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**FAX COVER SHEET**

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DATE: 05 MAY 2020	
TO: Market Announcements Office	FROM: RICKY NEWSOME
COMPANY: ASX	T. ROWE PRICE ASSOCIATES, INC.
FAX NUMBER: 9 011 61 2 9347 0005	FAX NUMBER: 410-345-2035
PHONE NUMBER:	PHONE NUMBER: 352-246-6185
NUMBER OF PAGES INCLUDING COVER SHEET: 5	

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To Whom It May Concern:

See attached **Form 604** for **Ooh Media Ltd**

Please contact me at the above phone number or by email at [richard.newsome@troweprice.com](mailto:richard.newsome@troweprice.com) if you have any questions.

This form is also being sent to the company.

Regards,

Ricky Newsome  
T. Rowe Price Associates, Inc.  
Legal Compliance  
Phone: (352) 246-6185  
Fax: (410) 345-2035

*This facsimile message is confidential and is intended solely for the use of the named addressee(s) and may also be privileged. Unless authorized, you should not copy or use this facsimile message for any purpose nor disclose its contents to any other person. If you are not the intended recipient, please notify the sender immediately by telephone.*

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Ooh Media LimitedACN/ARSN 602 195 380**1. Details of substantial holder(1)**Name T. Rowe Price Associates, Inc.

ACN/ARSN (if applicable)

There was a change in the interests of the  
substantial holder on 01 / 05 / 2020The previous notice was given to the company on 01 / 04 / 2020The previous notice was dated 30 / 03 / 2020**2. Previous and present voting power**

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

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	15,725,450	6.48%	32,060,197	5.41%

**3. Changes in relevant interests**

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

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure 1					

**4. Present relevant interests**

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
See Annexure 2					

**5. Changes in association**

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

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

**6. Addresses**

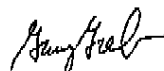
The addresses of persons named in this form are as follows:

Name	Address
T. Rowe Price Associates, Inc.	100 East Pratt Street, Baltimore, MD 21202
T. Rowe Price International Ltd	60 Queen Victoria Street, London, EC4N 4TW, United Kingdom

**Signature**

print name Gary Greb capacity Vice President

sign here



date 05 / 05 / 2020

**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 6 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 609 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any 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.
- (7) 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## Annexure 1

<u>Date of Change</u>	<u>Person whose relevant interest changed</u>	<u>Nature of change</u>	<u>Consideration given in relation to change (AUD)</u>	<u>Class and number of securities affected</u>	<u>Person's votes affected</u>
22-Apr-20	T. Rowe Price International Ltd	Purchase	0.740	19,442 ordinary shares	19,442
23-Apr-20	T. Rowe Price International Ltd	Purchase	0.783	230,000 ordinary shares	230,000
23-Apr-20	T. Rowe Price International Ltd	Purchase	0.792	152,828 ordinary shares	152,828
29-Apr-20	T. Rowe Price International Ltd	Purchase	0.871	4,637 ordinary shares	4,637
1-May-20	T. Rowe Price International Ltd	Purchase	0.946	69,404 ordinary shares	69,404
1-May-20	T. Rowe Price International Ltd	Sale	0.998	1,400,501 ordinary shares	1,400,501
1-May-20	T. Rowe Price International Ltd	Sale	0.984	59,311 ordinary shares	59,311
1-May-20	T. Rowe Price International Ltd	Sale	0.998	1,055,773 ordinary shares	1,055,773
1-May-20	T. Rowe Price International Ltd	Sale	0.984	44,711 ordinary shares	44,711
1-May-20	T. Rowe Price International Ltd	Sale	0.998	438,060 ordinary shares	438,060
1-May-20	T. Rowe Price International Ltd	Sale	0.984	18,552 ordinary shares	18,552
1-May-20	T. Rowe Price International Ltd	Sale	0.998	104,172 ordinary shares	104,172
1-May-20	T. Rowe Price International Ltd	Sale	0.984	4,412 ordinary shares	4,412
1-May-20	T. Rowe Price International Ltd	Sale	0.998	1,169 ordinary shares	1,169
1-May-20	T. Rowe Price International Ltd	Sale	0.984	50 ordinary shares	50
1-May-20	T. Rowe Price International Ltd	Sale	0.998	325 ordinary shares	325
1-May-20	T. Rowe Price International Ltd	Sale	0.984	14 ordinary shares	14

This is annexure 1 referred to on page 1 of Form 604 (Notice of change of interest of substantial holder)



Gary Greb, Vice President

5-May-20

Annexure 2

Holder of Relevant Interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's Votes
T. Rowe Price International Ltd	Bank of New York Mellon	Bank of New York Mellon	Power to exercise vote and/or dispose of the securities as discretionary investment managers	1,068,497 ordinary shares	1,068,497
T. Rowe Price International Ltd	JP Morgan Chase	JP Morgan Chase	Power to exercise vote and/or dispose of the securities as discretionary investment managers	23,997,099 ordinary shares	23,997,099
T. Rowe Price International Ltd	National Australia Bank	National Australia Bank	Power to exercise vote and/or dispose of the securities as discretionary investment managers	787,109 ordinary shares	787,109
T. Rowe Price International Ltd	Northern Trust Company	Northern Trust Company	Power to exercise vote and/or dispose of the securities as discretionary investment managers	6,207,492 ordinary shares	6,207,492

This is annexure 2 referred to on page 1 of Form 604 (Notice of change of interest of substantial holder)



Gary Greb, Vice President

5-May-20