

Macquarie Media Management Limited

A Member of the Macquarie Bank Group
ABN 16 115 524 019
AFS Licence No. 292297

Macquarie Media Holdings Limited

ABN 91 116 024 536

Macquarie Media International Limited

EC 37694, ARBN 118 577 423

No. 1 Martin Place
SYDNEY NSW 2000
GPO Box 4294
SYDNEY NSW 1164
AUSTRALIA

Telephone (02) 8232 9440
Facsimile (02) 8232 4713
Internet www.macquarie.com/mmg

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ASX / MEDIA RELEASE

Macquarie Media Group^{®1} - Security Holder Approval for Internalisation and Corporatisation

Macquarie Media Group (MMG) today announced that security holders had voted overwhelmingly in favour to internalise management and simplify MMG's corporate structure by converting from a triple stapled structure to a single holding company.

"The result of the vote today and our successful \$294 million capital raising and recapitalisation mean MMG is well advanced in its three pronged strategy to enhance security holder value, optimise the capital and corporate structure of MMG and reposition the business for the future." Chairman Mr Max Moore-Wilton said.

Results of security holder meetings

At the extraordinary general meetings of Macquarie Media Holdings Limited (**MMHL**), the special general meetings and share scheme meeting of Macquarie Media International Limited (**MMIL**) and the general meetings of Macquarie Media Trust (**MMT**) held today, each of the resolutions in the notices of meeting dated 12 November 2009 were passed on a poll in accordance with relevant legal requirements.

Enclosed are the details of the proxies lodged and poll results together with the full text of each resolution.

MMG security holders voted to:

- Internalise the management of MMG;
- Simplify the corporate structure of MMG to a single ASX-listed company; and
- Transition MMG's governance framework to that of a single publicly listed Australian company, continuing to include a majority of independent directors.²

¹ Registered trademark of Macquarie Group Limited

² In determining the status of a director, MMG currently applies the standards of independence required by the Macquarie Funds Management Policy, which are similar to but not the same as the *ASX Corporate Governance Principles and Recommendations* (the **Principles**). The full details of MMG's independence criteria are set out in MMG's Corporate Governance Statement contained in the 2009 Annual Report which is available on MMG's website: www.macquarie.com/mmg. If the Internalisation proceeds, by December 2010 MMG intends to transition to apply the definition of independence as set out in the Principles

Macquarie Media Management Limited is not an authorised deposit-taking institution for the purposes of the Banking Act 1959 (Commonwealth of Australia), and Macquarie Media Management Limited's obligations do not represent deposits or other liabilities of Macquarie Bank Limited ABN 46 008 583 542 ("MBL"). MBL provides a limited AUD5,000,000 guarantee as required by the Australian Securities and Investments Commission in respect of Corporations Act obligations of Macquarie Media Management Limited as a responsible entity of a managed investment scheme. MBL does not otherwise guarantee or provide assurance in respect of the obligations of Macquarie Media Management Limited, the performance of funds managed by Macquarie Media Management Limited or the repayment of capital.

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Change of name and ASX code

MMG security holders also approved a change of name for MMHL to Southern Cross Media Group Limited and for MMIL to Southern Cross Media International Limited. Similarly, MMT will be renamed Southern Cross Media Trust and Macquarie Media Group will be known as Southern Cross Media Group (ASX code: SXL).

Management arrangements

As part of the transformation, the operational head of the Australian broadcasting business Macquarie Southern Cross Media Pty Ltd (**MSCM**) Rhys Holleran has today assumed the additional responsibility as CEO of the newly named Southern Cross Media Group.

Mr Holleran was appointed CEO to MSCM in November 2007 where he has overseen the integration of the MSCM television and radio business.

“Rhys has worked in various media roles over a 22 year period and was managing director of RG Capital radio from 1997 until its sale in 2004 to Macquarie and he will continue to drive security holder returns in the next stage of our group’s development,” Chairman Mr Max Moore-Wilton said.

“Having overseen the successful recapitalisation and repositioning of MMG until security holder approval of the Internalisation, Mr Dorney will now return to Macquarie as an Executive Director of Macquarie Capital” Chairman Mr Max Moore-Wilton said.

“Mark and his team have built Australia’s leading regional media business, through combining RG Capital Radio and DMG Regional Radio and then establishing the country’s only cross media broadcaster through the acquisition of Southern Cross Broadcasting’s television business.” Chairman Mr Moore-Wilton added.

“On behalf of my fellow directors, I thank Mark for his contribution to MMG and for his leadership of the group through this important transition” he said.

Update on conditions to completion

Completion of the Internalisation and Corporatisation initiatives remains subject to certain conditions, including lenders’ approval or refinancing of business level bank facilities on terms which permit those initiatives.³

Refinancing discussions are ongoing in relation to the business level bank facilities within MSCM and American Consolidated Media LLC (**ACM**). The current status of these discussions is as follows:

- **MSCM facility:** MSCM is currently negotiating terms for a new facility to refinance the existing MSCM debt. The potential terms being discussed with prospective lenders do not include restrictions on completion of the Internalisation or Corporatisation initiatives. Accordingly, the completion of a refinancing consistent with these discussions would satisfy the MSCM financing conditions which apply to these initiatives.
- **ACM facility:** ACM has negotiated a Forbearance Agreement with its lenders to 29 January 2010. Discussions will continue between ACM and its lenders during the forbearance period in relation to the ACM facility (including any restructure, amendment, extension or waiver) and as part of these discussions, ACM will be seeking the consent of a majority of lenders to the Internalisation and Corporatisation initiatives. In the event that the ACM facility

³ Further details of the conditions are set out in sections 1.3, 4.5 and 5.4 of the Notices of Meeting and Explanatory Memorandum issued by MMG on 16 November 2009.

syndicate takes enforcement action against ACM in respect of the ACM facility, MMG and Macquarie may consider whether it is appropriate for this condition to be retained.

For further information, please contact:

Karen Halbert

Public Affairs Manager

Tel: 02 8232 6755

Mob: 0412 119 389

Email: karen.halbert@macquarie.com

A. Internalisation Meetings

MACQUARIE MEDIA HOLDINGS LIMITED

Resolution 1 – Approval of the Internalisation as a related party transaction

That, subject to MMT Internalisation Resolution 1 and MMIL Internalisation Resolution 1 being passed, approval is given for the Internalisation as outlined in the Explanatory Memorandum accompanying this Notice of Meeting (including, without limitation, the transactions and financial benefits set out in Sections 4.2 and 4.4 of the Explanatory Memorandum) for the purposes of Listing Rule 10.1, Chapter 2E of the Corporations Act and for all other purposes.

Resolution 2 – Increase in cap on annual directors' remuneration

That, for the purposes of Listing Rule 10.17, for the purposes of article 10.9 of the Constitution, and for all other purposes, approval is given for the maximum amount or value of remuneration which may be paid to the MMHL directors for their services as directors to be increased by an amount of \$600,000 per annum from \$400,000 per annum to \$1,000,000 per annum.

Resolution 3 – Cancellation of A Special Share and amendments to MMHL constitution

That, subject to MMHL Internalisation Resolution 1, MMT Internalisation Resolution 1 and MMIL Internalisation Resolution 1 being passed:

- (a) the cancellation of the MMHL A Special Share for nil consideration be approved for the purposes of section 256C of the Corporations Act and for all other purposes; and
- (b) with effect from Internalisation Completion the MMHL constitution be amended to remove all references to the MMHL A Special Share by deleting those parts of the MMHL constitution which are struck out and inserting those parts of the MMHL constitution which are underlined in the document tabled at the meeting and initialled by the Chairman.

Resolution 4 - Change of name for MMHL

That, subject to MMHL Internalisation Resolution 1, MMT Internalisation Resolution 1 and MMIL Internalisation Resolution 1 being passed, pursuant to section 157 of the Corporations Act, the name of the Company be changed to "Southern Cross Media Group Limited".

MACQUARIE MEDIA INTERNATIONAL LIMITED

Resolution 1 – Approval of the Internalisation

That, approval is given for the Internalisation as outlined in the Explanatory Memorandum (including, without limitation, the transactions and financial benefits set out in Sections 4.2 and 4.4 of the Explanatory Memorandum) accompanying this Notice of Meeting and that the Directors, be and are hereby authorised to undertake all such matters, and do all such things as they shall, in their sole discretion, consider necessary or appropriate to give effect to the Internalisation.

Resolution 2 – Amendments to MMIL bye-laws

That, subject to MMHL Internalisation Resolution 1, MMT Internalisation Resolution 1 and MMIL Internalisation Resolution 1 being passed, with effect from Internalisation Completion the MMIL bye-laws be amended to remove all references to the MMIL A Special Share by deleting those parts of the MMIL bye-laws which are struck out and inserting those parts of the MMIL bye-laws which are underlined in the document tabled at the meeting and initialled by the Chairman.

Resolution 3 – Change of name for MMIL

That, subject to MMHL Internalisation Resolution 1, MMT Internalisation Resolution 1 and MMIL Internalisation Resolution 1 being passed, the name of the Company be changed to "Southern Cross Media International Limited".

MACQUARIE MEDIA TRUST

Resolution 1 – Approval of the Internalisation as a related party transaction

That, subject to MMHL Internalisation Resolution 1 and MMIL Internalisation Resolution 1 being passed, approval is given for the Internalisation as outlined in the Explanatory Memorandum accompanying this Notice of Meeting (including, without limitation, the transactions and financial benefits set out in Sections 4.2 and 4.4 of the Explanatory Memorandum) for the purposes of Chapter 5C.7 of the Corporations Act and for all other purposes.

B. Corporatisation Meetings

MACQUARIE MEDIA HOLDINGS LIMITED

Resolution 1 - Termination of the Stapling Deed

That, subject to MMHL Corporatisation Resolutions 2 to 5 and each of the Corporatisation Resolutions of MMT and MMIL being passed, the Share Stapling Deed be terminated in its entirety with effect from the Corporatisation Implementation Date.

Resolution 2 - Resolution to effect Share Consolidation

That, subject to MMHL Corporatisation Resolutions 1 and 3 to 5 and each of the Corporatisation Resolutions of MMT and MMIL being passed, the Share Consolidation be approved for the purposes of s 254H of the Corporations Act.

Resolution 3 – Cancellation of B Special Share

That, subject to MMHL Corporatisation Resolutions 1, 2, 4 and 5 and each of the Corporatisation Resolutions of MMT and MMIL being passed, the cancellation of the MMHL B Special Share for nil consideration on or after the Corporatisation Implementation Date and before 31 December 2010 at a time determined by MMHL and announced to the ASX be approved for the purposes of section 256C of the Corporations Act and for all other purposes.

Resolution 4 – Cancellation of MMHL Redeemable Preference Shares

That, subject to MMHL Corporatisation Resolutions 1 to 3 and 5 and each of the Corporatisation Resolutions of MMT and MMIL being passed, the cancellation of the MMHL Redeemable Preference Shares for nil consideration on or after the Corporatisation Implementation Date and before 31 December 2010 at a time determined by MMHL and announced to the ASX be approved for the purposes of section 256C of the Corporations Act and for all other purposes.

Resolution 5 - Amendments to MMHL constitution

That, subject to MMHL Corporatisation Resolutions 1 to 4 and each of the Corporatisation Resolutions of MMT and MMIL being passed, the MMHL constitution be amended:

- (a) with effect from the Corporatisation Implementation Date to remove all references to stapling by deleting those parts of the MMHL constitution which are struck out and highlighted in yellow and inserting those parts of the MMHL constitution which are underlined and highlighted in yellow;
- (b) with effect from the time at which the MMHL B Special Share is cancelled to remove all references to the MMHL B Special Share by deleting those parts of the MMHL constitution which are struck out and highlighted in green and inserting those parts of the MMHL constitution which are underlined and highlighted in green; and
- (c) with effect from the time at which the MMHL Redeemable Preference Shares are cancelled, to remove all references to the MMHL Redeemable Preference Shares by deleting those parts of the MMHL constitution which are struck out and highlighted in pink and inserting those parts of the MMHL constitution which are underlined and highlighted in pink,

in the document tabled at the meeting and initialled by the Chairman.

MACQUARIE MEDIA INTERNATIONAL LIMITED

Resolution 1 - Termination of the Stapling Deed

That, subject to MMIL Corporatisation Resolution 2 and each of the Corporatisation Resolutions of MMT and MMHL being passed, the Share Stapling Deed be terminated in its entirety with effect from the Corporatisation Implementation Date.

Resolution 2 - Amendments to MMIL bye-laws

That, subject to MMIL Corporatisation Resolution 1 and each of the Corporatisation Resolutions of MMT and MMHL being passed, the MMIL bye-laws be amended:

- (a) with effect from the Corporatisation Implementation Date to remove all references to stapling by deleting those parts of the MMIL bye-laws which are struck out and highlighted in yellow and inserting those parts of the MMIL bye-laws which are underlined and highlighted in yellow; and
- (b) with effect from the time at which the MMIL B Special Share is redeemed, to remove all references to the MMIL B Special Share by deleting those parts of the MMIL bye-laws which are struck out and highlighted in green and inserting those parts of the MMIL bye-laws which are underlined and highlighted in green,

in the document tabled at the meeting and initialled by the Chairman.

MACQUARIE MEDIA TRUST

Resolution 1 - Termination of the Stapling Deed

That, subject to MMT Corporatisation Resolutions 2 to 4 and each of the Corporatisation Resolutions of MMIL and MMHL being passed, the Share Stapling Deed be terminated in its entirety with effect from the Corporatisation Implementation Date.

Resolution 2 - Approve amendments to MMIL bye-laws

That, subject to MMT Corporatisation Resolutions 1, 3 and 4 and each of the Corporatisation Resolutions of MMIL and MMHL being passed, the amendments to the MMIL bye-laws proposed by MMIL Corporatisation Resolution 2 is are approved.

Resolution 3 - Amendments to MMT constitution

That, subject to MMT Resolutions 1, 2 and 4 and each of the Corporatisation Resolutions of MMIL and MMHL being passed, the constitution of MMT be amended with effect on and from the Effective Date as set out in the Supplemental Deed for the purpose of removing all references to stapling and giving effect to the Trust Scheme and the responsible entity of MMT be authorised to execute and lodge with ASIC a copy of the Supplemental Deed.

Resolution 4 - Acquisition Resolution

That, subject to MMT Corporatisation Resolutions 1 to 3 and each of the Corporatisation Resolutions of MMIL and MMHL being passed, the Trust Scheme be approved and, in particular, the acquisition by Media HoldCo, MMHL and Macquarie and their associates of a relevant interest in all the MMT Units on issue as at the Corporatisation Record Date pursuant to the Trust Scheme be approved for the purposes of item 7 section 611 of the Corporations Act.

MACQUARIE MEDIA INTERNATIONAL LIMITED SHARE SCHEME MEETING

That the scheme of arrangement dated 12 November 2009 (the Scheme) between the Company and the Scheme Shareholders (as defined in the Scheme) which has been produced to this Meeting and for the purpose of identification signed by the Chairman of this Meeting, with any other modifications thereof or additions thereto or conditions approved or imposed by the Supreme Court of Bermuda, be and is hereby approved.

MMG Security Holder Meeting Results - 17 December 2009

As required by section 251AA(2) of the Corporations Act 2001 the following statistics are provided in respect of each resolution in the notices of meeting.

	Manner in which the security holder directed the proxy to vote				Manner in which votes were cast in person and by proxy on a poll			Result
	Votes "for"	Votes "against"	Votes "discretionary"	Votes "abstain"	Votes "for"	Votes "against"	Votes "abstain"	
A. Internalisation Meetings								
MMHL Resolution 1	126,064,893	127,700	1,092,284	8,150	126,984,992	127,700	8,150	Passed
MMHL Resolution 2	197,328,697	33,106,574	1,008,110	941,141	198,163,816	33,112,574	941,141	Passed
MMHL Resolution 3	231,884,771	196,892	2,138,747	208,284	235,412,552	196,892	208,284	Passed
MMHL Resolution 4	232,303,271	176,116	1,783,763	165,544	235,476,068	176,116	165,544	Passed
MMIL Resolution 1	126,048,393	117,546	1,807,817	8,150	127,868,210	117,546	8,150	Passed
MMIL Resolution 2	232,254,061	131,497	1,847,858	195,278	235,490,953	131,497	195,278	Passed
MMIL Resolution 3	232,262,217	185,475	1,797,858	183,144	235,449,109	185,475	183,144	Passed
MMT Resolution 1 ¹	\$244,329,309	\$247,738	\$2,223,791	\$18,203	\$246,219,061	\$247,738	\$18,203	Passed

1. On a poll, each member of the scheme has 1 vote for each dollar of the value of the total interests they have in the scheme

	Manner in which the security holder directed the proxy to vote				Manner in which votes were cast in person and by proxy on a poll			
	Votes “for”	Votes “against”	Votes “discretionary”	Votes “abstain”	Votes “for”	Votes “against”	Votes “abstain”	Result
B. Corporatisation Meetings								
MMHL Resolution 1	225,578,364	72,188	1,554,473	162,586	228,515,871	72,188	165,786	Passed
MMHL Resolution 2	225,551,518	87,368	1,567,375	161,350	228,501,927	87,368	164,550	Passed
MMHL Resolution 3	225,540,037	84,480	1,552,875	190,219	228,475,946	84,480	193,419	Passed
MMHL Resolution 4	225,515,594	84,514	1,573,875	193,628	228,472,503	84,514	196,828	Passed
MMHL Resolution 5	225,570,115	80,778	1,552,875	163,843	228,506,024	80,778	167,043	Passed
MMIL Resolution 1	225,570,169	73,786	1,563,070	160,586	228,516,273	73,786	163,786	Passed
MMIL Resolution 2	225,520,593	78,714	1,567,337	200,967	228,470,964	78,714	204,167	Passed
MMT Resolution 1 ¹	\$437,559,954	\$143,145	\$3,074,650	\$315,417	\$443,317,690	\$143,145	\$321,625	Passed
MMT Resolution 2 ¹	\$437,462,713	\$162,405	\$3,091,233	\$376,814	\$443,237,032	\$162,405	\$383,022	Passed
MMT Resolution 3 ¹	\$437,472,025	\$166,285	\$3,091,233	\$363,622	\$443,246,344	\$166,285	\$369,830	Passed
MMT Resolution 4 ¹	\$437,454,441	\$232,369	\$3,091,233	\$315,122	\$443,228,760	\$232,369	\$321,330	Passed
MMIL Share Scheme Resolution	225,316,558	173,796	1,573,070	304,187	228,272,662	173,796	307,387	Passed

1. On a poll, each member of the scheme has 1 vote for each dollar of the value of the total interests they have in the scheme