

oOh!media Group Limited
ABN 96 091 780 924

ASX announcement
27 January 2012



Scheme Booklet dispatched to shareholders

oOh!media Group Limited (ASX: OOH) advises that the Scheme Booklet together with the Notice of General Meeting, Notice of Scheme Meeting, the Proxy Forms and Election Form in respect of the offer by Outdoor Media Operations Pty Limited to acquire all oOh!media shares that CHAMP III Funds¹ does not already own were dispatched to oOh!media shareholders on 25 January 2012. The Scheme Booklet was released to the market on 20 January 2012.

Attached to this announcement are:

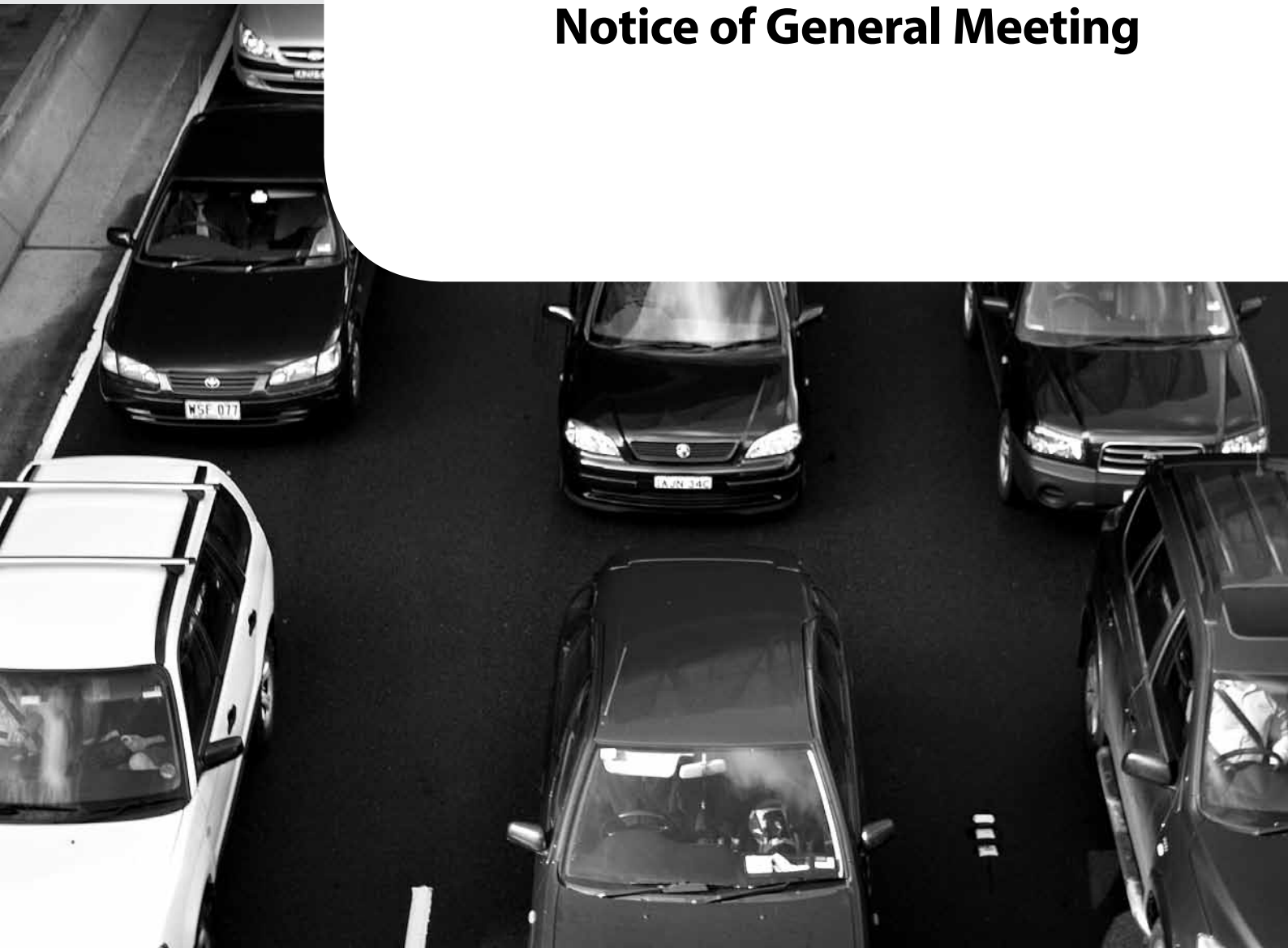
1. the notices of meeting of OOH shareholders to be held on 27 February 2012 that are included in the Scheme Booklet as Attachments D and E; and
2. the proxy forms for the meetings to be held on 27 February 2012.

About oOh!media Group Ltd oOh!media is the only single focused out-of-home advertising company listed on the ASX. oOh!media specialises in providing clients with creative out-of-home solutions across its diverse product offerings of road, retail and experiential media throughout urban and regional Australia.

¹ The CHAMP III Funds comprise CHAMP Buyout III Pte Ltd, CHAMP Buyout III Trust and the CHAMP Buyout III (SWF) Trust.

D

Notice of General Meeting



D Notice of General Meeting

NOTICE OF GENERAL MEETING – oOh!media Group Limited ACN 091 780 924

Notice is hereby given that a general meeting of the holders of ordinary shares in oOh!media Group Limited (**oOh!media**) ACN 091 780 924 will be held:

At – the office of oOh!media, Level 2, 76 Berry Street, North Sydney, NSW 2060

On – 27 February 2012 at 10.00am

BUSINESS OF THE MEETING

Resolution – Cancellation and early exercise of Options

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

“That for the purposes of ASX Listing Rule 6.23.2 and for all other purposes approval is hereby given to allow each Option to be cancelled subject to the Scheme becoming Effective on or before the End Date and in the manner described in Section 2.3 of the Scheme Booklet.”

Voting exclusion

oOh!media will disregard any votes on the Resolution by any person who holds Options and any Associate of any such person. However, oOh!media need not disregard a vote if it is cast by:

- (a) such a person, or an Associate of such a person, as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) such a person who is chairing the meeting as proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

BY ORDER OF THE oOh!media BOARD

Michael Egan
Company Secretary
20 January 2012

NOTES TO THE NOTICE OF GENERAL MEETING

Explanatory notes

These notes should be read in conjunction with the Notice of General Meeting and the information in the scheme booklet of which that notice forms part (Scheme Booklet).

Unless the context requires otherwise, terms used in the Notice of General Meeting and in these notes have the same meaning as set out in the glossary in the Scheme Booklet.

Required majority

The Resolution must be approved by more than 50% of the votes cast at the General Meeting by oOh!media Shareholders entitled to vote.

Entitlement to vote

For the purposes of the General Meeting, oOh!media has determined that the time for determining the eligibility to vote at the meeting is 7.00pm on 25 February 2012. Only those oOh!media Shareholders entered on the oOh!media Register at that time will be entitled to attend and vote at the General Meeting (subject to the voting exclusions in the notice).

Voting will be conducted by poll.

Voting at the meeting

You may vote in person at the General Meeting or appoint a proxy, attorney or, if you are a body corporate, a corporate representative to attend and vote on your behalf.

(a) Voting in person

To vote in person, attend the General Meeting on the date and at the place set out in the Notice of General Meeting.

(b) Voting by proxy

An oOh!media Shareholder entitled to attend and vote at the General Meeting can vote by proxy. The General Proxy Form is enclosed with the Scheme Booklet.

You may appoint not more than two proxies to attend and act for you at the General Meeting. A proxy need not be oOh!media Shareholder. If two proxies are appointed, each proxy may be appointed to represent a specified number or proportion of your votes. If no such number or proportion is specified, each proxy may exercise half of your votes.

If you do not instruct your proxy on how to vote, you will be taken (for all relevant purposes) to have given your proxy discretion as to how to vote and your proxy may vote as he or she sees fit at the General Meeting.

oOh!media Shareholders who return their General Proxy Form with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the General Meeting as their proxy to vote on their behalf. If a General Proxy Form is returned but the nominated proxy does not attend the General Meeting, the Chairman of the General Meeting will act in place of the nominated proxy and vote in accordance with any instructions.

Instructions on how to complete and lodge the General Proxy Form are included on the form. Please note that the General Proxy Form must be received by the oOh!media Registry, whose details are listed below, by no later than 10.00am on 25 February 2012. If you have an attorney sign a General Proxy Form on your behalf, the original or a certified copy of the power of attorney or other evidence of your attorney's authority must be received by the oOh!media Registry at the same time as the General Proxy Form (unless previously provided to the oOh!media Registry).

A proxy will be admitted to the General Meeting upon providing evidence of their name and address at the point of entry to the meeting.

oOh!media Shareholders who have returned a Proxy Form may revoke the proxy by attending and voting at the relevant Meeting.

(c) Voting by proxy through power of attorney

For persons voting by proxy through powers of attorney, the Powers of attorney must be received by the oOh!media Registry by no later than 10.00am on 25 February 2012.

Persons attending the General Meeting as an attorney should bring to the General Meeting the original or certified copy of the power of attorney under which they have been authorised to attend and vote at the General Meeting.

(d) Voting by corporate representative

If you are a body corporate, you can appoint a corporate representative to attend and vote at the General Meeting on your behalf. The appointment must comply with Section 250D of the Corporations Act.

A corporate representative should bring to the General Meeting evidence of their appointment including any authority under which the document appointing them as corporate representative was signed.

(e) Jointly held securities

If oOh!media Shares are jointly held, either one of the joint shareholders is entitled to vote at the General Meeting. If more than one joint shareholder votes in respect of jointly held shares, only the vote of the shareholder whose name appears first in the oOh!media Register will be counted.

(f) Lodgement of proxies

There are a number of ways that General Proxy Forms may be lodged:

Method	Instructions
Mail	Sent to the oOh!media Registry (using the reply paid envelope included with this Scheme Booklet), addressed to Computershare Investor Services Pty Ltd at GPO Box 242, Melbourne Victoria 3001
Hand delivery	Delivered during business hours to the oOh!media Registry at Computershare Investor Services Pty Ltd, Level 4, 60 Carrington Street, Sydney NSW 2000
Fax	Sent to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
Online	Lodged at www.investorvote.com.au/oohproxy or, for Intermediary Online subscribers only (custodians), at www.intermediaryonline.com

An instrument appointing a proxy shall not be valid unless the original instrument and the power of attorney or other authority (if any) under which the instrument is signed, or a copy or facsimile which appears on its face to be an authentic copy of that proxy, power or authority, is or are deposited or sent by fax to the oOh!media Registry by no later than 10.00am on 25 February 2012.

oOh!media Shareholders should contact the oOh!media Registry on 1300 708 409 (within Australia) or +61 3 9415 4294 (outside Australia) at any time between 9.00am and 5.00pm on Monday to Friday with any queries regarding the number of oOh!media Shares they hold, how to vote at the General Meeting or how to lodge the General Proxy Form.

E

Notice of Scheme Meeting



NOTICE OF COURT ORDERED MEETING – oOh!media Group Limited ACN 091 780 924

Notice is hereby given that, by an order of the Federal Court of Australia made on 20 January 2012 pursuant to Section 411(1) of the Corporations Act, a meeting of the holders of ordinary shares in oOh!media Group Limited ACN 091 780 924 (other than the CHAMP III Funds) will be held:

At – the office of oOh!media, Level 2, 76 Berry Street, North Sydney, NSW 2060

On – Immediately after the conclusion or adjournment of the General Meeting on 27 February 2012.

The Court has directed that Graham Jones or, failing him, Brian Bickmore, acts as chairman of the meeting.

BUSINESS OF THE MEETING – SCHEME RESOLUTION

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

“That, pursuant to and in accordance with Section 411 of the Corporations Act, the proposed scheme of arrangement between oOh!media and the holders of its fully paid ordinary shares (other than the CHAMP III Funds), the terms of which are contained and more particularly described in the Scheme Booklet of which this Notice of Scheme Meeting forms part, is approved (with or without modification as approved by the Federal Court of Australia).”

BY ORDER OF THE COURT

Michael Egan
Company Secretary
20 January 2012

NOTES TO THE NOTICE OF SCHEME MEETING

Explanatory notes

Information on the Scheme is set out in the scheme booklet of which this notice forms part (**Scheme Booklet**).

These notes should be read in conjunction with the Notice of Scheme Meeting.

Unless the context requires otherwise, terms used in the Notice of Scheme Meeting and in these notes have the same meaning as set out in the glossary in the Scheme Booklet.

Required majorities

In accordance with Section 411(4)(a)(ii) of the Corporations Act, the Scheme Resolution must be approved by:

- a majority in number (i.e. more than 50%) of oOh!media Shareholders present and voting at the Scheme Meeting (whether in person or by proxy, attorney or, in the case of a body corporate, corporate representative); and
- at least 75% of the votes cast on the Scheme Resolution.

Entitlement to vote

The Court has ordered that, for the purposes of the Scheme Meeting, the time for determining eligibility to vote at the meeting is 7.00pm on 25 February 2012. Only those oOh!media Shareholders (other than the CHAMP III Funds) entered on the oOh!media Register at that time will be entitled to attend and vote at the Scheme Meeting.

Voting will be conducted by poll.

Voting at the meeting

You may vote in person at the Scheme Meeting or appoint a proxy, attorney or, if you are a body corporate, a corporate representative to attend and vote on your behalf.

(a) Voting in person

To vote in person, attend the Scheme Meeting on the date and at the place set out in the Notice of Scheme Meeting.

(b) Voting by proxy

An oOh!media Shareholder entitled to attend and vote at the Scheme Meeting can vote by proxy. The Scheme Proxy Form is enclosed with the Scheme Booklet.

You may appoint not more than two proxies to attend and act for you at the Scheme Meeting. A proxy need not be an oOh!media Shareholder. If two proxies are appointed, each proxy may be appointed to represent a specified number or proportion of your votes. If no such number or proportion is specified, each proxy may exercise half of your votes.

If you do not instruct your proxy on how to vote, you will be taken (for all relevant purposes) to have given your proxy discretion as to how to vote and your proxy may vote as he or she sees fit at the Scheme Meeting.

oOh!media Shareholders who return their Scheme Proxy Form with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chair of the Scheme Meeting as their proxy to vote on their behalf. If a Scheme Proxy Form is returned but the nominated proxy does not attend the Scheme Meeting, the Chair of the Scheme Meeting will act in place of the nominated proxy and vote in accordance with any instructions.

E Notice of Scheme Meeting continued

Instructions on how to complete and lodge the Scheme Proxy Form are included on the form. Please note that the Scheme Proxy Form must be received by the oOh!media Registry, whose details are listed below, by no later than 10.00am on 25 February 2012. If you have an attorney sign a Scheme Proxy Form on your behalf, the original or a certified copy of the power of attorney or other evidence of your attorney's authority must be received by the oOh!media Registry at the same time as the Scheme Proxy Form (unless previously provided to the oOh!media Registry).

A proxy will be admitted to the Scheme Meeting upon providing evidence of their name and address at the point of entry to the meeting.

oOh!media Shareholders who have returned a Proxy Form may revoke the proxy by attending and voting at the relevant Meeting.

(c) Voting by proxy through power of attorney

For persons voting by proxy through powers of attorney, the powers of attorney must be received by the oOh!media Registry by no later than 10.00am on 25 February 2012.

Persons attending the Scheme Meeting as an attorney should bring to the Scheme Meeting the original or certified copy of the power of attorney under which they have been authorised to attend and vote at the Scheme Meeting.

(d) Voting by corporate representative

If you are a body corporate, you can appoint a corporate representative to attend and vote at the Scheme Meeting on your behalf. The appointment must comply with Section 250D of the Corporations Act.

A corporate representative should bring to the Scheme Meeting evidence of their appointment including any authority under which the document appointing them as corporate representative was signed.

(e) Jointly held securities

If oOh!media Shares are jointly held, either one of the joint shareholders is entitled to vote at the Scheme Meeting. If more than one joint shareholder votes in respect of jointly held shares, only the vote of the shareholder whose name appears first in the oOh!media Register will be counted.

Lodgement of proxies

There are a number of ways that the Scheme Proxy Forms may be lodged:

Method	Instructions
Mail	Sent to the oOh!media Registry (using the reply paid envelope included with the Scheme Booklet), addressed to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001.
Hand delivery	Delivered during business hours to the oOh!media Registry at Computershare Investor Services Pty Limited, Level 4, 60 Carrington Street, Sydney NSW 2000.
Fax	Sent to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
Online	Lodged at www.investorvote.com.au/ooohproxy , for Intermediary Online subscribers only (custodians), at www.intermediaryonline.com

An instrument appointing a proxy shall not be valid unless the original instrument and the power of attorney or other authority (if any) under which the instrument is signed, or a copy or facsimile which appears on its face to be an authentic copy of that proxy, power or authority, is or are deposited or sent by fax to the oOh!media Registry by no later than 10.00am on 25 February 2012.

oOh!media Shareholders should contact the oOh!media Registry on 1300 708 409 (within Australia) or +61 3 9415 4294 (outside Australia) at any time between 9.00am and 5.00pm on Monday to Friday with any queries regarding the number of oOh!media Shares they hold, how to vote at the Scheme Meeting or how to lodge the Scheme Proxy Form.

Conditions

If the Scheme Resolution is approved at the Scheme Meeting by the requisite majorities, the implementation of the Scheme (with or without modification) will be subject to:

- the subsequent approval of the Court under Section 411(4)(b) of the Corporations Act; and
- the satisfaction or (if applicable) waiver of all other Scheme Conditions.



out-there thinking

oOh!media Group Limited

ABN 96 091 780 924

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

Lodge your vote:



Online:

www.investorvote.com.au/oohproxy



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 708 409
(outside Australia) +61 3 9415 4294

General Meeting - Proxy Form



Vote online, 24 hours a day, 7 days a week:

www.investorvote.com.au/oohproxy



Cast your proxy vote



Review and update your securityholding

Your secure access information is:

SRN/HIN: **11234567890**



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

For your vote to be effective it must be received by 10:00am AEDT Saturday 25 February 2012

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 meetings 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 for Postal Forms

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 General 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.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

MR JOHN 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 1234567890

I N D

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 General Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the General 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 General 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 General Meeting of oOh!media Group Limited to be held at the office of oOh!media Group Limited, Level 2, 76 Berry Street, North Sydney NSW 2060 on Monday, 27 February 2012 at 10:00am 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.

"That for the purposes of ASX Listing Rule 6.23.2 and for all other purposes approval is hereby given to allow each Option to be cancelled subject to the Scheme becoming Effective on or before the End Date and in the manner described in Section 2.3 of the Scheme Booklet".

For	Against	Abstain
☐	☐	☐

STEP 3 Voting Exclusions

☐

If the Chairman of the General Meeting is appointed as your proxy, or maybe appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of the resolution, please place a mark in the box. By marking this box you acknowledge that the Chairman of the General Meeting may exercise your proxy even though he has an interest in the outcome of the resolution and that votes cast by the Chairman of the General Meeting for that resolution other than as proxy holder will be disregarded because of that interest. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the General Meeting will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

The Chairman of the General 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 ____/____/____

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Computershare +



out-there thinking

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Lodge your vote:



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www.investorvote.com.au/oohproxy



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Scheme Meeting - Proxy Form



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Cast your proxy vote



Review and update your securityholding

Your secure access information is:

SRN/HIN: **11234567890**



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

For your vote to be effective it must be received by 10:00am AEDT Saturday 25 February 2012

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 meetings 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 for Postal Forms

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 Scheme Meeting

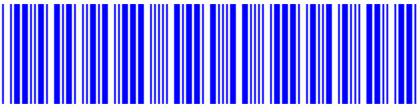
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Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
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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 Scheme Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Scheme 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 Scheme 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 Scheme Meeting of oOh!media Group Limited to be held at the office of oOh!media Group Limited, Level 2, 76 Berry Street, North Sydney NSW 2060 on Monday, 27 February 2012 immediately following the conclusion or adjournment of the General Meeting that has been convened to be held at 10.00am on 27 February 2012 and at any adjournment of that Scheme 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.

"That, pursuant to and in accordance with section 411 of the Corporations Act, the proposed scheme of arrangement between oOh!media and the holders of its fully paid ordinary shares (other than the CHAMP III Funds), the terms of which are contained and more particularly described in the Scheme Booklet of which this Notice of Scheme Meeting forms part, is approved (with or without modification by the Federal Court of Australia)."

For Against Abstain
☐ ☐ ☐

The Chairman of the Scheme 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 ____/____/____