corporate that is a shareholder, or that has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with section 250D of the Corporations Act, and the Company must have received evidence of the appointment (including any authority under which it was signed) in advance of the Meeting, unless previously provided to the Company.
8. A shareholder entitled to attend and vote may appoint an attorney to act on their behalf at the Meeting. An attorney need not be a member of the Company.
9. A proxy is not revoked by the appointing shareholder attending and taking part in the Meeting, unless the appointing shareholder speaks or votes at the Meeting on a resolution(s) for which the proxy is proposed to be used. In which case, the proxy must not speak or vote, as the appointor's proxy or attorney on the resolution.
10. These Explanatory Notes form part of this Notice of Meeting. Members should read them in full.

Annexure 1 – Statement requisitioned by Sandon Capital Pty Ltd pursuant to section 249P of the Corporations Act

The Company is legally required to circulate the statement in Annexure 1 to shareholders. However, the Board and Company do not endorse the statement or their accuracy and are not responsible for the contents of the statement or any misleading statements contained in them.

Resolution to remove Ms Marina Go as a director

Funds managed by Sandon Capital Pty Ltd (**Sandon Capital** or **we**) currently own approximately 5.5% of Southern Cross Media Group Limited (**SXL**).

We are asking shareholders to remove Ms Marina Go as a director because, as a member of the SXL Board, she agreed to the merger with Seven West Media Limited (**SWM**). This led to SXL abandoning its successful "all about audio" strategy and has, in our view, left SXL facing greater challenges.

Ms Go is the only director who approved the merger that remains on the SXL Board. The other directors have departed, including former chairman Heith Mackay-Cruise, who stepped down earlier this year after Sandon Capital submitted notices seeking the removal of Mr Mackay-Cruise, Ms Go and another former SXL director at SXL's next general meeting.

At this year's AGM, shareholders can vote to remove Ms Go from the SXL Board. We encourage you to vote FOR the resolution to remove her as a director.

We believe the remaining SXL directors are fully capable of acting in the best interests of SXL and its shareholders without Ms Go on the SXL Board.

We intend to vote for the re-election of all other SXL directors.

The record since the merger

On 30 September 2025, SXL and SWM announced that they had executed a scheme implementation deed in relation to a proposed merger of the two parties by way of a scheme of arrangement (**Scheme**).

We considered the transaction to be a nil-premium reverse takeover of SXL by SWM. Despite the transaction fundamentally changing SXL's ownership, governance, earnings mix and debt profile, SXL's then directors (including Ms Go) decided not to give shareholders an opportunity to vote on the transaction.

SWM shareholders, who had the opportunity to vote on the matter, approved the transaction at the Scheme Meeting on 22 December 2025, and the Scheme was implemented on 7 January 2026.

Since the merger, the following has occurred:

- SXL's attractive Audio business has been diluted from 100% of earnings to significantly less than 50% of earnings of the merged entity;
- SXL merged with SWM despite SWM's revenue and net profit after tax having declined by 12% and 73%, respectively, between FY22 and FY25. Both deteriorated further in FY26, in contrast with the growth of SXL's legacy Audio business and underscoring the headwinds facing traditional television and print media;
- SXL's net debt has risen more than fivefold from $67.6 million on 30 June 2025 to $362.8 million on 30 June 2026;
- After resuming dividends in FY25, SXL ceased paying them following the merger. We expect it will be some time before dividends resume. Even then, the profit reserves per share available for dividends has been halved by the new shares issued to SWM shareholders;
- Consensus sell-side estimates for SXL FY27 earnings per share, the first full year of operations for the combined entity, have fallen from approximately 11.2 cents before the merger announcement to 8.1 cents today—a decline of almost 30%;
- Since the merger was announced on 30 September 2025, SXL's share price has declined almost 40% from 89.5 cents on 30 September 2025 to 54 cents on 21 September 2026.

We believe the consequences of the merger were foreseeable. Ms Go is the only remaining SXL director who approved the merger; the other four have stepped down.

Shareholders now have the opportunity to hold the last remaining member of the former SXL Board accountable by voting to remove Ms Go as a director.

Vote FOR the resolution to remove Ms Go as a director.

Directions and Map

Parking

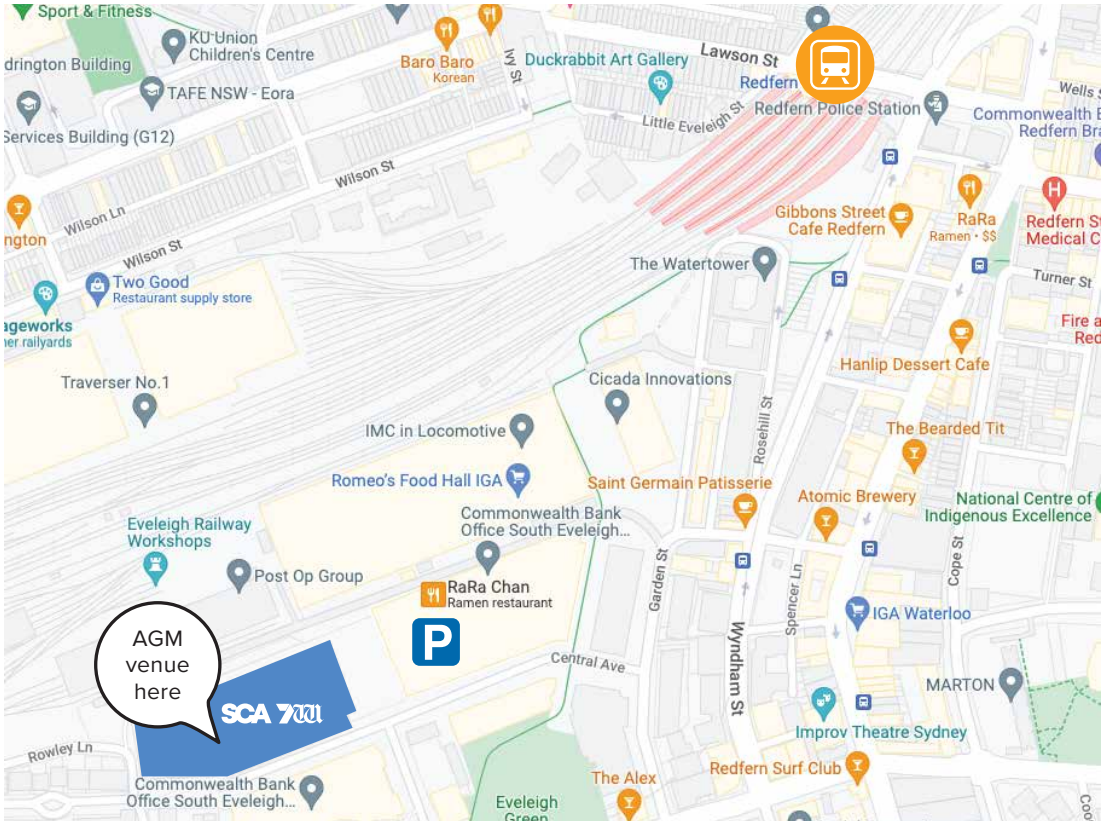
Casual car parking is available at 2 Central Avenue, Eveleigh NSW 2015.

Train

Southern Cross Media Group's offices at 8 Central Avenue, Eveleigh NSW 2015 are located approximately 10 minutes' walk from Redfern train station. Most major city train lines pass through Redfern station.

Walking

Please refer to the map below for directions to walk from Redfern Station to Southern Cross Media Group's offices at 8 Central Avenue, Eveleigh NSW 2015. Walking from Redfern train station takes approximately 10 minutes.



SCA 7WW

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South Melbourne VIC 3205

sca.com.au