



oOh!media Limited
ACN 602 195 380

Notice of Meeting
for the
Annual General Meeting
and
Explanatory Statement

to be held on
Friday 28 April 2017 at 11.00am
at Christie Conference Centre,
Level 4, 100 Walker Street,
North Sydney, New South Wales, 2060.



oOh!media Limited

ACN 602 195 380

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North Sydney NSW 2060
Australia

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27 March 2017

Dear Shareholder

I enclose a Notice of Meeting for the Annual General Meeting of oOh!media Limited, to be held at 11.00am on Friday 28 April 2017 at Christie Conference Centre, Level 4, 100 Walker Street, North Sydney, New South Wales.

Please refer to the attached Notice of 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 Meeting. Shareholders should consider this material before determining how they will vote at the Annual General Meeting.

For your convenience, a Proxy Form is attached, which you may use to appoint a proxy to attend the Annual General Meeting and vote on your behalf if you are unable to attend in person.

The 2016 Annual Report can be accessed on our website www.oohmedia.com.au, on the "Results, Reports and Presentations" page under the "Investors" tab. If you have previously elected to receive a hard copy of the Annual Report, you will have already received a copy.

Thank you for your continued support of oOh!media Limited. I look forward to your attendance and the opportunity to meet with you.

Yours sincerely

A handwritten signature in black ink, appearing to be "Michael Anderson", written in a cursive style.

Michael Anderson
Chairman

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the shareholders of oOh!media Limited (the Company) will be held at Christie Conference Centre, Level 4, 100 Walker Street, North Sydney, New South Wales on Friday 28 April 2017 at 11.00am.

Registration will commence at 10.30am. Please bring your Proxy Form with you to facilitate registration.

Business

Item 1: Financial Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of oOh!media Limited for the financial year ended 31 December 2016.

Resolution 1: Remuneration Report

To consider and, if thought fit, to pass the following non-binding ordinary resolution of the Company:

That the Company's Remuneration Report included in the Directors' Report for the financial year ended 31 December 2016 is adopted.

Voting Exclusion Statement for Resolution 2

A vote on Resolution 2 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. A member of oOh!media's Key Management Personnel (KMP) whose remuneration details are included in the 2016 Remuneration Report; or
- b. A closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 2 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. The proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- b. The vote is cast by the chair of the Meeting and the appointment of the Chairman as proxy:
 - i. Does not specify the way the proxy is to vote on the resolution; and
 - ii. Expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

"Key Management Personnel" and "closely related party" have the same meaning as set out in the *Corporations Act 2001* (Cth).

Resolution 2: Re-election of Director - Mr Geoff Wild AM

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

That Mr Geoff Wild, who retires in accordance with rule 8.1(f) of the Company's Constitution, and being eligible, is re-elected as a Director of the Company.

Resolution 3: Financial Assistance - ECN Companies

To consider and if thought fit, pass the following resolution as a special resolution with or without modification:


That, for the purposes of section 260B(2) of the *Corporations Act 2001* (Cth), the Company approves the giving of financial assistance by each of Executive Channel International Pty Ltd ACN 168 374 114 and Executive Channel Pty Ltd ACN 111 937 234 each in connection with the ECN Acquisition as defined and described in the Explanatory Statement forming part of this Notice of Meeting.

Resolution 4: Financial Assistance - CA Companies

To consider and if thought fit, pass the following resolution as a special resolution with or without modification:

That, for the purposes of section 260B(2) of the *Corporations Act 2001* (Cth), the Company approves the giving of financial assistance by Cactus Imaging Holdings Pty Limited ACN 129 630 539 and Cactus Imaging Pty Limited ACN 072 625 720 each in connection with the CA Acquisition as defined and described in the Explanatory Statement forming part of this Notice of Meeting.

By order of the Board of Directors.



Kate Eastoe

Company Secretary

27 March 2017

Notes

Entitlement to Attend and Vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that persons who are registered holders of shares in the Company as at 11.00am (Sydney time) on Wednesday 26 April 2017 will be entitled to attend and vote at the Annual General Meeting on Friday 28 April 2017 as a shareholder.

Proxies

- a. A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on their behalf. A shareholder may appoint not more than two proxies.
- b. A proxy need not be a shareholder of the Company.
- c. If any shareholders are unable to attend the Annual General Meeting they are encouraged to appoint a proxy. The Proxy Form that accompanies this Notice of Meeting should be used to appoint a proxy. Shareholders can direct their proxy how to vote by following the instructions on the Proxy Form, and are encouraged to do so.
- d. A shareholder that is entitled to cast two or more votes may appoint up to two proxies. Where two proxies are appointed, the shareholder may specify the number or proportion of the votes that each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half the shareholder's votes.
- e. A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the *Corporations Act 2001* (Cth). The representative should bring to the Meeting a properly executed letter or other document confirming its authority to act as the company's representative. A Certificate of Appointment of Corporate Representative form may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.
- f. Where a body corporate appoints a proxy, the Proxy Form must be signed by a duly appointed attorney or by a director jointly with either another director or a company secretary or, for a proprietary company that has a sole director who is also the sole company secretary, that director.

Proxy Voting by Members of the Key Management Personnel (KMP)

If a shareholder appoints a member of the Company's KMP (which includes each of the Directors) or one of the KMP's closely related parties (such as

close family members and any companies the KMP controls) as their proxy, the proxy will not be able to cast the shareholder's votes on Resolution 1 unless the shareholder directs the proxy how to vote or the Chairman of the Meeting is appointed as the shareholder's proxy.

If the Chairman of the Meeting is appointed as a shareholder's proxy or becomes their proxy by default, and the shareholder does not mark a voting box on the Proxy Form for Resolution 1, then by signing and submitting the Proxy Form, the shareholder will be expressly authorising the Chairman of the Meeting to exercise the proxy in respect of Resolution 1 as the Chairman decides, even though the item is connected with the remuneration of the Company's KMP.

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

Lodgment of Proxy Forms

To appoint a proxy, shareholders should complete the Proxy Form 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).

In order to be effective, the Proxy Form (and accompanying documents) must be received no later than 11.00am on Wednesday 26 April 2017 by one of the following methods:

- a. By lodging the Proxy Form online at www.linkmarketservices.com.au;
- b. By posting it in the reply paid envelope included with the Proxy Form; or
- c. Returning it by hand, posting it or faxing it to the following address:

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138
Fax: +61 2 9287 0309

Shareholder Questions

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto www.linkmarketservices.com.au, select "Voting" then click "Ask a Question". To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (Sydney time) on Friday 21 April 2017.

Questions will be collated and, during the Annual General Meeting, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

Explanatory Statement

Purpose of Explanatory Statement

The purpose of this Explanatory Statement which is included in and forms part of the Notice of Annual General Meeting dated 27 March 2017 is to provide shareholders with information regarding the business to be considered by shareholders at the 2017 Annual General Meeting and to allow shareholders to determine how they wish to vote on the proposed resolutions.

Item 1: Financial Reports

As required by section 317 of the *Corporations Act 2001* (Cth), the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 31 December 2016 will be laid before the Annual General Meeting.

Shareholders will be provided with the opportunity to ask questions or raise comments about the reports or on the management of the Company. A reasonable opportunity will also be given to shareholders to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

As there is no requirement for a formal resolution on this item, a resolution will not be put to the Meeting.

Resolution 1: Remuneration Report

The *Corporations Act 2001* (Cth) 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; and details of securities included in the remuneration of Directors and Group executives.

The Remuneration Report for the Company for the financial year ended 31 December 2016 is included on pages 38 to 53 of 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.

Board Recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

Resolutions 2: Re-election of Director Mr Geoff Wild AM

ASX Listing Rule 14.5 requires a listed entity to hold an election of directors each year. In accordance with rule 8.1(f) of the Company's Constitution, Mr Geoff Wild offers himself for re-election.

Mr Wild was appointed as Director of the Company and elected as Director by the Company's shareholders on 28 November 2014.

Details regarding the experience, qualifications and other information about Mr Wild are set out below.

Mr Geoff Wild AM: Mr Wild has enjoyed a long and distinguished career in marketing and advertising, originally with the Clemenger Group where he helped establish its Sydney operation and went on to become Deputy Chairman of the Group in Australia and New Zealand. Upon its merger with the US-based BBDO Group, he joined the BBDO International Board, and was appointed Chairman of its ASIA/Pacific operations. After the successful merger of WPP and STW in Australia and New Zealand in April 2016 Mr Wild was appointed Non-executive Director WPP AUNZ Limited (listed in Australia) (since 8 April 2016) and is also Non-executive Chairman WPP Australia Holding Pty Ltd (since 6 February 2002).

Mr Wild was appointed Chairman of the NSW Tourism Commission and also became a Vice President and Director of the successful Sydney 2000 Olympic Bid Committee. He was awarded the Order of Australia (AM) in the Queen's Birthday Honours List in 2000.

Mr Wild is a Fellow of the Advertising Institute of Australia (by examination), a Fellow of the Australian Institute of Company Directors and a Fellow of the Royal Society of the Arts.

Prior to submitting himself for re-election, Mr Wild has acknowledged to the Company that he would continue to have sufficient time to properly fulfil his responsibilities to the Company.

The Board conducted a formal performance appraisals of Mr Wild to determine whether to recommend his re-election to shareholders. The review considered Mr Wild's expertise, skills and experience, understanding of the Company's business, preparation for meetings, relationship with other Directors and management, awareness of ethical and governance matters and overall contribution as a Director.

The Board determined that Mr Wild, who being a non-independent and a non-executive director, provides a valuable contribution to the Board and therefore he is recommended to shareholders for re-election.

Board Recommendation

The Directors (Mr Wild abstaining) recommend that shareholders vote in favour of the re-election of Mr Geoff Wild AM as a Director.

Explanatory Statement (continued)

Resolution 3 and 4: Financial Assistance – ECN Companies and CA Companies

Background

On 31 October 2016, oOh!media Office Pty Ltd ACN 089 615 814, a wholly-owned subsidiary of the Company, acquired Executive Channel International Pty Ltd ACN 168 374 114 and its subsidiary, Executive Channel Pty Ltd ACN 111 937 234 (the **ECN Acquisition**). Executive Channel International Pty Ltd and Executive Channel Pty Ltd (together the **ECN Companies**) are now wholly-owned Group members.

On 01 August 2016, oOh!media Group Pty Limited ACN 091 780 924, a wholly-owned subsidiary of the Company, acquired Cactus Imaging Holdings Pty Ltd ACN 129 630 539 and its subsidiary, Cactus Imaging Pty Ltd ACN 072 625 720 (the **CA Acquisition**). Cactus Imaging Holdings Pty Ltd and Cactus Imaging Pty Ltd (together the **CA Companies**) are now wholly-owned Group members.

The ECN Acquisition and the CA Acquisition are together referred to as the Acquisitions.

The Company and certain other Group members (Borrowers) are borrowers under a Facilities Agreement originally dated 18 January 2012, and most recently amended and restated by an amendment and restatement deed dated 19 December 2016. Pursuant to the Facilities Agreement, the Borrowers have access to certain debt facilities from the Commonwealth Bank of Australia, National Australia Bank Limited and Westpac Banking Corporation (**Financiers**). Borrowings under the Facilities Agreement were used to fund each of the Acquisitions.

Rationale for the Financial Assistance

Under the terms of the Group's bank financing arrangements, it is a requirement that certain wholly-owned subsidiaries of the Company provide guarantees and security for the benefit of the Group's Financiers. It is proposed that the ECN Companies and the CA Companies provide those guarantees and security to ensure the terms of the bank financing arrangements are satisfied now or in the future.

It is a legal requirement under section 260B(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**) that a special resolution of the Company's shareholders (**Financial Assistance Resolution**) be passed prior to the guarantees and security being given by the ECN Companies and the CA Companies. The Financial Assistance Resolutions, if passed, will approve the ECN Companies and CA Companies becoming guarantors and security providers as described above. It will also approve other transactions which the ECN Companies and CA Companies may enter into in connection with the Group's financing arrangements which could constitute "financial assistance" within the meaning of section 260A of the *Corporations Act*.

Terms of Financial Assistance

The Facilities Agreement:

- Includes a revolving multi-option cash advance, bank guarantee and letter of credit facility with an aggregate limit of A\$170,000,000 and an additional revolving cash advance facility with an aggregate limit of A\$50,000,000;
- Includes, amongst other things, events of default, undertakings, representations and warranties from the Company, oOh!media Office Pty Ltd, oOh!media Group Pty Limited and other Group member guarantors consistent with a facility of this nature or as required by the Financiers due to the particular circumstances of the financing. In addition, it includes guarantees and indemnities from each guarantor; and
- Requires the Company to procure that the ECN Companies and CA Companies accede as guarantors within 60 days after the first annual or extraordinary general meeting occurring after the completion of the applicable Acquisition.

The ECN Companies and CA Companies will become guarantors by executing an accession deed under the Facilities Agreement (Accession Deed). Upon doing so, the ECN Companies and CA Companies will (among other things) provide the guarantees, representations and warranties and become bound by the undertakings in the Facilities Agreement. The ECN Companies and CA Companies will also grant security over their respective assets to a security trustee acting for the Financiers.

Even though each of the Acquisitions has already occurred, the entry by the ECN Companies and CA Companies into the Accession Deed, and the performance by each of the ECN Companies and CA Companies of their rights and obligations under the Accession Deed, the Facilities Agreement and any associated Finance Document (the Finance Documents), may constitute the giving of financial assistance in connection with the ECN Acquisition (in the case of the ECN Companies) or the CA Acquisition (in the case of the CA Companies) within the meaning of Part 2J.3 of the *Corporations Act*.

Under section 260A of the *Corporations Act*, the ECN Companies and CA Companies may only provide the financial assistance referred to above if certain exceptions apply. One of these exceptions is if the financial assistance is approved in accordance with section 260B of the *Corporations Act*. This requires the shareholders of the Company (being the listed Australian holding company of each of the ECN Companies and CA Companies) to approve the giving of the financial assistance. This is why the Financial Assistance Resolutions are required to be passed before the financial assistance may be given.

Explanatory Statement (continued)

In addition, the ordinary shareholders of each of the ECN Companies and CA Companies will be required to pass a resolution approving the financial assistance. These resolutions will be sought separately.

Effect, Advantages, Disadvantages

As the Company and certain of its subsidiaries are already guarantors under the Facilities Agreement, the giving of the financial assistance described above by the ECN Companies and CA Companies is unlikely to have any adverse effect on the Company.

The substantial effect of the financial assistance described above on the ECN Companies and CA Companies is that each ECN Company and each CA Company will have guaranteed all amounts payable under the Finance Documents and will have provided security over their respective assets. The operations of the ECN Companies and CA Companies will also be restricted by the representations and undertakings given by them in the Facilities Agreement and the other Finance Documents. The Directors:

- a. Note that by giving the financial assistance, the ECN Companies and CA Companies will have substantially the same obligations under the Finance Documents as the other subsidiaries of the Company which are currently guarantors under the Facilities Agreement; and
- b. Do not currently believe that either the Company or any of its subsidiaries (including the ECN Companies and CA Companies) are likely to default in their obligations under the Finance Documents.

The financial assistance described above will allow the Company to comply with its obligations under the Facilities Agreement and, accordingly, avoid the Company triggering an "Event of Default" under the Facilities Agreement either now or in the future. If an Event of Default occurs under the Finance Documents, the funding under the Finance Documents may be required to be immediately repaid. The Directors do not believe there are any disadvantages to the Company of the proposed resolution.

Further Information

The Financial Assistance Resolutions are set out in the Notice that accompanies this Explanatory Statement. The Financial Assistance Resolutions will be passed if at least 75% of the votes cast by shareholders entitled to vote on the resolutions are in favour of the resolutions. Shareholders may vote either for or against the Financial Assistance Resolutions.

As required by section 260B(5) of the Corporations Act, copies of the Notice and this Explanatory Statement as sent to shareholders were lodged with the Australian Securities & Investments Commission prior to their dispatch to shareholders.

Disclosure

The Directors consider that this explanation of Special Resolutions 3 and 4 - Financial Assistance contains all information known to the Company that would be material to shareholders in deciding how to vote on the proposed Financial Assistance Resolutions, other than information which it would be unreasonable to require the Company to include because it has been previously disclosed to the shareholders of the Company.

Board Recommendation

The Directors note that the financial assistance contemplated by the Financial Assistance Resolutions:

- a. Relate to the acquisitions of the ECN Companies and CA Companies;
- b. Are required to assist the Company to comply with its obligations under its financing arrangements with the Financiers now or in the future; and
- c. Will not result in the amount of the facilities provided by the Financiers to, or the consolidated indebtedness of, the Company and its subsidiaries being increased.

The Directors unanimously recommend that the shareholders vote in favour of the Financial Assistance Resolutions to approve the giving of financial assistance described in this Notice of Meeting.



oOh!media Limited

Head Office:

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www.oohmedia.com.au



oOh!media Limited

ACN 602 195 380

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
oOh!media Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138;

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of oOh!media Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am on Friday, 28 April 2017 at Christie Conference Centre, 100 Walker Street, North Sydney, New South Wales** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

STEP 2

Resolutions

Resolutions	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Mr Geoff Wild	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Financial Assistance – Executive Channel International Pty Ltd (ECN)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Financial Assistance – Cactus Imaging Holdings Pty Limited (CA)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

i * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

STEP 3

OML PRX1702C



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Wednesday, 26 April 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

oOh!media Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**