

1. PURPOSE

The purpose of this policy is to assist in aligning the interests of the non-executive directors of Southern Cross Media Group Limited (**Company**) with the financial interests of the Company's shareholders.

2. DEFINITION

The following definitions apply in this policy.

Base Fee means the base fee for acting as a non-executive director of the Company. It and excludes any higher or additional fee for acting as Chairman, for membership of any committee of the Board or for any *ad hoc* additional work performed as a director.

Share means a fully paid ordinary share of the Company.

3. TARGET SHAREHOLDING REQUIREMENTS

- (a) A non-executive director must purchase Shares with an aggregate purchase price not less than the Base Fee. The proceeds of sales of Shares by a non-executive director will be deducted in calculating the aggregate purchase price paid by the non-executive director for Shares held by the non-executive director.
- (b) Once a non-executive director has met the requirements of this policy, the non-executive director must maintain the target holding of Shares for as long as the non-executive director is subject to this policy. This may require the non-executive director to acquire additional Shares.

3.2 Interests counted in target Shareholding requirement

The Shares or interests in Shares that count towards a non-executive director meeting the target Shareholding requirement under this policy are Shares that are:

- (a) owned by the non-executive director or the non-executive director's "associated entities" and "close associates", each as defined in the Corporations Act 2001 (Cth); or
- (b) owned through a trust or in a superannuation fund for the benefit of a person or entity referred to in paragraph 3.2(a).

4. ANNUAL REPORTING

Not later than 15 July each year, each non-executive director must report to the Company Secretary on their ownership of Shares as at the immediately preceding 30 June, using the Shareholding Declaration in appendix 1 to this policy (or any other form acceptable to the Company Secretary). The Company Secretary must table these reports at the next Board meeting.

5. ANNUAL CALCULATION OF REQUIRED NUMBER OF SHARES

Not later than 31 July each year, the Company Secretary will notify each non-executive director:

- (a) of the aggregate purchase price paid by the non-executive director for Shares then held by the non-executive director (net of the proceeds of sales of Shares by the non-executive director); and
- (b) whether that amount is less or greater than the Base Fee; and
- (c) if that amount is less than the Base Fee, the date by which the non-executive director is required to purchase additional shares to comply with this policy.

6. DISPOSALS OF SHARES

Subject to paragraph 8, a non-executive director may only dispose of Shares if:

- (a) the non-executive director has submitted a request to the Company Secretary (in substantially the form set out in appendix 2 to this policy);
- (b) the Company Secretary has given the non-executive director notice that the disposal is approved; and
- (c) any such disposal also complies with the Company's Securities Trading Policy.

The Company Secretary will inform the Chairman of each request submitted under this paragraph and whether the request is approved.

7. RELATIONSHIP TO THE COMPANY'S SECURITIES TRADING POLICY

Non-executive directors must comply with the Company's Securities Trading Policy in addition to any requirements of this policy. This includes a general prohibition on dealing in Shares during a blackout period under that policy.

8. EXEMPTION FROM COMPLIANCE WITH THIS POLICY

- (a) There may be circumstances in which compliance with this policy would cause or contribute to severe financial difficulty for a non-executive director or could prevent a non-executive director from complying with an order of the Family Court or another court.
- (b) In these circumstances, the non-executive director may submit a request to the Company Secretary (in substantially the form set out in appendix 2 to this policy) including details of the applicable financial difficulty or other exemption circumstances and the extent to which an exemption from the policy is sought.
- (c) The Company Secretary will review the request with the Chairman and Chief Executive Officer, and they will decide whether and to what extent any exemption may be granted. In doing so they will consider the application of the Company's Securities Trading Policy and whether any related clearance to dispose of Shares should be granted under that policy.

- (d) If an exemption is granted in whole or in part, the Company Secretary will, in consultation with the non-executive director, develop an alternative Share ownership plan that reflects both the purpose of this policy and the non-executive director's individual circumstances.

9. REVIEW OF POLICY

This policy will be reviewed every two years after its adoption by the Board having regard to regulatory, community and investor requirements.

Shareholding Declaration

This declaration is required to be submitted to the Company Secretary by each non-executive director covered by the Non-executive Director Share Ownership Policy not later than 15 July each year in respect of holdings of Shares as at the immediately preceding 30 June.

Name:	Position:
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I declare that my holding of Shares as at 30 June (**Year End**) is as follows:

Registered holder	Relationship	Number of Shares
Total		

Signed:

Date:

**Request by non-executive director to dispose of Shares
(or for an exemption from compliance with the policy)**

This form is required to be submitted to the Company Secretary when a non-executive director covered by the Non-executive Director Share Ownership Policy requests approval to dispose of Shares (or to be exempted from compliance with the policy).

Name:	Position:
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I request approval to dispose of Shares in Southern Cross Media Group Limited. My interests in Shares at present and after the proposed disposal (or non-compliance) are as follows:

Registered holder	Relationship	Number of Shares	
		Before disposal	After any disposal
Total			
Estimated value of Shares to be disposed of			

Reasons for proposed disposal of Shares or exemption from compliance (including details of applicable financial difficulty or other exemption circumstances if, following the proposed disposal, the non-executive director's holding of Shares will not comply with the target Shareholding requirements of the Non-executive Director Share Ownership Policy):

Signed:

Date: