

**Facsimile/Email Transmission**  
**WPP Australia, a division of**  
**WPP Holdings (Australia) Pty Limited**  
**ABN 86 000 029 630**

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Email: dpagano@wpp.com

|                                   |                                                       |
|-----------------------------------|-------------------------------------------------------|
| Date                              | 10 December 2010                                      |
| From                              | Domenic Pagano                                        |
| To                                | ASX Company Announcements Office, Sydney              |
| Fax                               | 1300 135 638                                          |
| To                                | Mike Egan, Company Secretary, OOH!Media Group, Sydney |
| By email                          | mikee@oohmedia.com.au                                 |
| No of pages (including this page) | 4                                                     |

**OOHIMEDIA GROUP LIMITED (OOH)**

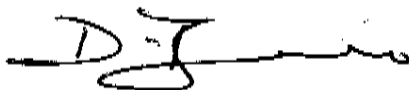
**ASX Code: OOH**

**Form 604 – Notice of change of interests of substantial holder from WPP**

Cavendish Square Holding BV (CSH) is a wholly owned subsidiary of (ultimately) WPP plc (WPP). WPP Holdings (Australia) Pty Limited (the sender of this letter) is WPP's main Australian holding company.

Attached is Form 604, "Notice of Change of Interests of Substantial Holder", on behalf of CSH. Please note that there has been no change in the number of shares in OOH held by CSH. The change of interests referred to in the attached Form 604 is as a result of CSH's percentage shareholding interest in OOH having changed following the issue of shares by OOH, as described in the Appendix 3B from OOH dated 6 December 2010.

Yours faithfully



**Domenic Pagano**  
**Legal Adviser**

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme OOHIMEDIA GROUP LIMITED  
ACN/ARSN 091 780 924

**1. Details of substantial holder (1)**

Name CAVENDISH SQUARE HOLDING BV (CSH) (SEE ALSO ANNEXURE A)  
ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on

PLEASE REFER ANNEXURE A

The previous notice was given to the company on

05 / 07 / 2010

The previous notice was dated

05 / 07 / 2010

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice |                  | Present notice |                  |
|-------------------------|-----------------|------------------|----------------|------------------|
|                         | Person's votes  | Voting power (5) | Person's votes | Voting power (5) |
|                         | 119,000,000     | 31.24%           | 119,000,000    | 27.16%           |

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|----------------------------------------|----------------------|-----------------------------------------------|-----------------------------------------|-------------------------|
| SEE ANNEXURE A | SEE ANNEXURE A                         | SEE ANNEXURE A       | SEE ANNEXURE A                                | SEE ANNEXURE A                          | SEE ANNEXURE A          |
|                |                                        |                      |                                               |                                         |                         |

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (9)                  | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------|------------------------------------------------|--------------------------------------------------|--------------------------------|----------------|
| CSH                         | CSH                             | CSH                                            | REGISTERED HOLDER OF RELEVANT SHARES/ SECURITIES | 119,000,000 ORDINARY SHARES    | 119,000,000    |

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A                               | N/A                   |

**6. Addresses**

The addresses of persons named in this form are as follows:

| Name | Address                                                    |
|------|------------------------------------------------------------|
| CSH  | C/- WILHELMINAPLEIN 10, 3072 DE ROTTERDAM, THE NETHERLANDS |

**Signature**

print name Domenic Pagano

capacity ATTORNEY

sign here

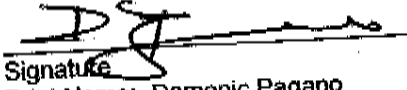


date

10 / 12 /2010

**Annexure "A"**

This is Annexure "A" of 1 page referred to in the Form 604 signed by me and dated 10 December 2010.



Signature

Print Name: Domenic Pagano

Capacity: Attorney, under Power of Attorney

Date: 10 December 2010

Cavendish Square Holding BV (CSH) is a wholly owned subsidiary of (ultimately) WPP plc.

There has been no change in the number of shares in Ooh!Media Group Limited (OOH) held by CSH. The change of interests referred to in this Form 604 is as a result of CSH's percentage shareholding interest in OOH having changed following the issue of shares by OOH, as described in the Appendix 3B from OOH dated 6 December 2010.