



oOh!media Group Limited
Notice of Annual General
Meeting and
Explanatory Statement

ACN 091 780 924



oOh!media Group Limited
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Level 6, 165 Walker Street
North Sydney NSW 2060

Australia

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15 April 2011

Dear Shareholder

I enclose a Notice of Meeting for the Annual General Meeting of oOh!media Group Limited (the "Company") which is to be held at 11.00 am on 20 May 2011 at Mt Kenya Room, Christie Conference Centre, Level 4 100 Walker Street North Sydney New South Wales.

Please refer to the attached Notice of Annual General Meeting for a full listing of the items of business. Further details of the resolutions are set out in the Explanatory Statement which accompanies and forms part of this Notice of the Annual General Meeting. Shareholders should consider this material before determining how they will vote at the Annual General Meeting.

For your convenience, a Form of Proxy is attached for use if you are unable to attend the Annual General Meeting. The 2010 Annual Report can be accessed on our website: www.oohmedia.com.au, and following the links: investors; financial information. Shareholders who have previously specifically requested a hard copy of the Annual Report will find it enclosed with this letter.

Yours sincerely

Michael Egan
Company Secretary

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the members of oOh!media Group Limited (the "Company") will be held at Mt Kenya Room, Christie Conference Centre, Level 4 100 Walker Street North Sydney New South Wales on 20 May 2011 at 11.00 am.

Business

Reports

To receive and consider:

1. the annual financial report of the Company for the year ended 31 December 2010;
2. the directors' report; and
3. the auditor's report.

Ordinary Resolutions

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

Resolution 1: Re-election of Mr Brian Bickmore

That Mr Brian Bickmore, a Director seeking re-election in accordance with clause 57 of the Constitution of the Company, being eligible and having signified his candidature for the office, be hereby re-elected a Director of the Company.

Resolution 2: Re-election of Mr Graham Jones

That Mr Graham Jones, a Director seeking re-election in accordance with clause 57 of the Constitution of the Company, being eligible and having signified his candidature for the office, be hereby re-elected a Director of the Company.

Resolution 3: Ratification of issue of shares to Mr Raymond Balcomb

That, for the purposes of ASX Listing Rule 7.4 and all other purposes, the issue of 21,000,000 fully paid ordinary shares in the Company to Mr Raymond Balcomb be approved on the terms set out in the Explanatory Statement which accompanies this Notice.

Vote on Remuneration report

That the Remuneration Report included in the Directors' Report provided to shareholders as part of the Annual Report of the Company for the year ended 31 December 2010 be adopted.

By order of the board of directors

Michael Egan

Company Secretary

15 April 2011

Notice of Annual General Meeting

Notes:

1. The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Annual General Meeting should be read together with and form part of this Notice of Annual General Meeting.
2. In accordance with the Corporations Regulations all securities of the Company that are quoted securities at 11.00 am (Sydney time) on 18 May 2011 are taken for the purposes of the above meeting to be held by the persons who held them at that time. Only those persons will be entitled to vote at the Annual General Meeting on 20 May 2011.

Proxies:

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights otherwise each proxy may exercise half the votes. Neither proxy may vote on a show of hands.
3. A proxy need not be a member of the Company.
4. The Form of Proxy must be signed by the member or his attorney. Proxies given by corporations must be signed either under seal, by attorney or by two directors of the company, a director and a company secretary of the company or, for a proprietary company that has a sole director who is also the sole company secretary, that director.
5. If any shareholders are unable to attend the Annual General Meeting they are strongly urged to complete the attached proxy and return it together with the original or a certified copy of the power of attorney or other authority, if any, under which a proxy is signed (to be received no later than 48 hours before the time set for the meeting) either:
 - in the reply paid envelope included with the Notice of Meeting, or alternatively
 - return it by hand, mail or facsimile to the following address:
Mr Michael Egan
oOh!media Group Limited
PO Box 461
North Sydney NSW 2059
Level 6, 165 Walker Street
North Sydney NSW 2060.
Facsimile number: (02) 9927 5599
6. A Form of Proxy accompanies this Notice of Annual General Meeting.

Explanatory Statement

Purpose of information

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Annual General Meeting dated 15 April 2011 is to provide shareholders with an explanation of the resolutions to be proposed and considered at the Annual General Meeting to be held on 20 May 2011 and to allow shareholders to determine how they wish to vote on those resolutions.

Resolution 1: Re-election of Mr Brian Bickmore

Pursuant to clause 57 of the Constitution of the Company, at each Annual General Meeting one third of the Directors (or, if their number is not a multiple of 3, then the number nearest to but not exceeding one third) must retire from office. The Directors retire by rotation with the Directors who have been the longest in office being the Directors who must resign in any year. The Managing Director is exempted by his office as Managing Director from the requirement to retire by rotation.

The Constitution ensures that no Director is able to remain in office for longer than three years without facing re-election. Each Director is entitled to offer himself for re-election as a Director at the Annual General Meeting that coincides with his retirement.

Mr Brian Bickmore retires by rotation and being eligible for re-election offers himself for re-election as a Director.

Details of Mr Bickmore may be found at page 6 of the Annual Report of the Company.

Resolution 2: Re-election of Mr Graham Jones

Pursuant to clause 57 of the Constitution of the Company, at each Annual General Meeting one third of the Directors (or, if their number is not a multiple of 3, then the number nearest to but not exceeding one third) must retire from office. The Directors retire by rotation with the Directors who have been the longest in office being the Directors who must resign in any year. The Managing Director is exempted by his office as Managing Director from the requirement to retire by rotation.

The Constitution ensures that no Director is able to remain in office for longer than three years without facing re-election. Each Director is entitled to offer himself for re-election as a Director at the Annual General Meeting that coincides with his retirement.

Mr Graham Jones retires by rotation and being eligible for re-election offers himself for re-election as a Director.

Details of Mr Jones may be found at page 6 of the Annual Report

of the Company.

Resolution 3: Ratification of issue of ordinary shares to Mr Raymond Balcomb

In accordance with Listing Rules 7.1 and 7.4, shareholder ratification is sought to refresh the ability of the Company to issue up to 15% of its capital in the next 12 month period.

Under rule 7.1 of the Listing Rules, the Company must obtain shareholder approval prior to the issue of shares, options, securities or rights convertible into shares, representing more than 15% of the ordinary issued capital of the Company in any 12 month period. Listing Rule 7.4 sets out an exemption to rule 7.1 of the Listing Rules. Listing Rule 7.4 provides that where a company in general meeting ratifies a previous issue of shares or options made pursuant to rule 7.1 of the Listing Rules, those securities would be deemed to have been made with shareholder approval for the purposes of rule 7.1 of the Listing Rules.

On 31 January 2011 the Company issued 21,000,000 Shares in the Company to Mr Raymond Balcomb. The shares issued to Mr Balcomb, together with other shares, options, securities or rights convertible into shares issued without shareholder approval in the previous 12 months equated to less than 15% of the ordinary shares of the Company. Accordingly, shareholder approval was not required. However, shareholder ratification of the issue of the 21,000,000 ordinary shares in the Company is now sought pursuant to Listing Rule 7.4 in order to refresh the ability of the Company to issue up to 15% of its capital in the next 12 month period.

Listing Rule 7.5 requires the notice of meeting at which shareholders are required to consider a resolution under Listing Rule 7.4 to include specific information. This information is set out below:

- the number of securities allotted: 21,000,000 ordinary shares;
- the price at which securities were issued: \$0.20 per share;
- terms of the securities: the ordinary shares were issued on the terms set out in the Constitution;
- the name of the allottee: Mr Raymond Balcomb;
- the use (or intended use) of the funds raised: the shares were issued as part of the settlement consideration for the acquisition of Sports and Outdoor Media Pty Ltd ; and
- a voting exclusion statement: see below.

Explanatory Statement

Voting Exclusion Statement for resolution 3

The Company will disregard any votes cast on resolution 3 by:

- Mr Raymond Balcomb; and
- any associate of Mr Raymond Balcomb.

However the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Vote on Remuneration report

The Corporations Act requires that listed companies include a Remuneration Report in their Directors' Report. The Remuneration Report includes information in respect of the Company's remuneration policies in respect of Directors and group executives, including the relationship between remuneration policies and the Company's performance; prescribed details of Directors and group executives; details of securities included in the remuneration of Directors and group executives; and details of persons employed under a contract.

The Remuneration Report for the Company for the year ended 31 December 2010 is included in the Annual Report of the Company.

Shareholders are asked to adopt the Remuneration Report. The vote on the Remuneration Report is advisory only and is not binding on the directors or the Company.



out-there thinking

OOH Media Group Limited

ABN 96 091 780 924

000001 000 OOH
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



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

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 11:00am (AEST) on Wednesday, 18 May 2011

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 as they choose. 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

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 under the information tab, "Downloadable 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.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- ☒ Review your securityholding
- ☒ Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

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.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of oOh!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, as the proxy sees fit) at the Annual General Meeting of oOh!media Group Limited to be held at [Christie Conference Centre], Level [] [100 Walker Street] North Sydney, New South Wales 2060 on Friday, 20 May 2011 at 11:00am and at any adjournment of that meeting.

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.

ORDINARY BUSINESS

	For	Against	Abstain
1. Re-election of Mr Brian Bickmore	☐	☐	☐
2. Re-election of Mr Graham Jones	☐	☐	☐
3. Ratification of issue of ordinary shares to Mr Raymond Balcomb	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

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 ____/____/____

OOH

999999A

Computershare +