

Independent News & Media (Australia) Limited**A.C.N. 008 637 689**

c/- ADP Prosperity Advisers, 2nd Floor, 580 George Street, Sydney, 2000
P.O. Box 20726, World Square, NSW, 2002, Australia
Telephone: (02) 9261 2288 Facsimile: (02) 9261 2376

7 February 2012

By fax 1300 135 638

Company Announcements Platform
Australian Securities Exchange Limited

Dear Sir/Madam

**OOH!MEDIA GROUP LIMITED ACN 091 780 924 (OOH)- Notice of
initial substantial holder**

In accordance with section 671B(1) of the *Corporations Act 2001* (Cth), I **attach** a Form 603 (Notice of Initial Substantial Holder) issued by Independent News & Media (Australia) Limited on behalf of Independent News & Media PLC and its associates in relation to the shares in OOH.

Yours faithfully



Stephen Guthrie
Director

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To: Company Name/Scheme
ACN/ARSNOOH!MEDIA GROUP LIMITED (OOH)
091 780 924

1. Details of substantial holder (1)

Name

Independent News & Media PLC (INM) and each related body corporate named in the list annexed to this notice and marked "A" (INM Associates) including Independent News & Media (Australia) Limited (INMAL) and News & Media NZ Limited (NMNZ)

This notice is issued by INMAL on behalf of the INM Associates

ACN/ARSN (if applicable)

See annexure A

The holder became a substantial holder on 01/02/20

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	26,310,100	26,310,100	5.25%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
INM Associates	Deemed relevant interest under s608(3) due to more than 20% holding in APN News & Media Limited (APN) through INMAL and NMNZ. APN has a relevant interest in OOH through Quinambo Nominees Pty Ltd which acts as a bare trustee for APN.	26,310,100 ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
INM Associates	Quinambo Nominees Pty Ltd (ACN 000 417 309)	n/a	26,310,100 ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	

INM Associates	1 February 2012	Not applicable due to deemed relevant interest under s608(3)	Not applicable due to deemed relevant interest under s608(3)	26,310,100 ordinary shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
See annexure A	

7. Addresses

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

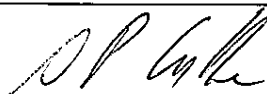
Name	Address
APN	C/- Level 4, 100 William Street Sydney NSW 2011
Quinambo Nominees Pty Ltd	RBS Australia Limited, 88 Phillip Street Sydney NSW 2000
INM Associates	See annexure A

Signature

print name Stephen Guthrie

capacity Director

sign here



date 07/02/2012

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of the relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".

- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
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This is **Annexure A** of 5 pages referred to in the Form 603 signed by me and dated on 07/02/2012

07/02/2012

Date

Stephen Guthrie, Director, Independent News & Media (Australia) Limited

	Name	Address	ABN/ACN	Nature of Association
1	INM	2023 Bianconi Avenue, Citywest Business Campus, Naas Road, Dublin 24, Ireland	A company incorporated in the Republic of Ireland	Ultimate holding company
2	Independent Communications (Ireland) Ltd	2023 Bianconi Avenue, Citywest Business Campus, Naas Road, Dublin 24, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
3	Nutley Investments Ltd	5th Floor, Independent House, 27-32, Talbot Street, Dublin 1, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
4	Independent Newspapers Property Ltd	2023 Bianconi Avenue, Citywest Business Campus, Naas Road, Dublin 24, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
5	Independent Communications (International) Ltd	2023 Bianconi Avenue, Citywest Business Campus, Naas Road, Dublin 24, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
6	Independent Newspapers Management Services	2023 Bianconi Avenue, Citywest Business Campus, Naas Road, Dublin 24, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
7	Chancellor	Canon's Court, 22 Victoria St., Hamilton HM12, Bermuda	A company incorporated in Bermuda	Controlled by INM
8	INM Securities (Ireland) Limited	2023 Bianconi Avenue, Citywest Business Campus, Naas Road, Dublin 24, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
9	INM Securities (Jersey) Limited	22, Grenville Street, St. Helier Jersey	A company incorporated in Jersey	Controlled by INM
10	Independent News & Media Holdings (Ireland) Ltd	2023 Bianconi Avenue, Citywest Business Campus, Naas Road, Dublin 24, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
11	Independent Colleges Limited	60-63 Dawson Street, Dublin 2, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
12	Independent Newspapers Marketing Ltd	27-32 Talbot Street, Dublin 1, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
13	Crespen Ltd	27-32 Talbot Street, Dublin 1, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
14	Independent Newspapers (Ireland) Ltd	27-32 Talbot Street, Dublin 1, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
15	Independent Directories Ltd	2023 Bianconi Avenue, Citywest Business Campus, Naas Road, Dublin 24, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
16	Independent Communications Ltd	2023 Bianconi Avenue, Citywest Business Campus, Naas Road, Dublin 24, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM

	Name	Address	ABN/ACN	Nature of Association
17	Independent Digital Ltd	2023 Bianconi Avenue, Citywest Business Campus, Naas Road, Dublin 24, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
18	Gabani Ltd	2023 Bianconi Avenue, Citywest Business Campus, Naas Road, Dublin 24, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
19	Internet Interaction Ltd	27-32 Talbot Street, Dublin 1, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
20	The Drogheda Independent Company Ltd	27-32 Talbot Street, Dublin 1, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
21	Argus Newspapers Ltd	27-32 Talbot Street, Dublin 1, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
22	The People Newspapers Ltd	27-32 Talbot Street, Dublin 1, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
23	The Kerryman Ltd	27-32 Talbot Street, Dublin 1, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
24	Champion Printing Ltd	27-32 Talbot Street, Dublin 1, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
25	Champion Publications	27-32 Talbot Street, Dublin 1, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
26	Sunday Newspapers Ltd	27-32 Talbot Street, Dublin 1, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
27	Terenure Printers Ltd	27-32 Talbot Street, Dublin 1, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
28	Newsread Ltd	3050 Lake Drive, Citywest Business Campus, Naas Road, Dublin 24, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
29	Independent News & Media Investments Ltd	2023 Bianconi Avenue, Citywest Business Campus, Naas Road, Dublin 24 Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
30	INM Overseas Limited	2023 Bianconi Avenue, Citywest Business Campus, Naas Road, Dublin 24, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
31	GrabOne (Ireland) Limited	27-32 Talbot Street, Dublin 1, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
32	Icon International Limited	60 - 63 Dawson Street, Dublin 2, Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
33	INM Luxembourg SARL	6 rue Philippe II, L-2340, Luxembourg	A company incorporated in the Luxembourg	Controlled by INM
34	INM New Zealand Securities Limited	PO Box 158 Auckland, New Zealand	A company incorporated in	Controlled by INM

	Name	Address	ABN/ACN	Nature of Association
			New Zealand	
35	Simara Holdings Limited	Agapinoros 2, IRIS Tower, 7th Floor, Flat/Office 702, PC 1076, Nicosia, Cyprus	A company incorporated in Cyprus	Controlled by INM
36	Independent News & Media Belgium SA	Avenue de Tervuren 13a, Etterbeek, 1040 Brussels	A company incorporated in the Belgium	Controlled by INM
37	Independent News & Media Holdings Pty Limited	Level 2, 580 George Street, Sydney NSW 2000	ACN 110 638 367	Controlled by INM
38	Independent Trustee Limited as trustee of the Independent Newspapers Trust	46 Albert Street, Auckland, New Zealand	A company incorporated in New Zealand with company number 651955	Controlled by INM
39	INMAL	Level 2, 580 George Street, Sydney NSW 2000	ACN 008 637 689	Controlled by INM
40	NMNZ	46 Albert Street, Auckland, New Zealand	A company incorporated in New Zealand with company number 808344	Controlled by INM
41	Independent News & Media (Finance) Ireland Plc	2023 Bianconi Avenue, Citywest Business Campus, Naas Road, Dublin 24 Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
42	Independent News & Media (UK) Ltd	2 Derry Street, London W8 5HF, United Kingdom	A company incorporated in the United Kingdom	Controlled by INM
43	IMN Holdings Luxembourg SARL	6 rue Philippe II, L-2340 Luxembourg	A company incorporated in the Luxembourg	Controlled by INM
44	Abbey Communications (Netherlands) B.V.	Locatellikade 1, Parnassustoren, 1076 AZ Amsterdam Holland	A company incorporated in Holland	Controlled by INM
45	Independent News & Media (South Africa) (Pty) Ltd	47 Sauer Street, Johannesburg, South Africa	A company incorporated in South Africa	Controlled by INM
46	Independent News & Media (Finance) Ltd	8 Church Street, St. Helier, Jersey JE4 0SG, Jersey	A company incorporated in Jersey	Controlled by INM
47	Independent Aviation Services Ltd	PO Box 1093GT, Owensgate House, South Church Street, Grand Cayman, Cayman Islands	A company incorporated in the Cayman Islands	Controlled by INM
48	Independent Abbey (Ireland)	2023 Bianconi Avenue, Citywest Business Campus, Naas Road, Dublin 24 Ireland	A company incorporated in the Republic of Ireland	Controlled by INM
49	INM Global Limited	18-22 Grenville Street, St Helier, Jersey	A company incorporated in Jersey	Controlled by INM
50	Independent Newspapers (Pty) Ltd	47 Sauer Street, Johannesburg, South Africa	A company incorporated in South Africa	Controlled by INM
51	I-Group Digital (Pty) Ltd	122 St Georges Mall, Capetown	A company incorporated in South Africa	Controlled by INM

	Name	Address	ABN/ACN	Nature of Association
52	Conde Naste Independent Magazines (Pty) Ltd	P.O. Box 16414, Vlaeberg, Cape Town, 8018	A company incorporated in South Africa	Controlled by INM
53	Banner News Agency (Pty) Limited	47 Sauer Street Johannesburg 2001, South Africa	A company incorporated in South Africa	Controlled by INM
54	Allied Media Distributors (Pty) Ltd	122 St George's Mall, Cape Town, 8001, South Africa	A company incorporated in South Africa	Controlled by INM
55	Sauer Street Properties (Pty) Limited	47 Sauer Street Johannesburg 2001, South Africa	A company incorporated in South Africa	Controlled by INM
56	Metropolitan Print Distributors	P O Box 171, Paarden Eiland, 7420, South Africa	A company incorporated in South Africa	Controlled by INM
57	Independent Newspapers Finance Plc	2 Derry Street, London W8 5HF, United Kingdom	A company incorporated in the United Kingdom	Controlled by INM
58	Independent Magazines (UK) Ltd	2 Derry Street, London W8 5HF, United Kingdom	A company incorporated in the United Kingdom	Controlled by INM
59	Stantonmill Ltd	2 Derry Street, London W8 5HF, United Kingdom	A company incorporated in the United Kingdom	Controlled by INM
60	Independent Newspapers (Publishing) Ltd	2 Derry Street, London W8 5HF, United Kingdom	A company incorporated in the United Kingdom	Controlled by INM
61	Perfect Poster Co. Ltd	2 Derry Street, London W8 5HF, United Kingdom	A company incorporated in the United Kingdom	Controlled by INM
62	LAM Enterprises Ltd	2 Derry Street, London W8 5HF, United Kingdom	A company incorporated in the United Kingdom	Controlled by INM
63	Miss London Ltd	2 Derry Street, London W8 5HF, United Kingdom	A company incorporated in the United Kingdom	Controlled by INM
64	Nine to Five Magazine Ltd	2 Derry Street, London W8 5HF, United Kingdom	A company incorporated in the United Kingdom	Controlled by INM
65	Belfast Telegraph Newspapers Ltd	2 Derry Street, London W8 5HF, United Kingdom	A company incorporated in the United Kingdom	Controlled by INM
66	Newsread (United Kingdom) Ltd	2 Derry Street, London W8 5HF, United Kingdom	A company incorporated in the United Kingdom	Controlled by INM
67	Wholesale Newspaper Services Limited	Altnagelvin Industrial Estate, Londonderry Co Londonderry BT47 2ED, United Kingdom	A company incorporated in the United Kingdom	Controlled by INM
68	Independent News & Media (Northern Ireland) Ltd	2 Derry Street, London W8 5HF, United Kingdom	A company incorporated in the United Kingdom	Controlled by INM
69	Independent Digital (UK) Ltd	2 Derry Street,	A company	Controlled by INM

	Name	Address	ABN/ACN	Nature of Association
		London W8 5HF, United Kingdom	incorporated in the United Kingdom	
70	Independent Educational Publishing Ltd	2 Derry Street, London W8 5HF, United Kingdom	A company incorporated in the United Kingdom	Controlled by INM
71	Belfast Telegraph Pension Trustees Ltd	2 Derry Street, London W8 5HF, United Kingdom	A company incorporated in the United Kingdom	Controlled by INM
72	TIH (Belfast)	2 Derry Street, London W8 5HF, United Kingdom	A company incorporated in the United Kingdom	Controlled by INM
73	Independent News & Media Ltd	2 Derry Street, London W8 5HF, United Kingdom	A company incorporated in the United Kingdom	Controlled by INM
74	Independent Newspapers Exhibitions Ltd	2 Derry Street, London W8 5HF, United Kingdom	A company incorporated in the United Kingdom	Controlled by INM
75	Propertynews Ltd	124-144 Royal Avenue, Belfast BT1 1EB, United Kingdom	A company incorporated in the United Kingdom	Controlled by INM
76	Propertynews.com Ltd	124-144 Royal Avenue, Belfast BT1 1EB, United Kingdom	A company incorporated in the United Kingdom	Controlled by INM