PROSPECTUS

INITIAL PUBLIC OFFERING OF ORDINARY SHARES

oOh!media Limited

(ACN 602 195 380)

Financial Adviser: HIGHBURY PARTNERSHIP

Joint Lead Managers: J.P.Morgan MACQUARIE

IMPORTANT NOTICES

Offer

This Prospectus is issued by oOh!media Limited ACN 602 195 380 (**Company**) and oOh!media SaleCo Pty Ltd ACN 602 196 387 (**SaleCo**) for the purpose of Chapter 6D of the *Corporations Act 2001* (Cth) (Corporations Act). This Prospectus contains an invitation for you to apply for fully paid ordinary shares in the Company (**Shares**) that will in part be issued by the Company and in part sold by SaleCo (**Offer**). Refer to Section 7 of this Prospectus for further information.

At the Original Prospectus Date (defined below), the Company had two Shares on issue and had not traded. Following settlement of the Offer (**Settlement**), the Company will acquire all of the issued capital of oOh!media. Refer to Section 7 for further information.

In this Prospectus, references to 'oOh!media' relating to any period prior to Settlement refer to Outdoor Media Investments Limited and its subsidiaries, while those relating to any period after Settlement refer to the Company and its subsidiaries, but excludes SaleCo.

Lodgement and Listing

This Prospectus is dated 5 December 2014 and was lodged with the Australian Securities and Investment Commission (ASIC) on that date. It is a replacement prospectus which replaces the prospectus dated 28 November 2014 and lodged with ASIC on that date (**Original Prospectus**). The replacement Prospectus differs from the Original Prospectus. The differences between this Prospectus and the Original Prospectus include: (a) a clarification that if settlement has not occurred within 14 days (or such longer period as ASX allows) after the day securities are first quoted on ASX, the Offer and all contracts arising on acceptance of the Offer will be cancelled and of no further effect and all application monies will be refunded (without interest), as set out in section 7.2 under the heading 'When are the securities expected to commence trading?' and section 7.11.3; (b) a reduced number of Shares referrable to Management Shareholders/Current Shareholders to be sold by SaleCo as part of the Offer; and (c) the addition of a Priority Offer and associated details.

The Company has applied to ASX Limited ABN 98 008 624 691 (ASX) for admission of the Company to the official list of ASX (**Official List**) and quotation of its Shares on ASX (**Listing**). Neither ASIC nor the Australian Securities Exchange (ASX) takes any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

Expiry Date

This Prospectus expires on 28 December 2015, the date which is 13 months after the Original Prospectus Date (**Expiry Date**), and no Shares will be issued on the basis of this Prospectus after the Expiry Date.

Note to Applicants

The information contained in this Prospectus is not financial product advice and does not take into account the investment objectives, financial situation and particular needs (including financial and tax issues) of any prospective investor. Cooling-off rights do not apply to an investment in Shares under the Prospectus. This means that, in most circumstances, you cannot withdraw your Application once it has been accepted.

It is important that you read this Prospectus carefully and in its entirety before deciding whether to invest in the Company. In particular, in considering the prospects of oOh!media, you should consider the best estimate assumptions underlying the Forecast Financial Information (as defined in Section 4.1) and sensitivities associated with that information set out in Sections 4.2.3 and 1.1, respectively, and the risk factors that could affect oOh!media's business, financial condition and results of operations, respectively. You should carefully consider these risks in light of your investment objectives, financial situation and particular needs (including financial and tax issues) and seek professional guidance from your stockbroker, solicitor, accountant, financial adviser or other independent professional adviser before deciding whether to invest in the Shares. Some of the key risk factors that should be considered by prospective investors are set out in Sections 1.4 and 5. There may be risk factors in addition to these that should be considered in light of your personal circumstances.

Disclosing entity

Once admitted to the Official List, the Company will be a disclosing entity for the purpose of the Corporations Act and as such will be subject to regular reporting and disclosure obligations under the Corporations Act and the official listing rules of ASX (**Listing Rules**). Refer to Sections 6.5 and 7 for further information.

Exposure Period

The Corporations Act prohibits the Company and SaleCo from processing applications for Shares under this Prospectus (**Applications**) in the seven day period after lodgement of this Original Prospectus with ASIC (**Exposure Period**). This Exposure Period may be extended by ASIC by up to a further seven days. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. The examination may result in the identification of deficiencies in this Prospectus, in which case any Application may need to be dealt with in accordance with section 724 of the Corporations Act. Applications received during the Exposure Period will not be processed until after the expiry of the Exposure Period. No preference will be conferred on any Applications received during the Exposure Period.

During the Exposure Period, this Prospectus will be made available to Australian residents, without the Application Forms, at the Company's offer website, www.oohmedia.com.au.

Disclaimer and forward-looking statements

No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the directors of the Company (**Directors**) or SaleCo (**SaleCo Directors**), the Joint Lead Managers or any other person in connection with the Offer. You should rely only on information contained in this Prospectus. Except as required by law, and only to the extent so required, neither the Company nor any other person warrants or guarantees the future performance of the Company, or any return on any investment made pursuant to this Prospectus.

This Prospectus contains forward-looking statements which are statements that may be identified by words such as 'may', 'could', 'believes', 'estimates', 'expects', 'intends' and other similar words that involve risks and uncertainties. Certain statements, beliefs and opinions contained in this Prospectus, particularly those regarding the possible or assumed future financial or other performance of oOh!media, industry growth or other trend projections are or may be forward-looking statements. In addition, consistent with customary market practice in securities offerings in Australia, Forecast Financial Information has been prepared and included in this Prospectus in Section 4.7. These statements are based on an assessment of present economic and operating conditions and on a number of best estimate assumptions regarding future events and actions that, at the Original Prospectus Date, are expected to take place (including the key assumptions set out in Section 4.7).

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, SaleCo, the Directors and Management. The Forecast Financial Information and the forward-looking statements should therefore be read in conjunction with, and are qualified by reference to, Sections 4.3 and 4.7 and other information in this Prospectus. The Directors and the SaleCo Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements. The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, other than to the extent required by law.

This Prospectus, including the industry overview in Section 2, uses market data, industry forecasts and projections. The Company has obtained significant portions of this information from market research prepared by third parties. There is no assurance that any of the forecasts contained in the reports, surveys and research of such third parties that are referred to in this Prospectus will be achieved. The Company and SaleCo have not independently verified this information. Estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed in the risk factors in Section 5.

As set out in Section 7, it is expected that the Shares will be quoted on ASX initially on a conditional and deferred settlement basis.

To the extent permitted by law, each of the Company, Link Market Services Limited ABN 54 083 214 537 (**Share Registry**) and the Joint Lead Managers disclaim all liability, whether in negligence or otherwise, to persons who trade Shares before receiving their holding statement, whether on the basis of a confirmation of allocation provided by any of them, by the oOh!media Offer Information Line, by a Broker or otherwise.

OMA data

Some of the data in this Prospectus is derived from Outdoor Media Association (**OMA**), the peak national industry body that represents most of Australia's traditional and digital outdoor media display companies and production facilities, as well as some media display asset owners. However, as OMA data comprises data from approximately 95% of industry participants by media sales, there is no fully comprehensive data source for the size and growth of the Out Of Home industry.

Statements of past performance

This Prospectus includes information regarding the past performance of oOh!media. Investors should be aware that past performance should not be relied upon as being indicative of future performance.

Financial information presentation

All references to CY2012, CY2013, CY2014 and CY2015 appearing in this Prospectus are to the financial years ended or ending (as relevant) 31 December of the applicable year, unless otherwise indicated. All references to H1CY2013 and H1CY2014 appearing in this Prospectus are to the six month periods ended or ending (as relevant) 30 June within the applicable financial year, unless otherwise indicated.

All financial amounts contained in this Prospectus are expressed in Australian currency unless otherwise stated. Any discrepancies between totals and sums and components in tables, figures and diagrams contained in this Prospectus are due to rounding.

Section 4 sets out in detail the Financial Information referred to in this Prospectus. The basis of preparation of the Financial Information is set out in Section 4.2.

The Financial Information has been prepared and presented in accordance with the recognition and measurement principles of Australian Accounting Standards issued by the Australian Accounting Standards Board, which are consistent with International Financial Reporting Standards (**IFRS**)

and interpretations issued by the International Accounting Standards Board (**IASB**).

The Prospectus includes Forecast Financial Information based on the best estimate assumptions of the Directors. The Forecast Financial Information presented in this Prospectus is unaudited. The basis of preparation and presentation of the Forecast Financial Information, to the extent applicable, is consistent with the basis of preparation and presentation for the Historical Financial Information (as defined in Section 4.1).

The Financial Information is presented in an abbreviated form insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act.

The Financial Information in this Prospectus should be read in conjunction with, and is qualified by reference to, the information contained in Section 4.

Unless otherwise stated or implied, all pro forma data in this Prospectus gives effect to the pro forma adjustments referred to in Section 4.3.

Readers should be aware that certain financial data included in this Prospectus is 'non-IFRS financial information' under Regulatory Guide 230 'Disclosing non-IFRS financial information' published by ASIC. The Company believes this non-IFRS financial information provides useful information to users in measuring the financial performance and condition of oOh!media. The non-IFRS financial information does not have standardised meanings prescribed by Australian Accounting Standards and, therefore, may not be comparable to similarly titled measures presented by other entities, nor should it be construed as an alternative to other financial information determined in accordance with Australian Accounting Standards. Readers are cautioned, therefore, not to place undue reliance on any non-IFRS financial information or ratio included in this Prospectus.

Financial and non-financial data is as at 30 June 2014, unless otherwise stated or implied.

Prospectus availability

A hard copy of the Prospectus is available free of charge during the Offer period to any person in Australia by calling the oOh!media Offer Information Line on 1300 761 372 (within Australia) or +61 1300 761 372 (if you are eligible to participate in the Offer and are calling from outside Australia) between 8.30am and 5.00pm, Monday to Friday.

This Prospectus is also available in electronic form to Australian residents on the Company's offer website, www.oohmedia.com.au. The Offer constituted by this Prospectus in electronic form is available only to Australian residents accessing the website within Australia. Hard copy and electronic versions of this Prospectus are generally not available to persons in other jurisdictions.

Applications

Applications for Shares may only be made during the Offer period on the Application Form included in, or accompanying, this Prospectus in its hard copy form, or in its soft copy form which must be downloaded in its entirety from www.oohmedia.com.au, together with an electronic copy of this Prospectus (Application Form). Applicants under the Priority Offer must apply electronically at www.oohmedia.com.au. By making an Application, you declare that you were given access to the Prospectus, together with an Application Form. The Corporations Act prohibits any person from passing the Application Form on to another person unless it is included in, or accompanied by, this Prospectus in its paper copy form or the complete and unaltered electronic version of this Prospectus. Refer to Section 7 for further information.

Privacy

By completing an Application Form, you are providing personal information to the Company through the Share Registry, which is contracted by the Company to manage Applications. The Company, and the Share Registry on its behalf, may collect, hold and use that personal information to process your Application, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration.

If you do not provide the information requested in the Application Form, the Company and the Share Registry may not be able to process or accept your Application.

Once you become a Shareholder, the Corporations Act and Australian taxation legislation require information about you (including your name, address and details of the Shares you hold) to be included in the Share register. In accordance with the requirements of the Corporations Act, information on the Share register will be accessible by members of the public. The information must continue to be included in the Share register if you cease to be a Shareholder.

The Company and the Share Registry may disclose your personal information for purposes related to your investment to their agents and service providers including those listed below or as otherwise authorised under the *Privacy Act 1988* (Cth):

- the Share Registry for ongoing administration of the Share register;
- the Joint Lead Managers in order to assess your Application;
- printers and other companies for the purpose of preparation and distribution of documents and for handling mail;
- market research companies for the purpose of analysing the Shareholder base; and
- legal and accounting firms, auditors, management consultants and other advisers for the purpose of administering, and advising on, the Shares and for associated actions.

The Company's agents and service providers may be located outside Australia where your personal information may not receive the same level of protection as that afforded under Australian law.

You may request access to your personal information held by or on behalf of the Company. You may be required to pay a reasonable charge to the Share Registry in order to access your personal information. You can request access to your personal information or obtain further information about the Company's privacy practices by contacting the Share Registry as follows:

Telephone: 1800 502 355 (within Australia)

Email: privacy.officer@linkmarketservices.com.au

Address: Link Market Services Limited
Level 12
680 George Street
Sydney NSW 2000

The Company aims to ensure that the personal information it retains about you is accurate, complete and up-to-date. To assist with this, contact the Company or the Share Registry if any of the details you have provided change.

Investigating Accountant's Report on the Financial Information and financial services guide

The provider of the Investigating Accountant's Report on the Financial Information has provided Australian Retail Investors with a financial services guide in relation to its independent review under the Corporations Act. The Investigating Accountant's Report and accompanying financial services guide are provided in Section 8.

Photographs and diagrams

Photographs and diagrams used in this Prospectus are for illustration only and should not be interpreted to mean that any person shown in them endorses this Prospectus or its contents or that the assets shown in them are or, on Completion of the Offer will be, owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available as at the Original Prospectus Date.

Company website

Any references to documents included on the Company's website are provided for convenience only, and none of the documents or other information on the Company's website, or any other website referred to in the sources contained in this Prospectus, is incorporated in this Prospectus by reference.

Defined terms and abbreviations

Defined terms and abbreviations used in this Prospectus, unless specified otherwise, have the meaning given in the Glossary. Unless otherwise stated or implied, references to times in this Prospectus are to Sydney Time.

Unless otherwise stated or implied, references to dates or years are calendar year references.

Selling restrictions

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Shares or the Offer, or to otherwise permit a public offering of Shares, in any jurisdiction outside Australia. The distribution of this Prospectus outside Australia may be restricted by law and persons who come into possession of this Prospectus outside Australia should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction in the United States and may not be offered or sold, directly or indirectly, in the United States, unless the Shares are registered under the Securities Act, or an exemption from the registration requirements of the Securities Act and any other applicable securities laws is available. Accordingly, the Shares are being offered and sold only outside the United States in reliance on the exemption from registration provided by Regulation S under the Securities Act.

See Section 7.8 for further information.

Questions

If you have any questions about how to apply for Shares, you should seek professional guidance from your stockbroker, solicitor, accountant, financial adviser or other independent professional adviser. Instructions on how to apply for Shares are set out in Sections 1.8 and 7 of this Prospectus and on the back of each Application Form. Alternatively, please contact the oOh!media Offer Information Line on 1300 761 372 (within Australia) or +61 1300 761 372 (outside Australia) between 8.30am and 5.00pm, Monday to Friday.

This Prospectus is important and should be read in its entirety.


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IMPORTANT INFORMATION

Key Offer statistics	
Offer Price	$1.93 per Share
Total number of Shares to be offered by the Company under the Offer	86.1 million
Total number of Shares to be offered by SaleCo under the Offer	0.5 million
Total number of Shares on issue at Completion of the Offer	149.9 million
Gross proceeds of the Offer to the Company	$166.1 million
Gross proceeds of the Offer to the Selling Shareholders	$1.0 million
Market capitalisation at the Offer Price[1]	$289.3 million
Pro forma net debt (as at 30 June 2014)	$76.3 million
Enterprise Value at the Offer Price[2]	$365.5 million
Enterprise Value at the Offer Price/pro forma consolidated CY2014 forecast EBITDA[3]	9.1x
Enterprise Value at the Offer Price/pro forma consolidated CY2015 forecast EBITDA[3]	7.5x
Offer Price/pro forma consolidated CY2014 forecast Adjusted NPAT per share[4]	16.5x
Offer Price/pro forma consolidated CY2015 forecast Adjusted NPAT per share[4]	13.0x
Implied CY2015 forecast dividend yield at the Offer Price (based on the midpoint of a dividend payout ratio of 40% to 60%, applied to CY2015 Adjusted NPAT)[5]	3.8%

Notes:

1. Calculated as the total number of Shares on issue following the Offer multiplied by the Offer Price.
2. Enterprise Value is calculated as the Company's indicative market capitalisation, based on the Offer Price, plus pro forma net debt on Completion of the Offer, of $76.3 million.
3. The Enterprise Value/EBITDA multiple is calculated as the Enterprise Value divided by pro forma forecast consolidated EBITDA for the relevant period. This multiple represents a valuation metric that may enable prospective investors to assess the valuation of comparable businesses before the impact of depreciation, amortisation and different capital and taxation structures.
4. This ratio is commonly referred to as a price to earnings ratio (PE ratio). Adjusted NPAT is defined as net profit after tax before acquired amortisation and non-cash items such as impairments. Management believes Adjusted NPAT is an important measure of the underlying earnings of the business due to the number of acquisitions during the historical period which has resulted in increased amortisation, which represents a non-cash charge.
5. Implied dividend yield is calculated as the implied dividend per Share based on the midpoint of the Company's target dividend payout ratio range of 40% to 60% of pro forma forecast CY2015 Adjusted NPAT, divided by the Offer Price. The payment of a dividend by the Company is at the discretion of the Board and will be a function of a number of factors, including general business conditions, the operating results and financial condition of oOh!media, future funding requirements including capital expenditure, compliance with debt facilities, capital management initiatives, taxation considerations (including the level of franking credits available), any contractual, legal or regulatory restrictions on the payment of dividends by the Company, and any other factors the Board may consider relevant. No assurances can be given by any person, including the Directors, about the payment of any dividend and the level of franking on any such dividend. For more information on the Company's dividend policy, see Section 4.10.

The Forecast Financial Information is based on assumptions and accounting policies set out in Section 4 and Section 11, and is subject to the key risks set out in Section 5. There is no guarantee that the forecasts will be achieved. Certain financial information in this Prospectus is described in Section 4 Forecasts have been included in this document for CY2014 and CY2015.

Key dates	
Prospectus Date	5 December 2014
Retail Offer open	8 December 2014
Retail Offer close (Closing Date)	15 December 2014
Expected commencement of trading on ASX (on a conditional and deferred settlement basis)	17 December 2014
Settlement	18 December 2014
Issue of Shares (Completion of the Offer)	19 December 2014
Expected mailing of holding statements	22 December 2014
Shares expected to begin trading on a normal settlement basis	23 December 2014

Note: This timetable is indicative only and may change. Unless otherwise indicated, all times are stated in Sydney Time. The Company and SaleCo by agreement with the Joint Lead Managers, reserves the right to vary any and all of the above dates and times without notice (including, subject to the Listing Rules and the Corporations Act, to close the Offer early, to extend the Closing Date, or to accept late Applications or bids, either generally or in particular cases, or to cancel or withdraw the Offer before Settlement, in each case without notifying any recipient of this Prospectus or Applicants). If the Offer is cancelled or withdrawn before the allocation of Shares, then all Application Monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their Applications as soon as possible after the Offer opens. No cooling-off rights apply to the Offer. The admission of the Company to the Official List and the commencement of quotation of the Shares are subject to confirmation from ASX.

How to invest

Applications for Shares can only be made by completing and lodging the Application Form included in or accompanying this Prospectus.

Instructions on how to apply for Shares are set out in Sections 1.8 and 7 of this Prospectus and on the back of the Application Form.

CHAIRMAN'S LETTER

5 December 2014

Dear investor,

On behalf of the directors of oOh!media Limited, it is my pleasure to invite you to become a shareholder in the Company.

oOh!media is the market leader by revenue in Australia's fastest growing traditional media, Out Of Home. oOh!media is driving digital innovation in Out Of Home to increase its share of the $13.4 billion Australian advertising market by helping advertisers to better engage with consumers nationally.

oOh!media operates a diverse portfolio of over 26,400[1] Active Faces across approximately 18,600 static and digital signs in major metropolitan and regional areas in Australia and New Zealand. Through its strategy of securing premium site locations in a breadth of environments, oOh!media has grown to become the industry leader in each of its key divisions of Road (metropolitan and regional roadside billboards), Retail (shopping centres), Fly (airports) and Place (including cafés, pubs, universities and indoor social sports centres).

This breadth and diversity in oOh!media's portfolio provides its broad customer base of advertisers with access to the large and growing Out Of Home audience in Australia and a variety of advertising solutions to serve their various marketing objectives. These solutions range from the ability to launch brand-building campaigns on oOh!media's national Road billboard portfolio, to the launch of action-inducing campaigns that target select audiences in oOh!media's Retail, Fly and Place environments.

The Out Of Home sector has grown revenue at a CAGR of 8.0% over the last four years to CY2013, which was more than triple the growth rate of the free-to-air television (**FTA TV**) and radio sectors. This strong revenue growth likely reflects the superior returns on advertising investment Out Of Home solutions deliver to advertisers compared to other traditional media and the strong growth in Out Of Home audiences. Out Of Home audiences have grown at a 10% CAGR over the last three years to mid-2014, driven by factors such as increased motor vehicle usage and ongoing shopping centre expansions, and is underpinned by the 'unmissable' nature of Out Of Home advertising. This is in contrast to the audience fragmentation believed to be impacting most other media sectors, such as FTA TV and radio, which can be turned off, skipped, or fast-forwarded by consumers.

The Out Of Home sector is a beneficiary of new digital technologies, which have created significant opportunities to grow revenue and increase the sector's share of the advertising industry. As an example, digital signage can deliver oOh!media increased revenue opportunities relative to static signage as it provides for multiple advertisers on a premium site, the ability to drive yield through time of day and contextual-based advertising, and the ability to better address 'time sensitive' advertisers who are interested in advertising 'limited time' offers often on short notice.

oOh!media recognised the potential of digital early, and has an extensive digital strategy to deliver dynamic advertising solutions across a diverse network of digital screens. This is supported by a differentiated capability to help advertisers engage target audiences in new and unique ways such as linking oOh!media's physical signs with mobile, social and online applications to deliver increased audience engagement, interactivity and data insights. oOh!media's leading integrated digital platform is comprised of over 1,700 full motion digital signs and extensive end-to-end digital capabilities, including in-house digital creative expertise and proprietary digital platforms.

The success of oOh!media's digital strategy is demonstrated by the fact it generates more than double the digital revenue of its nearest competitor, having achieved approximately a 50% CAGR in digital revenue over the last three years. This digital growth is expected to continue, with revenue generated by digital assets expected to increase from 22% in CY2014F to 30% of total Group revenue in CY2015 (and significantly higher over the next three to five years).

oOh!media's highly regarded management team, coupled with its national sales team that has repeatedly been recognised as the best in Australia, has grown and maintained a high quality, blue-chip customer base and has delivered nine consecutive years of revenue growth. By capitalising on its national reach and investment in new media and digital capabilities, Management believes that oOh!media is well positioned to continue to deliver strong growth into the future with pro forma EBITDA and Adjusted NPAT forecast to grow at a CAGR of 21% and 99% respectively from CY2013 to CY2015. The Group's EBITDA margin is expected to continue to expand from 14% to 18% over this period, reflecting the significant scalability in oOh!media's operating structure[2].

On Completion of the Offer, new investors in the Offer are expected to hold 57.8% of the Shares on issue, CHAMP Funds will hold 32.2%, WPP will hold 8.6% and Management Shareholders and other shareholders will hold a combined 1.4% of the Shares on issue. The Company has applied to ASX for admission to the Official List of, and quotation of its Shares by, ASX.

This Prospectus contains detailed information about the Offer, the industry in which oOh!media operates, and its financial and operating performance. As with other businesses, oOh!media is subject to a range of risks including the performance of general advertising markets, change in relationships with site owners, loss of key contracts, competition, disruptions to digital systems and IT infrastructure, and loss of key management personnel. The risks associated with investing in the Company are detailed in Sections 1.5 and 5. It is important that you read this Prospectus carefully and in its entirety before making your investment decision.

On behalf of my fellow Directors, I look forward to welcoming you as a Shareholder.

Yours sincerely,

Michael Anderson
Chairman

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1. Active Faces refer to the number of advertising display panels or spots that are able to be actively sold by oOh!media at any particular time.
2. The Forecast Financial Information is based on assumptions and accounting policies set out in Section 4 and Section 11, and is subject to the key risks set out in Section 5.

INVESTMENT OVERVIEW

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1. INVESTMENT OVERVIEW

1.1 Introduction

Topic	Summary
Who is oOh!media?	• Having operated for over 20 years, oOh!media is Australia's largest Out Of Home media company, with 34% revenue share and is the market leader in each of its key divisions[3]. • oOh!media provides advertisers with access to a diverse range of audiences across its national portfolio of Out Of Home advertising spaces throughout Australia and New Zealand, including: – large format roadside billboards (Road); – sites located in retail precincts such as shopping centres (Retail); – sites in airport terminals and lounges (Fly); and – sites in high dwell time[4] environments such as cafés, pubs, universities and indoor social sports centres (Place). • oOh!media has the leading integrated digital Out Of Home team, which generates more than double the digital revenue of its nearest competitor. oOh!media's digital platform has: – a network of over 1,700 digital signs; – a Tap or Scan Mobile Interactive Network of over 6,500 signs equipped with quick response (QR Code) and near field communication (NFC) capabilities; and – extensive digital capabilities including an in-house digital creative team and proprietary digital platform which provides the ability to schedule and publish digital content out to any digital screen or internet connected device in real time. • oOh!media operates a national sales platform that has repeatedly been recognised as the best in Australia. **For more information, see Section 3.**
What industry does oOh!media operate in?	• oOh!media operates in the Australian and New Zealand Out Of Home advertising industry. • The Australian Out Of Home advertising industry generated $544 million in revenue in CY2013, representing approximately 4.1% of the total $13.4 billion Australian advertising expenditure. • The Out Of Home sector is one of the fastest growing sectors within the Australian media industry, and grew at a CAGR of 8.0% from 2009 to 2013. • oOh!media primarily operates in the Roadside (Billboards), Airports, Retail and Place-based media segments of the Out Of Home sector, through its Road, Fly, Retail and Place divisions respectively. oOh!media does not have significant operations in the Roadside (Other) segment, which includes Street Furniture sub-segment and the Transit sub-segment. **For more information, see Section 2.**

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[3] Market leadership in Road based on number of signs and metropolitan and regional coverage.

[4] High dwell time environments refer to those places where audiences remain in the vicinity for a substantial period of time.

1. Investment overview

1.1 Introduction

Topic	Summary
Why is the Offer being conducted?	The purpose of the Offer is to: • provide a liquid market for Shares through listing the Company on ASX; • provide oOh!media with additional financial flexibility to pursue growth opportunities including acquisitions through improved access to capital markets; • fund repayment of existing debt facilities and outstanding shareholder debt and fees; • fund the payment of deferred consideration for previous acquisitions made by oOh!media; • give the Selling Shareholders an opportunity to realise all or, in some cases, part of their investment in oOh!media; • provide oOh!media with the benefits of an increased profile that arises from being a listed entity; and • assist oOh!media in attracting and retaining quality staff. **For more information, see Section 7.**

1.2 Key features of oOh!media's business model

Topic	Summary
How does oOh!media generate its income?	oOh!media primarily derives income from advertising revenue that it generates from the sale of advertising spaces across its portfolio of leased sites, which comprises over 26,400 Active Faces across approximately 18,600 physical signs. oOh!media aims to deliver 'audience solutions' to advertisers, by utilising a selection of advertising spaces from one or more of oOh!media's four product divisions: • **Road** – large format roadside billboards including over 1,000 metropolitan sites and over 3,000 regional sites which reach the vast majority of Australia's adult population on a weekly basis; • **Retail** – over 10,000 static Active Faces and over 3,000 digital Active Faces located in retail precincts. oOh!media has assets in over 500 shopping centres, including signage outside approximately 800 supermarkets; • **Fly** – over 2,000 Active Faces in 10 airports across major metropolitan and regional cities in Australia, including the recent launch of premium site solutions in all key domestic Qantas Club and Qantas Business Lounges around Australia; and • **Place** – over 6,200 Active Faces in high dwell time environments including 375 cafés, 78 university campuses, 350 pubs and bars, and over 70 social sporting centres. oOh!media also provides complementary services such as campaign production, campaign management, creative and digital services and experiential advertising. **For more information, see Section 3.**

1.2 Key features of oOh!media's business model

Topic	Summary
Who are oOh!media's clients?	• oOh!media's clients include media agencies who act on behalf of advertisers, as well as advertisers that deal directly with oOh!media. • oOh!media advertises for some of the most recognisable and high-quality brands in Australia and globally, including blue-chip entities in fast moving consumer goods (FMCG), retail, banking and finance, automotive, communications and government. Notably, oOh!media's clients include all of the top 50 Out Of Home advertisers in Australia. • oOh!media's client base is diversified, with: – no single industry representing more than 10% of CY2013 revenue; – the top 10 advertisers representing only 15% of CY2013 revenue, and the top 50 representing only 33% of CY2013 revenue; and – no one agency representing more than 7% of CY2013 revenue. **For more information, see Section 3.**
Does oOh!media have any debt facilities?[5]	On Completion of the Offer, oOh!media will have approximately $140 million of new debt facilities (drawn to approximately $82.1 million). As set out in Section 4.4.3, the drawn amount less cash represents 1.6× pro forma net debt to CY2015 pro forma forecast EBITDA and provides a level of gearing which the Board believes to be appropriate given the business' historical performance, current financial position and forecast growth-related capital expenditures. **For more information, see Section 4.**
How does oOh!media expect to fund its operations?	oOh!media is currently profitable and cash generative. The Board expects to fund its operations, and any interest payments and debt repayments on its debt facilities, from its cash and equivalent balances and operating cash flows. **For more information, see Section 4.**
What is oOh!media's pro forma historical and forecast financial performance?[6]	The Financial Information presented below is a summary only and should be read in conjunction with the more detailed discussion of the pro forma Historical Financial Information and the Forecast Financial Information in Section 4, including the assumptions, Management discussion and analysis and sensitivity analysis, as well as the risk factors set out in Section 5. A reconciliation of the pro forma forecast and statutory forecast income statements is provided in Section 4.3.2.

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[5] The Forecast Financial Information is based on assumptions and accounting policies set out in Section 4 and Section 11, and is subject to the key risks set out in Section 5.

[6] The Forecast Financial Information is based on assumptions and accounting policies set out in Section 4 and Section 11, and is subject to the key risks set out in Section 5.

1.2 Key features of oOh!media's business model

Topic	Summary
What is oOh!media's pro forma historical and forecast financial performance?[7] continued	**Summary Financial Information**

	Pro forma historical		Pro forma forecast	
$ million	**CY2012**	**CY2013**	**CY2014**	**CY2015**
Revenue	236.8	243.5	258.2	266.4
EBITDA	29.3	33.0	40.3	48.6
Adjusted NPAT	9.7	5.6	17.5	22.2
Adjusted EPS (cps)	6.5	3.7	11.7	14.8

	Statutory historical		Statutory forecast	
$ million	**CY2012**	**CY2013**	**CY2014**	**CY2015**
Revenue	131.7	250.4	258.6	266.4
NPAT	(24.4)	(18.9)	(28.5)	12.5

For more information, see Section 4.

Topic	Summary
What is the Company's dividend policy?[7]	Subject to future business conditions and the future cash flow requirements of oOh!media, the Board of Directors intend to target a dividend payout ratio in the range of 40% to 60% of Adjusted NPAT. Assuming a CY2015 result consistent with the Forecast Financial Information, oOh!media currently intends to pay a half-year and full-year dividend in respect of CY2015 of 7.4 cents per Share in aggregate, based on the midpoint dividend payout ratio of 50%, CY2015 Adjusted NPAT of $22.2 million and total Shares on issue immediately after Completion of the Offer of 149.9 million. **For more information, see Section 4.10.**

1.3 Key strengths

Topic	Summary
Out Of Home industry leader with a broad national reach and the market leadership position in each of its key divisions	• oOh!media is the #1 Out Of Home advertising operator in Australia with revenue share of 34% and is the market leader in the key industry segments in which it operates[8]. • Management believes oOh!media has benefited from being able to offer a national Out Of Home advertising solution across major metropolitan and regional areas in Australia and New Zealand. oOh!media's national footprint has been integral in attracting many national advertisers, who are typically looking for an Australia-wide advertising solution.

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[7] The Forecast Financial Information is based on assumptions and accounting policies set out in Section 4 and Section 11, and is subject to the key risks set out in Section 5.

[8] Market leadership in Road based on number of signs and metropolitan and regional coverage.

1.3 Key strengths

Topic	Summary
Out Of Home industry leader with a broad national reach and the market leadership position in each of its key divisions continued	• Key highlights of oOh!media's portfolio include: – **Road** – oOh!media's national roadside billboard portfolio offers advertisers a diverse broadcast advertising mix, with oOh!media operating over 4,000 national sites which reach the vast majority of Australia's adult population on a weekly basis; – **Fly** – oOh!media's Fly division provides coverage across all domestic airport terminals in Australia. oOh!media is the exclusive provider to the Qantas Lounges which includes a leading integrated Wi-Fi site network; and – **Retail and Place** – oOh!media is the market leader in the relatively higher-growth Retail and Place market segments, which grew 19.1% in FY2014 compared to the Out Of Home industry average growth of 7.8%. • oOh!media has the market leading position[9] in the Out Of Home segments which provide advertisers with the highest Return on Investment (ROI). When compared to the ROI of FTA TV, studies by Leading Edge[10] found that roadside and retail both had higher relative ROIs, and the retail segment had an ROI over double other Out Of Home segments. **For more information, see Sections 2.5.1 and 3.**
Out Of Home is one of the fastest growing media sectors	• The Out Of Home sector is one of the fastest growing advertising mediums in Australia, growing revenue at a CAGR of 8.0% over the four years to December 2013, which is more than triple the growth rate of FTA TV and radio advertising. • Out Of Home has increased its penetration of the Australian advertising industry since 2009 from 3.2% to reach 4.1% of total advertising expenditure in the year to December 2013. • Out Of Home signage has experienced audience growth at a CAGR of 10% over the last three years to mid-2014. This is likely due to Out Of Home signage typically being 'unmissable' to passers-by. This is in contrast to the audience fragmentation believed to be impacting FTA TV, radio and other forms of media which can be turned off, skipped, or fast-forwarded by consumers as new alternative technologies emerge. • Management believe that the Out Of Home sector will continue to grow with the adoption of digital technologies driving increased revenue opportunities and continued audience growth with significant redevelopment in retail environments by landlords and further growth in road traffic and audiences in airport and social environments. • Given these attractive industry trends, there is significant potential for Out Of Home to increase its share of Australian advertising expenditure above 4.1%. This is still significantly below international benchmarks such as the United Kingdom at 6.7%. **For more information, see Section 2.**
Leading network of digital Out Of Home assets and extensive new media digital capabilities	• Out Of Home stands to benefit from the further adoption of digital technologies. • oOh!media's management team recognised this potential early, and identified that an effective digital strategy encompasses an integrated digital platform with physical digital signage infrastructure as well as extensive new media digital capabilities that can leverage mobile, social and online technologies to drive audience interactivity, engagement and measurement opportunities.

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[9] Market leadership in Road based on number of signs and metropolitan and regional coverage.

[10] Leading Edge is a market research consultancy firm.

1.3 Key strengths

Topic	Summary
Leading network of digital Out Of Home assets and extensive new media digital capabilities continued	• Accordingly, over the past several years, oOh!media has developed and implemented the first phase of its extensive digital strategy including investing in: – an extensive network of digital assets, with over 1,700 full motion capable digital signs (including 900 digital panels in Retail and Fly locations), that generates more than double the digital revenue of its nearest competitor; – Tap or Scan Mobile Interactive Network of over 6,500 signs enabled with QR Code and NFC technology; – in-house digital creative design teams, third-party content sourcing and aggregation relationships; – extensive new media digital capabilities including oOh!media's proprietary ARGYLE digital content management and publishing platform. This platform provides the ability to schedule and publish digital content out to any digital screen or internet connected device (smartphones, tablets and laptops) in real time, and fulfil the demand for real-time messaging, rapid campaign launches and location-based or geo-targeting through digital signs; – development of solutions and applications that link physical signs to mobile, online and social media solutions for advertisers; – introduction and launch of online integrated platforms such as QView (Qantas Lounges), Hijacked (University campuses) and Sport Online as extensions of Fly and Place – offering to provide deeper engagement with audiences in these high dwell time environments; and – digitisation of six large format billboards to date, with plans to digitise a further 15 to 20 marquee large format billboards during CY2015 as well as continue the digitisation of Retail, Fly and Place environments. • Management believes that its integrated digital solutions are highly attractive to advertisers because they: – allow for the development of more visually engaging and effective campaigns; – provide flexibility to target mass or specific audiences by time of day, location or other factors; – enable rapid content delivery and the ability to quickly launch new or change existing campaigns; – present new engagement opportunities with interactive touch screens, gesture recognition and mobile and online interactivity; and – enable big data opportunities, such as providing advertisers with more sophisticated audience targeting capabilities, the ability to measure real-time audience engagement and specific campaign return on investment information. • Management estimates that this flexibility and interactivity enables Out Of Home to address a significant amount of 'time sensitive' advertising expenditure that was previously less accessible to the Out Of Home sector. For example, oOh!media is able to effectively offer 'sales' or 'limited time offer' campaigns, such as supermarkets advertising afternoon specials, or retailers advertising weekend stock clearances. **For more information, see Section 3.3.**

1.3 Key strengths

Topic	Summary
High quality, diverse customer base across a diverse and long-term site portfolio	• oOh!media has a high quality, diverse customer base operating in industries such as FMCG, retail, automotive, communications, banking and finance and government. oOh!media's client base is highly diversified, with: – no single industry representing more than 10% of CY2013 revenue; – the top 10 advertisers representing only 15% of CY2013 revenue, and the top 50 representing only 33% of CY2013 revenue; and – no one agency representing more than 7% of CY2013 revenue. • oOh!media also has a diversified site portfolio, with: – over 2,000 leases/licences; and – the top 20 concessions (and their associated leases and licences) representing less than 43% of CY2013 revenue. • oOh!media has a long term site portfolio with limited tender re-contracting risk each year due to the diverse and broadly distributed nature of oOh!media's national portfolio and its presence in a broad range of industry segments. As at 31 August 2014: – the Road division (excluding represented sites[11]) had an average initial lease/licence term of 10 years, with 61% of the portfolio due to mature post CY2018 and 10% or less of leases/licences due for renewal in each year between CY2014 and CY2018; – 55% of the Retail portfolio was due to mature post CY2018 (excluding the Westfield/Scentre contract which is due to expire in December 2014); and – the Group has no single contract renewal during the forecast period that would materially impact earnings if not renewed. **For more information, see Section 3.4.**
Consistent track record of earnings growth and scalable operating platform	• oOh!media has a consistent track record of growth, having delivered nine years of consecutive revenue growth between CY2004 and CY2013. The key drivers of this performance have been: – organic growth of the Out Of Home industry; – development of new products which provide new audience propositions to advertisers such as oOh!media's Retail and Place divisions, which are among the highest growth segments in the Out Of Home sector; – oOh!media's digital strategy focused on delivering compelling digital advertising solutions via investments in digital signage and new media capabilities; and – strategic site and business acquisitions including EYE Corp and 26 other smaller acquisitions. • oOh!media's platform is highly scalable, with a national site portfolio, a national sales platform and extensive digital and other core business capabilities. With a largely fixed cost base, oOh!media has high operating leverage with additional revenues attracting high incremental margins. This is expected to contribute to oOh!media's EBITDA growing at a CAGR of 18% from CY2012 to CY2015F, with an expansion in EBITDA margin from 12% to 18% over this period[12]. **For more information, see Section 4.**

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[11] Owned sites are those where oOh!media holds the master lease/licences to the site and generally owns the physical infrastructure. Represented sites are those where oOh!media acts as the sales representative on behalf of the party that either owns the site or holds the master lease/licences. Represented sites are forecast to account for 37% of Road division revenue in CY2014.

[12] The Forecast Financial Information is based on assumptions and accounting policies set out in Section 4 and Section 11, and is subject to the key risks set out in Section 5.

1.3 Key strengths

Topic	Summary
Experienced and highly regarded management team	• oOh!media's experienced senior management team is led by Brendon Cook, Founder and Chief Executive Officer who has over 35 years' experience in Out Of Home advertising. • Brendon is supported by a management team comprised of seasoned executives with more than 15 years' experience in the Out Of Home and media sector on average. • The oOh!media management team has a track record of delivering strong financial and operating performance. Key accomplishments over the last three years include: – acquisition and integration of EYE Corp and other strategic and synergistic bolt-on acquisitions; – expansion into new, high dwell time Place environments including cafés, bars, universities and indoor social sports centres; – successful implementation of the first phase of oOh!media's digital strategy, which is forecast to increase digital revenue to 30% of Group revenue in CY2015[13]; – development of new media capabilities such as touch screen and gesture controlled capabilities, interactive dispenser panels, advertising over free Wi-Fi networks, data collection and analytics and integration of mobile and online capabilities with core businesses; and – successful digitisation of six of its large format billboards to date, with detailed plans to digitise a further 15 to 20 of its marquee large format billboards during CY2015 as well as continue the digitisation of Retail, Fly and Place environments. • oOh!media also has an industry leading sales team which has been a consistent recipient of prestigious industry awards including National Sales Team of the Year in 2011 and 2012, and NSW Sales Team of the Year in 2013. These awards reflect oOh!media's industry leading positive Net Promoter Score of 25, as at April 2014, which is double that of its nearest competitor. **For more information, see Sections 3.5 and 6.2.**
Organic growth	• Out Of Home is one of the fastest growing advertising mediums in Australia, growing revenue at a CAGR of 8.0% over the four years to CY2013. • This revenue growth is partly attributable to consistent growth in Out Of Home audiences, which grew at a CAGR of 10% over the last three years to mid-2014[14]. • oOh!media expects to continue to benefit from organic growth in audiences as a result of the significant redevelopment in shopping centres, increase in motor vehicle usage, and further growth in pedestrian traffic through airports, retail and other social environments.

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[13] The Forecast Financial Information is based on assumptions and accounting policies set out in Section 4 and Section 11, and is subject to the key risks set out in Section 5.

[14] MOVE provides audience measurement results for more than 64,000 (2012 data release) Out Of Home advertising faces within the five (5) Primary Coverage Areas (PCAs) of Sydney, Melbourne, Adelaide, Brisbane and Perth. PCA's extend beyond the metropolitan boundaries of each of these cities and match the audience rating areas for television as defined by OZTAM.

1.4 Key growth drivers

Topic	Summary
Organic growth continued	• In addition, oOh!media will continue to pursue organic growth of sites in social environments, such as cafés, university campuses, pubs and bars, and indoor social sports centres. These environments are typically high dwell time areas and deliver advertisers increased audience engagement and interactivity as well as the ability to target specific demographics and locations. **For more information, see Section 3.6.2.**
Digital strategy	• The Out Of Home sector is expected to continue to benefit from the adoption of digital technologies. • oOh!media's management team recognised this potential early, and developed an effective digital strategy that encompasses an integrated digital platform with physical digital signage infrastructure as well as extensive new media digital capabilities that can leverage mobile and online technologies to drive audience interactivity, engagement and measurement opportunities. • oOh!media's digital strategy to date has focused on digitising premium sites in its Retail, Fly and Place environments given the quicker approval process and higher return on capital from the digitisation of these internal environments. The first phase of its digital strategy positions oOh!media as a digital leader with a differentiated digital offering in Retail, Fly and Place environments, many of which are in close proximity to the consumer point of purchase. • The next phase of oOh!media's digital strategy is focused on the digitisation of marquee large format billboards in its Road division as well as further rollout of digital signage across key Retail, Fly and Place environments. This includes plans to digitise a further 15 to 20 of its marquee billboards during CY2015. Material decreases in the cost of digital panels and improvements in digital panel longevity have meant that the return on investment in digital billboards across oOh!media's Road sites has increased significantly. • The digitisation of these sites is expected to deliver increased revenue opportunities by enabling: – multiple advertisers on a premium site; – the ability to improve yield through time of day and contextual advertising; – the ability to incorporate advanced touch screen, mobile and online interactivity features and functionality; and – in Management's opinion, oOh!media to address a significant market sub-segment of 'time sensitive' advertising (e.g. 'sales' or 'limited time offer' campaigns) that was previously less accessible to the Out Of Home sector. • The success of oOh!media's digital strategy is demonstrated by the fact it generates more than double the digital revenue of its nearest Out Of Home competitor, having experienced approximately 50% CAGR growth in digital revenues over the last three years. • This digital growth is expected to continue with revenue generated by digital assets forecast to increase from 22% in CY2014F to 30% of total Group revenue in CY2015 (and significantly higher over the next three to five years). **For more information, see Section 3.6.3.**

1.4 Key growth drivers

Topic	Summary
Yield management	Management plans to pursue several initiatives aimed at optimising and better managing yield. These include: • go-to-market initiatives to attract new advertisers, maximise inventory utilisation and promote product cross-sell. Examples include the recent realignment of the national sales force to focus on cross-product audience solutions, and the further development of oOh!media's direct sales channel; and • strategies to improve yield through dynamic pricing and packaging and maximising usage of oOh!media's premium inventory by better utilising oOh!media's proprietary SIGNZ inventory management system, which can provide detailed site-based information for the purposes of planning, pricing and other commercial considerations. **For more information, see Section 3.6.4.**
Strategic new contracts and acquisitions	• oOh!media has a history of securing new contracts and successfully sourcing and integrating strategic acquisition and bolt-on opportunities. • These new contracts and acquisitions have provided oOh!media with increased audience and geographic presence as well as product and portfolio diversity. Many of these have also delivered significant synergies due to the operating leverage inherent in oOh!media's scalable cost platform. • oOh!media continues to evaluate additional opportunities to secure new contracts and strategic acquisitions to further enhance its leadership position and portfolio diversity. **For more information, see Section 3.6.5.**
Leveraging cost structures	Management plans to achieve further margin expansion through the scalability of oOh!media's operating structure in conjunction with a disciplined approach to cost management. **For more information, see Section 3.6.6.**

1.5 Key risks

Topic	Summary
Advertising markets	The performance of oOh!media will continue to be influenced by the overall condition of the advertising market in Australia and New Zealand. These advertising markets are influenced by the general condition of the economy, which by its nature is cyclical and subject to change. Any contraction in advertising spend in Australia or New Zealand could have a material adverse effect on the Out Of Home advertising markets as a whole, and in turn the operating and financial performance of oOh!media. **For more information, see Section 5.2.1.**
Agency and customer relationships	Failure to maintain relationships with advertising agencies, or the consolidation of agencies, could impact the Company's future revenue and profitability. **For more information, see Section 5.2.2.**

1.5 Key risks

Topic	Summary
Landlord relationships	In some cases, oOh!media holds the master lease/licences to the site and owns the physical infrastructure on that site. Represented sites are those where oOh!media acts as the sales representative on behalf of the party that either owns the site or holds the master lease/licences. oOh!media could lose key sites or material contracts, including during the forecast period, and this could materially adversely affect oOh!media's business, operating and financial performance. **For more information, see Section 5.2.3.**
Employee recruitment risk and retention	Failure to appropriately recruit and retain employees may adversely affect oOh!media's ability to develop and implement its business strategies, result in a material increase in the costs of obtaining experienced and high-performing employees and may ultimately materially adversely affect oOh!media's business, operating and financial performance. oOh!media's success depends to a significant extent on its key personnel, in particular, Brendon Cook and the rest of his management team as discussed in Section 6. The loss of key management personnel, or any delay in their replacement, may therefore adversely affect oOh!media's future financial performance. **For more information, see Section 5.2.4.**
Competition	The actions of an existing competitor or the entry of new competitors in an industry segment in which oOh!media operates, or in other parts of the media sector, may make it difficult for oOh!media to grow or maintain its revenues, which in turn, may have a material adverse effect on its profitability. Active competition for advertising revenues or increased pressure on advertising rates could have a materially adverse effect on the revenue and profitability of oOh!media. **For more information, see Section 5.2.5.**
Digital platforms, IT risk, privacy and cyber-crime	oOh!media's core technologies and other systems and operations could be exposed to damage or interruption from system failures, computer viruses, cyber-attacks, power or telecommunication providers' failure, fire, natural disasters, terrorist acts, war, or human error. These events may cause one or more of the Group's core technologies to become unavailable. Any interruptions to these operations would impact oOh!media's ability to operate and could result in business interruption, the loss of customers and revenue, damaged reputation and weakening of competitive position and could therefore adversely affect oOh!media's operating and financial performance. There is a risk that, if a cyber-attack is successful, any data security breaches or the Group's inadvertent failure to protect confidential information could result in a loss of information integrity, breaches of the Group's obligations under applicable laws or client agreements and system outages, each of which may potentially have a material adverse impact on oOh!media's reputation and financial performance. **For more information, see Section 5.2.6.**
Changes in technology	Technology plays an increasingly important role in the delivery of media content to customers in a cost-effective manner. oOh!media's ability to compete and to generate digital revenue in advertising industries effectively in the future may be impacted by its ability to maintain or develop appropriate technology platforms for the efficient delivery of its services. Maintaining or developing appropriate technologies may require significant capital investment by oOh!media. **For more information, see Section 5.2.7.**

1.5 Key risks

Topic	Summary
Protection of intellectual property	oOh!media relies on laws relating to trade secrets, copyright and trademarks to assist in protecting its proprietary publishing platform. However, there is a risk that unauthorised use or copying of oOh!media's technology platform will occur. In addition, there is a risk that the validity, ownership or unauthorised use of intellectual property relevant to the Group's business will be successfully challenged by third parties, or that oOh!media may inadvertently infringe the intellectual property rights of third parties. This could involve significant expense and potentially the inability to use the intellectual property in question, and if any alternative cost effective solution were not available, or not available at all could materially adversely affect oOh!media's business, operating and financial performance. **For more information, see Section 5.2.8.**
Development approvals	oOh!media's growth plan includes the conversion of a number of marquee large format billboards to digital format. Conversion of such billboards is dependent on relevant development approvals. There can be no guarantee that these development approvals will be granted. oOh!media's financial performance could be materially adversely affected if development approvals for the conversion of marquee large format billboards to digital format are not granted. **For more information, see Section 5.2.9.**
Underperformance of digital products	Some of the digital products offered by oOh!media are relatively new in the Australian and New Zealand Out Of Home advertising industries. oOh!media's existing and planned pipeline of digital conversions and installation of new digital products is based on business cases and revenue projections which make certain assumptions about the revenue and earnings attributable to such conversion or installation. The digital products offered by oOh!media may not achieve the performance expected by management, and such underperformance may impact oOh!media's operating and financial performance and position. **For more information, see Section 5.2.10.**
Government and regulatory factors	Government or regulatory policies may change, including regulations relating to the content of advertising, or the ability to erect and maintain roadside billboards. This could have an impact on the economic environment, general market conditions, the media intelligence industry or oOh!media's operations in any of the countries in which it operates. Depending on the nature of any such changes, it may adversely impact the operations or future financial performance of oOh!media. **For more information, see Section 5.2.11.**
Maintenance of professional reputation	The success of oOh!media is reliant on the maintenance of its reputation and brand names. Any factors that damage the reputation of oOh!media may potentially result in a failure to win new contracts and impinge on the ability to maintain relationships with existing customers, as well as affect its ability to attract key employees. If any of these occur, this could materially adversely affect oOh!media's business, operating and financial performance. **For more information, see Section 5.2.12.**

1.5 Key risks

Topic	Summary
Contracts	The risks associated with oOh!media's concession agreements and media contracts include: • Contracts may be terminated for a variety of reasons (including for change of control), lost or impaired, or renewed on less favourable terms, or key advertisers may reduce their advertising spend with oOh!media either temporarily or permanently; or • Although the relevant parties may continue to operate on existing commercial terms, a number of oOh!media's existing contracts have expired or will shortly expire. **For more information, see Section 5.2.13.**
Seasonality of revenue	oOh!media's revenue cycles have historically demonstrated seasonality consistent with the advertising industry in general. Traditionally, peak revenue periods have been September through to December (coinciding with peak consumer trading periods) and during the Easter period (coinciding with television rating periods), which historically has resulted in stronger revenue generation in the six months ending 31 December compared to the six months ending 30 June. In contrast, a substantial portion of oOh!media's costs are fixed and give rise to depreciation charges that do not vary with revenues. Accordingly, oOh!media relies on the seasonality trends historically displayed by its operating results to prepare forecasts and budgets. There is no guarantee that the seasonality trends displayed historically will continue in the future, including in the current financial year ending 31 December 2014 or the next financial year ending 31 December 2015. **For more information, see Section 5.2.14**
Acquisition risk	oOh!media's strategy includes pursuing acquisitions. The successful implementation of acquisitions, including two bolt-on acquisitions that occurred in September and October 2014, will depend on a range of factors including funding arrangements, cultural compatibility and operational integration. One of these acquisitions is expected to complete in January 2015 and is subject to a condition for the benefit of oOh!media (which oOh!media may waive). Completion of the acquisition is conditional on the vendor providing oOh!media with certain deliverables and therefore is not guaranteed. If the acquisition is not completed, the deposit paid on execution of the sale deed will be refunded to oOh!media and oOh!media's FY2015 earnings would exclude the forecast $0.85 million EBITDA attributed to the acquired business. To the extent that acquisitions are not successfully completed and integrated with oOh!media's existing business, the financial performance of oOh!media could be materially adversely affected. **For more information, see Section 5.2.15.**
Risk of litigation, claims and disputes	oOh!media may be subject to litigation and other claims and disputes in the course of its business, including employment disputes, contractual disputes, indemnity claims, occupational and personal claims, and claims in relation to creative content. Such litigation, claims and disputes, including the costs of settling claims and operational impacts, could materially adversely affect oOh!media's business, operating and financial performance. **For more information, see Section 5.2.16.**

1.5 Key risks

Topic	Summary
Safety risk	The installation and maintenance of advertising structures poses a safety risk to installers. There is also a risk that oOh!media's advertising structures could pose a risk to community safety in the event the structure is improperly installed or maintained, or is tampered with. Any claim relating to installer or community safety or injury could materially affect oOh!media's reputation, as well as its business, operating and financial performance. **For more information, see Section 5.2.17.**
Asset impairment risk	Changes to the carrying amounts of oOh!media's assets could have an adverse impact on the reported financial performance of oOh!media in the period that any impairment provision is recorded and could increase volatility of reported earnings in cases where there is further impairment or a reversal of impairment provisions that were recorded in previous periods. The H12014 financial statements include an asset impairment relating to the expiry of the Westfield/Scentre shopping centre internal contract and as a result of the conversion of some static signs to digital and some road assets that were impaired. **For more information, see Section 5.2.18.**
Counterparty risk	oOh!media is exposed to collection risks where the counterparty fails to fulfil its contractual obligations. For example, oOh!media is exposed to advertising agencies with which it conducts regular business on behalf of their clients. This exposes oOh!media to collection risk with agencies in circumstances where they encounter financial difficulties. **For more information, see Section 5.2.19**
Other risks	For more detail on the risks referred to above and for information on additional risks which may adversely impact the future operating and financial performance of oOh!media and the value of its Shares, see Section 5.

1.6 Directors and key Management

Topic	Summary
Who are the Directors of the Company?	• Michael Anderson, Independent Non-Executive Chairman • Brendon Cook, Chief Executive Officer • Tony Faure, Independent Non-Executive Director • Geoff Wild AM, Non-Executive Director • Darren Smorgon, Non-Executive Director • Debbie Goodin, Independent Non-Executive Director **For more information, see Section 6.1.**
Who are the key members of oOh!media's Management?	• Brendon Cook, Chief Executive Officer • Peter McClelland, Chief Operating Officer and Chief Financial Officer • Warwick Denby, Group Director, Business Strategy • Peter Whitehead, National Sales Director • Phil Eastwood, National Commercial Director of Sales • Noel Cook, Group Director, Road • Robbie Dery, Group Director, Fly • Blair Hamilford, Commercial Director Sales, Retail • Adrian Horsfall, Commercial Director Property Retail • Perry McMahon, Commercial Director Property Retail • Steve Reid, Human Resources Director **For more information, see Section 6.2.**

1.7 Significant interests of key people and related party transactions

Topic	Summary
Who are the Current Owners and what will be their interest in the Company at Completion of the Offer?	See table below.

Current Owners	oOh!media Shares held prior to the Offer (%)	oOh!media Shares held prior to the Offer (million)	Shares held at Completion of the Offer (%)	Shares held at Completion of the Offer (million)
CHAMP Funds	75.7%	48.3	32.2%	48.3[1]
WPP	20.3%	12.9	8.6%	12.9[1]
Management Shareholders[2]	4.0%	2.6	1.4%	2.1[3]
Other shareholders[2]	0.04%	0.03	0.02%	0.03
Investors in the Offer	–	–	57.8%	86.6
Total	**100.0%**	**63.8**	**100.0%**	**149.9**

1. These Shares, as well as 1.0 million shares held by certain Management Shareholders, will be subject to voluntary escrow arrangements which are described further in Section 7.7.
2. Excludes any Shares in which Management Shareholders or other shareholders may acquire an interest as part of the Offer at the Offer Price.
3. 48.9% of the Management Shares held at Completion of the Offer will be subject to voluntary escrow arrangements which are described further in Section 7.7.

Note: Shares held prior to the Offer are those held on the day before Settlement (prior to the transfer to SaleCo).

For more information, see Sections 6 and 7.

Topic	Summary
What significant benefits and interests are payable to Directors and other persons connected with the Company?	See table below.

Key people	Interest or benefit
CHAMP Funds	• Repayment of shareholder debt held in the form of exchangeable notes • Management fees in connection with the Financial Advisory Services Agreement[1]
WPP	• Repayment of shareholder debt held in the form of exchangeable notes[2] • Management fees in connection with the Financial Advisory Services Agreement[1] • Directors' fees to Geoff Wild AM
Management Shareholders	• Sale of certain Existing Shares • Consideration for cancellation of existing options • Remuneration • Entitlements under the LTI Plan and STI Plan
Non-Executive Directors	• Directors' fees
Advisers and other service providers	• Fees for services

1. For more information, see Section 9.8.
2. These exchangeable notes are held by WPP Luxembourg Gamma Five S.a.r.l.

For more information, see Sections 6, 7 and 9.

1.7 Significant interests of key people and related party transactions

Topic	Summary
Will any Shares be subject to restrictions on disposal following Completion of the Offer?	All of the Shares held at Completion of the Offer by the Escrowed Shareholders, excluding any Shares acquired by them under the Offer (if any), will be subject to voluntary escrow arrangements which prevent them from disposing their escrowed Shares for a specified period. Subject to the early release exceptions, Shares held by the Escrowed Shareholders will be escrowed until the date on which oOh!media's audited full-year results for the period ending 31 December 2015 are released to ASX. CHAMP Funds and WPP may be released early from the escrow obligations to the extent required in order to dispose of up to 25% of the escrowed Shares after both of the following conditions have been satisfied: • the half year results of the Company for the period ended 30 June 2015 have been released to ASX (Relevant Date); and • the Company VWAP for any period of 20 consecutive trading days occurring after the Relevant Date is at least 20% higher than the Offer Price. The Company VWAP in respect of any trading day prior to the Relevant Date is not relevant to determining whether the exception is available. **For more information, see Sections 6 and 7.**

1.8 Overview of the Offer

Topic	Summary
What is the Offer?	The Offer is an invitation to apply for 86.6 million Shares that will in part be issued by the Company and in part be sold by SaleCo. The Offer is expected to raise approximately $167.1 million. The Shares being offered under the Offer will represent 57.8% of the Shares on issue on Completion of the Offer. **For more information, see Section 7.**
What are the key Offer statistics?	Offer Price: $1.93 per Share Total number of Shares to be offered by the Company under the Offer: 86.1 million Total number of Shares to be offered by SaleCo under the Offer: 0.5 million Total number of Shares on issue at Completion of the Offer: 149.9 million Gross proceeds of the Offer to the Company: $166.1 million Gross proceeds of the Offer to the Selling Shareholders: $1.0 million Market capitalisation at the Offer Price[1]: $289.3 million Pro forma net debt (as at 30 June 2014): $76.3 million Enterprise Value at the Offer Price[2]: $365.5 million 1. Calculated as the total number of Shares on issue following the Offer multiplied by the Offer Price. 2. Enterprise Value is calculated as the Company's indicative market capitalisation, based on the Offer Price, plus pro forma net debt on Completion of the Offer. **For more information, see Section 7 and Key Offer statistics on page 4.**

1.8 Overview of the Offer

<table>
<tr><th>Topic</th><th>Summary</th></tr>
<tr><td>What are the key investment metrics?[15]</td><td>
<table>
<tr><td>Enterprise Value at the Offer Price/pro forma consolidated CY2014 forecast EBITDA[1]</td><td>9.1x</td></tr>
<tr><td>Enterprise Value at the Offer Price/pro forma consolidated CY2015 forecast EBITDA[1]</td><td>7.5x</td></tr>
<tr><td>Offer Price/pro forma consolidated CY2014 forecast Adjusted NPAT per Share[2]</td><td>16.5x</td></tr>
<tr><td>Offer Price/pro forma consolidated CY2015 forecast Adjusted NPAT per Share[2]</td><td>13.0x</td></tr>
<tr><td>Implied CY2015 forecast dividend yield at the Offer Price[3]</td><td>3.8%</td></tr>
</table>
1. The Enterprise Value/EBITDA multiple is calculated as the Enterprise Value divided by pro forma forecast consolidated EBITDA for the relevant period. This multiple represents a valuation metric that may enable prospective investors to assess the valuation of comparable businesses before the impact of depreciation, amortisation and different capital and taxation structures.
2. Adjusted NPAT is defined as net profit after tax before acquired amortisation (after tax) and non-cash items such as impairments. oOh!media's Management believes Adjusted NPAT is an important measure of the underlying earnings of the business due to the number of acquisitions during the historical period which has resulted in increased amortisation, which represents a non-cash charge.
3. Implied dividend yield is calculated as the implied dividend per Share based on the midpoint of the Company's target dividend payout ratio range of 40% to 60% of pro forma forecast CY2015 Adjusted NPAT, divided by the Offer Price. The payment of a dividend by the Company is at the discretion of the Board and will be a function of a number of factors, including general business conditions, the operating results and financial condition of oOh!media, future funding requirements, compliance with debt facilities, capital management initiatives, taxation considerations (including the level of franking credits available), any contractual, legal or regulatory restrictions on the payment of dividends by the Company, and any other factors the Board may consider relevant. No assurances can be given by any person, including the Directors, about the payment of any dividend and the level of franking on any such dividend. For more information on the Company's dividend policy, see Section 4.10.
For more information, see Section 7 and Key Offer statistics on page 4.</td></tr>
<tr><td>Who is the Company?</td><td>oOh!media Limited is a newly incorporated company established to be the holding company of oOh!media from the day before Settlement.
For more information, see Section 7.</td></tr>
<tr><td>Who is SaleCo?</td><td>SaleCo is a special purpose vehicle established to enable the Selling Shareholders to sell their investment in the Company on Settlement.</td></tr>
</table>

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[15] The Forecast Financial Information is based on assumptions and accounting policies set out in Section 4 and Section 11, and is subject to the key risks set out in Section 5.

1.8 Overview of the Offer

Topic | **Summary**

What is the proposed use of proceeds from the Offer?

The Offer is expected to raise gross proceeds of approximately $167.1 million. Assuming Completion of the Offer occurs on 18 December 2014, this amount, together with drawn debt of $82.1 million post Completion of the Offer and $5.0 million of existing cash on the balance sheet, will be applied as follows:

- $1.0 million will be paid to the Selling Shareholders (each of whom will have sold Shares to SaleCo)[1];
- $225.7 million will be used to repay existing debt facilities and shareholder debt;
- $15.0 million will be used to fund the payment of deferred consideration to The Ten Group Pty Limited for previous acquisitions made by oOh!media;
- $1.0 million will be used to fund the payment of cash consideration for the cancellation of certain outstanding options[1]; and
- $11.6 million will be used to pay the Offer costs and shareholder fees[2].

Sources of funds	$ million	%
Cash proceeds received from the sale of Existing Shares	1.0	0.4%
Cash proceeds received from the issue of new Shares by the Company	166.1	65.3%
Cash proceeds from the New Banking Facility	82.1	32.3%
Existing cash	5.0	2.0%
Total sources	**254.3**	**100%**

Uses of funds	$ million	%
Payment of proceeds to Selling Shareholders[1]	1.0	0.4%
Repayment of existing debt facilities and outstanding shareholder debt, and for working capital	225.7	88.8%
Payment of deferred consideration to The Ten Group Pty Limited for previous acquisitions made by oOh!media	15.0	5.9%
Payment of cash consideration for the cancellation of certain outstanding options[1]	1.0	0.4%
Payment of Offer costs and shareholder fees[2]	11.6	4.6%
Total uses	**254.3**	**100%**

1. Part of the proceeds payable to certain Selling Shareholders or their closely related parties or to optionholders will be applied in repayment of loans which certain members of management are parties to with Outdoor Media Investments Limited (OMI), pursuant to which OMI loaned them monies for the purchase of shares in connection with the Management Equity Plan.
2. Offer costs of $10.5 million and shareholder fees relating to the Financial Advisory Services Agreement of $1.1 million (including GST), as described in Section 9.8.

For more information, see Section 7.1.3.

1.8 Overview of the Offer

Topic	Summary
What will happen on Completion of the Offer?	On Completion of the Offer, the Company will issue Shares and SaleCo will sell Shares in the Company to investors under the Offer. SaleCo will acquire the Shares it sells from the Selling Shareholders prior to Completion. The Selling Shareholders will have been issued those Shares when they transferred the Group to the new holding company, oOh!media Limited shortly before the above steps take place. **For more information, see Section 7.**
Who are the issuers of the Prospectus?	The Company and SaleCo. **For more information, see Sections 7 and 9.**
Who owns oOh!media now?	oOh!media is currently owned by: • CHAMP Funds (as to 75.7%); • WPP (as to 20.3%); • Management Shareholders (as to 4.0%); and • Other shareholders (as to 0.04%). **For more information, see Section 7.1.**
Will the Shares be quoted on ASX?	Yes. The Company has applied to ASX for admission to the Official List of, and quotation of its Shares by, ASX (which is expected to be under the code 'OML'). Settlement of the Offer is conditional on ASX approving this application. If approval is not given within three months after such application is made (or any longer period permitted by law), the Offer will be withdrawn and all Application Monies received will be refunded without interest as soon as practicable in accordance with the requirements of the Corporations Act. **For more information, see Section 7.**
How is the Offer structured?	The Offer comprises: • the Broker Firm Offer, which consists of an offer to investors in Australia who are not Institutional Investors and who have received a firm allocation from their Broker; • the Priority Offer, which is open to selected Australian resident retail investors as agreed between the Company and the Joint Lead Managers; and • the Institutional Offer, which consists of an offer to Institutional Investors in Australia and certain other jurisdictions around the world. **For more information, see Section 7.**
Is the Offer underwritten?	The Offer is fully underwritten by the Joint Lead Managers. **For more information, see Section 7.6.**

1.8 Overview of the Offer

Topic	Summary
What is the allocation policy?	The allocation of Shares between the Broker Firm Offer, the Priority Offer and the Institutional Offer was determined by agreement between the Company and the Joint Lead Managers. With respect to the Broker Firm Offer, it is a matter for the Brokers how they allocate Shares among eligible retail clients. oOh!media will decide how to allocate Shares among Applicants in the Priority Offer, in consultation with the Joint Lead Managers. The Company, in consultation with the Joint Lead Managers, has absolute discretion regarding the level of scaleback and the allocation of Shares under the Offer. For further information on the Priority Offer, see Section 7.3.2. The allocation of Shares among Applicants in the Institutional Offer was determined by the Company and the Joint Lead Managers. **For more information, see Section 7.**
Is there any brokerage, commission or stamp duty payable upon Application?	No brokerage, commission or stamp duty is payable by Applicants on the acquisition of Shares under the Offer. **For more information, see Section 7.**
What are the tax implications of investing in the Shares?	The tax consequences of any investment in Shares will depend upon an investor's particular circumstances. Applicants should obtain their own tax advice prior to deciding whether to invest in the Offer. **For more information, see Sections 7 and 9.11.**
What is the minimum and maximum Application size under the Offer?	The minimum Application size under the Broker Firm Offer is $2,000 worth of Shares as directed by the Applicant's Broker. The minimum Application size under the Priority Offer is $2,000 worth of Shares. The Company and the Joint Lead Managers reserve the right to reject any Application or to allocate a lesser number of Shares than that applied for. In addition, the Company and the Joint Lead Managers reserve the right to aggregate any Applications which they believe may be multiple Applications from the same person or reject or scale back any Applications (or aggregation of Applications) in the Retail Offer which are for more than $100,000 worth of Shares. There is no maximum value of Shares that may be applied for under the Offer. **For more information, see Section 7.**
How can I apply?	Applicants under the Broker Firm Offer should follow the instructions provided by their Broker. Applicants under the Priority Offer may only apply for Shares online at www.oohmedia.com.au using the online Application Form and paying Application Monies via BPAY (no physical Application Form is needed when paying in this manner). There are instructions set out on the online Application Form to help you complete it. The Joint Lead Managers have separately advised Institutional Investors of the Application procedure under the Institutional Offer. To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable. **For more information, see Section 7.**

1.8 Overview of the Offer

Topic	Summary
When will I receive confirmation that my Application has been successful?	It is expected that initial holding statements will be mailed to successful Applicants by standard post on or about 22 December 2014. **For more information, see Section 7.**
Can the Offer be withdrawn?	The Company and SaleCo reserve the right not to proceed with the Offer at any time before the issue and transfer of Shares to successful Applicants. If the Offer does not proceed, Application Monies will be refunded. No interest will be paid on any Application Monies refunded as a result of the withdrawal of the Offer. **For more information, see Section 7.**
Where can I find out more information about this Prospectus or the Offer?	Call the oOh!media Offer Information Line on 1300 761 372 (within Australia) +61 1300 761 372 (outside Australia) between 8.30am and 5.00pm, Monday to Friday. If you are unclear in relation to any matter or are uncertain as to whether oOh!media is a suitable investment for you, you should seek professional guidance from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding whether to invest. **For more information, see Section 7.**

INDUSTRY OVERVIEW

2

2. INDUSTRY OVERVIEW

2.1 Introduction

oOh!media operates in the Australian and New Zealand Out Of Home advertising industries. This Section provides an overview of the Australian advertising industry, focusing on the Out Of Home advertising industry and relevant key trends and growth drivers.

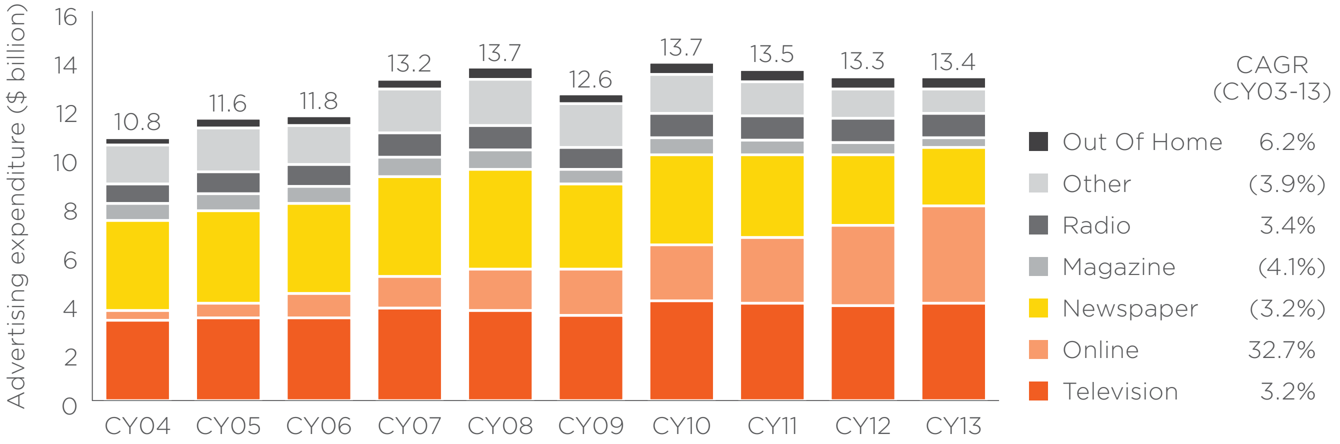
2.2 Australian advertising industry overview

The Australian advertising industry comprises six primary sectors, being free-to-air television (**FTA TV**) and subscription television (together **Television**), radio, newspapers, Out Of Home, magazines and online, and generated revenue of $13.4 billion in 2013.

Australian advertising expenditure has demonstrated growth over the last decade, having grown from $9.7 billion in 2003 to $13.4 billion in 2013 at a CAGR of 3.3%. Advertising expenditure experienced a decline in 2009 as a result of the global financial crisis, but has since rebounded.

The Out Of Home and online sectors have been the fastest growing sectors between 2009 and 2013, with growth rates well above the total industry CAGR of 1.5% over the period with CAGRs of 8.0% and 20.8% respectively.

Figure 1: Australian advertising industry expenditure



Source: CEASA. Based on net revenues

2.3 Out Of Home advertising industry overview

2.3.1 Overview

Out Of Home advertising is presented to audiences whilst they are away from the home environment. oOh!media operates in the Roadside (Billboards), Airports, Retail and Place-based segments. oOh!media does not have significant operations in the street furniture segment (e.g. bus shelters) or the transit segment (e.g. displays on buses and trams).

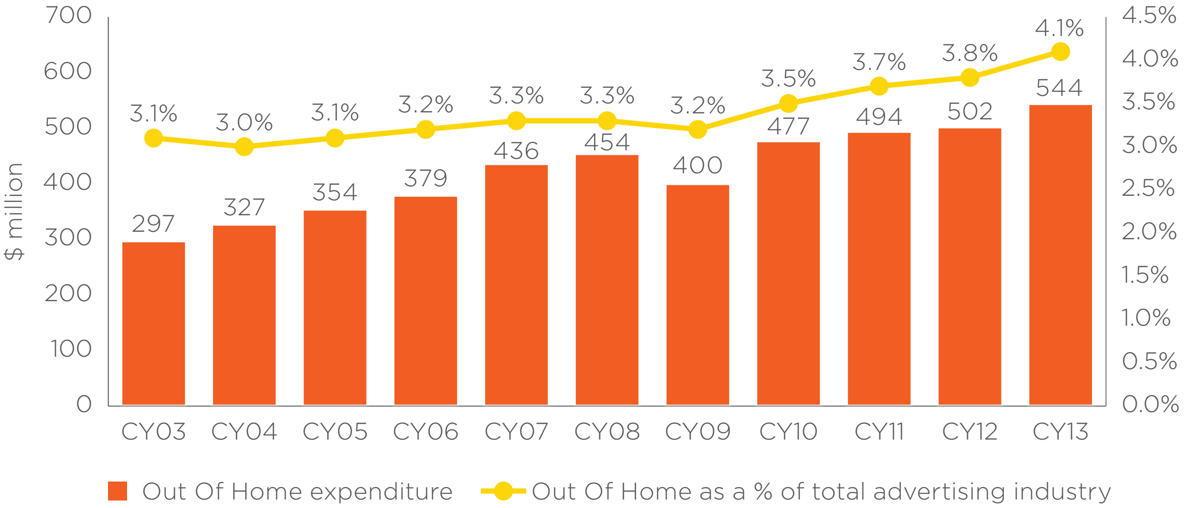
Out Of Home companies with broad and diverse advertising platforms, such as oOh!media, have the differentiated ability to both broadcast widely and capture a large audience through the use of certain media (e.g. roadside billboards), and be highly focused and address a targeted audience due to its location-based nature (e.g. outside supermarkets) which facilitates one-on-one engagement with the consumer.

2.3.2 Industry size and growth

The Out Of Home sector is the fastest growing traditional media in the advertising industry, with expenditure increasing at a CAGR of 8.0% over the four years between 2009 and 2013. This is more than triple the rate of certain traditional media sectors, such as FTA TV and radio, which grew at a CAGR of 2.6% and 2.3%, respectively.

During the 10 years between 2003 and 2013, the Out Of Home sector has grown in every period except 2009, when the sector experienced a decline in line with the broader advertising industry as a result of the global financial crisis. The sector quickly rebounded in 2010 to levels above those of 2008, demonstrating its defensive qualities and resilience, and has continued its growth trajectory over the last four years, with the sector growing at 8.3% in 2013 to reach a record level of $544 million in industry revenues.

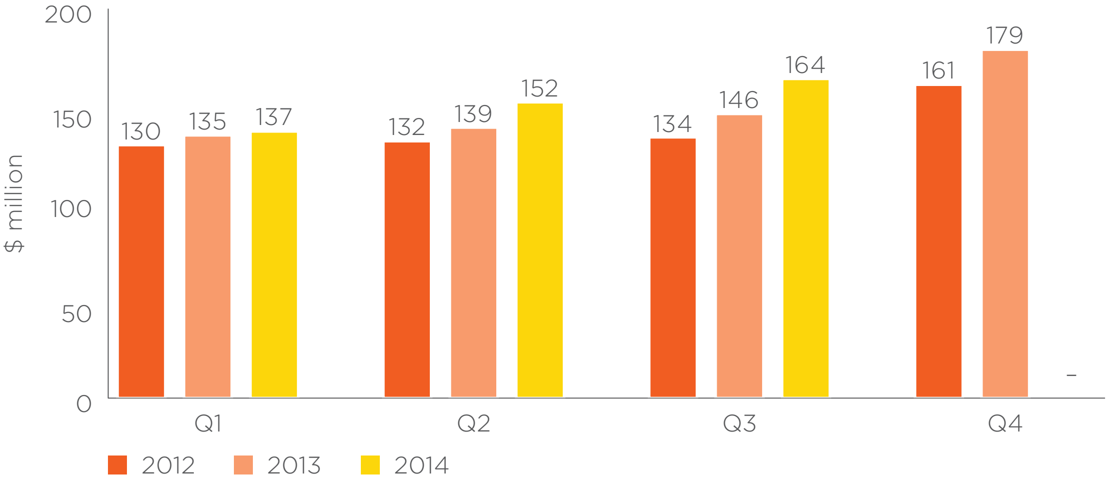
Figure 2: Australian Out Of Home expenditure and share of total advertising expenditure



Source: CEASA. Based on net revenues

Similar to the broader advertising industry, Out Of Home sector revenues are typically seasonal and fluctuate across the calendar year. Revenue is generally highest in the fourth quarter of the calendar year, mainly due to the timing of the Christmas and New Year periods. Over the last two and a half years to the June quarter of 2014, quarterly net revenue in the Out Of Home sector has increased in every quarter compared to the prior corresponding period, demonstrating the consistent growth experienced in the industry. Notably, the most recent reported quarter (second quarter 2014) grew 9% over the prior corresponding period.

Figure 3: Net revenue results by quarter (2012-YTD 2014)

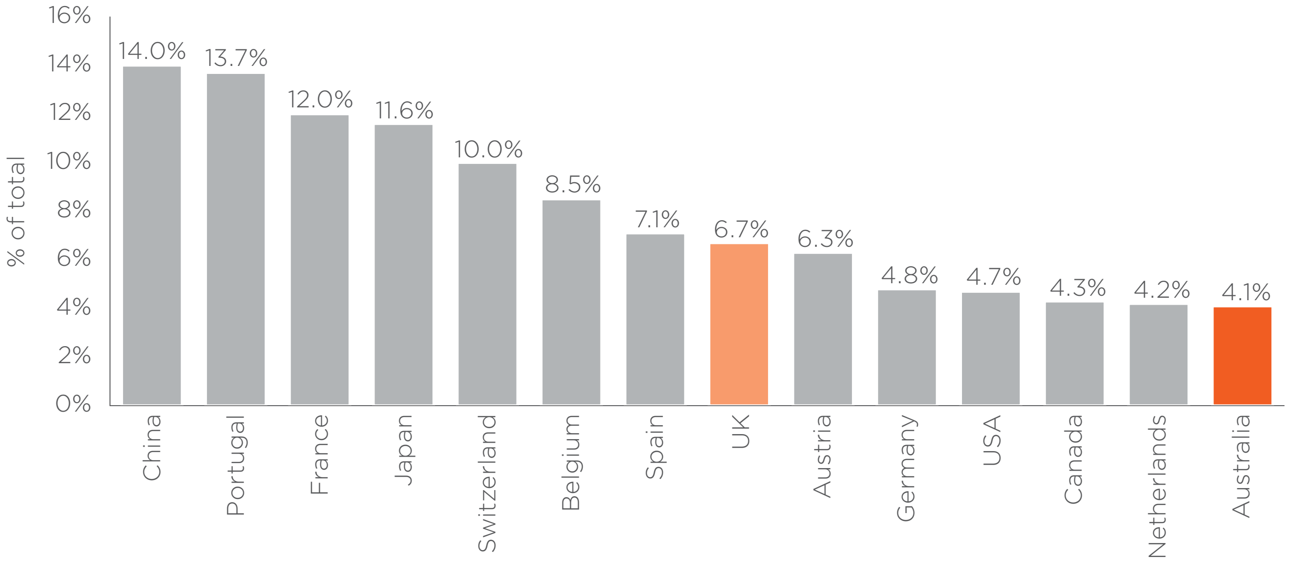


Source: OMA

Note: Figures have been adjusted from previously reported revenue to reflect changes in OMA membership. There is no fully comprehensive data source for the size and growth of the Out Of Home industry. OMA data comprises data from approximately 95% of industry participants by media sales.

As illustrated in Figure 4, Out Of Home as a proportion of total advertising expenditure in Australia has steadily increased to 4.1%. However, this share of expenditure is significantly below comparable overseas markets. For example, the Out Of Home industry in the UK represents 6.7% of total advertising expenditure.

Figure 4: Out Of Home share of total advertising expenditure



Source: ZenithOptimedia (2012)

2.3.3 Key industry segments

Table 1 below outlines the five key segments within the Out Of Home industry. oOh!media operates in all of these segments except for Transit and Roadside (Others) where it does not have a meaningful presence.

Table 1: Out Of Home advertising segments

Segment	Environment	Formats	Key participants
Retail/lifestyle	Advertising that appears in shopping centres, malls, universities, office tower foyers and other place-based environments.	• Shopping centres • Malls • Universities • Place-based media (indoor social sports centres, pharmacies, health clubs, clinics, bars and clubs, cafés, office buildings)	• oOh!media • Val Morgan • Inlink • Executive Channel
Roadside (Billboards)	Advertising that appears on the side of, or near, a road.	• Different size billboards including: – Supersites – Spectaculars – 24 Sheet	• oOh!media • APN Outdoor
Airports	Advertising that appears on the exterior or interior of airports.	• Airport externals • Airport externals (precinct) • Airport internals • Airport lounges	• oOh!media • APN Outdoor
Transit	Advertising that appears on the exterior or interior of public transportation vehicles or stations (buses, trains, trams, taxis, commuter rail, subways, platforms and terminals).	• Rail platform and concourse • Bus interchange • Bus/tram interiors	• APN Outdoor • Adshel • JCDecaux

2. Industry overview

Segment	Environment	Formats	Key participants
Roadside (Others)	Advertising that appears on the side of, or near, a footpath or exterior of public transportation vehicles.	• Street furniture • Bus/tram shelters • Kiosks • Bus/tram exteriors • Phone booths • Taxi exteriors • Free-standing panels • Mobile billboards	• Adshel • JCDecaux • APN Outdoor • Rova Media

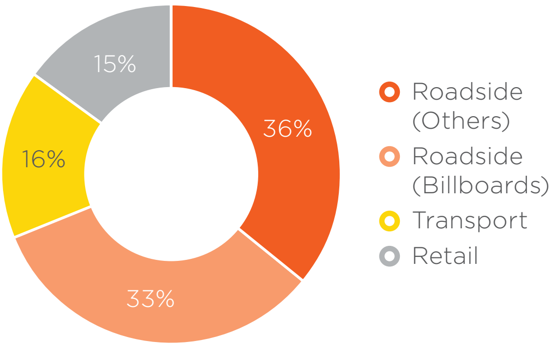
Source: OMA website, 'Using Out Of Home (OOH)' and 'Facts & Figures'

Note: 'Spectacular' represents poster displays over 50 square metres in area. These are often located on highways and generally illuminated. 'Supersite' represents large displays around 42 square metres in size.

The figures below present the split of revenues and relative revenue growth rates between these industry formats (with Airports and Transit grouped together). Notably, Retail grew by 19.1%, approximately two and half times the industry average of 7.8%.

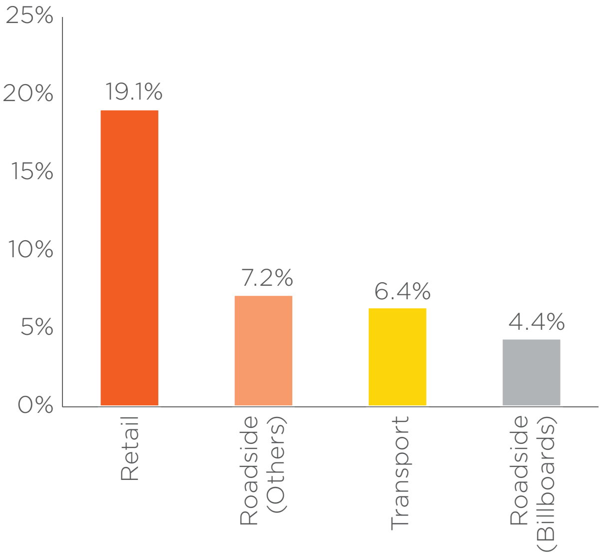
Management believes that the strong performance of Retail is driven by increasing advertiser recognition of the effectiveness of this segment, with its significant interactivity potential, high audience dwell time and close proximity to point of purchase.

Figure 5: Net revenue breakdown by industry segment (FY2014)



Source: OMA

Figure 6: Net revenue growth by industry segment (FY2014)

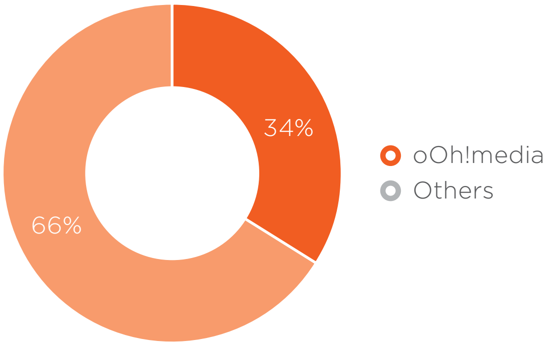


Source: OMA

2.4 Competitive landscape

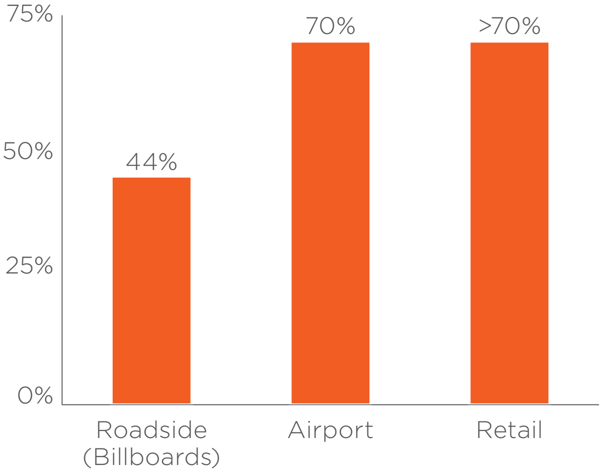
oOh!media is an industry leader in the key segments in which it operates, with an overall Australian revenue share of approximately 34%. In addition to oOh!media, the other major participants in the Australian and New Zealand Out Of Home industry include APN Outdoor, Adshel and JCDecaux.

Figure 7: Australian Out Of Home market share (FY2014)



Source: OMA

Figure 8: oOh!media's Out Of Home market share by key segment (FY2014)



Source: OMA, Management Estimates

Note: Does not include 'Roadside (Others)' and 'Transit' categories, as oOh!media does not compete in this segment. The Retail segment has been adjusted to reflect additional operators not included in OMA data.

As illustrated in Table 1 above, oOh!media has a broad product range in three of the five Out Of Home segments, while other major participants generally have high exposure to one or two product categories:

- APN Outdoor is the major competitor to oOh!media in the Roadside (Billboards) and Airports segments; and
- JCDecaux and Adshel primarily operate within the Roadside (Others) and Transit segments, where oOh!media has a minimal presence.

There exists a large number of smaller players in the Out Of Home industry, which presents numerous acquisition opportunities for the larger operators, including oOh!media.

2.5 Key industry dynamics and trends

2.5.1 Increasing audience growth and share of advertising expenditure

The Out Of Home sector is one of the fastest growing advertising mediums in Australia, resulting in Out Of Home increasing its share of total advertising industry expenditure from 3.2% in 2009 to 4.1% in 2013.

Out Of Home's above overall advertising market growth may be attributable to Out Of Home signage typically being 'unmissable' to passers-by. This is in contrast to the audience fragmentation believed to be impacting FTA TV, radio and other forms of media which can be turned off, skipped, or fast-forwarded by consumers.

The Out Of Home industry's audience measurement body, MOVE, has recorded consistent audience growth for Out Of Home since the body launched four years ago. Based on MOVE estimates, total audience numbers increased at a CAGR of 10.2%[16] over the period 2011 to 2014. Australians are now likely to see an average of 26 advertising faces each day.

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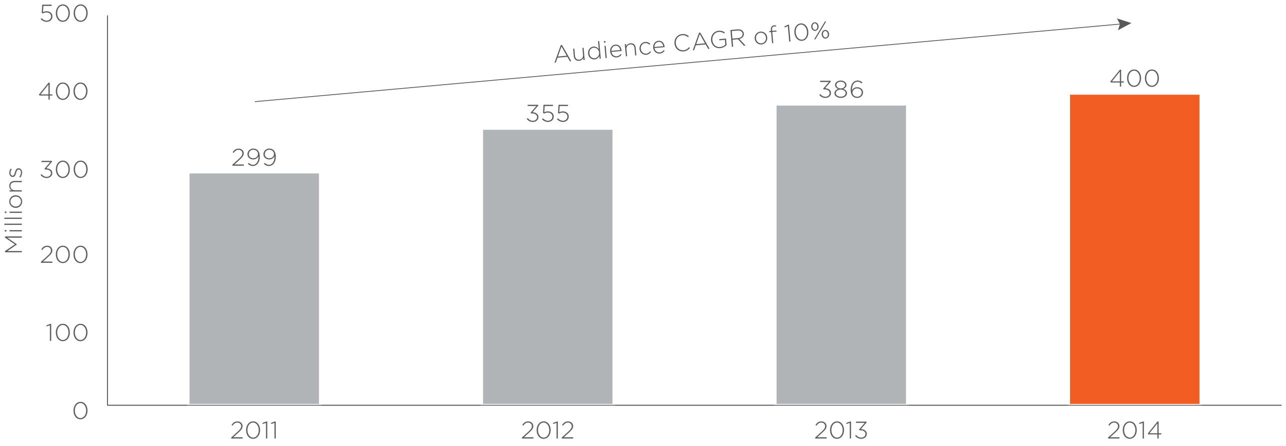
[16] Source: MOVE.

Fundamental drivers of audience growth for Out Of Home include increased urbanisation and constant growth in motor vehicle usage, as well as higher foot traffic into Out Of Home environments following significant reinvestments by landlords in sites such as shopping centres and airports.

Figure 9: Daily contacts with Out Of Home advertising faces

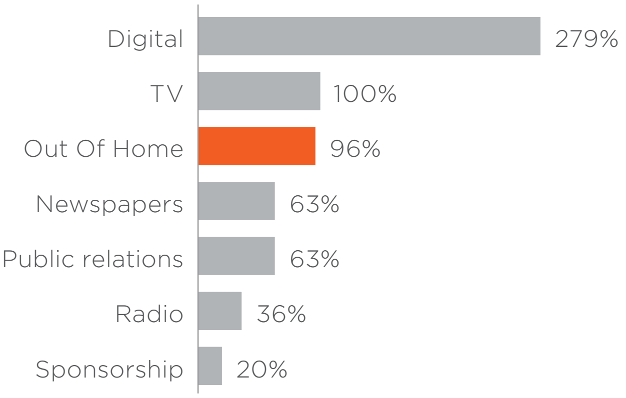


Source: MOVE data releases, 2011-2014 (as at mid-2014)

Another factor driving Out Of Home's growing share of the total advertising industry is its cost-effectiveness in reaching audiences relative to other forms of advertising. Based on a study conducted by The Leading Edge (commissioned by oOh!media) that uses TV as a benchmark for the relative ROI[17] for different forms of media, Out Of Home recorded an average ROI in line with TV and significantly higher than other media such as newspapers and radio.

The study also found that within the Out Of Home segment, the ROI of Retail was approximately double that of TV and Roadside Billboards' and Out Of Home formats' experiential ROI was also higher than that of TV. That is, ROI was relatively higher in the Out Of Home segments in which oOh!media operates.

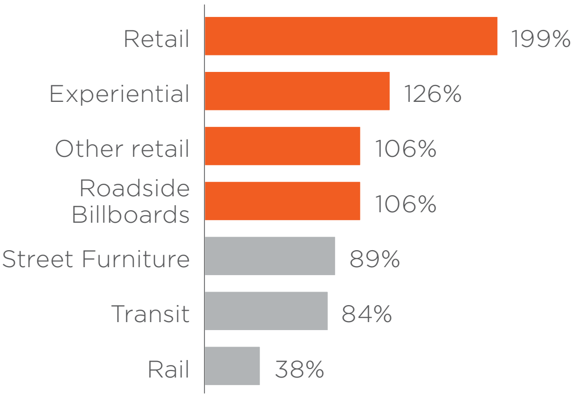
Figure 10: Out Of Home's ROI effectiveness compared to other media sectors



Source: The Leading Edge 2013

Note: TV represents the baseline ROI of 100% where $1 spent = $1 return, with other sector's ROIs presented on a relative basis to TV.

Figure 11: Out Of Home's ROI effectiveness by industry segment



Source: The Leading Edge 2013

Note: Orange denotes sectors in which oOh!media operates.

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[17] In this context, the ROI baseline would be for example if $1 spent on a particular form of media equals a $1 return.

2.5.2 Evolution of digital technologies is driving new revenue opportunities

The Out Of Home sector stands to benefit from the adoption of digital technologies. Digital technologies present numerous industry revenue opportunities for operators with extensive digital capabilities, including:

- **Increased yield:** Greater yield from highly-trafficked sites with digital technology allowing for multiple advertisers per minute, time-of-day advertising and contextual advertising opportunities;
- **Increased addressable market:** Increased ability to access time-sensitive advertising spend such as 'sale' or 'limited time' offers that were previously inaccessible to static Out Of Home signage (e.g. retailers holding short-term sales promotions);
- **Customer growth:** The potential to attract additional business from both new and existing customers;
- **Advanced measurement and tracking:** Interactive digital campaigns further enhance the ability of Out Of Home operators to collect data about end customers (on an anonymous basis) and gain a deeper understanding of their background and habits in order to develop better methods for targeting and engaging with them, giving advertisers greater clarity on their ROI; and
- **Increased engagement and interactivity:** Digital advertising networks in the right environments also provide advertisers with additional engagement opportunities including interactive touch screens and mobile integration. This allows advertisers to customise their messages to a specific location, time of day, or special event. Digital innovation using Wi-Fi, QR Codes, NFC, mobile technology, special builds, and motion and gesture recognition have allowed for sites to offer instant retail transactions, free product trials and other consumer experiences such as playing a game or using their portable device to upload content to and from a digital panel.

There are several favourable industry trends driving digital growth, including declining display installation costs, improved digital technology and efficiencies (for example, the use of cost-effective light-emitting diodes or improved software for creating, deploying and scheduling ads), better audience measurement and a generally more supportive regulatory environment.

Figure 12 illustrates Management's characterisation of the potential evolution of digital technology in Out Of Home, with current adoption of digital technologies being the first step towards a more advanced future for digital technology which incorporates increased interactivity with consumers, rapid content delivery allowing for increased contextual advertising and real-time bidding, increased data and insights back to advertisers and increased site yield from an increased ability to generate premium revenues.

Figure 12: Evolution of digital technology in Out Of Home

Static	Current digital technology	Future digital technology
• One ad per face • Two and four week advertising booking cycles • Revenue consistent per face	• Multiple ads per face • Flexible booking periods, content can be refreshed • Increased yield from static site, consistent revenue per face	• Multiple ads per face, more interactivity with consumers • Rapid content delivery allows contextual advertising and real-time bidding • Provide data and insights back to advertisers • Increased yield from digital technology due to context premium and variable revenue per face • Increased integration with social, mobile and online environments

2.5.3 Development of new products and sub-segments

The Out Of Home sector has a history of developing new products and formats. Recently, this has included place-based advertising in cafés, universities, bars and sporting venues, as well as at special events. These innovative segments are typically located in areas with higher dwell time, and have the ability to facilitate better consumer targeting, often allowing advertisers to target niche audiences, employ audience measurement and interactive campaigns, and extend Out Of Home advertising into mobile and online environments.

Figure 13: Interactive recipe campaign, Meat and Livestock Australia

2.5.4 Emergence of audience measurement technologies

Some overseas markets have seen Out Of Home benefit from technology that accurately measures audiences and customer engagement. Following the introduction of the POSTAR (now ROUTE) measurement system[18], the UK saw significant increased share of advertising expenditure toward the Out Of Home sector, which currently accounts for 6.7% of total advertising expenditure in the UK, compared to 4.1% in Australia.

MOVE is Australia's first national Out Of Home audience measurement system. It measures approximately 67,000 of the 76,000 Out Of Home advertising faces. The emergence of audience measurement systems, such as MOVE, can be expected to deliver benefits to the Out Of Home sector over time as advertisers harness their ability to better target advertisements to specific locations and demographics, and at particular times.

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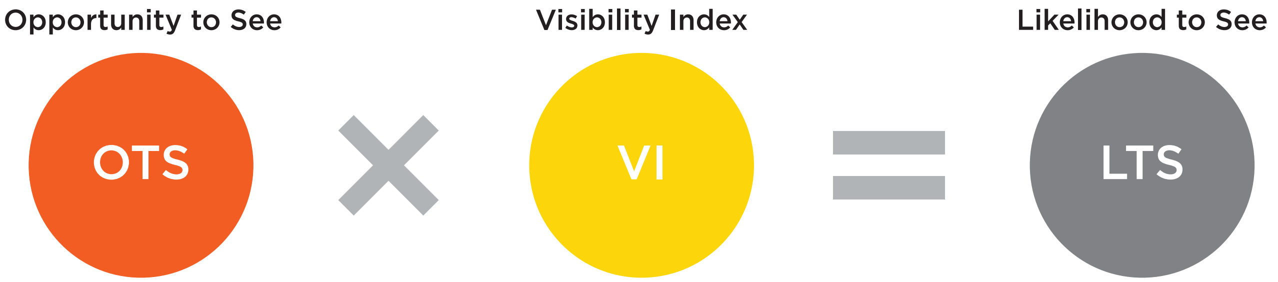
[18] Route produces audience estimates for Out Of Home advertising and the data published tells subscribers how many people see an advertising campaign as well as how often they do so. The audience can be broken down in many typologies including age, class, lifestyle, shopping habits and so on. The information is used as the currency for planning, trading and evaluating advertising investment in the medium.

Figure 14: MOVE audience measurement system



- Opportunity to See for a sign centres around trip distance and frequency factors

- The Visibility Index for a sign if derived from factors based on the sign as well as audience and environment factors
- The measure centres around the visibility of the sign, the height, angle and illumination among many other factors

- Likelihood to See is derived by applying a Visibility Index to the Opportunity to See for each outdoor advertising face

Source: MOVE, Likelihood to See

In addition, audience measurement tools provide standardised metrics that enable advertisers to better compare and assess the performance of Out Of Home advertising spend and justify its value proposition. Management believes the provision of consistent and reliable audience measurement metrics which are comparable to those used by other media formats will increase the share of Out Of Home advertising by media agencies that are increasingly relying upon analytical models to design marketing campaigns.

2.6 Landlord relationships

Out Of Home operators typically:

- own the physical billboard or display structure on which they display advertising;
- hold the legal permits to display advertising on these structures;
- lease/license the underlying property, typically from five to 20 years in the Roadside-Billboards segment, and usually hold renewal options; and
- represent owners of sites.

A large proportion of leases/licences are confidentially negotiated between landowners and Out Of Home advertising providers. In oOh!media’s experience, many of these are typically not put out to tender ahead of renewal. In regional Australia, leases/licences are typically individually negotiated and therefore less susceptible to competitive tenders.

2.7 Regulatory framework

Regulation in Out Of Home is focused on site ownership, development approvals, regulations around allowable advertising structures, and rules around the appropriateness of content displayed.

2.7.1 Development approval for new sites

2.7.1.1 Roadside locations

The approval process for a new outdoor advertising site in roadside locations is regulated by various levels of government and government agencies, with location, aesthetic and environmental impact, road safety, heritage and content requirements being major variables during the planning of and approval for, a new site.

Typically, it can take many years to secure approvals, however, once approved, permits are typically issued in most states on a perpetual basis and further protected by ‘Existing Use Rights’ legislation, however in Australia, some Local Government areas limit approvals before re-application to a maximum of 15 years. This new site approval process and ongoing permits act to somewhat entrench the incumbent site operator.

Out Of Home operators typically hold multi-year contracts with local councils, state and federal governments and transit operators for the exclusive right to display advertising on their properties.

Out Of Home operators and third-party contractors that manage the installations of new sites and advertising displays on large format billboards are required to comply with specific Workers Health and Safety regulations.

2.7.1.2 Other locations

Site placement in internal environments such as airports, shopping centres, supermarkets, and place-based segments (e.g. cafés, universities, pubs, indoor social sports centres) is purely by agreement with the property owners, with generally no council permits required.

2.7.2 Content regulation

The outdoor advertising industry self-regulates through the Outdoor Media Association (which represents the major industry players) and the Advertising Standards Board. As a result, outdoor advertising companies bear responsibility for ensuring that the content they place on their billboards complies with law.

The regulation of advertising content in Australia is managed by the Advertising Standards Bureau, which administers the Australian Association of National Advertisers Code of Ethics and various other codes.

3 COMPANY OVERVIEW

3. COMPANY OVERVIEW

3.1 Overview

Having operated for over 20 years, oOh!media is Australia's #1 Out Of Home media company, as evidenced by:

- #1 overall with the leading 34% market share by revenue;
- #1 position in Road division by number of sites;
- #1 position in Retail division with greater than 70% market share by revenue;
- #1 position in Fly division with approximately 70% market share by revenue; and
- #1 position in Place by number of signs.

oOh!media operates a diverse Out Of Home site portfolio with a national presence spanning:

- major metropolitan and regional areas in Australia and New Zealand;
- over 26,400 Active Faces across approximately 18,600 static and digital signs[19];
- a network of over 1,700 digital signs with a leading national audience reach; and
- a Tap or Scan Mobile Interactive Network of over 6,500 signs.

oOh!media's portfolio provides advertisers with access to one of the largest and most diverse Out Of Home audience bases in Australia. This gives advertisers the ability to serve their various marketing objectives through a multitude of advertising solutions provided by oOh!media. These solutions range from the ability to launch brand-building campaigns targeted at mass audiences on oOh!media's national Road billboard portfolio to the launch of action-inducing campaigns targeted at audiences based on specific locations and demographics in high dwell time Retail, Fly and Place environments.

oOh!media is organised into four operating divisions based on product category depicted in the table below. oOh!media also provides complementary services such as campaign production, campaign management, creative and digital services and experiential advertising.

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[19] As at 31 August 2014.

3. Company overview

Table 2: Overview of key operating divisions

Divisions	oOh! Road	oOh! Retail	oOh! Fly	oOh! Place
Description	National provider of large format billboards in Australia. Located in major regional and metropolitan areas.	Retail signs located in shopping centres across all states of Australia. Relationships with every major shopping centre owner.	Coverage across all domestic airport terminals in Australia. Exclusive media provider to Qantas Lounge. Leading integrated Wi-Fi site network.	Industry leader in cafés, bars, universities and indoor social sports centres. Websites include student-focused Hijacked.com.au.
Industry segments	Roadside – Billboards	Retail	Transport	Niche, targeted segments
Industry position[20] and revenue share	**No. 1** 44% share in Roadside (Billboards) segment	**No. 1** >70% share in Retail segment	**No. 1** 70% share in Airports segment	**No. 1** Leading audience presence in each of its key environments
Total Active Faces	4,221	14,018	2,027	6,201
Digital Active Faces	41	3,186	1,144	5,182
Pro forma revenue (CY2014F)[21]	$102 million	$91 million	$47 million	$9 million
Pro forma digital revenue percentage (CY2014F)	1%	24%	56%	65%
Site examples				

3.1.1 Company history

Founded in 1989 originally as a site representation business by current CEO, Brendon Cook, oOh!media is now an established leader in the Australian Out Of Home advertising industry by revenue share. oOh!media has successfully grown through organic and geographic expansion along with the successful integration of strategic acquisitions.

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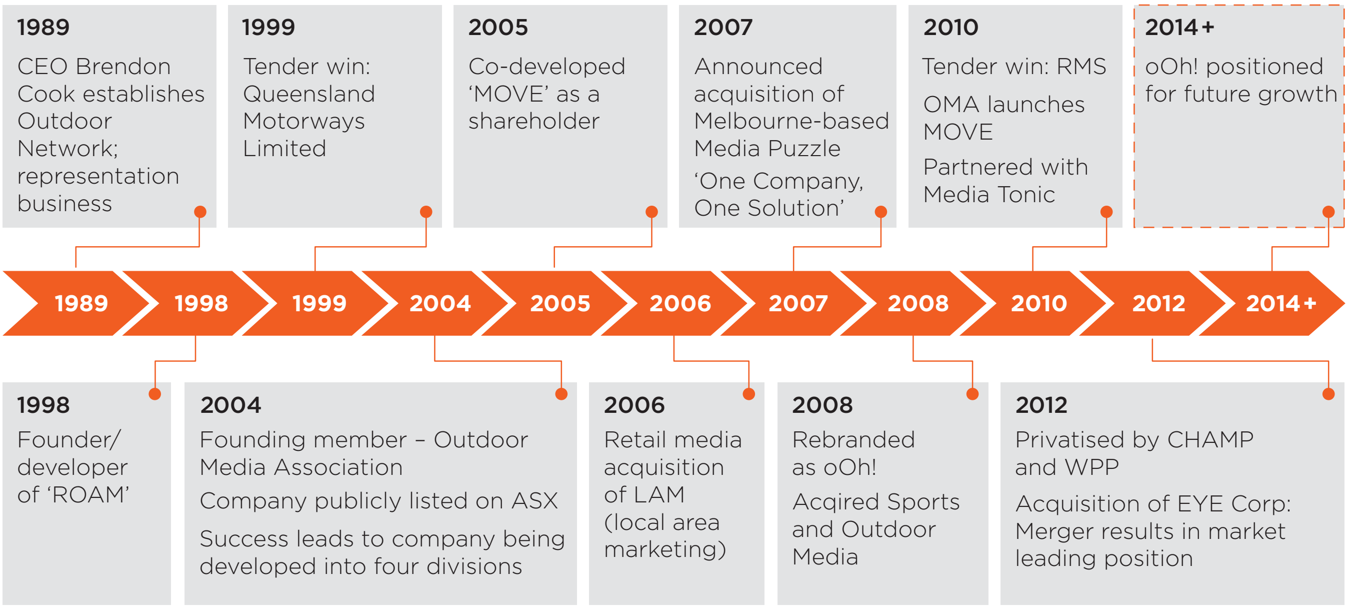
[20] Market leadership in Road based on number of signs and metropolitan and regional coverage.

[21] Excludes revenue from New Zealand.

Figure 15: Select company history



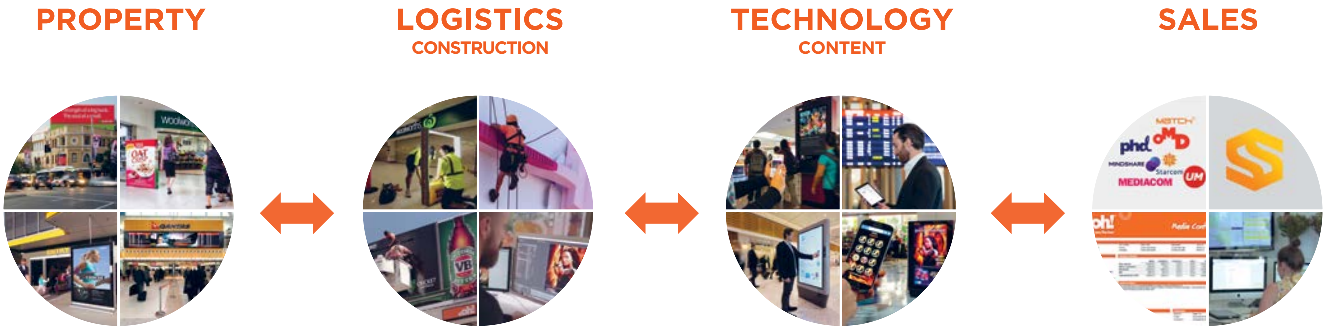
3.1.2 Operating model

oOh!media is a modern Out Of Home media company that operates an integrated business model incorporating four integrated functions:

- **Property:** oOh!media has a dedicated commercial team that is responsible for property management across oOh!media's site portfolio, including the development of strategic network plans, negotiation of leases and licences, landlord relationship management, and management of regulatory issues;
- **Logistics:** oOh!media has a dedicated asset team that is responsible for managing the logistics of developing and commissioning sites and for the ongoing operation and maintenance of the site portfolio including installing new advertising displays;
- **Technology:** oOh!media has an in-house innovation and technology development capability. Examples of oOh!media's innovative solutions include its Tap or Scan Mobile Interactive Network, touch screen and gesture controlled capabilities, interactive dispenser panels, advertising on free Wi-Fi networks, data collection and analytics, and smartphone takeover-the-display-screen technology. oOh!media's technology team also develops extensive new media digital capabilities including oOh!media's proprietary ARGYLE digital content management and publishing platform; and
- **Sales:** oOh!media operates a leading national sales platform. In addition, oOh!media maintains three functional support teams – Research and Insights, Client Solutions and Sales Strategy, and Business and Product Development, which is discussed further in Section 3.5.1.1.

These functional divisions are supported by a centralised shared services team that includes finance, legal, human resources, information technology, operations and asset management.

Figure 16: oOh!media's operating model



3.1.3 Employees

oOh!media employs approximately 240 full-time equivalent employees. oOh!media recognises that its ability to attract, develop and retain personnel is important to the growth of the business. The scale of oOh!media's business provides wide ranging career opportunities for team members and further supports oOh!media's ability to continue to attract and retain the best talent available. oOh!media is an equal opportunity employer and actively implements measures to minimise the risk of discrimination and harassment occurring in the workplace.

3.2 Operating divisions

3.2.1 Overview

oOh!media is organised into four product divisions based on product category:

- Road (large format roadside billboards);
- Retail (sites located in retail precincts such as shopping centres);
- Fly (sites located in airports); and
- Place (newly developed locations such as cafés, pubs, universities and social sporting venues).

3.2.2 Road

oOh!media is a national provider of large format roadside billboards in Australia, with around 3,000 regional and around 1,000 metropolitan sites.

Key highlights of oOh!media's Road division include:

- #1 in large format media for both metropolitan and regional areas, with the most sites and a 44% revenue market share;
- Large format billboards located in every major regional and metropolitan area in Australia, with coverage of a very substantial portion of key arterial roads across the five major metropolitan areas. This results in oOh!media reaching the vast majority of the adult population of Australia's top five metropolitan cities every month;
- unparalleled regional presence, with oOh!media accounting for the vast majority of regional roadside billboards in Australia; and
- a leading metropolitan presence, with oOh!media accounting for a significant proportion of metropolitan roadside billboard inventory in Australia.

Figure 17: oOh!media ANZAC Bridge site

oOh!media's national presence provides four particular strategic advantages which Management believes collectively position oOh!media to be an industry leader in the Road segment into the future:

- Advertisers who utilise national advertising campaigns (e.g. Optus, Telstra and Lion Nathan) to take advantage of oOh!media's metropolitan and regional billboard network;
- oOh!media's sound competitive position is premised on the long and complex regulatory approval processes, scarcity of sites and landlord diversity, which make it relatively difficult for new entrants to develop substantial national scale in the industry;
- Typically, lease/licence arrangements for owned regional billboards[22] are with individual, private owners who benefit from maintaining lease/licence arrangements with oOh!media, given that oOh!media already has the industry leading regional billboard presence; and
- Typically, leases/licences are set for an initial term of five to 10 years with renewal options for another five or more years. As at August 2014, the Road division (excluding represented sites) had an average initial lease/licence term of 10 years and 61% of the portfolio was due to mature post CY2018.

Management believes that Road will continue to grow organically as it continues to attract new advertisers through its 'unmissable' media offering and ability to broadcast national brands to mass audiences with high passing traffic flows.

oOh!media's Road division currently operates six large format digital roadside signs installed in roadside locations alongside airport and retail precincts. As part of the next phase of its digital strategy, oOh!media has, or is in the process of, gaining approval for the digitisation of a further 15 to 20 large format sites, which are expected to be completed during CY2015.

oOh!media sees the digital conversion of large format sites across its Road site portfolio as a key driver of revenue growth and margin expansion, and has plans to digitise approximately 50 sites over the next three years. There are further opportunities to expand beyond this and into second tier sites as capital costs decline and long-term reliability of digital signs increases.

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[22] oOh!media's Road division consists of owned and represented sites. Owned sites are those where oOh!media holds the master lease/licences to the site and generally owns the physical infrastructure. Represented sites are those where oOh!media acts as the sales representative on behalf of the party that either owns the site or holds the master lease/licences.

Road case study:

Mosman Overbridge (NSW)

Proposition:

- The Mosman location is positioned on the heavily-trafficked Spit Road, a major road providing access to and from Sydney's Northern Beaches and the CBD.
- The location offers long dwell time and exposure to attractive demographics, including a large proportion of professionals.

Implementation:

- Management believes premium locations such as Mosman Overbridge offer strategic opportunities to be integrated into campaigns running across oOh!media's other divisions in airports, shopping centres and on digital screens.
- The site represents an investment of over $2.5 million by oOh!media, after the Company spent over five years working with the local council, residents and the shopping centre owners to make the project a reality.

Outcome:

- The Mosman location is a key offering in oOh!media's market leading roadside billboard portfolio and delivers a highly sought after audience on a heavily trafficked road.
- The site's location at Spit Junction capitalises on the large traffic volume and one face is capable of delivering more than 2 million contacts over a 28 day period.

oOh!media Mosman Overbridge site

3.2.3 Retail

oOh!media's Retail division offers Out Of Home advertising solutions in retail precincts in major shopping centres and supermarkets, throughout major metropolitan and regional areas in Australia.

Key highlights of oOh!media's Retail division include:

- #1 in the Retail segment with market share of over 70% by revenue in FY2014;
- a portfolio with 10,832 static Active Faces and 3,186 digital Active Faces;
- the rights to provide Out Of Home advertising in over 500 individual shopping centres with contractual arrangements with every major shopping centre owner in Australia (e.g. Stockland, Federation Centres, AMP, Colonial and Westfield/Scentre);
- a presence outside approximately 800 supermarkets in Australia, providing advertisers potential access to over 14 million shopper visits per fortnight with a high frequency of engagement on a consumer's 'path to purchase'; and
- a diversity of options for advertisers with retail sites strategically placed around shopping centre entry and exit points and near supermarket, key store and traffic precincts. For example, a credit card company advertiser may prefer entrances to shopping centres whereas a telecommunications company advertiser may prefer closer proximity to phone shops and an FMCG advertiser may prefer to advertise directly outside supermarkets.

Figure 18: oOh!media Retail site outside Coles shopping centre

oOh!media's Retail growth strategy is focused on the continued digitisation of Retail environments, including strengthening the coverage of digital signage near supermarkets, as well as developing a network of digital internal and external large panels across some of Australia's largest shopping centres. This strategy is expected to enable oOh!media to enhance its industry leading position in the Retail category, grow revenue and improve margins by adding an increased number of high-quality digital signs.

The ability for oOh!media to offer its digital platform in Retail environments provides advertisers with new creative capabilities such as full motion imagery, touch screen technology and motion sensors. In addition, digital signage in Retail presents advertisers with a range of new flexible buying options such as:

- day-part advertising (e.g. an FMCG brand may choose to advertise breakfast cereal in the morning);
- specific advertising on a particular day of the week (e.g. a major retailer may advertise a '2 day only' discount sale on Friday); and
- digital 'dominations' (e.g. a car manufacturer taking over a major part of the Macquarie Centre for the launch of a new vehicle model).

Management believes that as it continues to invest in the digital conversion of its Retail portfolio, it is well placed to win revenue share from the Roadside (Others) and Transit segments which oOh!media does not operate within, as well as targeting advertisers in FTA TV, online and newspapers.

In addition, the shopping centre industry is currently investing billions of dollars in the development and refurbishment of new and existing centres across its portfolios to enhance the shopping experience for consumers. Part of this investment is aimed at attracting popular domestic and international retail brands to its centres, investing in innovative formats and concepts (e.g. Wi-Fi, apps, loyalty programs), as well as developing new dining and entertainment precincts to increase consumer traffic. Through its industry leading position in the Retail segment, oOh!media is well positioned to act as the media partner with shopping centre owners to maximise the ROI of their retail environments by generating additional revenue from Out Of Home advertising solutions.

3.2.4 Fly

oOh!media is the #1 provider of airport advertising in Australia, with a presence in all major metropolitan cities and the largest coverage across domestic metropolitan and regional terminals in Australia.

Key highlights of oOh!media's Fly division include:

- #1 in the Airport segment, with an approximate 70% market share by revenue;
- Airports represent attractive environments to advertisers as high audience dwell times provide advertisers with the ability to target both premium business and leisure travelers;
- oOh!media has over 2,000 Active Faces across 10 airports in Australia. These provided advertisers with access to over 100 million passenger movements through such airports in 2013; and
- recent launch of QView, oOh!media's new premium Qantas Lounge offering, which delivers advertising solutions in all key domestic Qantas Club, Business Lounge and Chairman's Lounges around Australia which received over 8 million visits in 2013. Some features of QView include:
  - over 500 additional Active Faces that have been live from July 2014, as well as digital conversion and addition of new sites at Melbourne, Brisbane, Adelaide, Canberra and Perth airports;
  - an integral platform of digital screens with Wi-Fi and mobile interconnectivity;
  - integrated advertising with news, sport and weather content, flight information and online news services; and
  - improved ability for advertisers to target the business traveller demographic and facilitate one-on-one interaction and improved data gathering capabilities.

The growth initiatives for Fly are centred on capitalising on the significant digital investment recently undertaken in all of the metropolitan airports to drive revenue and optimise yield.

Retail case study:

Emporium Melbourne

Proposition:

- In March 2014, oOh!media won the exclusive advertising rights to the CFS Retail Property Trust Group's newest shopping centre, Emporium Melbourne – home to over 48,000 square metres of retail space in the Melbourne CBD.
- Emporium Melbourne is an iconic retail location, originally opened in 1911 as the Myer Emporium.
- The centre extends the long term relationship between oOh!media and CFS Retail Property Trust Group and has provided a platform to showcase innovative digital technology and consumer interactivity in both internal and external environments.

Implementation:

- oOh!media's digital offering at Emporium Melbourne provides advertisers access to the largest external digital sign in Australia with full motion animation capability and more than 30 digital advertising panels centre wide with a number capable of full mobile interactivity, plus Wi-Fi connectivity and other digital and experiential opportunities.

Outcome:

- The exclusive arrangement with Emporium Melbourne has allowed oOh!media to engage with a large number of shoppers' during their visit – by utilizing large external digital sites that aim to entice traffic into the centre, reactive digital panels and experiential opportunities inside the centre.
- Emporium Melbourne has had over 5 million customer visits since opening in April 2014.

Emporium Melbourne

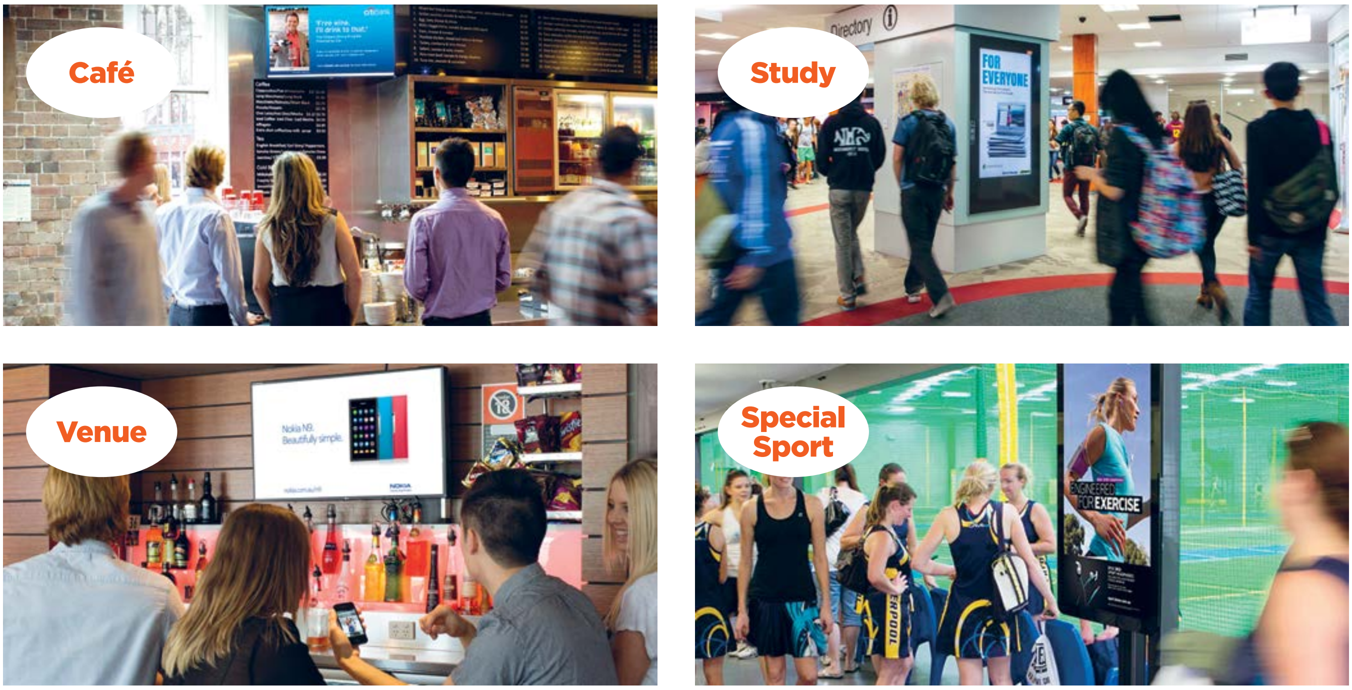
3.2.5 Place

Place-based assets reside in environments that offer high dwell times and high audience engagement. oOh!media's Place division consists of a network of over 6,200 Active Faces and a range of innovative offerings in newly developed locations including:

- **Café:** 375 cafés nationally in prime CBD locations with digital screens targeted at 25-54 year old professionals;
- **Study:** 78 tertiary and university campus locations containing over 100 digital and over 200 static screens targeted at 18-24 year old students;
- **Venue:** Over 350 venues nationally, such as pubs and bars containing over 400 screens targeted at 18-39 year olds;
- **Social Sport:** Over 70 social sports centres nationally containing over 60 digital signs and 130 large format and smaller screens targeted at active 18-39 year olds; and
- **Health:** Over 60 medical centres nationally with over 175 digital signs.

There is significant potential for future growth in the Place division through further expansion into new environments and through innovation. For example, oOh!media recently launched its 'Hijacked' product, one of Australia's first integrated online, social and digital Out Of Home content platforms in the relatively hard to reach tertiary education sector in its sites within university campuses across Australia. Hijacked's platform represents a national digital campus where tertiary students can 'hangout' and discuss news, views and pop culture on campus, at home or when they are out and about.

Figure 19: Select Place networks



Fly case study:

Qantas Lounge QView

Proposition:

- Qantas approached oOh!media to deliver an end-to-end solution that took tailored content and distributed it to Qantas Club members around Australia through not only digital signs, but also tablet and mobile phone devices.
- oOh!media's digital solution, known as QView, delivers advertisers the opportunity to reach and engage with a highly sought after audience of millions of Qantas passengers each year.

Implementation:

- Digital screens have been custom built and placed in unmissable viewing locations across key domestic Qantas airport lounges.
- QView delivers news, sport, weather and bespoke content across a digital screen network, through sophisticated technology, including real-time boarding notifications to customers' devices using the complimentary Wi-Fi in the lounges.
- The viewing selections across customers' personal devices shape the content displayed on the digital screens in each individual lounge, reflecting the preferences and trends of customers at any given time.

Outcome:

- By integrating this offering with personalised flight information, including up-to-the-minute boarding times, walking time to their boarding gate and weather at the destination, Qantas travelers are able to find a variety of information in one place.
- For brands, QView offers an opportunity to reach and engage millions of frequent flyers in a long dwell time environment.

Qantas Lounge QView

3.3 Digital platform and strategy

3.3.1 Digital strategy overview

The Out Of Home sector stands to benefit from the further implementation of digital technologies. As an example, digital signage can deliver increased revenue opportunities relative to static signage as it provides for multiple advertisers on premium sites, the ability to drive yield through time-of-day and contextual advertising (such as based on the weather), and the ability to incorporate more advanced touch screen, mobile, online and social media interactivity.

oOh!media's Management recognised this potential early, and identified an effective digital strategy to encompass an integrated digital platform with physical digital signage infrastructure as well as extensive new media digital capabilities.

Over the past several years oOh!media has developed and implemented the first phase of its digital strategy including investing in:

- over 1,700 digital signs (including 900 digital panels in Retail and Fly locations);
- Tap or Scan Mobile Interactive Network of over 6,500 signs enabled with QR Code and NFC technology;
- new media digital capabilities including oOh!media's proprietary ARGYLE digital content management and publishing platform, which provides the ability to schedule and publish digital content out to digital screens or internet-connected devices (smartphones, tablets and laptops) in real time. ARGYLE fulfills the demand for real-time messaging, rapid campaign launches and location-based geo-targeting through digital signs;
- in-house digital creative design teams, third-party content sourcing and aggregation relationships, and in-house digital publishing capabilities; and
- the development and launch of Hijacked, QView and Online Sport portals.

Figure 20: oOh!media digital screens networks

Six road side digital screens and growing

Over 600 digital screens in retail environments

Over 200 internal fly panels

360 Café Screens

Over 100 sports screens nationally

Over 200 venue screens nationally

Over 100 university screens nationally

Over 60 medical centres nationally with over 175 digital signs

oOh!media's digital strategy is underpinned by five key pillars:

- Progressively digitise oOh!media's existing asset base;
- Leverage digital faces to drive higher yields;
- Leverage digital capabilities to deliver better audience engagement and execution;
- Extend advertising reach and interactions in oOh!media's environments through mobile devices, online capabilities and ad serving; and
- Leverage big data opportunities for better audience targeting, measurement and ROI.

Management believes its integrated digital solutions are highly attractive to its customers because they:

- allow for the development of more visually engaging and effective campaigns;
- provide flexibility to target mass or specific audiences by time of day, location or other factors;
- enable rapid content delivery and the ability to quickly launch new or change existing campaigns;
- present new engagement opportunities with interactive touch screens, gesture recognition and mobile interactivity and online; and
- enable big data opportunities, such as providing advertisers with more sophisticated audience targeting capabilities, the ability to measure real-time audience engagement and specific campaign return on investment information.

3.3.2 Digital performance and outlook

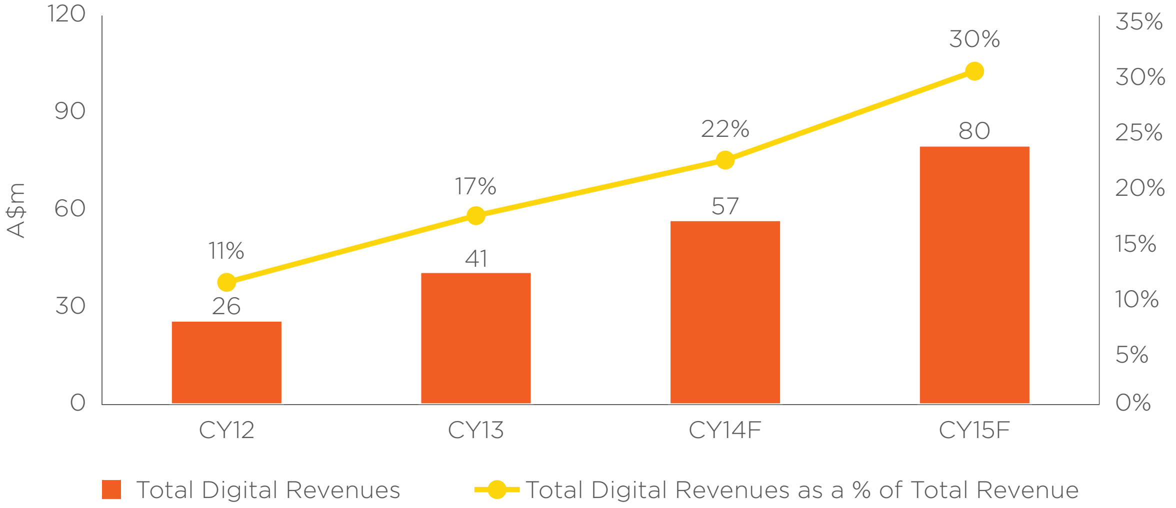
The success of oOh!media's digital strategy is demonstrated in the fact it generates more than double the digital revenue of its nearest competitor, having achieved approximately 50% CAGR growth in digital revenue over the last three years.

This digital growth is forecast to continue with revenue generated by digital assets expected to increase from 22% in CY2014F to 30% of total Group revenue in CY2015 (and significantly higher over the next three to five years).

oOh!media's digital strategy to date has focused on Retail, Fly and Place environments, given the close proximity to the consumers' point of purchase, as well as the quicker regulatory approval process and cheaper cost of digital panels for internal environments.

The next phase of oOh!media's digital strategy seeks to digitise marquee large format roadside billboards, as well as further digitisation in retail, airports and place-based environments. oOh!media's next phase of its digital growth strategy is expected to increase digital revenue by 40% from $57 million in CY2014F to $80 million in CY2015F. This increase would result in digital revenue as a percentage of total Group sales revenue growing from 22% in CY2014 to 30% in CY2015.

Figure 21: Digital revenue and digital revenue as a percentage of Group revenue (CY2012-CY2015F)



3.3.3 Innovation and interactivity

oOh!media is a leader in utilising technology to increase the effectiveness and yield of advertising campaigns. Examples include its Tap or Scan Mobile Interactive Network, touch screen and gesture controlled capabilities, interactive dispenser panels, advertising on Wi-Fi networks, data collection and analytics, and smartphone takeover-the-display-screen technology. These capabilities are accompanied by management and reporting systems to provide advertisers with visibility of consumer engagement levels with their interactive campaigns.

oOh!media has a track record of integrating physical signs with mobile, social and online solutions. Recent initiatives include:

- **QView – Qantas Business Lounges:** QView comprises digital display screens with full flight information, news content, weather and advertising. The experience is extended onto any mobile device connected to Qantas Lounge Wi-Fi for more in-depth news content, advertising extensions/interactivity plus a personalised flight boarding tracker; and
- **Hijacked:** This is an integrated digital solution across oOh!media's student-focused website with web content republished to oOh!media's digital display network across universities in the Study network. oOh!media produces and publishes in-house, 'paid' and aggregated content in conjunction with students and advertisers.

Figure 22: Innovative campaign signs

Case study:

SABA Styled

Proposition:

- SABA Styled was a campaign run by the fashion label SABA in partnership with oOh!media, that was targeted at professionals and aimed to increase their engagement with the SABA brand.
- SABA wanted to create a campaign that would utilise their SABA customers in the place of professional models who are typically featured in fashion advertising.
- SABA had not been active in paid media advertising for some time and wanted a campaign that would push the target audience through the purchase funnel by driving awareness, consideration and sales – oOh!media's offering was able to help deliver across these three critical marketing objectives.

Implementation:

- The campaign allowed shoppers to be styled by a SABA specialist, have a photo taken of their new look and upload it to the photo sharing service, Instagram using the #sabastyled hashtag for their chance to win a $5,000 SABA wardrobe.
- The oOh!media digital shopalites were able to pick up the Instagram hashtag feed and display the images uploaded live – making the SABA customer the face of the campaign.
- oOh!media's Fly division was also utilised to drive awareness among the professionals demographic with billboards located throughout airport terminals and lounges.
- The campaign was spread across all metro airport terminals, with internal and external billboards and 18 shopping centres, with 200 digital shopalites nationally.

Outcome:

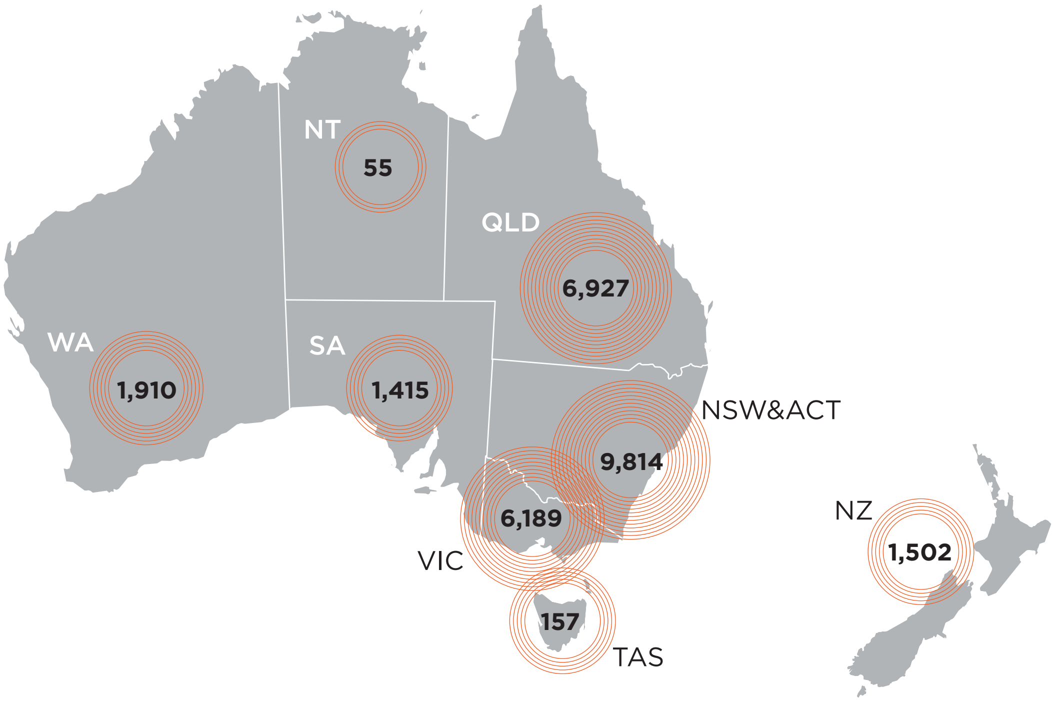
- Sales and traffic growth: store sales rose 20% in oOh!media centres; there was a 12% increase in basket size; and a 340% traffic increase in SABA stores during the campaign.
- Promotion and social media engagement: there were more than 1,000 entries uploaded to Instagram during the campaign, with the #sabastyled hashtag; the total Instagram competition reached approximately 460,000 individual users and during the campaign, SABA received more than 2,000 new Facebook likes, more than 650 new Instagram followers and more than 80 new Twitter followers.
- Analysis of SABA's VIP customer base indicated that the average SABA customer age dropped from 37.2 to 35.2 over the four weeks of the campaign.

SABA Styled

3.4 Portfolio overview

oOh!media offers advertisers a national Out Of Home media footprint including over 26,400 Active Faces across approximately 18,600 signs across Australia and New Zealand. This portfolio allows oOh!media's clients to reach national and regional audiences and provides flexibility to tailor campaigns to specific regions or audiences.

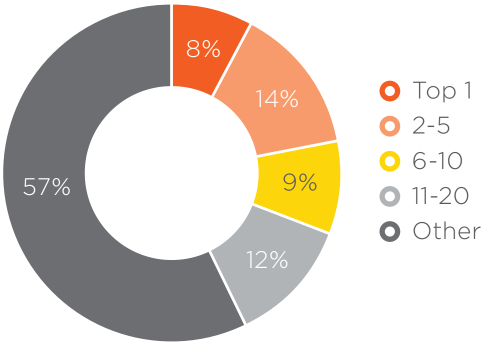
Figure 23: Out Of Home advertising platform (Active Faces)



Management believes that oOh!media is the only Out Of Home operator with a nationwide reach in metropolitan and regional areas. The regional network provides coverage of a significant portion of the Australian population and includes key regional hubs such as Newcastle, Geelong and Wollongong. The regional business generally attracts higher margins and also has a large proportion of 'local advertisers' who typically seek continuous exposure for their business through ongoing advertisements rather than running discrete, short-term campaigns.

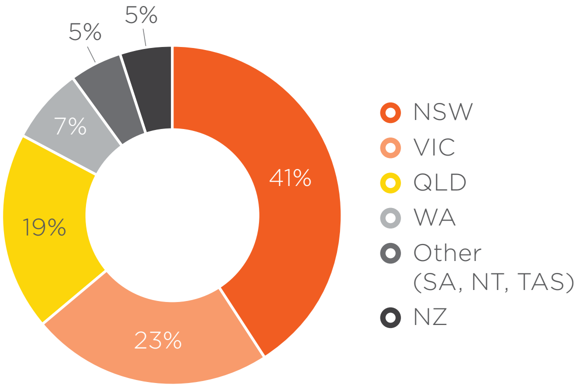
oOh!media operates a broad site portfolio with over 2,000 leases/licences across over 1,000 landlords and concession holders. oOh!media's portfolio is diversified, with the top 20 landlords representing 43% of CY2013 revenue.

Figure 24: Revenue by concession holder (CY2013)



Note: Adjusted to exclude Westfield/Scentre retail interiors contract which expires in December 2014 and will not be renewed.

Figure 25: Revenue by region (CY2013)



oOh!media's site portfolio has a long-term maturity profile:

- In the Road division, leases/licences are typically set for an initial term of five to 10 years with renewal options for another five or more years. As at August 2014, the Road division (excluding represented sites) had an average initial lease/licence term of 10 years, and 61% of the portfolio was due to mature post CY2018; and
- oOh!media's Retail and Place divisions are not subject to government tenders and have a high diversity of property owner size, with renewal agreements generally directly negotiated. As at August 2014, 55% of the Retail portfolio was due to mature post CY2018 (excluding the Westfield/Scentre shopping centre internal retail contract, which is due to expire in December 2014).

Figure 26: Road lease/licence maturity profile

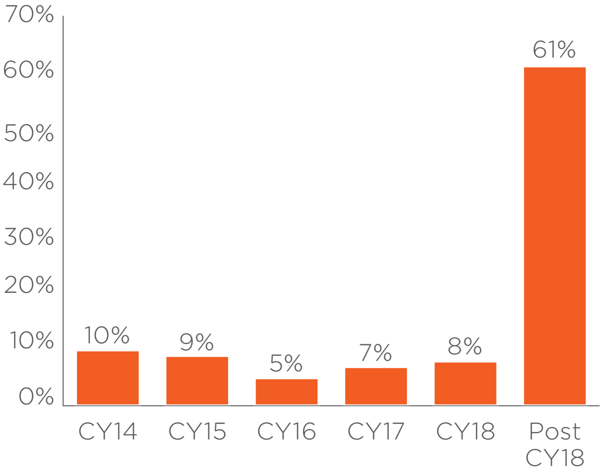
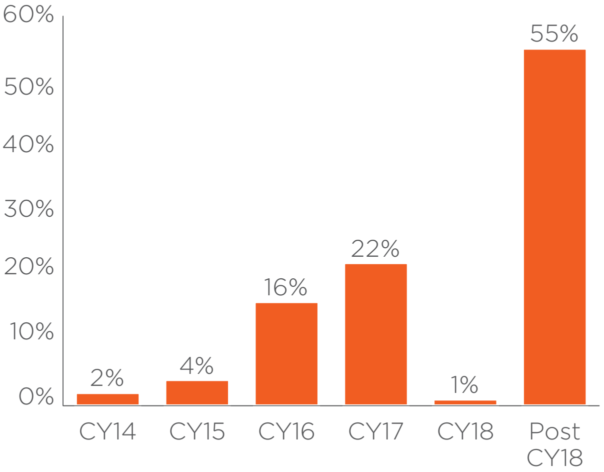


Figure 27: Retail lease/licence maturity profile



Note: Based on the weighted average FY2014 revenue generated by each lease/licence and the initial term of the lease/licence, excluding renewal periods. Retail maturity profile adjusted to remove Westfield/Scentre shopping centres contract which is due to expire in December 2014 and will not be renewed.

It is common for rental agreements to include a fixed level of rent payable monthly over the term of the lease/licence. This often includes a fixed escalation in line with inflation over the initial term. Some agreements include a revenue share arrangement where the landlord is entitled to receive a percentage of revenue generated by the site (sometimes subject to a minimum guarantee).

A significant proportion of oOh!media's lease/licence renewals are confidentially negotiated ahead of renewal without a tender process.

3.5 Sales and marketing overview

3.5.1 Customer overview

oOh!media provides a range of Out Of Home advertising solutions to its customers in Australia and New Zealand, which include media agencies that represent a variety of leading advertisers as well as advertisers that deal directly with oOh!media. oOh!media's advertisers include some of the most recognisable brands in Australia and globally, and include entities in FMCG, retail, banking and finance, communications and government, including all of the top 50 Out Of Home advertisers in Australia.

Figure 28: Selected oOh!media advertisers

FMCG and retail	Banking and finance	Automotive	Telecommunications and technology	Beverages	Government
• McDonald's	• CBA	• Audi	• Telstra	• Coca-Cola	• New South Wales Government
• Nestlé	• ANZ	• Nissan	• Optus	• Lion Nathan	• Victorian Government
• Reckitt Benckiser	• American Express	• Volvo	• Vodafone	• Carlton and United Breweries	• Queensland Government
• Estée Lauder	• MasterCard	• Mercedes	• Virgin Mobile		
		• Jaguar	• Samsung		
		• Porsche	• Google		
			• Hewlett Packard		

oOh!media's clients are highly diversified with:

- no single industry representing more than 10% of CY2013 revenue;
- the top 10 advertisers representing only 15% of CY2013 revenue, and the top 50 advertisers representing only 33% of CY2013 revenue; and
- no single agency representing more than 7% of CY2013 revenue. Management believes that the mix of agencies that oOh!media serves represents a relatively low agency concentration for the advertising industry (demonstrating the breadth of oOh!media's relationships and the attractiveness of its site portfolio).

Figure 29: Revenue by customer industry (CY2013)

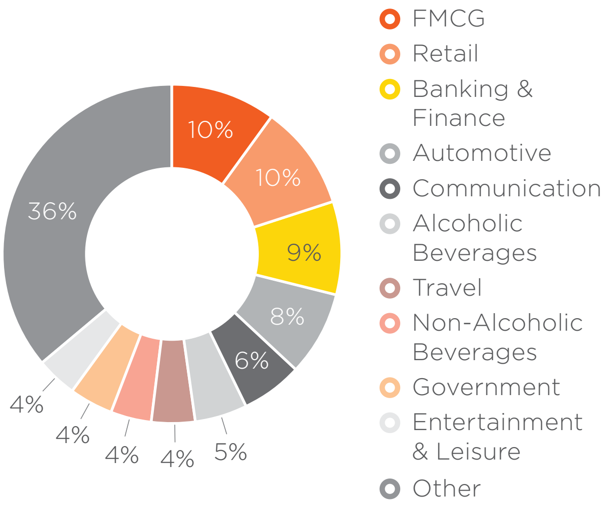
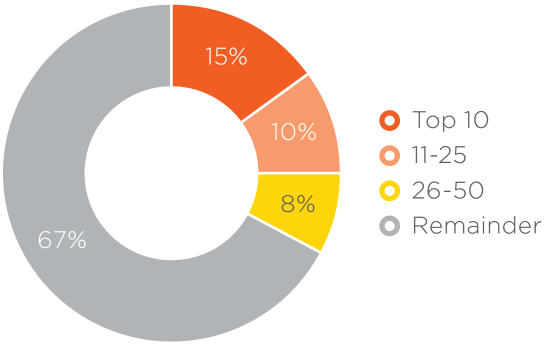


Figure 30: Revenue by advertiser (CY2013)



3.5.1.1 Audience-based sales strategy

oOh!media's integrated product categories enable it to provide advertisers with broad audience reach as well as the ability to target specific audiences in attractive segments. The diagram below highlights the diverse audience base that oOh!media reaches.

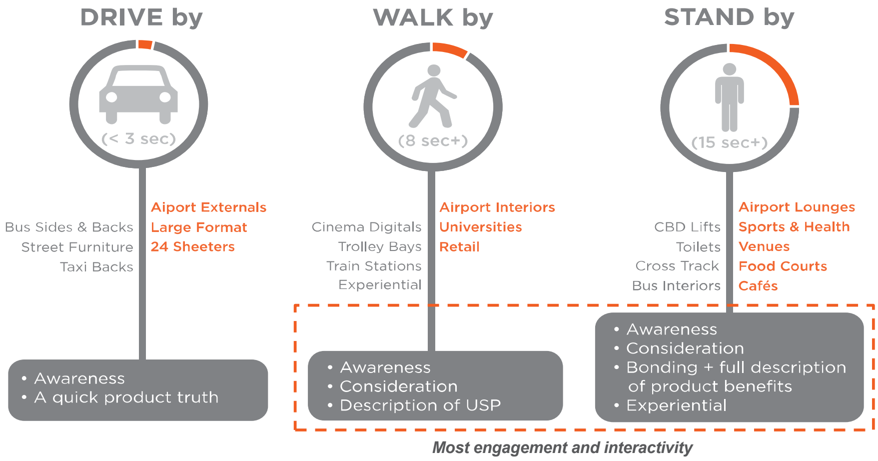
Figure 31: oOh!media's integrated product categories

"Broadest Audience Reach of Any Out Of Home Operator"

oOh!media is increasingly leveraging its broad asset base by selling 'audience solutions' to advertisers from across its four product divisions. oOh!media's portfolio diversity enables the targeting of specific audience engagement categories, which is becoming increasingly important to advertisers. oOh!media characterises these in three categories:

- **Drive by:** large format roadside billboards and airport externals;
- **Walk by:** sites located in retail precincts such as shopping centre and supermarket exteriors, airport interiors and universities; and
- **Stand by:** newly developed locations with high audience dwell times such as cafés, lounges, indoor social sports centres, shopping centre food precincts and airport lounges.

Figure 32: oOh!media's audience engagement categories



Note: USP refers to unique selling proposition.

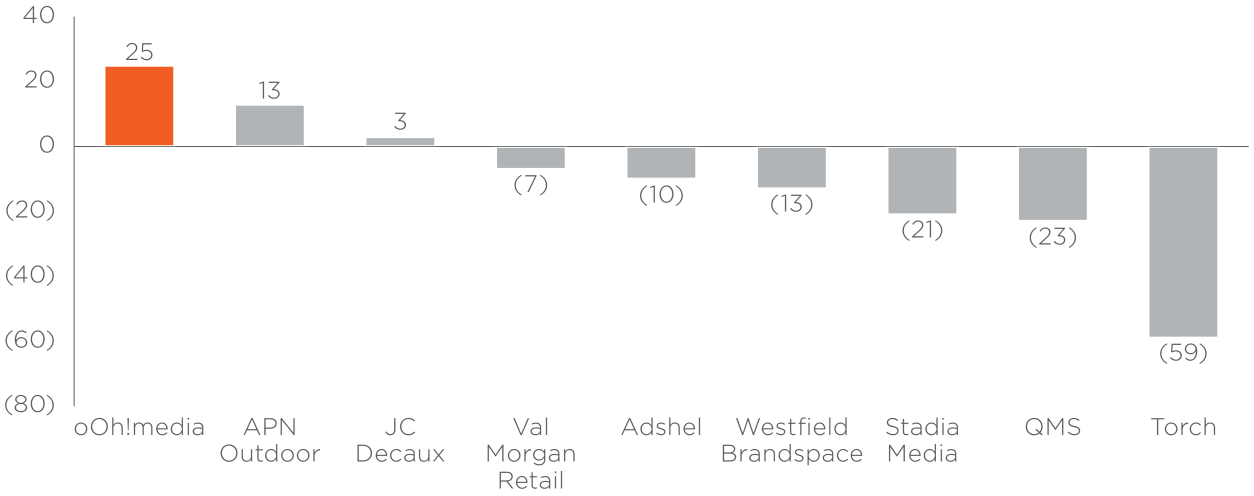
3.5.2 National sales team

Management believes that oOh!media's national sales platform and site presence in major metropolitan and regional areas provides it with a competitive point of difference compared to its competitors. In addition, oOh!media maintains three functional sales support teams – Research and Insights, Client Solutions and Sales Strategy, and Business and Product Development.

- **Agency Sales** maintains relationships with major media agencies operating in the Australian advertising industry, with agency sales comprising 87% of media revenue in CY2013. Media agencies receive commissions from media owners such as oOh!media. oOh!media has a very strong relationship with media agencies and has an established sales team that deals directly with these agencies in each region on a regular basis.
- **Direct Sales** foster direct relationships with a range of advertisers. This team provides advertising solutions to these customers directly without a media agency acting as an intermediary. In CY2013, direct sales accounted for 13% of media revenue, and this revenue has grown at over 30% compared to the prior corresponding period in the eight months to August 2014. oOh!media expects its direct relationship with advertisers to continue to grow.
- **Research and Insights** provides day-to-day rationale as to why oOh!media media products are the right platforms for clients utilising research tools such as Nielsen, MOVE, CRAFT, Maptitude, Leading Edge and Neuroscience.
- **Client Solutions and Sales Strategy** develop cross channel audience solutions for both reactive and proactive client briefs, as well as understanding current industry issues and specific sales and product needs to develop long term go-to-market strategies.
- **Business and Product Development** is responsible for building relationships with direct advertisers and agencies and developing new product concepts in collaboration with the Research and Insights team and presenting these ideas to clients.

Measures such as the Net Promoter Score (NPS), a statistic that measures the loyalty of a firm's customer relationships, confirm that customers are more likely to recommend oOh!media than any of its competitors. oOh!media's industry leading positive NPS of 25, as at April 2014, is double that of its nearest competitor and is indicative of customers being significantly more likely to recommend its services over competitors, implying a high level of customer satisfaction and likely repeat business.

Figure 33: Customer service rating (Net Promoter Score)



Source: Net Promoter Score, April 2014

Note: The NPS can be as low as –100 (i.e. 100% of respondents are 'detractors') or as high as +100 (100% of respondents are 'promoters').

In addition to customer loyalty, oOh!media's sales team has been a consistent recipient of industry awards, which reflects the high satisfaction of its advertising clients and industry leading position. Recent awards include:

- Media i Sales Awards NSW Sales Team of the Year (2013);
- Media i Sales Awards National Sales Team of the Year (2012);
- Media i Sales Awards National Sales Team of the Year (2011);
- Media i Sales Awards NSW Outdoor Salesperson of the Year (2013);
- Media i Sales Awards QLD Outdoor Salesperson of the Year (2013); and
- Media i Sales Awards SA Outdoor Salesperson of the Year (2013).

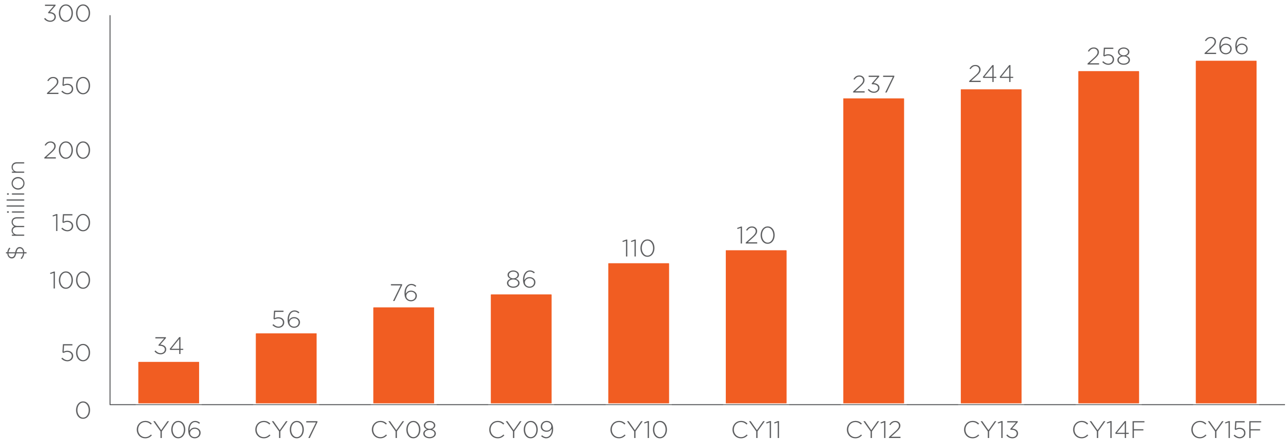
In addition, oOh!media recently won an International Moodie Award for the Best Concourse Advertising 2014 for its Australian Google Play campaign. The Google Play campaign was a world first, enabling travelers to control and interact with Google's digital advertising at Australian airport terminals to download songs and books onto their mobile devices from the Google Play store.

3.6 Growth drivers and business strategy

3.6.1 Overview

oOh!media has a track record of strong growth, having delivered nine years of consecutive revenue growth. Even in challenging markets, oOh!media has successfully executed strategies to grow revenue including during the global financial crisis from CY2007 to CY2010.

Figure 34: oOh!media revenue (CY2006-2015F)



Notes:

1. CY2012 includes the full-year pro forma revenue contribution from the EYE Corp acquisition.
2. CY2012-CY2015 represents total pro forma revenue as per Section 4.
3. CY2006-CY2011 represents statutory revenue as per the Group's audited historical financial reports. These periods do not include any pro forma adjustments and have not been reviewed by the Investigating Accountant.

oOh!media's management team aims to continue to grow with multiple drivers of revenue and earnings growth including:

- **Organic growth:** Management plans to participate in the continued strong growth in the Out Of Home industry by capitalising on oOh!media's market leadership position, broad and diverse site portfolio, national sales platform and the investments made during the first phase of its digital strategy.
- **Digital strategy:** The next phase of oOh!media's digital strategy encompasses the digitisation of oOh!media's more heavily viewed sites including, in particular, marquee sites within the Road and Retail divisions and further expansion into mobile, social media and online environments.
- **Yield management:** Management has identified several initiatives designed to optimise revenue and better manage yield. These include:
  - go-to-market initiatives to attract new advertisers, maximise inventory utilisation and promote product cross-sell; and
  - yield management strategies to improve yield through dynamic pricing and packaging, and maximising usage of oOh!media's premium inventory.
- **Strategic new contracts and acquisitions:** In addition to the acquisition of two bolt-on acquisitions which occurred in September and October 2014, Management continues to evaluate new contracts and acquisition opportunities to further enhance its leadership position and portfolio diversity.
- **Leveraging cost structures:** oOh!media plans to drive further margin expansion through the scalability of oOh!media's operating structure in conjunction with a disciplined approach to cost management.

3.6.2 Organic growth opportunities

The Out Of Home media sector is the fastest growing advertising sector after the Internet, and Management expects this to continue. Key drivers of this next wave of Out Of Home industry growth include:

- **Audience growth and Out Of Home's 'unmissable' nature:** Out Of Home signage is 'unmissable' to passers-by and has experienced audience growth at a 10% CAGR over the last three years to mid 2014[23].

  Management believes that oOh!media will continue to experience audience growth, with significant redevelopment in shopping centre environments by landlords and further growth in traffic through airport, retail and social environments. In addition to growing audiences generally, oOh!media has been able to increase the diversity of audiences with its Place divisions targeting new demographics for advertisers such as bars, universities and indoor social sports centres.

- **Complementary with online and mobile media:** oOh!media has also been a beneficiary of the transition to mobile online media and digital delivery of advertisements. oOh!media's solutions are increasingly used in conjunction with the delivery of mobile, social and online campaigns, both through digital display assets that can facilitate audience's connection with online and mobile components of a campaign when they are 'offline' and connect signs with technologies like NFC, QR Codes and other emerging technologies.

- **Audience measurement:** The emergence of audience measurement systems, such as MOVE, is expected to deliver benefits to the Out Of Home market over time as advertisers harness their ability to target advertisements to specific demographics and at particular times. In the UK, the similar POSTAR (now ROUTE) audience measurement system saw significantly increased industry revenue share for the Out Of Home sector, which currently accounts for 6.7% of total Out Of Home advertising expenditure compared to 4.1% in Australia.

- **Better ROI to advertisers:** Based on a study conducted by The Leading Edge, Out Of Home recorded an average ROI in line with TV and significantly higher than many other media. The study also found that within the Out Of Home sector, Retail's ROI was approximately double that of TV, and Roadside-Billboards' ROI was also higher than that of TV. That is ROI was relatively higher in the segments in which oOh!media operates.

- **Digital and new media capabilities:** oOh!media estimates that its new digital and new media capabilities will enable it to access a greater share of advertising expenditure, including expenditure that was previously less accessible to the Out Of Home sector and traditionally allocated to FTA TV, radio, online and newspapers sectors. The ability to address this type of advertising expenditure is particularly effective when combined with the geo-specificity of oOh!media's Retail, Fly and Place digital assets.

Management believes that oOh!media is best placed to capitalise on this underlying organic growth opportunity given that it is the industry market leader, with a national reach and a diverse and digitised portfolio. This, along with oOh!media's leading position in the fast growing Retail and Place segments are expected to result in oOh!media achieving strong organic growth.

3.6.3 Next phase of oOh!media's digital investment strategy

oOh!media's first phase in its digital strategy focused on Retail, Fly and Place environments given the close proximity to the consumers' point of purchase, as well as the quicker regulatory approval process and the cheaper cost of digital panels for internal environments.

However, the Company remains at the early stages in some aspects of its digital growth story and has developed an extensive strategy to continue to invest in, and realise the revenue and earnings benefits of, continued conversion to digital. The Figure below highlights the significant potential for further digitisation of oOh!media's Road and Retail divisions in particular.

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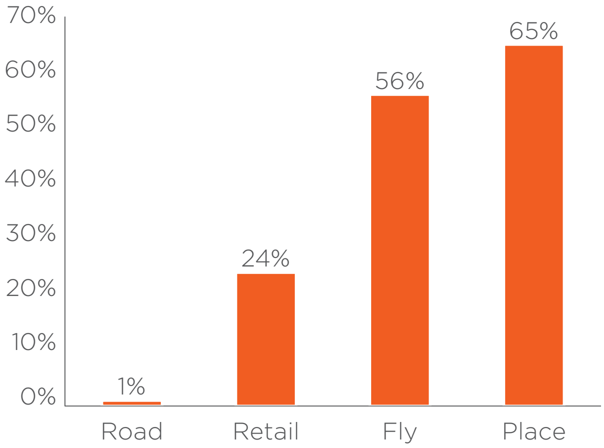
23. Source: MOVE estimates.

Figure 35: Digital revenue as a percentage of revenue by division (CY2014)



The next phase of oOh!media's digital strategy seeks to digitise marquee large format billboards, as well as further rollout of digital environments across key retail centre locations. Decreases in the cost of digital panels and improvements in digital panel longevity, coupled with a quicker regulatory approval process, mean that the return on investing in digital billboards across oOh!media's Road sites in particular has increased significantly.

Expected benefits from oOh!media's digital strategy include:

- **Increased yield:** Management expects greater yield from highly-viewed sites with digital signs, allowing for multiple advertisers per minute, time-of-day advertising and greater interactivity, measurement and tracking which provide increased yield opportunities;
- **Increased addressable market:** Digital signs provide increased ability to access time-sensitive advertising spend such as 'sale' or 'limited time' offers that were previously inaccessible to static Out Of Home signage. oOh!media estimates that its digital and new media capabilities will enable it to address a significant amount of advertising expenditure that was previously less accessible to the Out Of Home sector;
- **Advanced measurement and tracking:** Digital campaigns further enhance the ability of Out Of Home operators to collect data about end customers (on an anonymous basis) and gain a deeper understanding of their background habits in order to develop better methods for targeting and engaging with the end audience;
- **Increased engagement and interactivity:** Providing advertisers with additional engagement opportunities including interactive touch screens and mobile integration that allow advertisers to customise their messages to a specific location, time of day, or special event. Digital innovation using Wi-Fi, QR Codes, NFC, mobile technology, special builds, and motion and gesture recognition have allowed sites to offer instant retail transactions, free product trials and other consumer experiences such as playing a game;
- **Customer growth:** Digital advertising will provide this potential to attract additional business from both new and existing customers. For example, Google and Virgin Mobile have been attracted to oOh!media's digital offering due to oOh!media's interactive capabilities that provide connections between the audience and social, mobile and web-based media; and
- **Big data opportunities:** These include the ability to provide advertisers with more sophisticated audience targeting capabilities, and the ability to measure real-time audience engagement and specific campaign return on investment information.

Figure 36: Benefits of digital signage

STATIC

- Single advertiser
- Two week refresh cycle
- Interactivity with QR codes / NFC

DIGITAL

- Multiple advertisers per minute
- Address time sensitive advertisers (e.g. limited time offers)
- Real-time dynamic publishing of content delivers time of day and contextual advertising opportunities (and the future potential from real-time bidding)
- Additional data measurement and tracking, as well as new forms of interactivity driving creative publishing by advertisers

KEY DIGITAL BENEFITS

- Improved yield
- Increased earnings and good ROI
- Address time sensitive advertisers
- Attract new clients
- Mobile and online interactivity and consumer engagement

3.6.4 Revenue optimisation and yield management

oOh!media has recently implemented strategies to drive increased revenue optimisation and improved yield management including:

- Go-to-market strategy initiatives such as:
  - reconfiguration of the Company's sales structure with a focus on cross-selling oOh!media's national site portfolio and shifting the emphasis to selling 'audiences' (i.e. Drive by, Walk by, Stand by). Improved occupancy levels and yield gained from extracting the efficiencies of the restructured sales force are expected help to drive organic growth; and
  - continued expansion of oOh!media's direct sales channel to attract new advertisers and maximise inventory utilisation. Direct sales have grown quickly to represent 13% of media revenue in CY2013, and this strong growth has continued, with revenue growth of over 30% in YTD CY2014 (as at the end of August).
- Yield management strategies utilising oOh!media's proprietary SIGNZ site management system to:
  - improve yield through dynamic pricing and packaging designed to ensure that premium sites, in particular, achieve rates that fully reflect the demand for these sites;
  - In the future it is expected that digital Out Of Home advertising will benefit from programmatic ad-buying whereby advertisers will bid in real time for premium inventory which will ensure that oOh!media maximises the value of its portfolio by allowing the effective 'auction' processes to determine the maximum price the advertising market is willing to pay for the particular site at each specific point in time (similar to online advertising models such as that of Google, however with the Out Of Home market difference around the 'unmissable' nature of physical signage to passersby); and
  - increase utilisation of premium inventory.

3.6.5 Leverage its existing platform and capabilities through new contracts and strategic bolt-on acquisitions

oOh!media's national footprint in Australia and significant retail and study presence in New Zealand provide it with an attractive platform on which to add additional advertising structures and sites to its national portfolio.

oOh!media has a track record of successfully integrating sites and business acquisitions into its portfolio, having secured numerous new contracts and having acquired and integrated over 27 acquisitions over the past 10 years (including two recent acquisitions that occurred in September and October 2014). oOh!media's scale provides advantages in driving additional revenues and reducing operating costs on acquired sites and businesses.

In addition to the acquisition of Out Of Home sites and businesses within oOh!media's current product suite, oOh!media will also explore acquisitions in adjacent verticals to further enhance its product suite and national offering.

3.6.6 Leveraging cost structure

With a relatively fixed cost base, oOh!media benefits from high operating leverage, with additional revenues attracting high margins. This has contributed to EBITDA growing at a CAGR of 17% from $29 million in CY2012 to $40 million in CY2014F and an expansion in EBITDA margin from 12% to 16%.

oOh!media is forecast to continue to deliver sustained strong growth in revenue and earnings with continued margin expansion through the scalability of oOh!media's operating structure and continued disciplined approach to cost management[24].

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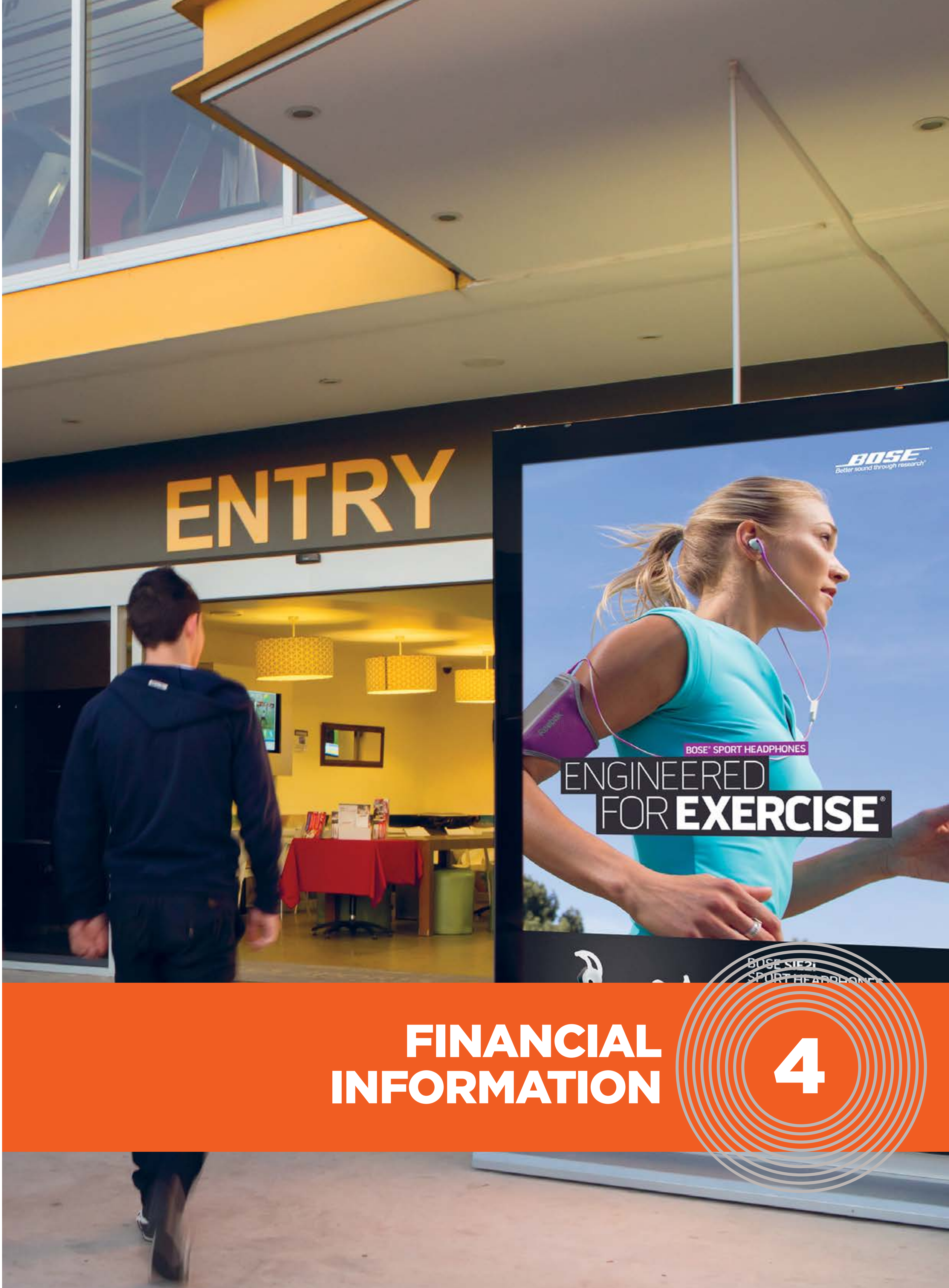
24. The Forecast Financial Information is based on assumptions and accounting policies set out in Section 4 and Section 11, and is subject to the key risks set out in Section 5.



FINANCIAL INFORMATION

4

4. FINANCIAL INFORMATION

4.1 Introduction

The financial information for oOh!media contained in Section 4 includes:

- Statutory financial information of oOh!media, being the:
  - statutory historical consolidated income statements for the financial years ended 31 December 2012 (CY2012) and 31 December 2013 (CY2013) and for the six months ended 30 June 2013 (H1CY2013) and 30 June 2014 (H1CY2014) (**Statutory Historical Results**);
  - statutory historical consolidated statements of cash flows for CY2012, CY2013, H1CY2013 and H1CY2014 (**Statutory Historical Cash Flows**);
  - reviewed historical consolidated balance sheet as at 30 June 2014 (**Statutory Historical Balance Sheet**),

  (together the **Statutory Historical Financial Information**);

- Pro forma historical financial information of oOh!media, being the:
  - pro forma historical consolidated income statements for CY2012, CY2013, H1CY2013 and H1CY2014 (**Pro Forma Historical Results**);
  - pro forma historical consolidated statements of cash flows for CY2012, CY2013, H1CY2013 and H1CY2014 (**Pro Forma Historical Cash Flows**); and
  - pro forma historical consolidated statement of financial position as at 30 June 2014 (**Pro Forma Historical Balance Sheet**),

  (together the **Pro Forma Historical Financial Information**); and

- Forecast financial information of oOh!media being the:
  - pro forma forecast consolidated income statements for the financial years ending 31 December 2014 (CY2014) and 31 December 2015 (CY2015) (**Pro Forma Forecast Results**);
  - statutory forecast consolidated income statements for CY2014 and CY2015 (**Statutory Forecast Results**);
  - pro forma forecast consolidated statements of cash flows for CY2014 and CY2015 (**Pro Forma Forecast Cash Flows**); and
  - statutory forecast consolidated statements of cash flows for CY2014 and CY2015 (**Statutory Forecast Cash Flows**),

  (together, the Forecast Financial Information).

The Statutory Historical Financial Information and Pro Forma Historical Financial Information together form the **Historical Financial Information**.

The Historical Financial Information and Forecast Financial Information together form the **Financial Information**.

The Financial Information has been reviewed and reported on by KPMG Transaction Services (**KPMG**), whose Investigating Accountant's Report is set out in Section 8. Investors should note the scope and limitations of that report.

Also summarised in this Section are:

- the basis of preparation and presentation of the Financial Information (see Section 4.2);
- the Directors' best estimate assumptions underlying the Forecast Financial Information (see Section 4.7);
- an analysis of the key sensitivities in respect of the Forecast Financial Information (see Section 4.9); and
- a summary of oOh!media's proposed dividend policy (see Section 4.10).

All amounts disclosed in this Section 3 are presented in Australian dollars and, unless otherwise noted, are rounded to the nearest $100,000.

4.2 Basis of preparation and presentation of the Financial Information

4.2.1 Overview

oOh!media Limited was incorporated on 7 October 2014, but it has and will not undertake any trading activities until Completion of the Offer at which time it will contemporaneously acquire OMI.

OMI, which will become a subsidiary of oOh!media Limited on Completion of the Offer, owns various subsidiaries that operate the business of oOh!media. The CY2012 and CY2013 financial statements of OMI have been audited by KPMG. KPMG has issued unqualified audit opinions in respect of all periods. The H1CY2014 financial statements of OMI have been reviewed by KPMG. KPMG has issued an unqualified review opinion in respect of this period, including comparative information for H1CY2013.

The Financial Information has been prepared in accordance with the recognition and measurement principles prescribed in Australian Accounting Standards and the summarised significant accounting policies adopted by oOh!media Limited as set out in Section 11.

The Financial Information is presented in an abbreviated form and does not include all of the disclosures, statements or comparative information required by Australian Accounting Standards applicable to annual financial reports prepared in accordance with the Corporations Act.

The Financial Information presented in this Section 4 should be read in conjunction with the risk factors set out in Section 5 and other information contained in this Prospectus.

In accordance with AASB 8 Operating Segments (AASB 8), oOh!media has determined that it satisfies the criteria to allow the reporting of one aggregated segment on the basis that its overall business activities in Australia and New Zealand have similar economic and regulatory characteristics, similar revenue streams and similar customer characteristics. In addition to its reporting segment, oOh!media also reports revenue by divisions within Australia (Road, Retail, Fly and Place) and New Zealand.

4.2.2 Preparation of the Pro Forma Historical Financial Information

There are no historical consolidated financial statements for the newly incorporated oOh!media Limited, which will become the holding company of the Group immediately prior to Completion of the Offer. OMI is the current holding company of the Group. OMI was incorporated on 8 December 2011 but remained dormant until 15 March 2012 when it acquired 100% of the shares in oOh!media Group Pty Limited (previously oOh!media Group Limited) and its controlled entities and became the new parent holding company. In addition, OMI, through its wholly owned subsidiary Outdoor Media Operations Pty Limited, acquired 100% of the shares in EYE Corp on 1 November 2012. The Statutory Historical Results for CY2012 only include nine and a half months for oOh!media Group Pty Limited and two months for EYE.

The Historical Financial Information has been derived from the audited statutory consolidated historical financial statements of OMI for CY2012 and CY2013 and the reviewed statutory consolidated historical financial statements of OMI for H1CY2014 after adjusting for pro forma transactions and other adjustments to reflect the Company's operations following the Completion of the Offer, the impact of the operating and capital structure that will be in place following Completion as if it was in placed as at 1 January 2012 and to eliminate non-recurring items, as set out in Sections 4.3.4, 4.4 and 4.5.2.

Pro forma adjustments have been made to include the pre-acquisition result of acquisitions made during CY2012 in order to illustrate their effect as if they had occurred as at 1 January 2012.

Refer to Section 4.3.4 for a reconciliation between the Statutory Historical Results and the Pro Forma Historical Results. Refer to Section 4.5.2 for a reconciliation between the Statutory Historical Cash Flows and the Pro Forma Historical Cash Flows. Refer to Section 4.4 for a reconciliation between the Statutory Historical Balance Sheet and the Pro Forma Historical Balance Sheet.

An internal restructure will take place in connection with the Listing. This will result in a newly incorporated company, oOh!media Limited, becoming the holding company of the Group, conditional on the IPO completing.

The Directors elected to account for the restructure as a capital re-organisation rather than a business combination. In the Directors' judgement, the continuation of the existing accounting values is consistent with the accounting that would have occurred if the assets and liabilities had already been in a structure suitable to IPO and most appropriately reflects the substance of the internal restructure.

As such, the consolidated financial statements of the new oOh!media Limited group have been presented as a continuation of the pre-existing accounting values of assets and liabilities in OMI's financial statements.

In adopting this approach the Directors note that there is an alternate view that such a restructure conditional on the IPO completing could be accounted for as a business combination that follows the legal structure of oOh!media being the acquirer. If this view had been taken, the net assets of the group would have been uplifted to fair value by $60.1 million, based on a market capitalisation at IPO of $289.3 million, with consequential impacts on the profit and loss and statement of financial position.

An IASB project on accounting for common control transactions is likely to address such restructures in the future. However, the precise nature of any new requirements and the timing of these are uncertain. In any event, history indicates that any potential changes are unlikely to require retrospective amendments to the financial statements.

Investors should note that past results do not guarantee future performance.

4.2.3 Preparation of the Forecast Financial Information

The Forecast Financial Information has been prepared by the Directors with due care and attention, and having regard to an assessment of present economic and operating conditions, and based on a number of best estimate general and specific assumptions regarding future events and actions. This information is intended to assist investors in assessing the reasonableness and likelihood of the assumptions occurring, and is not intended to be a representation that the assumptions will occur. The Forecast Financial Information has been reviewed by KPMG but has not been audited. Investors should note the scope and limitations of the Investigating Accountant's Report (refer to Section 8).

The Directors believe the best estimate assumptions, when taken as a whole, to be reasonable at the time of preparing the Original Prospectus. However, this information is not fact and investors are cautioned not to place undue reliance on the Forecast Financial Information.

Investors should be aware that the timing of actual events and the magnitude of their impact might differ from that assumed in preparing the Forecast Financial Information, and that this may have a materially positive or negative effect on oOh!media's actual financial performance or financial position. Accordingly, none of oOh!media, the Directors, oOh!media's management, or any other person can give investors any assurance that the outcomes discussed in the Forecast Financial Information will arise.

Investors are advised to review the Forecast Financial Information in conjunction with the general and specific assumptions set out in Section 4.7, the sensitivity analysis set out in Section 4.9, the risk factors set out in Section 5 and other information set out in this Prospectus.

The Directors have no intention to update or revise the Forecast Financial Information or other forward looking statements following the issue of this Prospectus, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

The Forecast Financial Information includes the actual results of oOh!media for the six months to 30 June 2014 and forecast results for the six months to 31 December 2014 and the full year to 31 December 2015.

The Forecast Financial Information is presented on both a statutory and pro forma basis. The Statutory Forecast Results have been prepared on a basis consistent with how oOh!media's statutory financial statements are expected to be prepared for future financial periods.

The Pro Forma Forecast Results, which are set out in Section 4.3, differ from the Statutory Forecast Results as the Pro Forma Forecast Results reflect the full year effect of the operating and capital structure that will be in place upon Completion of the Offer but exclude the costs of the Offer, one-off tax implications arising as a result of the Offer and other non-recurring items which are not expected to occur in the future. See Section 4.3.4 for reconciliations between the Statutory Forecast Results and the Pro Forma Forecast Results.

The Statutory Forecast Results for CY2014 and CY2015 are the best estimate of the financial performance that the Directors expect to report in oOh!media's general purpose audited statutory consolidated financial reports for CY2014 and CY2015, respectively.

The basis of preparation and presentation of the Forecast Financial Information, to the extent relevant, is consistent with the basis of preparation of the Pro Forma Historical Financial Information.

4.2.4 Explanation of certain non-IFRS financial measures

oOh!media uses certain measures to manage and report on its businesses that are not recognised under Australian Accounting Standards. These are known as "non-IFRS financial measures" and the principal ones used in this Prospectus are as follows:

- EBITDA is earnings before interest, taxation, depreciation, amortisation and impairment charges;
- EBITA is earnings before interest, taxation, amortisation and impairment charges;
- EBIT is earnings before interest, taxation and impairment charges;
- Amortisation primarily relates to the amortisation of site leases;
- Adjusted NPAT is net profit after taxation but before amortisation and impairment charges. This measure is intended to remove the effect of certain non-cash charges that are attributable to the acquisition of oOh!media Group Limited by OMI and the subsequent acquisition of EYE and other businesses and other non-cash impairment charges;
- Free Cash Flow represents EBITDA and cash received from equity accounted investments less change in working capital and less other non-cash movements; and
- Free Cash Flow Conversion is Free Cash Flow divided by EBITDA, expressed as a percentage. As a result, it is a measure of the operating cash flow generated by the business before capital expenditure. It is important to note that Free Cash Flow does not take into account the requirements of the business for cash to fund capital expenditure and financing costs such as interest expenses and tax payments.

Amortisation is considered to be primarily an acquisition-related, non-cash expense that would not have been incurred in the normal course of business. Therefore, EBITDA, EBITA and Adjusted NPAT are considered to be important measures of the underlying performance of oOh!media.

Although the Directors believe that these measures provide useful information about the financial performance of oOh!media, they should be considered as supplements to the income statement and statement of cash flow measures that have been presented in accordance with the Australian Accounting Standards and not as a replacement for them. Because these non-IFRS financial measures are not based on Australian Accounting Standards, they do not have standard definitions, and the way oOh!media calculated these measures may differ from similarly titled measures used by other companies. Readers should therefore not place undue reliance on these non-IFRS financial measures.

4.3 Historical and forecast consolidated income statements

4.3.1 Pro Forma Historical Results, Pro Forma Forecast Results and Statutory Forecast Results

Table 3 and Table 4 below set out the Pro Forma Historical Results, the Pro Forma Forecast Results and the Statutory Forecast Results.

Table 3: Summary pro forma historical consolidated income statements for CY2012 and CY2013 and summary pro forma and statutory forecast consolidated income statements for CY2014 and CY2015

		Pro forma historical		Pro forma forecast		Statutory forecast	
$ million	**Note[1]**	**CY2012**	**CY2013**	**CY2014**	**CY2015**	**CY2014**	**CY2015**
Revenue		**236.8**	**243.5**	**258.2**	**266.4**	**258.6**	**266.4**
Cost of media sites and production		(158.3)	(162.2)	(172.6)	(171.7)	(173.0)	(171.7)
Gross profit		**78.5**	**81.3**	**85.6**	**94.7**	**85.6**	**94.7**
Employee benefit expense		(35.1)	(33.6)	(31.7)	(33.9)	(39.0)	(33.9)
Other operating expenses		(14.1)	(14.7)	(13.6)	(12.2)	(15.7)	(12.2)
Total operating expenditure		**(49.2)**	**(48.3)**	**(45.3)**	**(46.1)**	**(54.7)**	**(46.1)**
EBITDA		**29.3**	**33.0**	**40.3**	**48.6**	**30.9**	**48.6**
Depreciation		(13.6)	(14.3)	(14.2)	(14.2)	(14.2)	(14.2)
EBITA		**15.7**	**18.7**	**26.1**	**34.4**	**16.7**	**34.4**
Amortisation	*2*	(7.9)	(9.5)	(9.0)	(9.7)	(9.0)	(9.7)
EBIT		**7.8**	**9.2**	**17.1**	**24.7**	**7.7**	**24.7**
Net finance costs		(4.2)	(4.5)	(4.1)	(4.1)	(26.2)	(4.1)
Share of NPAT of equity accounted investments		–	–	0.2	0.4	0.2	0.4
Impairment charge	*3*	(2.3)	–	(11.1)	–	(11.1)	–
Profit/(loss) before tax		**1.3**	**4.7**	**2.1**	**21.0**	**(29.4)**	**21.0**
Tax (expense)/benefit		(1.8)	(8.6)	(4.7)	(8.5)	0.9	(8.5)
NPAT		**(0.5)**	**(3.9)**	**(2.6)**	**12.5**	**(28.5)**	**12.5**
Add: Amortisation	*2*	7.9	9.5	9.0	9.7	9.0	9.7
Add: Impairment charge	*3*	2.3	–	11.1	–	11.1	–
Adjusted NPAT		**9.7**	**5.6**	**17.5**	**22.2**	**(8.4)**	**22.2**

Notes:

1. The pro forma historical consolidated income statements for CY2012 and CY2013 and the pro forma forecast consolidated income statements for CY2014 and CY2015 are reconciled to the respective statutory historical consolidated income statements for CY2012 and CY2013 and the statutory forecast consolidated income statements for CY2014 and CY2015 in Section 4.3.4.
2. Amortisation is a non-cash item and primarily relates to the amortisation of site leases. Upon acquisition of oOh!media Group Pty Limited by OMI in March 2012, and the subsequent acquisition of EYE in November 2012, certain intangible assets arising from these transactions, in particular site leases, were recorded on OMI's statement of financial position at their assessed fair values. The value of these assets are being amortised over the remaining life of the acquired leases (15 years on average). An uplift in amortisation is forecast in CY2015 due to the acquisition of two businesses during CY2014 and the subsequent allocation of purchase price to acquired site leases. Accordingly, amortisation is considered to be primarily an acquisition-related, non-cash expense that would not have been incurred in the normal course of business. Amortisation is a non-deductible item for income tax purposes.
3. The drivers of the H1CY2014 impairment charge are a $4.6 million impairment of goodwill and other intangibles assets in the New Zealand business due to the loss of a major contract and a $6.4 million impairment of property, plant and equipment in the Australian business due to the loss of key concessions and other factors which resulted in the carrying value of assets exceeding their recoverable amount. Impairment is a non-deductible item for income tax purposes.

Table 4: Summary pro forma historical consolidated income statements for H1CY2013 and H1CY2014

$ million	Note[1]	Pro forma historical H1CY2013	Pro forma historical H1CY2014
Revenue		**112.6**	**116.9**
Cost of media sites and production		(80.0)	(82.0)
Gross profit		**32.6**	**34.9**
Employee benefit expense		(15.2)	(14.5)
Other operating expenses		(7.3)	(7.1)
Total operating expenditure		**(22.5)**	**(21.6)**
EBITDA		**10.1**	**13.3**
Depreciation		(6.1)	(7.3)
EBITA		**4.0**	**6.0**
Amortisation	*2*	(4.6)	(4.5)
EBIT		**(0.6)**	**1.5**
Net finance costs		(2.3)	(2.2)
Impairment charge	*3*	–	(11.1)
Profit/(loss) before tax		**(2.9)**	**(11.8)**
Tax (expense)/benefit		(1.5)	–
NPAT		**(4.4)**	**(11.8)**
Add: Amortisation	*2*	4.6	4.5
Add: Impairment charge	*3*	–	11.1
Adjusted NPAT		**0.2**	**3.8**

Notes:

1. The pro forma historical consolidated income statements for H1CY2013 and H1CY2014 are reconciled to the respective statutory historical consolidated income statements in Section 4.3.4.
2. Refer to Table 3 note 2.
3. Refer to Table 3 note 3.

4.3.2 Key financial and operating metrics

Set out in Table 5 and Table 6 is a summary of oOh!media's key historical financial and operating metrics for CY2012, CY2013, H1CY2013 and H1CY2014 derived from the Pro Forma Historical Results, and the forecast key financial and operating metrics for CY2014 and CY2015 derived from the Pro Forma Forecast Results and the Statutory Forecast Results.

Table 5: Key pro forma historical financial metrics for CY2012 to CY2013 and pro forma and statutory forecast financial metrics for CY2014 and CY2015

	Pro forma historical		Pro forma forecast		Statutory forecast	
	CY2012	**CY2013**	**CY2014**	**CY2015**	**CY2014**	**CY2015**
Revenue growth		2.8%	6.0%	3.2%	3.3%	3.0%
Digital revenue growth		60.5%	37.9%	40.4%	37.9%	40.4%
Digital media revenue as % of total revenue	10.8%	16.9%	22.0%	29.9%	22.0%	29.9%
Active faces		23,994	25,760	25,727	25,760	25,727
Digital active faces		8,136	9,730	12,145	9,730	12,145
EBITDA growth		12.6%	22.1%	20.6%	8.3%	54.3%
EBITDA margin	12.4%	13.6%	15.6%	18.2%	12.2%	18.2%
EBITA growth		19.1%	39.6%	31.8%	16.9%	98.8%
EBITA margin	6.6%	7.7%	10.1%	12.9%	6.7%	12.9%
EBIT growth		18.0%	85.9%	44.4%	56.6%	197.6%
EBIT margin	3.3%	3.8%	6.6%	9.3%	3.2%	9.3%
NPAT growth		680.0%	(33.3%)	(580.8%)	50.8%	(143.9%)
Adjusted NPAT growth		(42.3%)	212.5%	26.9%	(10.7%)	(364.3%)

Table 6: Key pro forma historical financial metrics for H1CY2013 and H1CY2014

	Pro forma historical	
	H1CY2013	**H1CY2014**
Revenue growth		3.8%
Digital revenue growth		28.0%
Digital media revenue as % of total revenue	16.8%	20.7%
Active faces	23,395	25,405
Digital active faces	7,833	9,376
EBITDA growth		31.7%
EBITDA margin	9.0%	11.4%
EBITA growth		50.0%
EBITA margin	3.6%	5.1%
EBIT growth		(350.0%)
EBIT margin	(0.5%)	1.3%
NPAT growth		168.2%
Adjusted NPAT growth		1,800.0%

4.3.3 Breakdown of historical and forecast revenue

oOh!media has one reporting segment. In addition to its reporting segment, oOh!media also reports revenue by divisions in Australia (Road, Retail, Fly and Place) and New Zealand.

Set out below in Table 7 and Table 8 is a breakdown of pro forma historical revenue by divisions for CY2012, CY2013, H1CY2013 and H1CY2014, and pro forma forecast revenue for CY2014 and CY2015. A reconciliation between the statutory historical and forecast revenue and the pro forma historical and forecast revenue is set out in Section 4.3.4.

Table 7: Pro forma revenue by division for CY2012 to CY2015

	Pro forma historical		Pro forma forecast		CAGR	
$ million	**CY2012**	**CY2013**	**CY2014**	**CY2015**	**CY2012 – CY2013**	**CY2013 – CY2015**
Revenue						
Road		102.8	101.9	108.3		2.6%
Retail		82.2	90.7	87.1		2.9%
Fly		43.4	47.1	52.9		10.4%
Place		5.4	8.5	11.5		45.9%
Australia	228.7	233.8	248.2	259.8	2.2%	5.4%
New Zealand	8.1	9.7	10.0	6.6	19.8%	(17.5%)
Total revenue	**236.8**	**243.5**	**258.2**	**266.4**	**2.8%**	**4.6%**

Table 8: Pro forma revenue by division for H1CY2013 and H1CY2014

	Pro forma historical		Change %
$ million	**H1CY2013**	**H1CY2014**	**H1CY2013 – H1CY2014**
Revenue			
Road	49.9	48.1	(3.6%)
Retail	34.5	37.4	8.4%
Fly	21.6	22.2	2.8%
Place	2.2	4.2	90.9%
Australia	108.2	111.9	3.4%
New Zealand	4.4	5.0	13.6%
Total revenue	**112.6**	**116.9**	**3.8%**

4.3.4 Pro forma adjustments to the statutory historical and forecast income statements

Table 9 and Table 10 set out the pro forma adjustments to reconcile the Statutory Historical Results and the Statutory Forecast Results to the Pro Forma Historical Results and the Pro Forma Forecast Results, respectively. Adjustments have been made for certain pro forma transactions, in particular, the full year impact of major acquisitions and the capital structure that will be in place following Completion of the Offer. In addition, adjustments have been made for discontinued operations non-recurring expenses and listed public company costs.

Table 9: Pro forma adjustments to the statutory historical consolidated income statements for CY2012 and CY2013 and pro forma adjustments to the statutory forecast consolidated income statements for CY2014 and CY2015

		Historical		Forecast	
$ million	**Note**	**CY2012**	**CY2013**	**CY2014**	**CY2015**
Statutory revenue		**131.7**	**250.4**	**258.6**	**266.4**
Full year impact of major acquisitions	*1*	111.2	–	–	–
Discontinued operations	*2*	(6.1)	(6.9)	(0.4)	–
Pro forma revenue		**236.8**	**243.5**	**258.2**	**266.4**
Statutory NPAT		**(24.4)**	**(18.9)**	**(28.5)**	**12.5**
Full year impact of major acquisitions	*1*	(1.4)	–	–	–
Discontinued operations	*2*	0.6	0.2	0.1	–
Transaction costs and shareholder fees	*3*	20.8	4.9	3.3	–
Listed public company costs	*4*	–	(1.2)	(1.1)	–
Net finance costs	*5*	9.6	17.4	22.2	–
Management equity plan	*6*	–	–	7.0	–
Prior period tax asset write off	*7*	–	–	1.9	–
Income tax impact	*8*	(5.7)	(6.3)	(7.5)	–
Pro forma NPAT		**(0.5)**	**(3.9)**	**(2.6)**	**12.5**

Notes:

1. **Full year impact of major acquisitions** – oOh!media was acquired by OMI on 15 March 2012 and EYE was acquired by OMI on 1 November 2012. This adjustment has been made to the Statutory Historical Results to reflect the oOh!media Group Pty Limited and EYE acquisitions as if they had occurred on 1 January 2012.
2. **Discontinued operations** – a number of operations have either been discontinued or sold. The results of these operations have been excluded from the pro forma results, as if the discontinued businesses or sale had occurred on 1 January 2012, as they no longer form part of the ongoing operations of oOh!media.
3. **Transaction costs** – the shareholders of oOh!media incurred significant transaction and restructuring costs ($19.9 million) with respect of the acquisition of oOh!media Group Pty Limited and EYE in CY2012 and subsequently impaired the EYE brand name ($0.9 million) in CY2012 as it was no longer being used by oOh!media. An adjustment has been made to remove the transaction costs and impairment charge from CY2012 as they are non-recurring. In CY2013, oOh!media incurred restructuring costs including redundancy costs as part of the integration of the EYE and oOh!media businesses ($4.9 million). Costs associated with the Offer in CY2014 are expected to be $10.5 million. $8.3 million of these costs are capitalised to equity with the remaining $2.2 million expensed in the CY2014 statutory income statement. In addition, a fee of $1.1 million as described in Section 9.8 will be paid to the existing shareholders in CY2014. These costs have been excluded as they are non-recurring.
4. **Listed public company costs** – an adjustment has been made to include oOh!media's estimate of the incremental annual costs that it will incur as a listed public company. These costs include Director's remuneration, additional directors' and officers' liability insurance premiums, additional audit and tax costs, listing fees, share registry costs, as well as annual general meeting costs. The adjustment in CY2014 is to provide a full year impact of the additional costs, as the statutory forecast only includes those costs forecast to be incurred from Completion of the Offer to 31 December 2014. No adjustment has been made to CY2012 as the underlying statutory NPAT already includes listed public company costs comparable with the pro forma amounts included in CY2013 to CY2015.

5. **Net finance costs** – the net interest expense included in the Statutory Historical Results has been adjusted to reflect anticipated net debt leverage ratio and margins applicable to oOh!media under the terms of the New Banking Facility following the Offer, using base interest rates (BBSY) that prevailed, or are forecast to prevail, during the relevant periods. An adjustment has been made to remove the one-off gain of $0.2 million arising on the close out of interest rate hedges on the debt facilities in place prior to the Offer. In addition, an adjustment has been made in CY2014 to remove the impact of unamortised borrowing costs in the Statutory Historical Results and Statutory Forecast Results relating to the historical debt structure of oOh!media and the impact of the deferred consideration interest expense and to replace these with the amortisation of the costs for the New Banking Facility had it been in place from 1 January 2012.
6. **Management equity plan** – an adjustment of $7.0 million has been made in CY2014 to eliminate the one-off expense for the existing management equity plan which has been modified and cancelled as part of the Offer. The annual expense relating to the existing management equity plan is included within pro forma EBITDA for CY2012, CY2013 and CY2014. The forecast share based payments expense for the new long term incentive scheme for management to be introduced as part of the Offer is included within CY2015 forecast EBITDA.
7. **Prior period tax asset write off** – tax assets created prior to CY2012 were written off in the H1CY2014 statutory accounts. This item has been adjusted as it is non-recurring in nature.
8. **Income tax effect** – the income tax effect of the above adjustments assumes a tax rate of 30%, which is the Australian corporate tax rate, except for items that are non-deductible.

Table 10: Pro forma adjustments to the statutory historical consolidated income statements for H1CY2013 and H1CY2014

		Historical	
$ million	**Note**	**H1CY2013**	**H1CY2014**
Statutory revenue		**116.5**	**117.4**
Discontinued operations	*1*	(3.9)	(0.5)
Pro forma revenue		**112.6**	**116.9**
Statutory NPAT		**(11.6)**	**(19.8)**
Discontinued operations	*1*	(0.1)	0.1
Transaction costs	*2*	2.5	–
Listed public company costs	*3*	(0.6)	(0.6)
Net finance costs	*4*	8.4	9.1
Prior period tax asset write off	*5*	–	1.9
Income tax impact	*6*	(3.0)	(2.5)
Pro forma NPAT		**(4.4)**	**(11.8)**

Notes:

1. **Discontinued operations** – a number of operations have either been discontinued or sold. The results of these operations have been excluded from the pro forma results, as if the discontinued businesses or sales had occurred on 1 January 2012, as they no longer form part of the ongoing operations of oOh!media.
2. **Transaction costs** – In CY2013, oOh!media incurred restructuring costs including redundancy costs as part of the integration of the EYE and oOh!media businesses. This adjustment removes the impact of these one-costs from the Statutory Historical Results for H1CY2013.
3. **Listed public company costs** – an adjustment has been made to include oOh!media's estimate of the incremental annual costs that it will incur as a listed public company. These costs include Director's remuneration, additional directors' and officers' liability insurance premiums, additional audit and tax costs, listing fees, share registry costs, as well as annual general meeting costs.
4. **Net finance costs** – the net interest expense included in the Statutory Historical Results has been adjusted to reflect anticipated net debt leverage ratio and margins applicable to oOh!media under the terms of the New Banking Facility following the Offer, using base interest rates (BBSY) that prevailed, or are forecast to prevail, during the relevant periods. In addition, an adjustment has been made to remove the impact of unamortised borrowing costs in the Statutory Historical Results relating to the historical debt structure of oOh!media and the impact of the deferred consideration interest expense and to replace these with the amortisation of the costs for the New Banking Facility had it been in place from 1 January 2012.
5. **Prior period tax asset write off** – tax assets created prior to CY2012 were written off in the H1CY2014 statutory accounts. This item has been adjusted as it is non-recurring in nature.
6. **Income tax effect** – the income tax effect of the above adjustments assumes a tax rate of 30%, which is the Australian corporate tax rate, except for items that are non-deductible.

Table 11 sets out a summary of oOh!media's statutory historical consolidated income statements for CY2012, CY2013, H1CY2013 and H1CY2014.

Table 11: Summary statutory historical consolidated income statements for CY2012, CY2013, H1CY2013 and H1CY2014

	Statutory historical			
$ million	**CY2012[1]**	**CY2013**	**H1CY2013**	**H1CY2014**
Revenue	**131.7**	**250.4**	**116.5**	**117.4**
Cost of media sites and production	(81.9)	(167.5)	(82.9)	(82.5)
Gross profit	**49.8**	**82.9**	**33.6**	**34.9**
Employee benefit expense	(22.6)	(36.8)	(16.9)	(14.6)
Other operating expenses	(25.1)	(17.0)	(8.5)	(6.5)
Total operating expenditure	**(47.7)**	**(53.8)**	**(25.4)**	**(21.1)**
EBITDA	**2.1**	**29.1**	**8.2**	**13.8**
Depreciation	(7.8)	(14.3)	(6.0)	(7.3)
EBITA	**(5.7)**	**14.8**	**2.2**	**6.5**
Amortisation	(5.7)	(9.5)	(4.6)	(4.5)
EBIT	**(11.4)**	**5.3**	**(2.4)**	**2.0**
Net finance costs	(13.8)	(21.9)	(10.7)	(11.3)
Impairment charge	(3.2)	–	–	(11.1)
Profit/(loss) before tax	**(28.4)**	**(16.6)**	**(13.1)**	**(20.4)**
Tax (expense)/benefit	4.0	(2.3)	1.5	0.6
NPAT	**(24.4)**	**(18.9)**	**(11.6)**	**(19.8)**

1. As set out in Section 4.2, OMI was incorporated on 8 December 2011 but remained dormant until 15 March 2012 when it acquired 100% of the shares in oOh!media. In addition, OMI, through its wholly owned subsidiary Outdoor Media Operations Pty Limited, acquired 100% of the shares in EYE on 1 November 2012. Accordingly in the table above, the statutory consolidated income statement for CY2012 does not include a full year of trading of oOh!media or the EYE businesses.

4.4 Pro forma historical consolidated balance sheet

4.4.1 Overview

Table 12 below sets out the adjustments that have been made to the reviewed consolidated historical balance sheet for oOh!media as at 30 June 2014 to prepare a pro forma consolidated historical balance sheet for oOh!media. These adjustments reflect the impact of the operating and capital structure that will be in place following Completion of the Offer as if it had occurred or was in place as at 30 June 2014 as well as the impact of acquisitions completed post 30 June 2014.

Table 12: Pro forma historical consolidated balance sheet

$ million	Note	Reviewed 30 June 2014[1]	Impact of the Offer and New Banking Facility	Impact of acquisitions[2]	Pro forma 30 June 2014
Assets					
Current assets					
Cash and cash equivalents	*3*	14.2	(1.7)	(6.9)	5.6
Trade and other receivables		56.3	–	0.2	56.5
Other current assets		8.0	–	–	8.0
Total current assets		**78.5**	**(1.7)**	**(6.7)**	**70.1**
Non-current assets					
Property, plant and equipment		62.2	–	1.9	64.1
Intangible assets		217.8	–	8.1	225.9
Deferred tax asset	*4*	8.7	2.0	–	10.7
Total non-current assets		**288.7**	**2.0**	**10.0**	**300.7**
Total assets		**367.2**	**0.3**	**3.3**	**370.8**
Liabilities					
Current liabilities					
Trade and other payables	*5*	(34.6)	0.8	–	(33.8)
Borrowings	*6*	(15.4)	15.3	–	(0.1)
Provisions		(9.7)	–	–	(9.7)
Deferred consideration	*7*	–	–	(1.1)	(1.1)
Total current liabilities		**(59.7)**	**16.1**	**(1.1)**	**(44.7)**
Non-current liabilities					
Borrowings	*6*	(196.4)	114.6	–	(81.8)
Deferred consideration	*7*	(13.8)	13.8	(2.2)	(2.2)
Provisions		(12.9)	–	–	(12.9)
Derivative liabilities		(1.9)	1.9	–	–
Total non-current liabilities		**(225.0)**	**130.3**	**(2.2)**	**(96.9)**
Total liabilities		**(284.7)**	**146.4**	**(3.3)**	**(141.6)**
Net assets		**82.5**	**146.7**	**–**	**229.2**
Equity					
Issued capital	*8*	142.3	160.7	–	303.0
Reserves	*9*	1.8	5.8	–	7.6
Accumulated losses	*10*	(61.5)	(19.8)	–	(81.3)
Non-controlling interest		(0.1)	–	–	(0.1)
Total equity		**82.5**	**146.7**	**–**	**229.2**

Notes:

1. Reflects the reported net assets of OMI as at 30 June 2014 per the statutory reviewed consolidated balance sheet.
2. Reflects the reported net assets of the acquisitions per unaudited financial statements, adjusted for certain transactions intended to be settled prior to completion of the acquisitions. Based on the provisional purchase price allocation undertaken by oOh!media, it is estimated that total identified intangible assets of $8.1 million will be recognised. oOh!media has until the finalisation of its financial statements for the year ending 31 December 2014 to finalise the provisional purchase price allocation.
3. Reflects the equity raised by the Offer ($166.1 million) offset by the redemption of the Exchangeable Notes on issue at the time of the Offer ($74.0 million), the repayment post 30 June 2014 of accrued interest on the Exchangeable Notes relating to the period prior to 30 June 2014 ($0.8 million), payment of the costs associated with the Offer ($10.5 million), payment of a fee to existing shareholders ($1.1 million), payment of the deferred consideration due and payable for the acquisition of EYE ($15.0 million), the repayment of debt outstanding at the time of the Offer and the cash received from the New Banking Facility ($63.2 million), the costs to close out associated swap arrangement ($1.6 million), payment of borrowing costs associated with the New Banking Facility Agreement implemented as part of the Offer ($0.5 million), the payment of the purchase price associated with the acquisitions ($6.9 million) and a cash payment of $1.9 million for the net cash flow from the cancellation of the current management equity plan as part of the Offer offset by the repayment by management of limited recourse loans amounting to $0.9 million.
4. Reflects deferred tax assets of $2.0 million arising as a result of transaction costs of $10.5 million. It is assumed that $8.3 million of these costs are deductible to oOh!media for tax purposes over five years with the first deduction being received in CY2014, $1.2 million is deductible in CY2014 with the remaining $1.0 million relating to the payment of landholder duty as part of the restructure undertaken in conjunction with the Offer, being non-deductible.
5. Reflects the repayment post 30 June 2014 of $0.8 million of accrued interest on the Exchangeable Notes relating to the period prior to 30 June 2014.
6. Reflects the repayment of current and non-current borrowings from the equity raised as part of the Offer and the cash received from the New Banking Facility ($63.2 million), the redemption of the Exchangeable Notes at the time of the Offer including accrued interest between 30 June 2014 and the Offer Date ($74.0 million), the write-off of capitalised borrowing costs in relation to the existing debt facilities refinanced as part of the Offer ($4.4 million) offset by the capitalisation of borrowing costs associated with the New Banking Facility ($0.5 million).
7. Reflects the repayment of the deferred consideration payable as part of the acquisition of EYE ($15.0 million) and an additional $3.3 million of deferred consideration payable on acquisitions made in CY2014. The payment of the deferred consideration for these CY2014 acquisitions is conditional upon the delivery of certain contractual commitments by the vendors. $1.2 million of the EYE deferred consideration relates to the unwind on the net present value of the deferred consideration to the income statement (refer to note 10).
8. Reflects the issue of $166.1 million of new equity raised via the Offer and the subscription of Shares by management prior to or as part of the Offer ($0.9 million). Offsetting this amount are the capitalised costs of the Offer ($8.3 million) less the deferred tax asset arising on the deduction of these costs over five years ($2.0 million).
9. The adjustments reflect an increase to the share-based payment reserve of $7.7 million as a result of the modification and subsequent cancellation of the existing management equity plan offset by the cash amount paid to the holders of the options for the cancellation of the options ($1.9 million).
10. The increase in accumulated losses of $19.8 million represents the interest accrued on the Exchangeable Notes from 1 July 2014 to the Completion of the Offer ($3.5 million), the impact of the transaction costs expensed as part of the Offer ($2.2 million), payment of a fee to existing shareholders ($1.1 million), interest expense associated with the unwind on the net present value of the deferred consideration to the income statement ($1.2 million), the impact of the cancellation of the management equity plan and associated share based payments expense ($7.7 million), the write-off of capitalised borrowing costs in relation to the existing debt facilities ($4.4 million) and a mark to market gain of $0.2 million on the close out of the interest rate swaps associated with the existing debt facilities.

4.4.2 Pro forma adjustments to the statutory balance sheet

In conjunction with the Offer, oOh!media will issue new equity and draw down on its New Banking Facility. Proceeds from the Offer and the New Banking Facility, together with existing cash on hand, will be used to pay:

- amounts owing by oOh!media under debt facilities in place immediately prior to Completion of the Offer, including costs to close out any associated interest rate swaps and the redemption of the Exchangeable Notes;
- establishment costs in respect of the New Banking Facilities applicable post the Offer;
- the cancellation of the existing MEP in place prior to the Offer;
- the final amount of deferred consideration due to Ten Group Pty Limited as part of the EYE acquisition; and
- other transaction advisory fees, costs and expenses arising in connection with the Offer.

Details of the pro forma adjustments made to the Statutory Balance Sheet of oOh!media as at 30 June 2014 are set out in the notes to Table 12 above. The Pro Forma Balance Sheet is provided for illustrative purposes only and is not represented as being necessarily indicative of oOh!media's future financial position. Further information on the sources and uses of funds of the Offer and the New Banking Facility is contained in Sections 1 and 4.4.4.

4.4.3 Indebtedness

Table 13 sets out the indebtedness of oOh!media as at 30 June 2014, before and following Completion of the Offer.

Table 13: Pro forma consolidated indebtedness as at 30 June 2014

$ million	Note	Reviewed[1]	Pro forma
Cash and cash equivalents		14.2	5.6
Current borrowings		(15.4)	(0.1)
Non-current borrowings	*2*	(196.4)	(81.8)
Derivative liabilities		(1.9)	–
Net total indebtedness		**(199.5)**	**(76.3)**
Net debt/CY2014 pro forma EBITDA			1.9×
Net debt/CY2015 pro forma EBITDA			1.6×
CY2015 pro forma EBITDA/CY2015 net cash interest expense			12.5×

Notes:

1. Extracted from the reviewed consolidated balance sheet of OMI as at 30 June 2014.
2. Excludes payment of any deferred consideration, the payment of which is conditional upon the delivery of certain contractual commitments by the vendors.

4.4.4 Description of New Banking Facility

A Group member has entered into a commitment letter relating to the provision by Commonwealth Bank of Australia, National Australia Bank Limited, GE Commercial Corporation (Australia) Pty Ltd and Westpac Banking Corporation (the Lenders) of a secured three year revolving cash advance facility (New Banking Facility). On, and conditional to, Completion of the Offer, funding provided under the New Banking Facility (together with proceeds from the issue of New Shares under the Offer) will be utilised to repay oOh!media's existing debt facilities.

4.4.4.1 Amount

The facility limit under the New Banking Facility is $140,000,000, and is available for drawings in Australian dollars by way of cash advances, performance bonds, bank guarantees, letters of credit and ancillary facilities.

4.4.4.2 Maturity date

The New Banking Facility will mature on the date falling three years after financial close, which will be the date of first drawdown (**Financial Close**), at which point all amounts owing will be repayable. No amortisation payments are payable under the New Banking Facility.

4.4.4.3 Use of funds

The New Banking Facility may be used following satisfaction of certain agreed conditions precedent:

- to retire/refinance any existing indebtedness of the Group;
- to pay for related financing and IPO transaction fees, costs and expenses; and
- for working capital and general corporate purposes of the Group from time to time, including for the purposes of funding capital expenditure and permitted acquisitions.

4.4.4.4 Guarantees

The New Banking Facility will be guaranteed by the Company, each borrower and certain wholly owned subsidiaries of the Company (each a Guarantor).

4.4.4.5 Security

The security from the Guarantors will comprise a general security deed in respect of all of their assets and a real property mortgage in respect of any freehold property owned (subject to certain agreed exceptions) in favour of a security trustee for the Lenders and as security for their obligations under the New Banking Facility.

4.4.4.6 Interest rates and payments

The New Banking Facility attracts a variable rate of interest, comprising the applicable base rate for borrowings in the Australian dollars (see below), plus a margin, which varies depending on the Leverage Ratio of oOh!media.

The base rate applicable to drawings is based on BBSY.

Interest is payable on the last day of each interest period (or where the interest period exceeds three months, quarterly in arrears) by reference to one, two, three or six month periods, as selected by the borrowers or any other period agreed between the borrower and the facility agent. There is a default interest rate of 2.00% per annum over the applicable interest rate, which is payable on overdue amounts only.

4.4.4.7 Facility fees

Fees payable in connection with the New Banking Facility are market for a facility of this type and include the following:

- an upfront fee payable on Financial Close; and
- an undrawn commitment fee payable quarterly in arrears from Financial Close.

4.4.4.8 Financial covenants

The New Banking Facility includes the following financial covenants, which will be tested semi-annually with the first testing date falling on 30 June 2015:

- Leverage Ratio not greater than 3.50:1 at each testing date up to and including 30 June 2016 and 3.25:1 at each testing date thereafter; and
- Fixed Charge Cover Ratio of at least 1.15.

A breach of a financial covenant will be an event of default under the New Banking Facility.

Overview of the key terms of the financial covenants:

Leverage Ratio	This is the ratio of: (I) the aggregate amount of Financial Indebtedness of the Group (calculated on a consolidated basis) but excluding: – any amounts contingently outstanding in respect of performance bonds, bank guarantees and standby letters of credit which are not used to secure third party debt on that date; – Financial Indebtedness under hedging agreements or under certain transactional facilities, less cash or cash equivalents of the Group on a consolidated basis as at that date. Financial Indebtedness will not include any amount on account of Equity Settled Earn Outs; to (II) LTM EBITDA, being EBITDA of the Group (on a consolidated basis) for the previous 12 months to that testing date.
Fixed Charge Coverage Ratio	This is the ratio of A:B, where: (I) A = EBITDA + Operating Lease Expense + Rent Expense; and (II) B = Net Interest Expense + Operating Lease Expense + Rent Expense

The terms 'Financial Indebtedness', 'Equity Settled Earn Outs', 'EBITDA', Operating Lease Expense', 'Rent Expense' and 'Net Interest Expense' are either defined in the commitment letter or will be defined in the New Banking Facility.

4.4.4.9 Other covenants and undertakings and representations and warranties

The New Banking Facility includes affirmative and negative covenants which are usual for a facility of its nature, including:

- provision of financial statements to the Lenders;
- provision to the Lenders of a written notice of an event of default or review event;
- provision of such information regarding the financial condition, business and operations of the Group as any Lender may reasonably request;
- negative pledge; and
- restrictions on incurring financial indebtedness, financial accommodation, guarantees, making acquisitions, joint ventures, disposals, mergers, distributions other than as permitted.

The New Banking Facility also includes representations and warranties usual for facilities of its nature.

4.4.4.10 Events of default

The New Banking Facility contains certain events of default which are usual for facilities of its nature.

4.4.4.11 Review event

A review event will occur under the New Banking Facility:

- on the acquisition by any person directly or indirectly, of beneficial ownership of 50% or more of the ordinary voting power of the outstanding voting shares of the Company; or
- if the Company is removed from the official list of the stock exchange operated by ASX Limited, or any class of securities in the Company are suspended from trading on the ASX for a continuous period of 10 consecutive business days or longer (for reasons other than there being an imminent announcement of a major acquisition or merger transaction).

Unless alternative arrangements are agreed by the majority of Lenders during a review event good faith negotiation period of 30 days, the facility agent may by notice to the Company at any time after the expiry of that 30 day period, cancel the commitments and require prepayment of the facility in full within 90 days after such notice.

4.4.4.12 Optional prepayment

Voluntary prepayments of the New Banking Facility will be permitted on three business days' notice, subject to payment of break costs if applicable.

4.4.4.13 Ability to pay dividends

Payment of dividends and distributions by the Company are permitted under the New Banking Facility if no actual or potential event of default or review event is subsisting or would arise by reason of the payment.

4.4.5 Liquidity and capital resources

Following Completion of the Offer, oOh!media's principal sources of funds will be cash on its balance sheet, cash flow from operations and borrowings under its New Banking Facility.

oOh!media expects that it will have sufficient funds available from the cash proceeds of the Offer, in addition to the cash and cash equivalents available from its ongoing operations, to fulfil the purposes of the Offer and meet its stated business objectives. oOh!media expects that its operating cash flows, together with borrowings and undrawn facilities under its New Banking Facility, will position oOh!media to grow its business and manage its capital position in order to achieve financial performance consistent with the Forecast Financial Information.

Non-Australian dollar revenue represented approximately 4.0% of oOh!media's pro forma revenue in CY2013. oOh!media does not hedge movements in foreign currency.

oOh!media is exposed to changes in its finance costs to the extent that borrowings are tied to prevailing interest rates. oOh!media's interest rate policy is to fix estimated interest rate exposure at a minimum of 50% for a period of at least 12 months or as otherwise determined by the Board. oOh!media reassesses the adequacy of its hedging at least every three months.

4.4.6 Contractual obligations and commitments

Table 14 summarises oOh!media's pro forma contractual obligations and commitments (following Completion of the Offer) under the New Banking Facility, capital commitments and operating leases.

Table 14: Pro forma contractual obligations and commitments as at 30 June 2014

			Payments due by periods		
$ million	**Pro forma drawn commitment**	**Facility commitment total**	**<1 year**	**1-5 years**	**>5 years**
Operating lease commitments	–	232.8	67.6	139.9	25.3
Capital commitments	–	2.2	2.2	–	–
New Banking Facility	82.1	140.0	–	82.1	–
Total	**82.1**	**375.0**	**69.8**	**222.0**	**25.3**

4.5 Summary pro forma historical and forecast consolidated statements of cash flows and statutory forecast consolidated statements of cash flows

4.5.1 Overview

Set out below is a summary of oOh!media's pro forma historical consolidated statements of cash flows for CY2012, CY2013 and H1CY2013 and H1CY2014, pro forma forecast consolidated statements of cash flows for CY2014 and CY2015 and the statutory forecast consolidated statements of cash flows for CY2014 and CY2015.

Table 15: Summary pro forma historical and forecast and statutory forecast consolidated statements of cash flows

		Pro forma historical		Pro forma forecast		Statutory forecast	
$ million	**Note**	**CY2012**	**CY2013**	**CY2014**	**CY2015**	**CY2014**	**CY2015**
EBITDA	*1*	**29.3**	**33.0**	**40.3**	**48.6**	**30.9**	**48.6**
Non-cash items in EBITDA	*2*	1.4	2.7	2.0	(2.0)	9.1	(2.0)
Changes in working capital	*3*	(9.1)	(1.5)	(1.8)	(3.9)	(1.8)	(3.9)
Cash received from equity accounted investees	*4*	–	–	0.2	0.4	0.2	0.4
Free Cash Flow		**21.6**	**34.2**	**40.7**	**43.1**	**38.4**	**43.1**
Payments for acquisitions	*5*	(6.8)	(4.6)	(7.0)	(1.1)	(22.0)	(1.1)
Maintenance capital expenditure			(3.3)	(4.5)	(3.6)	(4.5)	(3.6)
Growth capital expenditure			(7.9)	(9.8)	(26.7)	(9.8)	(26.7)
Capital expenditure	*6*	*(13.7)*	*(11.2)*	*(14.3)*	*(30.3)*	*(14.3)*	*(30.3)*
Proceeds from disposal of property, plant and equipment		0.2	0.4	–	–	–	–
Net cash flow before financing and taxation	*7,8*	**1.3**	**18.8**	**19.4**	**11.7**	**2.1**	**11.7**
Tax paid	*9*			(1.6)	(3.4)	(1.6)	(3.4)
Interest and other costs paid on borrowings	*10*			(3.9)	(3.9)	(12.0)	(3.9)
Repayment of bank borrowings				–	–	(145.3)	–
Repayment of Exchangeable Notes				–	–	(74.8)	–
Net proceeds from New Banking Facility				–	–	81.6	–
Payment of interest rate swaps				–	–	(1.6)	–
Proceeds from issue of shares				0.2	–	166.3	–
Repayment of finance leases				(0.2)	–	(0.2)	–
IPO transaction costs	*11*			–	–	(8.3)	–
Net cost to cancel existing management equity plan						(1.0)	
Net cash flow before dividend				**13.9**	**4.4**	**5.2**	**4.4**
Payment of dividends	*12*			–	(2.9)	–	(2.9)
Net cash flow				**13.9**	**1.5**	**5.2**	**1.5**
Free Cash Flow Conversion	*13*	**73.7%**	**103.6%**	**101.0%**	**88.7%**	**121.0%**	**88.7%**

Notes:

1. **EBITDA** – has been adjusted to reflect the pro forma adjustments to the Statutory Historical and Statutory Forecast Results set out in Table 11 provided in Section 4.3.4 with the exception of adjustments 5 and 7 relating to the pro forma interest expense and tax effect of the pro forma adjustments which do not impact pro forma EBITDA.
2. **Non-cash items in EBITDA** – reflect the impact of A-IFRS straight line lease accounting in each period, share based payments relating to the Management Equity Plan, the loss on the sale of fixed assets and movements in the onerous contract provision.
3. **Changes in working capital** – working capital comprises trade and other receivables, inventory, prepayments, trade and other payables, current provisions and other creditors.
4. **Cash received from equity accounted investments** – represents the forecast cash distributions received from associates.
5. **Payments for acquisitions** – represents cash paid for business combinations and related contingent consideration. The $1.1 million that is forecast to be paid in CY2015 relates to contingent consideration on CY2014 acquisitions and is conditional upon the delivery of certain contracted commitments by the vendors.
6. **Capital expenditure** – includes maintenance capital expenditure and growth capital expenditure. The increase in growth capital expenditure in CY2015 is driven by the implementation of digital strategy initiatives.
7. All other cash flow items relate to non-recurring cash flows that are forecast to occur in CY2014 in association with the repayment of existing debt, Exchangeable Notes and interest rate swaps, the drawdown of funds under the New Banking Facility and payments and receipts relating to the Offer.
8. The Pro Forma Historical Cash Flows have been presented before financing and taxation as oOh!media's historical funding structure will be materially different post Offer and is not a meaningful representation of oOh!media's future earnings profile.
9. **Tax paid** – income tax payable in the Statutory Forecast Results reflects management's estimate of tax payments relating to the Statutory Forecast Results. Pro forma tax payments are in line with statutory tax payments.
10. **Interest and other costs paid on borrowings** – the pro forma interest and other costs on financial debt are based on the New Banking Facilities, as if the arrangements were in place since 1 January 2014.
11. **IPO transaction costs** – total transaction costs of $10.5 million are forecast to be incurred as part of the Offer. $8.3 million of these costs are capitalised to equity with the remaining $2.2 million charged to the income statement and therefore included within EBITDA.
12. **Payment of dividends** – represents the interim dividend for H1CY2015 that is expected to be paid in September 2015, in accordance with oOh!media's dividend policy. The anticipated dividend for 1 July 2015 to 31 December 2015 will become payable in CY2016. Refer to Section 4.10 for further details.
13. **Free Cash Flow Conversion** – Free Cash Flow as a percentage of EBITDA.

Table 16: Summary pro forma historical statements of cash flows for H1CY2013 and H1CY2014

		Pro forma historical	
$ million	**Note**	**H1CY2013**	**H1CY2014**
EBITDA	*1*	10.1	13.3
Non-cash items in EBITDA	*2*	0.4	2.2
Changes in working capital	*3*	(0.7)	(1.1)
Free Cash Flow		**9.8**	**14.4**
Payments for acquisitions	*5*	(4.2)	–
Maintenance capital expenditure		(1.8)	(1.5)
Growth capital expenditure		(5.7)	(4.3)
Capital expenditure	*6*	*(7.5)*	*(5.8)*
Net cash flow before financing and taxation	*7,8*	**(1.9)**	**8.6**
Free Cash Flow Conversion	*13*	**97.0%**	**108.3%**

Note: Refer to Table 15 notes.

4.5.2 Pro forma adjustments to the statutory historical and statutory forecast consolidated statements of cash flows

Table 17 and Table 18 set out the adjustments to the Statutory Historical Cash Flows as well as the Statutory Forecast Cash Flows to reflect the full year impact of the operating and financing structure that will be in place following Completion of the Offer as if it was in place as at 1 January 2012 and to eliminate certain non-recurring items in the year that they occurred.

Table 17: Pro forma adjustments to the statutory historical consolidated statements of cash flows for CY2012, CY2013, H1CY2013 and H1CY2014

		Historical			
$ million	**Note**	**CY2012**	**CY2013**	**H1CY2013**	**H1CY2014**
Statutory net cash flow before financing and taxation		**(214.6)**	**9.0**	**(10.4)**	**9.1**
Full year impact of major acquisitions	*1*	(4.6)	–	–	–
Transaction costs	*2*	19.9	4.9	2.5	–
Discontinued operations	*3*	0.6	(0.6)	(0.1)	0.1
Listed public company costs	*4*	–	(1.2)	(0.6)	(0.6)
Consideration for acquisition of oOh!media and EYE	*5*	200.0	6.7	6.7	–
Pro forma net cash flow before financing and taxation		**1.3**	**18.8**	**(1.9)**	**8.6**

Notes:

1. **Full year impact of major acquisitions** – oOh!media Group Pty Limited was acquired by OMI on 15 March 2012 and EYE was acquired by OMI on 1 November 2012. This adjustment has been made to the Statutory Historical Results to reflect the oOh!media Group Pty Limited and EYE acquisitions as if they had occurred on 1 January 2012.
2. **Transaction costs** – the shareholders of oOh!media incurred significant transaction and restructuring costs ($19.9 million) in respect of the acquisition of oOh!media Group Pty Limited and EYE in CY2012. An adjustment has been made to remove the transaction costs from CY2012 as they are non-recurring. In CY2013, oOh!media incurred restructuring costs including redundancy costs as part of the integration of the EYE and oOh!media businesses ($4.9 million in CY2013 and $2.5 million in H1CY2013).
3. **Discontinued operations** – a number of operations have either been discontinued or sold. The results of these operations have been excluded from the pro forma results, as if the discontinued businesses or sale had occurred on 1 January 2012, as they no longer form part of the ongoing operations of oOh!media.
4. **Listed public company costs** – an adjustment has been made to include oOh!media's estimate of the incremental annual costs that it will incur as a listed public company. These costs include Director's remuneration, additional directors' and officers' liability insurance premiums, additional audit and tax costs, listing fees, share registry costs, as well as annual general meeting costs. No adjustment has been made to CY2012 as the statutory net cash flow before financing and taxation already includes listed public company costs in line with management's forecast of the incremental costs following Completion of the Offer.
5. **Consideration for acquisition of oOh!media and EYE** – the pro forma net cash flow before financing and taxation is intended to reflect the impact of the acquisition of oOh!media Group Pty Limited by OMI and the acquisition of EYE by OMI as if they had occurred on 1 January 2012. Therefore the associated consideration for these acquisitions has been excluded.

Table 18: Pro forma adjustments to the statutory forecast consolidated statements of cash flows for CY2014 and CY2015

		Forecast	
$ million	**Note**	**CY2014**	**CY2015**
Statutory net cash flow		**5.2**	**1.5**
Discontinued operations	*1*	0.1	–
Listed public company costs	*2*	(1.1)	–
Management equity plan	*3*	1.0	–
Deferred consideration for acquisition of EYE	*4*	15.0	–
Net finance costs	*5*	8.1	–
Repayment of bank borrowings	*6*	145.3	–
Repayment of Exchangeable Notes	*6*	74.8	–
Proceeds from New Banking Facility	*6*	(81.6)	–
Payment of interest rate swaps	*6*	1.6	–
Proceeds from issue of new shares	*6*	(166.1)	–
Transaction costs and shareholder fees	*7*	11.6	–
Pro forma net cash flow		**13.9**	**1.5**

Notes:

1. **Discontinued operations** – a number of operations have either been discontinued or sold. The results of these operations have been excluded from the pro forma results for CY2012 and CY2013, as if the discontinued businesses or sale had occurred on 1 January 2012, as they no longer form part of the ongoing operations of oOh!media.
2. **Listed public company costs** – an adjustment has been made to include oOh!media's estimate of the incremental annual costs that it will incur as a listed public company. These costs include Director's remuneration, additional directors' and officers' liability insurance premiums, additional audit and tax costs, listing fees, share registry costs, as well as annual general meeting costs. The adjustment in CY2014 is to provide a full year impact of the additional costs, as the statutory forecast only includes those costs forecast to be incurred from Completion of the Offer to 31 December 2014.
3. **Management equity plan** – a cash payment of $1.9 million is forecast to be made for the net cash flow from the cancellation of the current Management Equity Plan as part of the Offer. Offsetting this amount is the repayment by management of limited recourse loans amounting to $0.9 million.
4. **Deferred consideration for acquisition of EYE** – reflects the repayment from the Offer proceeds of the deferred consideration payable as part of the acquisition of EYE ($15.0 million).
5. **Net finance costs** – in conjunction with the Offer, oOh!media will enter into a New Banking Facility as set out in Section 4.4.4. The pro forma forecast interest for CY2014 reflects the estimated interest payable under the New Banking Facility as if it was in place as at 1 January 2014.
6. Cash flows associated with the Offer and the New Banking Facility have been excluded from pro forma cash flow as they are non-recurring in nature. Costs associated with the establishment of the New Banking Facility ($0.5 million) are assumed to be paid from the net proceeds from the New Banking Facility.
7. **Transaction costs** – costs associated with the Offer ($10.5 million) and the payment of fees to existing shareholders ($1.1 million) as described in Section 9.8. These have been excluded as they are non-recurring.

4.6 Management discussion and analysis of Pro Forma Historical Financial Information

4.6.1 General factors affecting the operating results of oOh!media

Below is a brief discussion of the main factors which affected oOh!media's operating and financial performance in CY2012, CY2013, H1CY2013 and H1CY2014 and which the Directors expect may continue to affect it in the future.

The discussion of these general factors is intended to provide a brief summary only and does not detail all factors that affected oOh!media's historical operating and financial performance, or everything that may affect oOh!media's operating and financial performance in the future. The information in this Section should also be read in conjunction with the risk factors set out in Section 5 and other information contained in this Prospectus.

Revenue

oOh!media earns revenue by providing outdoor media advertising solutions to its customers. oOh!media reports revenue gross of commissions paid to advertising agencies. oOh!media also provides complementary services such as campaign production and management and experiential advertising solutions. An overview of the key revenue drivers of oOh!media's revenue is set out below:

- Australian advertising industry demand – this includes general macroeconomic conditions (particularly business confidence and consumer sentiment) and conditions in the sectors that contribute the largest portion of advertising expenditure (in particular FMCG, retail, banking and finance and automotive sectors);
- Out Of Home advertising demand – the growth profile and attractiveness of the Out Of Home advertising sector relative to alternative media advertising platforms is an important driver of revenue. This demand growth is a function of:
  - Audience growth across multiple out of home environments. This includes increasing billboard audiences underpinned by growing motor vehicle usage, as well as robust levels of investment in shopping centres and airports which are driving higher foot traffic in those environments; and
  - Greater awareness of Out Of Home's effectiveness and ROI relative to other advertising platforms;
- Evolution of digital technology – continued digitisation is expected to drive growth in oOh!media's revenue. This revenue opportunity is underpinned by increasing yield in highly-trafficked sites (multiple advertisers per minute, time-of-day advertising and contextual advertising), growth in the addressable market (via increasing levels of time sensitive advertising expenditure), growth from new and existing customers which are attracted to the digital format, and growth in customer return on investment and audience engagement levels through new technologies; and
- Production and installation – this revenue relates to the production and installation of creative content on oOh!media's advertising panels, both static and digital. This is primarily driven by advertising volumes and differs across products.

Cost of media sites and production

Key components of oOh!media's cost of media sites and production include rental expenses, expenses associated with the production and installation of static and digital advertisements, agency commissions and other asset expenses:

- Rental expenses – rent is paid to landlords generally under lease or licence agreements for the right to utilise their space to display advertising. Rental agreements come in a variety of structures, including:
  - Fixed only – where fixed rent is paid typically increases annually by reference to CPI or an agreed rate;
  - Variable only – where rent is paid as a percentage of revenue (after deducting agency commissions); and
  - A combination of fixed and variable – where generally the rental is the greater of a fixed amount or a percentage of revenue (after deducting agency commissions);
- Agency commissions – agency commissions and rebates are paid to media agencies in proportion to the revenue derived from the agency. The standard commission rate paid in Australia and New Zealand is 10% and 20% of gross media revenue, respectively. Commissions are not paid on revenue on transactions undertaken directly with advertisers;
- Production and installation costs – these are variable costs driven by production and installation volumes. Production costs are paid to preferred suppliers on renegotiated or tendered pricing arrangements.

Generally installation costs are per unit costs with preferred suppliers. oOh!media does maintain a small team internally to provide installation where is it otherwise cost prohibitive to use external contractors; and

- Other asset costs – other costs related to the operation and maintenance of the sites such as electricity and repairs and maintenance.

Other operating expenditure

Other operating expenses include:

- Employee benefit expense – these expenses represent salary and wages and related on-costs of sales teams, commercial teams and shared service teams. Commissions are paid to sales team based on the achievement of sales targets. Bonuses are paid to employees principally on the achievement of predetermined business financial and individual targets and objectives; and
- Other expenses – selling, general and administrative expenses and marketing expenses.

Depreciation

Depreciation primarily relates to oOh!media's advertising structures which are depreciated over the shorter of the contract term or useful life. Different rates are used across asset categories and digitisation impacts the profile of depreciation for the business. For the purposes of calculating depreciation that is included in the Financial Information, oOh!media has assumed the following useful lives:

- Shopalites (digital screens and physical housings) – 7 years;
- Large format digital screens within airport precincts – 5 years; and
- Large format road sign structures – 20 years.

Depreciation also relates to furniture, equipment, buildings and improvements.

Amortisation

Amortisation is a non-cash item and primarily relates to the amortisation of site leases. Upon acquisition of oOh!media Group Pty Limited by OMI in March 2012, and the subsequent acquisition of EYE in November 2012, certain intangible assets arising from these transactions, in particular site leases, were recorded on OMI's statement of financial position at their assessed fair value. The value of these assets are being amortised over the remaining life of the acquired leases (15 years on average). Accordingly, the majority of the amortisation expense is considered to be an acquisition-related, non-cash expense that would not have been incurred in the normal course of business. Therefore, EBITDA, EBITA and Adjusted NPAT are considered to be important measures of the underlying performance of oOh!media.

Working capital

Working capital includes trade and other receivables, other current assets, trade payables, accruals and other liabilities. Over the course of a full financial year, oOh!media will typically experience movements in working capital in line with earnings growth and reflective of its standard trading terms with its customers and suppliers.

- Australian agencies are invoiced in the middle of the month when media is displayed with 45 day credit terms from the end of the month. Australian agency billings are generally received on the 15th of each month. New Zealand agency billings are generally received at the end of each month. Agencies are invoiced at the end of the month when media is displayed with 30 day credit terms;
- Rent payments are made in accordance with the relevant contract terms and are generally at the beginning of the period for that period. Fixed rent payment terms vary contract by contract. Revenue share payments are typically paid in the month following the period in which the payment is calculated; and
- Payroll is paid monthly on the 15th of each month for the calendar month.

oOh!media does experience one significant movement per year in working capital due to oOh!media invoicing customers on lunar periods whilst preparing its financial information on a monthly basis. Historically this movement in working capital is in the middle of a financial year as a result of two billing cycles being recorded in the same month.

Maintenance capital expenditure

oOh!media's maintenance capital expenditure is incurred to routinely repair and maintain oOh!media's site portfolio and leasehold improvements and ensure compliance with WHS standards.

Growth capital expenditure

oOh!media's growth capital expenditure relates to both the expansion of new sites (digital and static), the conversion of existing sites to digital across all its divisions, as well as oOh!media's development of its market leading digital systems, infrastructure platforms and capabilities.

Seasonality

oOh!media's revenue cycles have historically demonstrated seasonality consistent with the advertising industry in general. Traditionally, peak revenue periods have been September through to December (coinciding with peak consumer trading periods) and during the Easter period (coinciding with television rating periods).

Taxation

The primary jurisdictions in which oOh!media operates in are Australia and New Zealand and their applicable corporate tax rates are 30% and 28% respectively. Tax has been calculated based on these underlying rates however effective rates have historically been higher as certain costs are not deductible for tax purposes such as the amortisation of intangible assets, impairment charges and share based payments.

4.6.2 Pro forma historical consolidated income statements: CY2013 compared to CY2012

Table 19 sets out the summary pro forma historical consolidated income statements and selected key performance indicators for CY2012 and CY2013.

Table 19: Pro forma historical consolidated income statements: CY2013 compared to CY2012

	Pro forma historical			
$ million	**CY2012**	**CY2013**	**Change**	**Change %**
Australia	228.7	233.8	5.1	2.2%
New Zealand	8.1	9.7	1.6	19.8%
Revenue	**236.8**	**243.5**	**6.7**	**2.8%**
Cost of media sites and production	(158.3)	(162.2)	(3.9)	2.5%
Gross profit	**78.5**	**81.3**	**2.8**	**3.6%**
Total operating expenses	(49.2)	(48.3)	0.9	(1.8%)
EBITDA	**29.3**	**33.0**	**3.7**	**12.6%**
Depreciation	(13.6)	(14.3)	(0.7)	5.1%
EBITA	**15.7**	**18.7**	**3.0**	**19.1%**
EBITDA margin	**12.4%**	**13.6%**		
EBITA margin	**6.6%**	**7.7%**		

4.6.2.1 Revenue

Between CY2012 and CY2013, revenue increased by 2.8% to $243.5 million from $236.8 million.

Revenue from Australia increased by 2.2% to $233.8 million from $228.7 million. The growth in CY2013 Australian revenue reflects:

- the initial benefits from the integration of oOh!media and EYE;
- rationalisation of unprofitable and lower profitability contracts; and
- strong growth in the Retail division driven by greater spend in this area by FMCG clients and oOh!media's investment in digital shopalites in H2CY2013.

New Zealand revenue increased by 19.8% to $9.7 million from $8.1 million.

4.6.2.2 EBITDA

EBITDA increased by 12.6% to $33.0 million from $29.3 million. This was driven by the 2.8% increase in revenue as outlined above and an increase in the EBITDA margin from 12.4% to 13.6% resulting from:

- a smaller 2.5% increase in cost of media sites and production compared to the growth in revenue. The increase in cost of media sites and production resulted from an increase in the cost of site expansions associated with Retail, Fly and New Zealand and from CPI or fixed rate rent increases and other variable costs which increase in line with revenue growth; and
- a decrease in total operating expenses by $0.9 million, from $49.2 million to $48.3 million, as a result of a $1.5 million reduction in employee benefits reflecting a partial effect of the redundancies and other cost savings following the integration of oOh!media and EYE offset by a $0.6 million increase in general operating expenses.

4.6.2.3 Depreciation

Depreciation expense increased by 5.1% to $14.3 million from $13.6 million, partially reflecting the impact of oOh!media's capital expenditure in CY2012 of $13.7 million.

4.6.3 Pro forma historical consolidated statements of cash flows: CY2013 compared to CY2012

Table 20 sets out the summary pro forma historical consolidated statements of cash flows for CY2012 and CY2013.

Table 20: Pro forma historical consolidated statements of cash flows: CY2013 compared to CY2012

	Pro forma historical			
$ million	**CY2012**	**CY2013**	**Change**	**Change %**
EBITDA	29.3	33.0	3.7	12.6%
Non-cash items in EBITDA	1.4	2.7	1.3	92.9%
Changes in working capital	(9.1)	(1.5)	7.6	(83.5%)
Free Cash Flow	**21.6**	**34.2**	**12.6**	**58.3%**
Payments for acquisitions	(6.8)	(4.6)	2.2	(32.4%)
Net cash flow from operations (before financing and taxation)	**14.8**	**29.6**	**14.8**	**100.0%**
Maintenance capital expenditure		(3.3)		
Growth capital expenditure		(7.9)		
Capital expenditure	*(13.7)*	*(11.2)*	*2.5*	*(18.2%)*
Proceeds from disposal of property, plant & equipment	0.2	0.4	0.2	100.0%
Net cash flow after capital expenditure (before financing and taxation)	**1.3**	**18.8**	**17.5**	**1,346.2%**
Free Cash Flow Conversion	**73.7%**	**103.6%**		

4.6.3.1 Net cash flow from operations before financing and taxation

Net operating cash flow of $29.6 million was generated in CY2013 compared to $14.8 million in CY2012. Key changes were:

- an improvement in working capital year on year reflecting the fact that both former owners of the oOh!media and EYE businesses were conducting sale processes during CY2012 and under new ownership there was greater focus on working capital in CY2013; and
- an increase in the movement in non-cash items of $1.3 million, representing the $1.0 million increase in loss on sale of fixed assets, the $0.1 million increase in share based payment expense and the $0.7 million increase in straight line rent expense offset by the onerous contract provision release of $0.5 million.

4.6.3.2 Net cash flow after capital expenditure

Capital expenditure in CY2013 of $11.2 million was driven by the rollout of digital shopalite panels in Retail and leasehold improvements and IT infrastructure spend of $2.7 million.

The CY2013 cash outflow for acquisitions represents $2.6 million for an acquisition undertaken in CY2013 and $2.0 million deferred consideration in relation to an acquisition undertaken in CY2012.

4.6.4 Pro forma historical consolidated income statements: H1CY2014 compared to H1CY2013

Table 21 sets out the summary pro forma historical consolidated income statements and selected key performance indicators for H1CY2013 and H1CY2014.

Table 21: Pro forma historical consolidated income statements: H1CY2014 compared to H1CY2013

	Pro forma historical			
$ million	**H1CY2013**	**H1CY2014**	**Change**	**Change %**
Road revenue	49.9	48.8	(1.8)	(3.6%)
Retail revenue	34.5	37.4	2.9	8.4%
Fly revenue	21.6	22.2	0.6	2.8%
Place revenue	2.2	4.2	2.0	90.9%
Australia	108.2	111.9	3.7	3.4%
New Zealand	4.4	5.0	0.6	13.6%
Revenue	**112.6**	**116.9**	**4.3**	**3.8%**
Cost of media sites and production	(80.0)	(82.0)	(2.0)	2.5%
Gross profit	**32.6**	**34.9**	**2.3**	**7.1%**
Total operating expenses	(22.5)	(21.6)	0.9	(4.0%)
EBITDA	**10.1**	**13.3**	**3.2**	**31.7%**
Depreciation	(6.1)	(7.3)	(1.2)	19.7%
EBITA	**4.0**	**6.0**	**2.0**	**50.0%**
EBITDA margin	**9.0%**	**11.4%**		
EBITA margin	**3.6%**	**5.1%**		

4.6.4.1 Revenue

Revenue increased by 3.8% to $116.9 million from $112.6 million.

Revenue from Australia increased by 3.4% to $111.9 million from $108.2 million. A summary of the key factors affecting oOh!media's Australian revenue growth during the period is set out below:

- **Road –** revenue decreased by 3.6% to $48.1 million from $49.9 million, driven by continued contract rationalisation of unprofitable and lower profitability contracts in Road.
- **Retail –** revenue increased by 8.4% to $37.4 million from $34.5 million, driven by the effect of the investment made by oOh!media in digital assets in the second half of CY2013 and increased spend by FMCG clients in shopping centres.
- **Fly –** revenue increased by 2.8% to $22.2 million from $21.6 million, primarily driven by an increase in volume.
- **Place –** revenue increased by 90.9% to $4.2 million from $2.2 million, primarily driven by active development of this division by oOh!media's sales team, growth in the digital café business and the launch of the Hijacked advertising platform on University campuses.

New Zealand revenue increased by 13.6% to $5.0 million from $4.4 million.

4.6.4.2 EBITDA

EBITDA increased by 31.7% to $13.3 million from $10.1 million, driven by the 3.8% increase in revenue outlined above and an increase in the EBITDA margin from 9.0% to 11.4% resulting from:

- a smaller 2.5% increase in cost of media sites and production compared to the growth in revenue as oOh!media continued to rationalise unprofitable and lower profitability contracts. The increase in cost of media sites and production sold was driven by an increase in site rent and agency fees; and
- a decrease in employee benefit expenditure by $0.7 million, from $15.2 million to $14.5 million reflecting the effect of the redundancies following the integration of oOh!media and EYE offset by annual wage inflation.

4.6.4.3 Depreciation

Depreciation expense increased by $1.2 million, from $6.1 million to $7.3 million, reflecting an increased investment in digital retail assets.

4.6.5 Pro forma historical consolidated statements of cash flows: H1CY2014 compared to H1CY2013

Table 22 sets out the summary pro forma historical consolidated statements of cash flows for H1CY2013 and H1CY2014.

Table 22: Pro forma historical consolidated statements of cash flows: H1CY2014 compared to H1CY2013

	Pro forma historical			
$ million	**H1CY2013**	**H1CY2014**	**Change**	**Change %**
EBITDA	10.1	13.3	3.2	31.7%
Non-cash items in EBITDA	0.4	2.2	1.8	450.0%
Movement in working capital	(0.7)	(1.1)	(0.4)	57.1%
Free Cash Flow	**9.8**	**14.4**	**4.6**	**46.9%**
Payments for acquisitions	(4.2)	–	4.2	(100.0%)
Net cash flow from operations (before financing and taxation)	**5.6**	**14.4**	**8.8**	**157.1%**
Maintenance capital expenditure	(1.8)	(1.5)	0.3	(16.7%)
Growth capital expenditure	(5.7)	(4.3)	1.4	(24.6%)
Capital expenditure	(7.5)	(5.8)	1.7	(22.7%)
Net cash flow after capital expenditure (before financing and taxation)	**(1.9)**	**8.6**	**10.5**	**(552.6%)**
Free Cash Flow Conversion	**97.0%**	**108.3%**		

4.6.5.1 Net cash flow from operations before financing and taxation

Net operating cash flow of $14.4 million was generated in H1CY2014 compared to $5.6 million in H1CY2013. This was driven by the $3.2 million increase in EBITDA outlined above and no payments for acquisitions in H1CY2014 compared to the cash outflow for acquisitions in H1CY2013 which represents $2.6 million for an acquisition made in CY2013 and $1.6 million deferred consideration in relation to an acquisition undertaken in CY2012.

4.6.5.2 Net cash flow after capital expenditure

Net cash flow after capital expenditure of $8.6 million was generated in H1CY2014 compared to an outflow of $1.9 million in H1CY2013. This was driven by:

- the $3.2 million increase in EBITDA outlined above;
- the cash outflow for acquisitions in H1CY2013 compared to H1CY2014 outlined above; and
- $7.5 million of capital expenditure in H1CY2013 compared to $5.8 million in H1CY2014.

4.7 Forecast Financial Information

The assumptions set out below should be read in conjunction with the sensitivity analysis set out in Section 4.9, the risk factors set out in Section 5 and the Investigating Accountant's Report set out in Section 8.

4.7.1 General assumptions

In preparing the Forecast Financial Information, the following general best estimate assumptions have been adopted in respect of the forecast period:

- no material change in the competitive operating environment in which oOh!media operates;
- no significant deviation from current market expectations of Australian or New Zealand economic conditions relevant to oOh!media;
- no material changes in any government legislation or regulation (including tax legislation), or government policy that have a material impact on the financial performance or cash flows, financial position, accounting policies of oOh!media;
- no material changes in key personnel and oOh!media maintains its ability to recruit and retain the personnel required to support future growth;
- no material changes in applicable Australian Accounting Standards or other mandatory professional reporting requirements of the Corporations Act which have a material effect on oOh!media's financial performance, financial position, accounting policies, financial reporting or disclosure;
- no material industry disturbances, environmental costs, contingent liabilities or legal claims will arise or be settled to the detriment of oOh!media;
- no material acquisitions, divestments, restructuring or investments other than as set out in, or contemplated by, this Prospectus;
- no material changes to oOh!media's corporate or funding structure other than as set out in, or contemplated by, this Prospectus;
- no material disruptions to the continuity of operations of oOh!media nor other material changes in its business activities;
- no material amendment to or termination of any material agreement, contract or arrangement other than set out in, or contemplated by, this Prospectus;
- none of the key risks listed in Section 5 eventuates, or if they do, none of them have a material adverse impact on the operations of oOh!media; and
- the Offer proceeds in accordance with the timetable set out on page 5 of this Prospectus.

4.7.2 Directors' best estimate and specific assumptions

The Forecast Financial Information has had regard to the trading performance of oOh!media up until 31 August 2014.

The Forecast Financial Information is based on various best estimate assumptions, of which the key assumptions are set out below. The assumptions below are a summary only and do not represent all factors that will affect oOh!media's forecast financial performance. This information is intended to assist investors in assessing the reasonableness and likelihood of the assumptions occurring, and is not intended to be a representation that the assumptions will occur.

Revenue

- **Australia:**
  - **Road –** growth following the capital investment in the digitisation program of existing large format roadside billboards across oOh!media's key metropolitan site portfolio in CY2015 as well as the full year impact of acquisitions made in CY2014. Note that one of the acquisitions made in CY2014 is subject to a condition for the benefit of oOh!media (which oOh!media may waive) and is expected to complete in January 2015, however completion is conditional on the vendor providing oOh!media with certain deliverables and therefore is not guaranteed.
  - **Retail –** growth driven by oOh!media's investment in digital signs in CY2014 and the further forecast investment in digital signs (including in digital landscape signs in existing and new shopping centres in CY2015). This growth is offset by the expiry of the Westfield contract on 31 December 2014.
  - **Fly –** growth underpinned by the investment in CY2014 in the QView digital signs in Qantas Lounges together with the deployment of additional digital signs in certain key metropolitan airports.
  - **Place –** continued organic growth in digital and static signage revenue across the various sub-segments.

- **New Zealand:** driven by underlying organic market growth, offset by the expiry of the Auckland Airport contract on 31 October 2014.

Cost of media sites and production

- **Rent –** rent has been forecast based on oOh!media's licence arrangements with its various landlords reflecting annual escalations, anticipated increased from contract extensions and changes to the number of sites under licence.

- **Agency commissions and rebates –** are variable costs paid to advertising agencies.

Other operating expenses

- **Employee benefit expenses –** represent salaries, wages and other employment related expenses related to sales commissions. Employee expenses are expected to rise with the annual increase in wages for existing employees and the full year effect of new hires and vacancies.

- **Other operating expenses –** include marketing and advertising, head office rent, ICT costs, travel, legal and professional fees and other head office expenses including the additional costs forecast to be incurred by oOh!media as a listed public company.

Depreciation

Depreciation is forecast to remain flat in CY2014 and in CY2015. This is primarily as a result of a reduction in the underlying business depreciation due to asset writedowns in CY2014 offset by the full year impact of investments completed in CY2014 and CY2015 digital capital investments.

Amortisation

Amortisation is forecast to increase in CY2015 as a result of the intangible assets acquired as part of the acquisitions completed by oOh!media post 30 June 2014 but prior to the Offer.

Income tax expense

The primary jurisdictions in which oOh!media operates in is Australia and New Zealand and their applicable corporate tax rates are 30% and 28% respectively. Tax has been forecast based on these underlying rates however the effective rate will be higher as certain costs are not deductible for tax purposes such as the amortisation of intangible assets, impairment charges and share based payments. Although this will be offset by the benefit of IPO costs and the write-off of borrowing costs.

Working capital

Investment in working capital is forecast to increase by $0.3 million in CY2014 and increase by $2.1 million in CY2015. oOh!media is forecast to experience relatively minor movements in line with earnings growth and reflective of standard trading terms with customers and suppliers.

Maintenance capital expenditure

Maintenance capital expenditure is expected to increase by $1.2 million in CY2014 from $3.3 million in CY2013 and subsequently decrease by $0.9 million in CY2015. This is primarily driven by maintenance of oOh!media's site portfolio and leasehold improvements, predominantly in the Road and Fly divisions.

Growth capital expenditure

Growth capital expenditure is expected to increase by $1.9 million in CY2014 from $7.9 million in CY2013 and subsequently increase by $16.9 million in CY2015. This is primarily driven by digitisation of existing marquee, large format roadside billboards in the Road division, continuation of oOh!media's digitisation of Retail environments and the addition of static and digital faces across the Place portfolio.

Exchange rates

FX rates are forecast to remain consistent. Key exchange rates used by oOh!media's management are 1.10 New Zealand dollars to one Australian dollar respectively.

4.8 Management discussion and analysis of the Forecast Financial Information

4.8.1 Pro forma historical and forecast consolidated income statements: CY2014 compared to CY2013

Table 23 sets out the summary pro forma historical and forecast consolidated income statements and selected key performance indicators for CY2013 and CY2014.

Table 23: Pro forma historical and forecast consolidated income statements: CY2014 compared to CY2013

	Pro forma historical		Pro forma forecast	
$ million	**CY2013**	**CY2014**	**Change**	**Change %**
Road revenue	102.8	101.9	(0.9)	(0.9%)
Retail revenue	82.2	90.7	8.5	10.3%
Fly revenue	43.4	47.1	3.7	8.5%
Place revenue	5.4	8.5	3.1	57.4%
Australia	233.8	248.2	14.4	6.2%
New Zealand	9.7	10.0	0.3	3.1%
Revenue	**243.5**	**258.2**	**14.7**	**6.0%**
Cost of media sites and production	(162.2)	(172.6)	(10.4)	6.4%
Gross profit	**81.3**	**85.6**	**4.3**	**5.3%**
Total operating expenses	(48.3)	(45.3)	3.0	(6.2%)
EBITDA	**33.0**	**40.3**	**7.3**	**22.1%**
Depreciation	(14.3)	(14.2)	0.1	(0.7%)
EBITA	**18.7**	**26.1**	**7.4**	**39.6%**
EBITDA margin	**13.6%**	**15.6%**		
EBITA margin	**7.7%**	**10.1%**		

4.8.1.1 Revenue

Revenue is forecast to increase by 6.0% to $258.2 million from $243.5 million. Based on orders received as at 10 November 2014, oOh!media has already secured $255.6 million of revenue and forward bookings into CY2014, representing 99% of CY2014 forecast pro forma revenue.

Australian revenue is forecast to increase by 6.2% to $248.2 million from $233.8 million.

A summary of the key factors expected to affect oOh!media's forecast revenue growth in Australia during the period is set out below:

- **Road –** revenue is forecast to decrease by 0.9% to $101.9 million from $102.8 million as a result of the continued rationalisation of unprofitable and lower profitability contracts during the year partially offset by increasing revenue from the installation of new external digital signs as part of the Emporium contract during H2CY2014 and new metro representation agreements;
- **Retail –** revenue is forecast to increase by 10.3% to $90.7 million from $82.2 million, driven by the full year effect of the investment made by oOh!media in digital assets in H2CY2013, the roll-out of additional digital shopalites associated with new contract wins (Macquarie and Emporium) and the increased spend by FMCG clients in premium shopping centres;
- **Fly –** revenue is forecast to increase by 8.5% to $47.1 million from $43.4 million, principally as a result of the launch of new product packages across airports as well as the launch of QView (including physical signs, wifi and mobile capabilities) in Qantas Lounges from July 2014; and
- **Place –** revenue is forecast to increase by 57.4% to $8.5 million from $5.4 million, driven by the growth in the businesses digital presence in cafés as well as the launch of the Hijack advertising platform on University campuses.

New Zealand revenue is forecast to increase by 3.1% to $10.0 million from $9.7 million.

4.8.1.2 EBITDA

EBITDA is forecast to increase by 22.1% to $40.3 million from $33.0 million. This is forecast to be driven by the 6.0% increase in revenue outlined above and an increase in the EBITDA margin from 13.6% to 15.6% resulting from:

- A decrease in total operating expenses of $3.0 million due to the full year effect of redundancies undertaken in CY2013 as part of the integration of oOh!media and EYE ($2.6 million), a $1.0 million reduction in the straight line non-cash rent expense partially impacted by the forecast growth in share based payment expense of $0.6 million; offset by
- An increase in cost of site expenditure of $10.4 million due to growth in fixed and variable rent expenditure for Road, Retail and Fly.

4.8.1.3 Depreciation

Depreciation expense of $14.2 million in CY2014 is forecast to remain broadly in line with the depreciation expense in CY2013.

4.8.2 Pro forma historical and forecast consolidated statements of cash flows: CY2014 compared to CY2013

Table 24 sets out the summary pro forma historical and forecast consolidated statements of cash flows for CY2013 and CY2014.

Table 24: Pro forma historical and forecast consolidated statements of cash flows: CY2014 compared to CY2013

	Pro forma historical		Pro forma forecast	
$ million	**CY2013**	**CY2014**	**Change**	**Change %**
EBITDA	33.0	40.3	7.3	22.1%
Non-cash items in EBITDA	2.7	2.0	(0.7)	(25.9%)
Movement in working capital	(1.5)	(1.8)	(0.3)	20.0%
Cash received from equity accounted investments	–	0.2	0.2	100.0%
Free Cash Flow	**34.2**	**40.7**	**6.5**	**19.0%**
Payments for acquisitions	(4.6)	(7.0)	(2.4)	52.2%
Net cash flow from operations (before financing and taxation)	**29.6**	**33.7**	**4.1**	**13.9%**
Maintenance capital expenditure	(3.3)	(4.5)	(1.2)	36.4%
Growth capital expenditure	(7.9)	(9.8)	(1.9)	24.1%
Capital expenditure	*(11.2)*	*(14.3)*	*(3.1)*	*27.7%*
Proceeds from disposal of property, plant and equipment	0.4	–	(0.4)	(100.0%)
Net cash flow after capital expenditure (before financing and taxation)	**18.8**	**19.4**	**0.6**	**3.2%**
Free Cash Flow Conversion	**103.6%**	**101.0%**		

4.8.2.1 Net cash flow from operations before financing and taxation

Net cash flow from operations before financing and taxation of $33.7 million is forecast in CY2014 compared to $29.6 million in CY2013. This increase is driven by the $7.3 million increase in EBITDA as described above offset by an increase in payments for acquisitions by $2.4 million from $4.6 million in CY2013 to $7.0 million in CY2014.

4.8.2.2 Net cash flow after capital expenditure

Net cash flow after capital expenditure of $19.4 million is forecast in CY2014 compared to $18.8 million in CY2013. This is driven by the $7.3 million increase in EBITDA outlined above offset by:

- an increase in payments for acquisitions by $2.4 million outlined above; and
- an increase in capital expenditure by $3.1 million from $11.2 million in CY2013 to $14.3 million in CY2014 driven by the roll out of digital signs for the Qantas Lounge contract, which commenced in CY2014, and conversion of static assets to digital in the Retail business.

4.8.3 Pro forma forecast consolidated income statements: CY2015 compared to CY2014

Table 25 sets out the summary pro forma forecast consolidated income statements and selected key performance indicators for CY2014 and CY2015.

Table 25: Pro forma forecast consolidated income statements: CY2015 compared to CY2014

	Pro forma forecast			
$ million	**CY2014**	**CY2015**	**Change**	**Change %**
Road revenue	101.9	108.3	6.4	6.3%
Retail revenue	90.7	87.1	(3.6)	(4.0%)
Fly revenue	47.1	52.9	5.8	12.3%
Place revenue	8.5	11.5	3.0	35.3%
Australia	248.2	259.8	11.6	4.7%
New Zealand	10.0	6.6	(3.4)	(34.0%)
Revenue	**258.2**	**266.4**	**8.2**	**3.2%**
Cost of media sites and production	(172.6)	(171.7)	0.9	(0.5%)
Gross profit	**85.6**	**94.7**	**9.1**	**10.6%**
Total operating expenses	(45.3)	(46.1)	(0.8)	1.8%
EBITDA	**40.3**	**48.6**	**8.3**	**20.6%**
Depreciation	(14.2)	(14.2)	–	–
EBITA	**26.1**	**34.4**	**8.3**	**31.8%**
EBITDA margin	**15.6%**	**18.2%**		
EBITA margin	**10.1%**	**12.9%**		

4.8.3.1 Revenue

Revenue is forecast to increase by 3.2% to $266.4 million from $258.2 million.

Australian revenue is forecast to increase by 4.7% to $259.8 million from $248.2 million. A summary of the key factors expected to affect oOh!media's forecast Australian revenue growth during the period is set out below:

- **Road –** revenue is forecast to increase by 6.3% to $108.3 million from $101.9 million, driven by the conversion of large format static billboards to digital, 12 of which are forecast to contribute to revenue in CY2015;
- **Retail –** revenue is forecast to decrease by 4.0% to $87.1 million from $90.7 million, driven by the expiry of the Westfield contract on 31 December 2014. This decline is offset by revenue growth due to the continued digitisation of existing sites in major shopping centres, the refurbishment and redeployment of Westfield assets and the launch of new digital products into premium shopping centres. These initiatives will result in the deployment of approximately 4,000 new digital faces by the end of CY2015, including approximately 2,000 new digital faces in the first six months of CY2015;
- **Fly –** revenue is forecast to increase by $5.8 million driven by the full year effect of the Qantas Lounge contract, and an increase in performance of airport externals; and
- **Place –** revenue is forecast to increase by $3.0 million driven by improved occupancy in CY2014 and continued developing the division through expansion of the division's digital presence in the market and increased yield management.

New Zealand revenue is forecast to decrease by $3.4 million, primarily driven by the expiry of the Auckland Airport contract on 31 October 2014 offset by revenue growth from the expansion into new shopping centres.

4.8.3.2 EBITDA

EBITDA is forecast to increase by $8.3 million. This is expected to be driven by the 3.2% increase in revenue outlined above and the increase in EBITDA margin from 15.6% to 18.2% resulting from:

- an increase in gross margin from 33.2% in CY2014 to 35.6% in CY2015 primarily driven by digitisation increasing revenue above the increase in cost of media sites rent and production, the continued impact of the rationalisation of unprofitable and lower profitability contracts, and the impact from the exit of Westfield contract; and
- a decrease in other operating expenses by $1.4 million primarily due to the loss on sale of fixed assets in CY2014 not being forecast to occur in CY2015; offset by
- an increase in employee benefit expense by $2.2 million due to the full year impact of additional hires in CY2014 and salary inflation.

4.8.3.3 Depreciation

Depreciation expense is forecast to remain in-line with CY2014 as a reduction in the underlying business depreciation due to asset writedowns in CY2014 is offset by the full year impact of digital investments completed in CY2014 and further digital investments in CY2015.

4.8.4 Pro forma forecast consolidated statements of cash flows: CY2015 compared to CY2014

Table 26 sets out the summary pro forma forecast consolidated statements of cash flows for CY2014 and CY2015.

Table 26: Pro forma forecast consolidated statements of cash flows: CY2015 compared to CY2014

	Pro forma forecast			
$ million	**CY2014**	**CY2015**	**Change**	**Change %**
EBITDA	40.3	48.6	8.3	20.6%
Non-cash items in EBITDA	2.0	(2.0)	(4.0)	(200.0%)
Movement in working capital	(1.8)	(3.9)	(2.1)	116.7%
Cash received from equity accounted investments	0.2	0.4	0.2	100.0%
Free Cash Flow	**40.7**	**43.1**	**2.4**	**5.9%**
Payments for acquisitions	(7.0)	(1.1)	5.9	(84.3%)
Net cash flow from operations (before financing and taxation)	**33.7**	**42.0**	**8.3**	**24.6%**
Maintenance capital expenditure	(4.5)	(3.6)	0.9	(20.0%)
Growth capital expenditure	(9.8)	(26.7)	(16.9)	172.5%
Capital expenditure	*(14.3)*	*(30.3)*	*(16.0)*	*111.9%*
Net cash flow after capital expenditure (before financing and taxation)	**19.4**	**11.7**	**(7.7)**	**(39.7%)**
Free Cash Flow Conversion	**101.0%**	**88.7%**		

4.8.4.1 Net cash flow from operations before financing and taxation

Net operating cash flow of $42.0 million is forecast in CY2015 compared to $33.7 million in CY2014. This is driven by:

- the $8.3 million increase in EBITDA outlined above; and
- a reduction in payments for acquisitions from $7.0 million in CY2014 to $1.1 million in CY2015. The forecast payments in CY2015 relate to deferred consideration on the two acquisitions in CY2014; offset by
- non-cash items in EBITDA increasing net operating cash flow by $2.0 million in CY2014 but decreasing it by $2.0 million in CY2015. This is driven by the forecast release of an onerous contract provision in CY2015 and the A-IFRS lease straight line adjustment changing from a $0.4 million expense in CY2014 to a $0.3 million income in CY2015.

4.8.4.2 Net cash flow after capital expenditure

Net cash flow after capital expenditure of $11.7 million is forecast in CY2015 compared to $19.4 million in CY2014. This is driven by:

- the $8.3 million increase in net cash flow from operations before financing and taxation as described above; and
- a reduction in payments for acquisitions from $7.0 million in CY2014 to $1.1 million in CY2015 as outlined above; offset by
- an increase in capital expenditure by $16.0 million from $14.3 million in CY2014 to $30.3 million in CY2015 driven by the conversion of 17 large format static billboards to digital in the Road division and the deployment of approximately 4,000 new digital faces by the end of CY2015 in the Retail division.

4.9 Sensitivity analysis

The Forecast Financial Information included in Section 4.8 is based on a number of estimates and assumptions, as described in Section 4.7. These estimates and assumptions are subject to business, economic and competitive uncertainties and contingencies, many of which are beyond the control of oOh!media, the Directors and management, and upon assumptions with respect to future business decisions, which are subject to change.

Set out in Table 27 is a summary of the sensitivity of the Forecast Financial Information to changes in a number of key variables. The changes in the key variables set out in the sensitivity analysis are not intended to be indicative of the complete range of variations that may be experienced. Variations in actual performance could exceed the ranges shown, and these variances may be substantial.

Care should be taken in interpreting these sensitivities. In order to illustrate the likely impact on the Forecast Financial Information, the estimated impact of changes in each of the assumptions has been calculated in isolation from changes in other assumptions. In practice, changes in assumptions may offset each other or be additive, and it is likely that oOh!media management would respond to any changes in one item to seek to minimise the net effect on oOh!media's earnings and cash flow.

For the purpose of the sensitivity analysis in Table 27, each sensitivity is presented in terms of the impact on CY2015 pro forma NPAT of $12.5 million.

Table 27: Sensitivity analysis on pro forma forecast NPAT for H2CY2014 and CY2015

Assumption	Variance	H2CY2014 pro forma NPAT impact ($ million)	CY2015 pro forma NPAT impact ($ million)
Revenue	+/- 1%	+/- 1.4	+/- 2.7
Cost of media sites and production	+/- 1%	+/- 0.9	+/- 1.7
Total operating expenses	+/- 1%	+/- 0.2	+/- 0.5
Change in interest rates	+/- 25 bps	+/- 0.1	+/- 0.2

4.10 Dividend policy

Depending on available profits and the financial position of oOh!media, it is the current intention of the Board to pay dividends.

The Board of Directors currently anticipate that both an interim and final dividend to Shareholders will be paid in respect of the period from 1 January 2015 to 31 December 2015. The interim dividend is expected to be paid in September 2015 and the final dividend in March 2016. The Board's current intention is to declare a total dividend of 9.0 cents per Share in respect of the period from 1 January 2015 to 31 December 2015. This assumes CY2014 and CY2015 results consistent with the Forecast Financial Information are achieved and is based on the midpoint of the target dividend payout ratio of between 40% and 60%.

The dividends expected to be paid to Shareholders are expected to be franked to the maximum extent permissible by reference to the oOh!media tax consolidated group's franking account.

The Board intends to target a dividend payout ratio between 40% and 60% of oOh!media's pro forma Adjusted NPAT from CY2015. The level of payout ratio is expected to vary between periods depending on factors the Directors may consider, including the general business environment, the operating results and financial condition of oOh!media, future funding requirements, capital management initiatives, taxation considerations (including the level of franking credits available), any contractual, legal or regulatory restrictions on the payment of dividends by oOh!media, and any other factors the Directors may consider relevant. In addition, oOh!media may be subject to restrictions on paying dividends and other distributions under its New Banking Facility (see Section 4.4.4 for more details).

No assurances can be given by any person, including the Directors, about the payment of any dividend and the level of franking on any such dividend.

Investors who are not residents of Australia and who acquire Shares may be subject to Australian withholding tax on dividends or other distributions paid in respect of the Shares. Prospective investors who are not residents of Australia should consult with their own tax advisors regarding the application of the Australian withholding or other taxes to their particular situations as well as any additional tax consequences resulting from purchasing, holding or disposing of the Shares.


OUR RACE CAR NOW AVAILABLE IN A TAKE HOME VERSION
Valvoline
Food court
Toilets
The Lounge
WINE SELECTORS

RISKS 5

5. RISKS

5.1 Introduction

This Section 5 describes some of the potential risks associated with oOh!media's business and the industry in which it operates, as well as the general risks associated with an investment in Shares. It does not purport to list every risk that may be associated with oOh!media's business or the industry in which it operates, or an investment in Shares now or in the future. The occurrence or consequences of some of the risks described in this Section are partially or completely beyond the control of the Company, the Directors and Management.

The selection of risks included in this Section 5 has been based on an assessment of a combination of the probability of the risk occurring and the impact of the risk if it did occur. The assessment is based on the knowledge of the Directors as at the Original Prospectus Date, but there is no guarantee or assurance that the importance of different risks will not change or other risks will not emerge. Individually or in combination, the risks identified may materially affect the future operating and financial performance of oOh!media, its investment returns and the value of an investment in oOh!media.

Before applying for Shares, you should satisfy yourself that you have a sufficient understanding of these matters and should consider if Shares are a suitable investment for you, having regard to your own investment objectives, financial situation and particular needs (including financial and tax issues). If you do not understand any part of this Prospectus or are in any doubt as to whether to invest in Shares, it is recommended that you seek professional guidance from your stockbroker, solicitor, accountant, financial adviser or other independent professional adviser before deciding whether to invest.

5.2 Risks specific to an investment in oOh!media

5.2.1 Advertising markets

The performance of oOh!media will continue to be influenced by the overall condition of the advertising market in Australia and New Zealand. These advertising markets are influenced by the general condition of the economy, which by its nature is cyclical and subject to change. Businesses may limit advertising budgets during times of economic downturn, or make shorter-term decisions in relation to how they spend their advertising budget. Therefore, the strong reliance upon advertising revenue makes oOh!media's operating results susceptible to prevailing economic conditions.

In addition, oOh!media derives a significant proportion of its revenue from display advertisers on its network of signs. A decline in the advertising market could have a negative impact on oOh!media's future performance and profitability. As oOh!media has a relatively large fixed cost base, it may be exposed to more than proportionate declines in margins and profitability in times of downturn in the advertising market.

There can be no assurance that advertising spend in the media industries in Australia or New Zealand will not contract in the future and the composition of advertisers' media spend may change further. Any contraction in advertising spend in Australia or New Zealand could have a material adverse effect on the Out Of Home advertising markets as a whole, and in turn the operating and financial performance of oOh!media.

5.2.2 Agency and customer relationships

oOh!media derives a significant proportion of its revenue from advertising agencies, and its business depends in part on maintaining successful relationships with these agencies. Failure to maintain relationships with these agencies, or the consolidation of agencies, could impact the Company's future revenue and profitability.

5.2.3 Landlord relationships

In some cases, oOh!media holds the master lease/licences to the site and owns the physical infrastructure on that site. Represented sites are those where oOh!media acts as the sales representative on behalf of the party that either owns the site or holds the master lease/licences.

A number of oOh!media's existing contracts have expired or will shortly expire. There can be no guarantee that oOh!media will be successful in contractual renewal processes with site owners, or that oOh!media will be able to renew any contract on similar or not less favourable terms.

oOh!media could lose key sites or material contracts, including during the forecast period, due to a range of events including as a result of failure to renew a contract, the termination of a contract due to change of control, a deterioration in the level of service provided to customers, the landlord introducing competitive media products, a weakening of customer relationships or disputes with customers, consolidation of customers or insolvency of customers. Any of these factors could materially adversely affect oOh!media's business, operating and financial performance.

5.2.4 Employee recruitment risk and retention

The successful operation of oOh!media relies on oOh!media's ability to attract and retain experienced and high-performing executives and other employees (including creative, IT, sales and Management).

Failure to appropriately recruit and retain employees may adversely affect oOh!media's ability to develop and implement its business strategies, result in a material increase in the costs of obtaining experienced and high-performing employees and may ultimately materially adversely affect oOh!media's business, operating and financial performance.

oOh!media's success depends to a significant extent on its key personnel, in particular, Brendon Cook and the rest of his Management team as discussed in Section 6. The loss of key Management personnel, or any delay in their replacement, may therefore adversely affect oOh!media's future financial performance.

5.2.5 Competition

The Out Of Home advertising industry in Australia and New Zealand is competitive. oOh!media's performance could be adversely affected if existing or new competitors or disruptive technologies reduce the Company's market share from its current level.

The actions of an existing competitor or the entry of new competitors in an industry segment in which oOh!media operates, or in other parts of the media sector, may make it difficult for oOh!media to grow or maintain its revenues, which in turn, may have a material adverse effect on its profitability. Active competition for advertising revenues or increased pressure on advertising rates could have a materially adverse effect on the revenue and profitability of oOh!media.

5.2.6 Digital platforms, IT risk, privacy and cyber-crime

oOh!media relies on significant IT infrastructure and systems. oOh!media's business depends on the efficient and uninterrupted operation of its core technologies, which include specialised and proprietary software systems and infrastructure. oOh!media's core technologies and other systems and operations could be exposed to damage or interruption from system failures, computer viruses, cyber-attacks, power or telecommunication providers' failure, fire, natural disasters, terrorist acts, war, or human error. These events may cause one or more of the Group's core technologies to become unavailable.

Any interruptions to these operations would impact oOh!media's ability to operate and could result in business interruption, the loss of customers and revenue, damaged reputation and weakening of competitive position and could therefore adversely affect oOh!media's operating and financial performance.

oOh!media uses new technologies which involve the collection of individuals' personal information. Through the ordinary course of its business, oOh!media is exposed to the risk of cyber-attacks. Cyber-attacks may lead to a compromise or even breach of the technology platform used by oOh!media to protect confidential information. It is possible that the measures taken by oOh!media (including firewalls, encryption of client data, a privacy policy, and policies to restrict access to data to authorised employees) will not be sufficient to detect or prevent unauthorised access to, or disclosure of, confidential information, whether malicious or inadvertent.

There is a risk that, if a cyber-attack is successful, any data security breaches or the Group's inadvertent failure to protect confidential information could result in a loss of information integrity, breaches of the Group's obligations under applicable laws or client agreements and system outages, each of which may potentially have a material adverse impact on oOh!media's reputation and financial performance.

5.2.7 Changes in technology

The Group's business is influenced by changing technology, evolving industry standards and the emergence of new technologies. Technology plays an increasingly important role in the delivery of media content to customers in a cost-effective manner. oOh!media's ability to compete and to generate digital revenue in advertising industries effectively in the future may be impacted by its ability to maintain or develop appropriate technology platforms for the efficient delivery of its services. The cost of implementing emerging and future technologies could be significant. No assurance can be given that oOh!media will have the resources to acquire or the ability to develop new competitive technologies. In addition, maintaining or developing appropriate technologies may require significant capital investment by oOh!media.

5.2.8 Protection of intellectual property

oOh!media relies on laws relating to trade secrets, copyright and trademarks to assist in protecting its proprietary publishing platform. However, there is a risk that unauthorised use or copying of oOh!media's technology platform will occur. In addition, there is a risk that the validity, ownership or unauthorised use of intellectual property relevant to the Group's business will be successfully challenged by third parties, or that oOh!media may inadvertently infringe the intellectual property rights of third parties. This could involve significant expense and potentially the inability to use the intellectual property in question, and if any alternative cost-effective solution were not available, or not available at all, could materially adversely affect oOh!media's business, operating and financial performance.

5.2.9 Development approvals

oOh!media's growth plan includes the conversion of a number of marquee large format billboards to digital format. Conversion of such billboards is dependent on relevant development approvals. There can be no guarantee that these development approvals will be granted. oOh!media's financial performance could be materially adversely affected if development approvals for the conversion of marquee large format billboards to digital format are not granted.

5.2.10 Underperformance of digital products

oOh!media's digital strategy is an important component of the Company's growth strategy. Some of the digital products offered by oOh!media are relatively new in the Australian and New Zealand outdoor advertising industries. oOh!media's digital strategy and revenue forecast related to new digital products are based on certain assumptions about the revenue and earnings attributable to digital conversions or installations. The forward looking statements in relation to digital products in this Prospectus (including the components of the Forecast Financial Information that include revenue and earnings related to digital products) are based on an assessment of recent historical performance, present economic and operating conditions, comparable products in other markets and on a number of best estimate assumptions regarding the future performance of the products offered in the digital formats.

In addition, the growth in digital outdoor advertising formats may in the future lead to price deflation in relation to static outdoor advertising formats (including products which oOh!media will continue to offer to its customers). The digital products offered by oOh!media may not achieve the performance expected by management, and such underperformance may impact oOh!media's operating and financial performance and position.

5.2.11 Government and regulatory factors

Government or regulatory policies may change, including regulations relating to the content of advertising, or the ability to erect and maintain roadside billboards. This could have an impact on the economic environment, general market conditions, the media intelligence industry or oOh!media's operations in any of the countries in which it operates. Depending on the nature of any such changes, it may adversely impact the operations or future financial performance of oOh!media.

5.2.12 Maintenance of professional reputation

The success of oOh!media is reliant on the maintenance of its reputation and brand names.

Reputational damage could arise due to a number of circumstances, including inadequate or deteriorating service, improper conduct, human error, actions by third parties, display of certain advertising content or adverse media coverage.

Any factors that damage the reputation of oOh!media may potentially result in a failure to win new contracts and impinge on the ability to maintain relationships with existing customers, as well as affect its ability to attract key employees. If any of these occur, this could materially adversely affect oOh!media's business, operating and financial performance.

5.2.13 Contracts

There are a number of risks associated with oOh!media's concession agreements and media contracts, including the risk that those contracts may be terminated, lost or impaired, or renewed on less favourable terms, or that key advertisers may reduce their advertising spend with oOh!media either temporarily or permanently. Some of oOh!media's contracts may be terminated without cause or on short notice periods (depending on the termination event or circumstances), and although the relevant parties may continue to operate on existing commercial terms, a number of its existing contracts have expired or will shortly expire. A number of oOh!media's contracts contain change of control provisions which will be triggered by the Offer. In the event that consent to the change of control is not obtained from the relevant counterparty, there is a risk that the contract could be terminated and this could materially adversely affect oOh!media's business, operating and financial performance. A loss of any of oOh!media's contracts could have a materially adverse effect on oOh!media's business, operating and financial performance.

5.2.14 Seasonality of revenue

oOh!media's revenue cycles have historically demonstrated seasonality consistent with the advertising industry in general. Traditionally, peak revenue periods have been September through to December (coinciding with peak consumer trading periods) and during the Easter period (coinciding with television rating periods), which historically has resulted in stronger revenue generation in the six months ending 31 December compared to the six months ending 30 June. In contrast, a substantial portion of oOh!media's costs are fixed and give rise to depreciation charges that do not vary with revenues. Accordingly, oOh!media relies on the seasonality trends historically displayed by its operating results to prepare forecasts and budgets. There is no guarantee that the seasonality trends displayed historically will continue in the future, including in the current financial year ending 31 December 2014 or the next financial year ending 31 December 2015.

5.2.15 Acquisition risk

oOh!media's strategy includes pursuing acquisitions. The successful implementation of acquisitions, including two bolt-on acquisitions that occurred in September and October 2014, will depend on a range of factors including funding arrangements, cultural compatibility and operational integration. One of these acquisitions is expected to complete in January 2015 and is subject to a condition for the benefit of oOh!media (which oOh!media may waive). Completion of the acquisition is conditional on the vendor providing oOh!media with certain deliverables and therefore is not guaranteed. If the acquisition is not completed the deposit paid on execution of the sale deed will be refunded to oOh!media and oOh!media's FY2015 earnings would exclude the forecast $0.85 million EBITDA attributed to the acquired business.

To the extent that acquisitions are not successfully completed and integrated with oOh!media's existing business, the financial performance of oOh!media could be materially adversely affected.

5.2.16 Risk of litigation, claims and disputes

oOh!media may be subject to litigation and other claims and disputes in the course of its business, including employment disputes, contractual disputes, indemnity claims, occupational and personal claims, and claims in relation to creative content. Such litigation, claims and disputes, including the costs of settling claims and operational impacts, could materially adversely affect oOh!media's business, operating and financial performance.

5.2.17 Safety risk

The installation and maintenance of advertising structures poses a safety risk to installers. There is also a risk that oOh!media's advertising structures could pose a risk to community safety in the event the structure is improperly installed or maintained, or is tampered with. Any claim relating to installer or community safety or injury could materially affect oOh!media's reputation, as well as its business, operating and financial performance.

5.2.18 Asset impairment risk

Under Australian accounting standards, intangible assets that have an indefinite useful life are not subject to amortisation and are reviewed annually for impairment or whenever events or changes in circumstances indicate that the carrying amount of an individual asset may not be recoverable. Assets which are considered to have indefinite lives include goodwill.

Changes to the carrying amounts of oOh!media's assets could have an adverse impact on the reported financial performance of oOh!media in the period that any impairment provision is recorded and could increase volatility of reported earnings in cases where there is further impairment or a reversal of impairment provisions that were recorded in previous periods.

The H1CY2014 financial statements include an asset impairment relating to the expiry of the Westfield internal retail contract and as a result of the conversion of some static signs to digital and some road assets that were impaired.

5.2.19 Counterparty risk

oOh!media is exposed to collection risks where the counterparty fails to fulfil its contractual obligations. For example, oOh!media is exposed to advertising agencies with which it conducts regular business on behalf of their clients. This exposes oOh!media to collection risk with agencies in circumstances where they encounter financial difficulties.

5.3 General risks to an investment in oOh!media

5.3.1 Price of Shares

As a publicly-listed company on ASX, the Company will be subject to general market risk that is inherent in all securities listed on a stock exchange. This may result in fluctuations in its Share price that are not explained by the fundamental operations and activities of oOh!media.

The price at which Shares are quoted on ASX may increase or decrease due to a number of factors. These factors may cause the Shares to trade at prices below the Offer Price. There is no assurance that the price of the Shares will increase following the commencement of quotation on ASX, even if oOh!media's earnings increase.

Some of the factors which may affect the price of the Shares include fluctuations in the domestic and international market for listed securities, general economic conditions including interest rates, inflation rates, exchange rates, consumer sentiment, commodity and oil prices, changes to government fiscal, monetary or regulatory policies and settings, changes in legislation or regulation, inclusion in or removal from market indices, the nature of the markets in which oOh!media operates and general operational and business risks.

Other factors which may negatively affect investor sentiment and influence oOh!media specifically, or stock markets more generally, include acts of terrorism, an outbreak of international hostilities, labour strikes, civil wars, natural disasters or other man-made or natural events.

5.3.2 Liquidity of Shares

There is currently no public market through which Existing Shares may be sold. On Completion of the Offer, there can be no guarantee that an active market will develop or that the price of the Shares will increase. There may be relatively few or many potential buyers or sellers of the Shares on ASX at any time. This may increase the volatility of the market price of the Shares and may prevent investors from acquiring more Shares or disposing of Shares they acquire under the Offer. It may also affect the prevailing market price at which the Shareholders are able to sell their Shares. This may result in Shareholders who acquire Shares under the Offer receiving a market price for their Shares that is less or more than the Offer Price.

The Escrowed Shareholders will hold approximately 41.5% of the Shares following Completion of the Offer, which may impact on liquidity. The Escrowed Shareholders have entered into voluntary escrow arrangements in relation to all of the Shares they hold immediately following Completion of the Offer, excluding any Shares acquired by them under the Offer (if any). A summary of the escrow arrangements is set out in Section 7.7. The absence of any sale of Shares by the Escrowed Shareholders during this period may cause, or at least contribute to, limited liquidity in the market for the Shares. This could affect the prevailing market price at which Shareholders are able to sell their Shares.

Following release from escrow, Shares held by the Escrowed Shareholders will be able to be freely traded on ASX. A significant sale of Shares by an Escrowed Shareholder, or the perception that such sale has occurred or might occur, could also adversely affect the price of Shares.

5.3.3 Shareholder dilution

In the future, oOh!media may elect to issue Shares or other securities. While the Company will be subject to the constraints of the Listing Rules regarding the issue of Shares or other securities, Shareholders may be diluted as a result of such issues of Shares or other securities.

5.3.4 Exposure to changes in tax rules or their interpretation

Changes in tax law (including the goods and service tax and stamp duty), or changes in the way taxation laws are interpreted may impact the tax liabilities of the Company or the tax treatment of a Shareholder's investment. In particular, both the level and basis of taxation may change. In addition, an investment in the Shares involves tax considerations which may differ for each Shareholder. Each prospective Shareholder is encouraged to seek professional tax advice in connection with any investment in oOh!media.

5.3.5 Risk of dividends not being paid or fully franked

The payment of dividends by oOh!media is determined by the Board from time-to-time at its discretion, depending on the profitability and cash flow of oOh!media's business and its financial position at the time. Circumstances may arise where oOh!media is required to reduce or cease paying dividends for a period of time.

To the extent that oOh!media pays any dividends, oOh!media may not have sufficient franking credits in the future to frank dividends, or the franking system may be subject to review or reform. In addition, if the proportion of oOh!media's earnings from offshore operations increases, it may not be possible to frank dividends. The value and availability of franking credits to a Shareholder will differ depending on the Shareholder's particular tax circumstances. Shareholders should also be aware that the ability to use franking credits, either as a tax offset or to claim a refund after the end of the income year, will depend on the individual tax position of each Shareholder.

5.3.6 Accounting standards

Australian Accounting Standards are issued by the Australian Accounting Standards Board and are beyond the control of the Company, the Directors and Management. Any changes to the accounting standards or to the interpretation of those standards may have an adverse effect on the reported financial performance or financial position of oOh!media.

In particular, as noted in Section 4, the accounting treatment for transactions such as the internal restructure contemplated in connection with the Offer, is currently being reviewed by international standard setters and may be subject to change. In the event that the transactions contemplated by the Offer were required to be recorded at fair value, there could be a material increase in amortisation expense which would reduce the reported results of oOh!media.

5.3.7 Interest rate and foreign exchange rate fluctuations

An investment in oOh!media will include exposure to economic and currency fluctuations. For example, movements in the A$/NZ$ foreign exchange rate will impact revenues and earnings derived from New Zealand in Australian dollar terms. Deflation of the Australian dollar may also result in higher costs for oOh!media's suppliers, and consequently, for oOh!media. This applies in particular to any deflation in the Australian Dollar against the US Dollar, given many suppliers of digital and physical signage are reliant on A$/US$ movements relative to other currencies.

Changes in interest rates will affect borrowings which bear interest at floating rates. Any increase in interest rates will affect oOh!media's costs of servicing these borrowings which may adversely affect its financial position.

5.3.8 Ability to refinance debt or access debt markets on attractive terms

oOh!media is subject to the risk that it may not be able to refinance its existing or future bank facilities as and when they fall due, or that the terms available to oOh!media on refinancing will not be as favourable as the terms of its existing or future bank facilities.

5.3.9 Force majeure events

Events may occur within or outside the markets in which oOh!media operates that could impact upon the global or South East Asia economies, the operations of oOh!media and/or the price of the Shares. The events include, but are not limited to, acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other natural or man-made events or occurrences that can have an adverse effect on the demand for oOh!media's product offering and services and its ability to conduct business.

6

KEY PEOPLE, INTERESTS AND BENEFITS

6. KEY PEOPLE, INTERESTS AND BENEFITS

6.1 Board of Directors

Director	Experience
Michael Anderson Independent Non-Executive Chairman	• Michael has been Chairman of oOh!media since July 2013. • Michael has been in the media industry for over 20 years, including the role of Chief Executive of Austereo Limited from 2003 until 2010. • During his time with Austereo he focused the company on building strong station brands and adapting the business to the changing media market, including building and maintaining market leadership and developing new strategic directions, focusing on target audiences and adapting to increased competition. He also led the company to embrace the Digital challenge, creating market leadership on-line and on air, launching Australia's first commercial Digital station. He launched a nationwide digital network and Australia's first digital radio station. • Michael is a Non Executive Director of Fairfax Media and Oztam Pty Limited.
Brendon Cook Chief Executive Officer	• Brendon founded oOh!media in 1989. • With over 35 years' experience in outdoor advertising, Brendon Cook has been at the forefront of the Out Of Home advertising business in Australia and New Zealand, creating a multi-award winning company and being actively involved in pioneering the industry's move into digital. • Under Brendon's leadership, the business has seen nine years of consecutive revenue growth through strategic acquisitions, organic growth, and the development and introduction of several new environments to capitalise on the growth in digital and people's increasing habits away from home. • Brendon is a founding and current board member of the Outdoor Media Association and was instrumental in the development of the MOVE (Measurement of Outdoor Visibility and Exposure) project, a system that allowed for improved accuracy in reporting measurable outcomes to clients using Out Of Home media.
Tony Faure Independent Non-Executive Director	• Tony has been a Director of oOh!media since February 2014. • Tony has deep experience in traditional and digital media and marketing, having run both small and large companies, and is passionate about ideas that use technology to push limits and create new experiences for consumers. • Tony has extensive board experience including current positions as Chairman at Stackla, Sound Alliance, Torque Data and Pollenizer. Tony is also a Non-Executive Director of Private Media & biNu. • Prior to this, Tony served as Non-Executive Director of Seek, iSelect and Business Spectator/Eureka Report, Chairman of Lasttix.com.au, CEO of ninemsn, CEO and Founder of HomeScreen Entertainment, and positions at Yahoo! including Regional VP, South Asia and Managing Director of Yahoo! Australia and New Zealand.

6. Key people, interests and benefits

Director	Experience
Geoff Wild AM Non-Executive Director	• Geoffrey Charles Earl Wild, also known as Geoff, AM, FAI (dip.) FAICD co-founded Clemenger Advertising Agency in 1972 in Sydney and merged with US-based BBDO Group, where he oversaw a Pan-Asian expansion strategy through acquisition and start-up. • Geoff has been a Director of oOh!media since July 2007. • Geoff currently serves as Chairman of WPP Holdings (Australia) Pty Limited, the Group which owns Ogilvy & Mather, J Walter Thompson, Young & Rubicam, Hill & Knowlton, Burson Marsteller and Group M, and a Director of related entities. • He also serves as Director of IBISWorld, and is a former Director of OPSM, the PGA (Professional Golf Association), the NSW TAB, and the South Pacific Advisory Board of Imperial Chemical Industries (ICI PLC). He has been a Director of Arab Bank Australia Limited since November 1995 and Chairman since 2011. • Previously, Geoff had a distinguished career in advertising and marketing for 30 years, including positions as Vice President of Sydney Olympic Bid Company Limited and the NSW Tourism Commission. • Geoff also served as Non-Executive Chairman of ComOps Ltd, the Advertising Federation of Australia and the Advertising Industry Council. • He was awarded the Order of Australia (AM) in the Queen's Birthday Honours List in 2000. • Geoff is a Fellow of the Advertising Institute (by examination) FAIA, and a Fellow of the Australian Institute of Company Directors FICD.
Darren Smorgon Non-Executive Director	• Darren Smorgon is a Director of CHAMP Private Equity, and has been with the CHAMP group since 1999. His responsibilities include all aspects of the investment and portfolio company management processes. • During 2000-2001, he spent 12 months in New York with CHAMP's New York-based affiliate, Castle Harlan, Inc. where he worked on the sale of Ion Track Instruments, Inc. • Darren holds Bachelor of Economics (with Merit) and Master of Commerce (with Merit) degrees from the University of New South Wales, and a Graduate Diploma in Applied Finance & Investment from the Securities Institute of Australia. • Darren is a member of the Board of Directors and on the Investment Committee of the CHAMP Group. He is also a Director of several CHAMP portfolio companies including Golding Contractors Pty Limited and oOh!Media Group. He was formerly a Director of Study Group International, LCR Group, Penrice Soda Products Pty Ltd and Australian Discount Retail Pty Ltd.

Director	Experience
Debbie Goodin Independent Non-Executive Director	• Debbie has more than 20 years' senior management experience with professional services firms, government authorities and ASX listed companies across a broad range of industries and service areas. • Her executive experience in finance, operations, corporate strategy and mergers and acquisitions included service as Chief Operating Officer for an Australian and New Zealand subsidiary of Downer EDI Limited, and as Acting Chief Financial Officer and Head of Mergers and Acquisitions, and then Global Head of Operations, at Coffey International Limited where she led geosciences, project management and international development businesses. • Debbie is an experienced company director and audit committee chair. She is currently a Non-Executive Director of Senex Energy, Adelaide-based Beyond Bank Australia and Victorian government owned City West Water and a member of the Finance Committee for Melbourne's Royal Women's Hospital. • Debbie holds a Bachelor of Economics from Adelaide University, is a Fellow Chartered Accountant (FCA) and member of the Institute of Company Directors (MAICD).

6.2 Director disclosure

The following is information about:

- any company of which a Director was an officer that entered into a form of external administration because of insolvency during the time the Director was an officer; and
- any legal or disciplinary action against a Director that is less than 10 years old.

Darren Smorgon was a Non-Executive Director of Australian Discount Retail Pty Limited ACN 116849113 (ADR Group), an investment entity owned by funds managed by Castle Harlan Australian Mezzanine Partners Pty Limited, which was put into voluntary administration on 20 January 2009, with receivers and managers appointed to the ADR Group on the same date. The sale of the ADR Group to Retail Adventures Pty Ltd was announced on 23 March 2009.

The other Directors do not believe that the above matter is material to the future performance of Darren's duties as a Director of the Company, or the future performance or prospects of the Company or the Group.

6.3 Senior Management

Executive	Experience
Brendon Cook Chief Executive Officer	• See Section 6.1.
Peter McClelland Chief Financial Officer and Chief Operating Officer	• Peter is responsible for managing the day-to-day operations and financial performance of oOh!media including specific management of the finance, legal, IT, operations, assets, HR and corporate social responsibilities functions. • Peter is an experienced senior executive with over 23 years of experience in professional accounting at leading accounting firms and commercial organisations, including 19 years' experience in the retail and pharmaceutical sectors. • Prior to oOh!media, Peter was Chief Financial and Administration Officer for the Asia Pacific and South African Regions at Luxottica, the world's largest manufacturer, wholesaler and retailer of optical and sunglass products, listed on the Milan and New York Stock Exchanges. • Peter was previously an Executive Member of G100 CFO Group and was an active member of the International CFO Forum.

Executive	Experience
Warwick Denby Group Director, Business Strategy	• Warwick joined oOh!media's senior Management team as Group Director, Business Strategy in April 2013. • Warwick is responsible for the overall strategy of the entire oOh!media business, identify and develop innovations and technology to help deliver better consumer engagements for our clients. He also heads up the newly created Place-based media offering within the business. • Warwick brings over 20 years' experience in consumer marketing, product management, programming content and business strategy in the digital, telecommunication and pay television industries with previously held senior positions at Austar, Telstra-Saturn and Clear Communications.
Peter Whitehead National Sales Director	• Peter has nearly 20 years' experience in media sales. • Prior to moving into his current role, he was oOh!media National Commercial Director Fly – responsible for oOh!media's airport media business. • Other roles have included EYE Corp Victorian Sales Director and five years as Southern Cross Austereo Victorian Sales Director.
Phil Eastwood National Commercial Director of Sales	• Phil joined oOh!media in 2013 and has over 15 years' experience as a senior media professional in the outdoor advertising industry, having recently joined from APN Outdoor. • Phil is responsible for developing key client growth opportunities and new business strategies as well as overseeing the Company's Business Development team to ensure direct client contact needs are successfully delivered.
Noel Cook Group Director oOh! Road	• Noel has over 23 years' experience in outdoor advertising covering all aspects of the profession. • He has spent considerable time selling and developing outdoor media in all markets across Australia. Noel has been instrumental in guiding oOh!media through a number of company acquisitions. • Noel has been a member of the senior Management team for 19 years and is heavily involved in all facets of the business. • As part of Noel's role as Group Director, oOh! Road he has extensive experience in dealing with State Government departments including RMS (NSW), VicTrack (VIC), TMR (QLD) and Queensland Transport (QLD).
Robbie Dery Group Director oOh! Fly	• Robbie leads the Fly business across Australia and New Zealand and is a member of oOh!media's senior Management team. • Robbie joined oOh!media in 2008 with over 10 years of international business experience with global foreign exchange specialists Travelex. • He has a track record of building sales and marketing teams and has experience in delivering rapid revenue growth across multiple markets including Australia, New Zealand, UK/Europe and North America.

6. Key people, interests and benefits

Executive	Experience
Blair Hamilford Commercial Director Sales oOh! Retail	• Blair has over 12 years media sales experience in Australia, the last seven of which he has specialised in the Retail Media channel. • After six years of developing the Westfield BrandSpace offering, he joined oOh!media as the Commercial Director Sales, oOh! Retail.
Adrian Horsfall Commercial Director Property Retail	• Adrian was co-founder of Local Area Marketing, oOh! Media's first retail advertising acquisition in 2005 which became the cornerstone of the now vast oOh! Retail division. • Since 2005, Adrian has remained with the company helping to steer oOh! Retail to be the largest retail advertising company of its type in Australia. • As Commercial Director Property, he is responsible for maintaining, developing and growing the more than five hundred shopping centres and over one thousand Licences Agreements.
Perry McMahon Commercial Director Property Retail	• Perry has worked in the Commercial area of oOh!media Retail since the business that he co-founded, Local Area Marketing, was acquired by oOh!media (then Network Outdoor) in 2005. This acquisition was oOh!media's first foray into the Shopping Centre Retail market and Perry has been part of the team that has helped grow the business from advertising panels in an initial 60 shopping centres to over 500 shopping centres today. • In his role as Commercial Director Perry is responsible for maintaining solid relationships with the many Concession Groups, Licence negotiations/maintenance and the future development of the Retail business and its products. • Prior to Local Area Marketing Perry was Australia Pacific Manager for Mayne Nickless' International Transport and has been heavily involved in many successful start-up business' both in Australia and overseas.
Steve Reid Human Resources Director	• Steve joined oOh!media in June 2014 as Human Resources Director to develop and drive the people and culture agenda. • Steve has a human resources career spanning more than 20 years across consulting, ICT and financial services and has a track record of driving culture change and implementing leading edge human resources practices in high growth businesses. • He has significant experience in start-up environments with Optus Vision, Orange and 3 Mobile and led the people and culture streams of the $4.5 billion merger between Vodafone and Hutchison. • Prior to joining oOh!media, Steve was General Manager HR at Vodafone and Head of Human Resources for Bankwest Retail Bank.

6.4 Interests and benefits

This Section 6.4 sets out the nature and extent of the interests and fees of certain persons involved in the Offer. Other than as set out below or elsewhere in this Prospectus, no:

- director or proposed director of the Company;
- person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- promoter of the Company; or
- underwriter (but not a sub-underwriter) to the Offer or a financial services licensee named in this Prospectus as a financial services licensee involved in the Offer,

holds at the time of lodgement of this Prospectus with ASIC, or has held in the two years before the lodgement of this Prospectus with ASIC, an interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or in connection with the Offer; or
- the Offer,

and no amount (whether in cash, Shares or otherwise) has been paid or agreed to be paid, nor has any benefit been given or agreed to be given, to any such persons for services in connection with the formation or promotion of the Company or the Offer or to any Director or proposed Director to induce them to become, or qualify as, a Director.

6.4.1 Interests of advisers

The nature and extent of the interests and fees of professional advisers engaged by the Company is set out at Section 9.12.

6.4.2 Directors' interests and remuneration

Brendon Cook is employed in the position of CEO. Refer to Section 6.4.3 for further details.

6.4.2.1 Non-Executive Director remuneration

Under the Constitution, the Board may decide the remuneration from the Company to which each Director is entitled for his or her services as a Director. However, the total amount provided to all Directors for their services as Directors must not exceed in aggregate in any financial year the amount fixed by the Company in general meeting. This amount has been fixed at $1,000,000. For the financial year ending 31 December 2014, the fees payable to the current Directors will not exceed $75,000 in aggregate.

The annual Directors' fees currently agreed to be paid by the Company are $165,000 to the Chairman and $85,000 to each of the other Non-Executive Directors, with the exception of Darren Smorgon who will not be entitled to receive any Director fees. In addition, the Chair of the Audit, Risk and Compliance Committee will be paid $25,000 per annum.

6.4.2.2 Deeds of indemnity, insurance and access for Directors

The Company has entered into a deed of indemnity, insurance and access with each Director which confirms the Director's right of access to Board papers and requires the Company to indemnify the Director, on a full indemnity basis and to the full extent permitted by law, against all losses or liabilities (including all reasonable legal costs) incurred by the Director as an officer of the Company or of a related body corporate.

Under the deeds of indemnity, insurance and access, the Company must maintain a D&O policy insuring each Director (among others) against liability as a Director and officer of the Company and its related bodies corporate until seven years after each Director ceases to hold office as a Director of the Company or a related body corporate (or the date any relevant proceedings commenced during the seven year period have been finally resolved).

6.4.2.3 Other information and interests

Directors may be paid for travel and other expenses incurred in attending to the Company's affairs, including attending and returning from general meetings of the Company or meetings of the Board or of committees of the Board. Any Director who devotes special attention to the business of the Group or who performs services which, in the opinion of the Board, are outside the scope of ordinary duties of a Director, may be remunerated for the services (as determined by the Board) out of the funds of the Company. There are no retirement benefit schemes for Directors, other than statutory superannuation contributions.

6.4.2.4 Director shareholdings

Directors are not required under the Constitution to hold any Shares. As at the day before Settlement, Brendon Cook, Tony Faure and Michael Anderson are the only Directors who will have an interest in Shares, as set out below. Some of these Shares will be subject to voluntary escrow arrangements. Please refer to Section 7.7 for further detail. The Directors are entitled to participate in the Broker Firm Offer and/or the Priority Offer and may elect to subscribe for Shares in the Offer.

	oOh!media Shares held prior to the Offer (million)	**oOh!media Shares held prior to the Offer (%)**	**Shares held at Completion of the Offer (million)**	**Shares held at Completion of the Offer (%)**
Michael Anderson	0.1	0.2%	0.1	0.1%
Brendon Cook*	0.7	1.1%	0.7	0.5%
Geoff Wild	–	–	–	–
Tony Faure*	0.1	0.1%	0.1	0.1%
Darren Smorgon	–	–	–	–
Debbie Goodin	–	–	–	–

* includes Shares held by closely related parties

Note: Shares held prior to the Offer are those held on the day before Settlement (prior to the transfer to SaleCo).

6.4.3 Executive remuneration

6.4.3.1 CEO

Details regarding the terms of employment of the CEO, Brendon Cook, are set out below.

Term	Description
Employer	Brendon Cook is employed by oOh!media Operations Pty Limited (formerly oOh!media Pty Limited).
Total fixed remuneration	Under the terms of his agreement, Brendon is entitled to receive annual fixed remuneration of $551,345 per annum, comprised of: • Base salary of $466,982; • Superannuation of $44,363; and • Car allowance of $40,000

Term	Description
Short term incentive (STI)	In addition to his annual fixed remuneration, Brendon is entitled to participate in the Company's Annual Bonus Plan (STI Plan). For the year ending 31 December 2014, Brendon will be entitled to a target STI opportunity of $194,480, subject to meeting performance targets based on EBITDA and individual goals and KPIs. For the year ending 31 December 2015, Brendon will be entitled to a target STI opportunity of $250,000, subject to meeting performance targets based on EBITDA and individual goals and KPIs. For each further year, Brendon will be eligible for a target STI opportunity of $250,000. The key terms of the STI Plan are set out in Section 6.4.3.3 below.
Long term incentive (LTI)	Brendon was granted options and shares under the Company's legacy Management Equity Plan. The options were granted by OMI to provide incentives in connection with Brendon's employment and his role in facilitating the Company's Listing (which included accepting a new employment agreement with the Company). The options will be cancelled on the day prior to Settlement and a payment in consideration for their cancellation will be made by the Company on or about the day of Settlement. Please see Section 6.4.3.5 below for further details. Brendon is eligible to participate in the Company's new LTI arrangements that will be granted under the Equity Incentive Plan (LTI Plan). On or around Listing, the Company intends to grant performance rights over Shares in the Company (Performance Rights) with a total face value of $350,000 to Brendon under the LTI Plan which will vest if performance targets and other terms of the LTI Plan set out in Section 6.4.3.4 below are met. The number of rights will be determined by dividing $350,000 by the Offer Price. Brendon is entitled in each subsequent year to a grant of LTI with a target face value of $350,000. These LTI grants will vest subject to the achievement of performance hurdles determined by the Board from time to time.
Special Performance Rights grant	On or around Listing, the Company also intends to grant a one-off award of Performance Rights to Brendon under the LTI Plan with a total face value of $30,000 to reward and align Brendon to the achievement of the financial objectives of the business plans. This award will vest following the release of the Company's full year results in March 2016, subject to the satisfaction of a performance condition relating to 2015 net profit after tax and Brendon's continued employment with the Group on the vesting date.
Termination	Brendon's employment may be terminated by either party upon giving 12 months' notice. The Company can elect to make a payment in lieu of all or part of the notice period. The Company may terminate Brendon's employment immediately and without notice in certain circumstances, including for committing a serious or persistent breach of his employment agreement or serious misconduct. All payments on termination will be subject to the termination benefits cap under the Corporations Act. The shareholders of the Company have approved the provision of benefits on cessation of employment to Brendon as summarised in this Section.

Term	Description
Restraint	Brendon's employment agreement also includes: • a post-employment non-competition restraint of trade, which operates in Australia and New Zealand for a maximum period of 12 months from the earlier of the date on which Brendon's employment ends and the date on which the Company puts him on garden leave; and • a post-employment non-solicitation restraint of trade, which operates in Australia and New Zealand for a maximum period of 12 months from the date on which Brendon's employment with the Company ends. The enforceability of the restraint of trade clauses is subject to all usual legal requirements.

6.4.3.2 Other members of senior management

The other members of senior management are employed under individual agreements. Details regarding the terms of their engagement, are set out below.

Term	Description
Remuneration and termination	Members of the Company's senior management are engaged under individual agreements. These agreements provide for a total compensation including a base salary, superannuation contribution and incentive arrangements (explained below); variable notice and termination provisions, including termination payments of up to 12 months' remuneration; and variable restraint provisions. All payments to key management personnel on termination will be subject to the termination benefits cap of the Corporations Act. The shareholders of the Company have approved the provision of benefits on cessation of employment to current and future key management personnel as summarised in this Section.
STI	In addition to their annual fixed remuneration, members of senior management are entitled to participate in the Company's STI Plan. For the year ending 31 December 2014, members of senior management have a target STI opportunity in aggregate of $942,797, subject to meeting performance targets based on EBITDA and individual goals and KPIs. The STI opportunity for the year ending 31 December 2015 will be determined by the Board once the Company's remuneration review has been concluded in February 2015. The key terms of the STI Plan are set out in Section 6.4.3.3 below.
LTI	Certain employees were granted options and/or shares under the Company's legacy Management Equity Plan. Please see Section 6.4.3.5 below for further details. Certain members of senior management will be entitled to participate in the Company's new LTI arrangements that will be granted under the LTI Plan. On or around Listing, the Company intends to grant Performance Rights with a total face value of $1,270,000 to members of senior management under the LTI Plan which will vest if performance targets and other terms set out in Section 6.4.3.4 below are met.

Term	Description
Special Performance Rights grant	On or around Listing, the Company also intends to grant a one-off award of Performance Rights to members of senior management and other employees under the LTI Plan to reward and align management to the achievement of the financial objectives of the business plans. The total face value of the special performance rights grant to be paid to all members of senior management (excluding the award to be paid to the CEO described in Section 6.4.3.1) is $330,000. These awards will vest following the release of the Company's full year results in March 2016, subject to the satisfaction of a performance condition relating to 2015 net profit after tax and the executives' continued employment with the Group on the vesting date.

6.4.3.3 STI Plan

Employees are entitled to participate in the Company's STI Plan. The amount of the STI award each participant may become entitled to (if any) will be determined by the Board and senior management team (as appropriate) based on achievement against set performance targets.

Each year performance will be measured for the 12-month period ending 31 December. Any STI which is awarded will be delivered in cash around the end of March each year after performance against specified performance targets has been measured.

Participants will need to be employed and not under notice of resignation or termination until at least 31 December of the relevant year to be eligible for an STI award, except in good leaver cases including retirement or bona fide redundancy where some or all of the payment may be made at the discretion of the Board and senior management team (as appropriate).

2014 STI award

Awards to members of senior management, including the CEO, for the period 1 January 2014 to 31 December 2014 have been made under the STI Plan on the terms set out below.

The CEO and members of senior management will be entitled to an STI award up to a maximum percentage of their annual fixed remuneration (the maximum amount will differ between individuals, but not exceed 50% of annual fixed remuneration for members of the senior management team).

For the 2014 STI award, the amount of the STI award each participant may become entitled to (if any) will be determined by the Board and senior management team (as appropriate) based on achievement against the following set of performance targets:

- 70% of the STI award will be subject to an EBITDA target (EBITDA Component); and
- the remaining 30% of the STI award will be subject to the achievement of individual goals and KPIs (Individual Performance Component).

Threshold Target

In order for an STI award to be payable, a threshold target must be satisfied, being 90% of EBITDA achievement to budget (the Threshold Target).

Calculation of EBITDA Component

The percentage of the STI award comprising the EBITDA Component that will become payable, if any, will be determined over the performance period by reference to the following schedule:

EBITDA achievement to budget	STI award payable
Less than 90%	$0
90%-100%	30% plus 7% payment for every 1% achievement greater than 90%
100%-150%	100% plus 4% payment for every 1% achievement greater than 100%
Greater than 150%	300% (capped)

Calculation of Individual Performance Component

In order for an STI award to be payable, the Threshold Target must be satisfied. The percentage of the STI award comprising the Individual Performance Component that will become payable, if any, will be determined over the performance period by reference to the individual's performance assessment rating, with no STI award payable for poor performance and up to 200% STI award payable for inspiring performance.

2015 STI award

It is the Company's current intention that the 2015 STI award will be subject to similar terms as the 2014 STI award.

6.4.3.4 LTI Plan

The Company has established the LTI Plan to assist in the motivation, retention and reward of senior management. The LTI Plan is designed to align the interests of executives and senior management with the interests of Shareholders by providing an opportunity for the participants to receive an equity interest in the Company.

The LTI Plan

The rules of the LTI Plan (Plan Rules) provide the framework under which the LTI Plan and individual grants will operate.

The key features of the LTI Plan are outlined in the table below.

Eligibility	Offers may be made at the Board's discretion to employees of the Company or its related bodies corporate or any other person that the Board determines to be eligible to receive a grant under the LTI Plan.
Types of securities	The Plan Rules provide flexibility for the Company to grant one or more of the following securities as incentives, subject to the terms of individual offers: • performance rights • options • restricted shares Options are an entitlement to receive a Share upon satisfaction of applicable conditions and payment of an applicable exercise price. Performance rights and restricted shares are an entitlement to receive a Share for no consideration upon satisfaction of applicable conditions. Unless otherwise specified in an offer document, the Board has the discretion to settle performance rights or options with a cash equivalent payment.
Offers under the LTI Plan	The Board may make offers at its discretion and any offer documents must contain the information required by the Plan Rules. The Board has the discretion to set the terms and conditions on which it will offer performance rights, options and restricted shares in individual offer documents. Offers must be accepted by the employee and can be made on an opt-in or opt-out basis. The Company intends to make opt-out offers.
Issue price	Unless the Board determines otherwise, no payment is required for a grant of a performance right, option or restricted share under the LTI Plan.
Vesting	Vesting of performance rights, options and restricted shares under the LTI Plan is subject to any vesting or performance conditions determined by the Board and specified in the offer document. Options must be exercised by the employee and the employee is required to pay the exercise price before Shares are allocated. Subject to the Plan Rules and the terms of the specific offer document, any performance rights, options or restricted shares will either lapse or be forfeited if the relevant vesting and performance conditions are not satisfied.

Cessation of employment	Under the Plan Rules, the Board has a broad discretion in relation to the treatment of entitlements on cessation of employment. It is intended that individual offer documents will provide more specific information on how the entitlements will be treated if the participating employee ceases employment.
Clawback and preventing inappropriate benefits	The Plan Rules provide the Board with broad 'clawback' powers if, amongst other things, the participant has acted fraudulently or dishonestly, engaged in gross misconduct or has acted in a manner that has brought the Company or its related bodies corporate into disrepute, or there is a material financial misstatement, or the Company is required or entitled under law or company policy to reclaim remuneration from the participant, or the participant's entitlements vest as a result of the fraud, dishonesty or breach of obligations of any other person and the Board is of the opinion that the incentives would not have otherwise vested.
Change of control	The Board may determine that all or a specified number of a participant's performance rights, options or restricted shares will vest or cease to be subject to restrictions on a change of control event in accordance with the Plan Rules.
Other terms	The LTI Plan contains customary and usual terms for dealing with administration, variation, suspension and termination of the LTI Plan.

The 2015 LTI award under the LTI Plan

The key terms of the 2015 LTI award are summarised in the table below:

Participants	Awards will initially be granted to the CEO and other members of senior management of the Company who are invited by the Board to participate.
Grant date and timing of future offers	The LTI award will be made at or around the time of the initial listing of the Company. Any future grants will be at the discretion of the Board and subject to any requirements for shareholder approval.
Grant of Performance Rights	The LTI award will comprise Performance Rights. The value of Performance Rights granted will be a percentage of the participant's total fixed remuneration. The number of Performance Rights will be that value divided by the face value of the share price at the time of grant and will be issued to the participant for nil consideration.

Performance conditions, performance period and vesting	Performance Rights will vest subject to the satisfaction of performance conditions. The performance period of the LTI will generally be 3 years. The 2015 LTI award will be subject to a performance period commencing on the date of the initial Listing of the Company and ending on 31 December 2017 (**Performance Period**). The performance conditions must be satisfied in order for the Performance Rights to vest. The Performance Rights will be subject to a performance condition based on the compound annual growth rate (CAGR) of the Company's EPS over the Performance Period. The percentage of Performance Rights that vest, if any, will be determined over the Performance Period by reference to the following vesting schedule:

Company's CAGR of EPS over the Performance Period	% of Performance Rights that vest
Less than threshold	Nil
Threshold	50%
Between threshold and stretch	Straight line vesting between 50%-100%
Stretch	100%

	The threshold and stretch targets for the Company's CAGR of EPS over the Performance Period will be determined by the Board. Any Performance Rights that remain unvested at the end of the Performance Period will lapse immediately.
Rights associated with Performance Rights	The Performance Rights do not carry dividends or voting rights prior to vesting.
Restrictions on dealing	The participant must not sell, transfer, encumber, hedge or otherwise deal with Performance Rights. Unless the Board determines otherwise, the participant will be free to deal with the Shares allocated on vesting of the Performance Rights, subject to the requirements of the Company's Policy for Dealing in Securities.
Cessation of employment	If the participant ceases employment for cause, unless the Board determines otherwise, any unvested Performance Rights will automatically lapse. Where the participant resigns, or their employment is terminated by mutual agreement with the Company, their unvested Performance Rights will remain on foot and subject to the original performance condition. However, the Board may at its discretion determine to lapse any or all of the unvested Performance Rights. Generally, if the participant ceases employment for any other reason, all of their unvested Performance Rights will remain on foot and subject to the original performance condition. However, the Board retains discretion to determine that some of their Rights (up to a pro rata portion based on how much of the Performance Period remains) will lapse.

Change of control	In a situation where there is likely to be a change of control, the Board has the discretion to accelerate vesting of some or all of the Performance Rights. Where only some of the Performance Rights have vested on a change of control, the remainder of the Performance Rights will immediately lapse. If the change of control occurs before the Board exercises its discretion: • a pro-rata portion of the Performance Rights equal to the portion of the relevant Performance Period that has elapsed up to the expected or actual (as appropriate) date of the change of control will immediately vest; and • the Board may, in its absolute discretion, decide whether the balance should vest or lapse.
Reconstructions, corporate action, rights issues, bonus issues, etc	A participant cannot participate in new issues of securities by the Company prior to vesting of the Performance Rights. However, the Rules of the LTI Plan include specific provisions dealing with rights issues, bonus issues, and corporate actions and other capital reconstructions. These provisions are intended to ensure that there is no material advantage or disadvantage to the participant in respect of their Performance Rights as a result of such corporate actions.

6.4.3.5 Legacy Management Equity Plan

The Group previously established the legacy Management Equity Plan. The Management Equity Plan has been terminated and equity issued under the Management Equity Plan has been dealt with as set out below.

Options

Certain members of the leadership team, including Michael Anderson and Brendon Cook hold directly or through their closely related parties, options over existing shares in OMI under the Management Equity Plan. These options were granted by OMI to provide employees with incentives in connection with employment and in facilitating the Company's Listing. The options will be cancelled on the day prior to Settlement and a payment in consideration for their cancellation will be made by the Company on or about the day of Settlement as set out below.

	Consideration payable for cancellation of options
Michael Anderson	$57,560
Brendon Cook*	$632,534
Other optionholders*	$1,237,645
Total	**$1,927,739**

* includes options held by closely related parties

Shares

Certain members of the leadership team, including Michael Anderson and Brendon Cook have acquired, directly or through their closely related parties, shares in OMI through the Management Equity Plan. As part of the internal restructure which will take place in preparation for Listing, the Company will acquire these shares and issue new Shares to the executives as consideration.

Following these transactions, Michael Anderson will receive 101,703 Shares and Brendon Cook will receive 22,222 Shares. The total number of Shares held by Michael Anderson and Brendon Cook is disclosed in Section 6.4.2.4.

Loans

Certain members of management, including Brendon Cook, are parties to loan agreements with OMI pursuant to which OMI had loaned them monies for the purchase of shares in connection with the Management Equity Plan. Proceeds payable to these individuals or their closely related parties in connection with the cancellation of any options or the sale of any Existing Shares will first be applied in repayment of these loans.

6.4.4 Deeds of indemnity, insurance and access for management

The Company has entered into a deed of indemnity, insurance and access with certain members of its management team which confirms the employee's right of access to certain Board papers and requires the Company to indemnify the employee, on a full indemnity basis and to the full extent permitted by law, against all losses or liabilities (including all reasonable legal costs) incurred by the employee as an officer of the Company or of a related body corporate.

6.5 Corporate governance

This Section 6.5 explains how the Board will oversee the management of oOh!media's business. The Board is responsible for the overall corporate governance of oOh!media. The Board monitors the operational and financial position and performance of oOh!media and oversees its business strategy, including approving the strategic goals of oOh!media and considering and approving a business plan and an annual budget. The Board is committed to maximising performance, generating appropriate levels of Shareholder value and financial return, and sustaining the growth and success of oOh!media. In conducting business with these objectives in mind, the Board seeks to ensure that oOh!media is properly managed to protect and enhance Shareholder interests, and that oOh!media and its directors, officers and personnel operate in an appropriate environment of corporate governance. Accordingly, the Board has created a framework for managing oOh!media, and has adopted or is developing relevant internal controls, risk management processes and corporate governance policies and practices which it believes are appropriate for oOh!media's business and which are designed to promote the responsible management and conduct of oOh!media.

Details of oOh!media's corporate governance policies, which will take effect from Listing, are set out in Section 6.5.1 below.

Details of oOh!media's key policies and the charters for the Board and each of its committees will be available at www.oohmedia.com.au.

6.5.1 Corporate governance principles

The ASX Corporate Governance Council has developed and released the third edition of its ASX Corporate Governance Principles and Recommendations (ASX Recommendations) for ASX listed entities in order to promote investor confidence and to assist companies to meet stakeholder expectations. The recommendations are not prescriptions, but guidelines. However, under the Listing Rules, the Company will be required to provide a statement in its annual report disclosing the extent to which it has followed ASX Recommendations in the reporting period. Where the Company does not follow a recommendation, it must identify the recommendation that has not been followed and give reasons for not following it. oOh!media intends to comply with all of the ASX Recommendations from the time of its listing on ASX, with one exception.

Recommendation 2.4 provides that a majority of the Board of a listed entity should be independent Non-Executive Directors. On Listing, half of the Directors of oOh!media will be independent. Three of the six members of the Board (including the Chairman) will be independent Non-Executive Directors. There will be a further two Non-Executive Directors (being those directors nominated by the CHAMP Funds and WPP) who are not considered to be independent and one Executive Director (the CEO). The Board considers that the Non-Executive Directors nominated by the CHAMP Funds and WPP, Darren Smorgon and Geoff Wild, will add significant value to the Board given their considerable experience and skills and will bring objective and independent judgement to the Board's deliberations. Further information regarding the independence of Directors and the composition of the Board is contained in Section 6.5.2 below.

6.5.2 Board of Directors

The Board of Directors comprises five Non-Executive Directors, including the Chairman, and one Executive Director. Detailed biographies of the Directors are provided in Section 6.1.

The Board of the Company considers an independent Director to be a Non-Executive Director who is not a member of Management and who is free of any business or other relationship that could materially interfere with or reasonably be perceived to interfere with the independent and unfettered exercise of their judgement. The Board will consider the materiality of any given relationship on a case-by-case basis. The Board regularly reviews the independence of each Director in light of information disclosed by each Director to the Board.

The Board considers that each of Michael Anderson, Tony Faure and Debbie Goodin is free from any business or any other relationship that could materially interfere with, or reasonably be perceived to interfere with the independent exercise of their judgement and is able to fulfil the role of an independent Director for the purposes of the ASX Recommendations.

Brendon Cook, Darren Smorgon and Geoff Wild are considered by the Board not to be independent for the purposes of the ASX Recommendations as:

- Brendon Cook is the CEO of the Company;
- Darren Smorgon is a nominee of the CHAMP Funds; and
- Geoff Wild is a nominee of WPP.

6.5.3 Board charter

The Board has adopted a written charter to provide a framework for the effective operation of the Board, which sets out:

- the Board's composition;
- the Board's role and responsibilities;
- the relationship and interaction between the Board and Management; and
- the authority delegated by the Board to Management and Board committees.

The Board's role is to, among other things:

- represent and serve the interests of Shareholders by overseeing and appraising oOh!media's strategies, policies and performance;
- protect and optimise oOh!media's performance and build sustainable value for Shareholders in accordance with any duties and obligations imposed on the Board by law and oOh!media's Constitution and within a framework of prudent and effective controls that enable risk to be assessed and managed;
- set, review and ensure compliance with oOh!media's values and governance framework (including establishing and observing high ethical standards); and
- ensure Shareholders are kept informed of oOh!media's performance and major developments affecting its state of affairs.

Matters which are specifically reserved for the Board or its committees include:

- appointment of the Chairman;
- appointment and removal of the CEO and CFO;
- appointment of Directors to fill a vacancy or as an additional Director;
- establishment of Board committees, their membership and delegated authorities;
- approval of dividends;
- review of corporate codes of conduct;
- approval of major capital expenditure, acquisitions and divestitures in excess of authority levels delegated to Management;

- calling of meetings of Shareholders; and
- any other specific matters nominated by the Board from time-to-time.

The management function is conducted by, or under the supervision of, the CEO as directed by the Board (and by officers to whom the management function is properly delegated by the CEO). Management must supply the Board with information in a form, timeframe and quality that will enable the Board to discharge its duties effectively. Directors are entitled to request additional information at any time they consider it appropriate. The Board collectively, and each Director individually, has the right to seek independent professional advice, subject to the approval of the Chairman.

6.5.4 Board committees

The Board may, from time-to-time, establish committees to assist in the discharge of its responsibilities. The Board has established the Audit, Risk and Compliance Committee and the Remuneration and Nomination Committee. Other committees may be established by the Board as and when required. Membership of Board committees will be based on the needs of oOh!media, relevant legislative and other requirements and the skills and experience of individual Directors.

Audit, Risk and Compliance Committee

Under its charter, this committee must have at least three members, a majority of whom must be independent directors and all of whom must be Non-Executive Directors. The committee must also have an independent chairman who is not the Chairman of the Board.

The Committee comprises Debbie Goodin (Chair), Michael Anderson and Darren Smorgon.

The primary role of the Audit, Risk and Compliance Committee is to assist the Board in carrying out its accounting, auditing and financial reporting responsibilities including:

- overseeing oOh!media's relationship with the Auditor and the external audit function generally;
- overseeing the preparation of the financial statements and reports;
- overseeing oOh!media's financial controls and systems; and
- managing the process of identification and management of risk.

The Company will comply with the ASX Recommendations in relation to the composition and operation of the Audit, Risk and Compliance Committee.

Remuneration and Nomination Committee

Under its charter, this committee must have at least three members, a majority of whom (including the chairman) must be independent directors and all of whom must be Non-Executive Directors.

The Committee comprises Michael Anderson (Chair), Tony Faure and Geoff Wild.

The responsibilities of the Remuneration and Nomination Committee include:

- reviewing and recommending to the Board the size and composition of the Board, including reviewing Board succession plans and the succession of the Chairman and CEO, having regard to the objective that the Board comprise directors with a broad range of skills, expertise and experience from a broad range of backgrounds, including gender;
- reviewing and recommending to the Board the criteria for Board membership;
- reviewing and recommending to the Board the composition and membership of the Board;
- assisting the Board as required in relation to the performance evaluation of the Board, its committees and individual directors, and in developing and implementing plans for identifying, assessing and enhancing director competencies;
- on an annual basis, reviewing the effectiveness of the Board Diversity Policy by assessing oOh!media's progress towards the achievement of the measurable objectives and any strategies aimed at achieving the objectives, and reporting to the Board recommending any changes to the measurable objectives, strategies or the way in which they are implemented;

- in accordance with the Board Diversity Policy, on an annual basis, reviewing the relative proportion of women and men on the Board, in senior management positions and in the workforce at all levels of the Group, and submitting a report to the Board, which outlines the committee's findings or, if applicable, providing the Board with oOh!media's most recent indicators as required by the Workplace Gender Equality Act 2012 (Cth);
- reviewing and recommending arrangements for the CEO and any other executive directors, and the executives reporting to the CEO, including contract terms, annual remuneration and participation in oOh!media's short and long term incentive plans;
- reviewing major changes and developments in oOh!media's remuneration, recruitment, retention and termination policies and procedures for senior Management;
- reviewing major changes and developments in the remuneration policies, superannuation arrangements, personnel practices and industrial relations strategies for the Group;
- reviewing the senior Management performance assessment processes and results as they reflect the capability of Management to realise the business strategy;
- reviewing and approving short term incentive strategy, performance targets and bonus payments;
- reviewing and recommending to the Board major changes and developments to oOh!media's employee equity incentive plans;
- recommending whether offers are to be made under any or all of oOh!media's employee equity incentive plans in respect of a financial year;
- in respect of oOh!media's employee equity incentive plans, reviewing and approving the proposed terms of, and authorising the making of, offers to eligible employees of the Group, including determining the eligibility criteria applying in respect of an offer, in respect of a financial year;
- reviewing and recommending to the Board the remuneration arrangements for the Chairman and the Non-Executive Directors of the Board, including fees, travel and other benefits; and
- approving the appointment of remuneration consultants for the purposes of the Corporations Act.

6.6 Corporate governance policies

The Board has adopted the following corporate governance policies, each having been prepared having regard to the ASX Recommendations and which are available on oOh!media's website at www.oohmedia.com.au.

oOh!media's current operational practices include comprehensive copyright compliance and business continuity protocols, and otherwise reflect its position as an established privately-owned business, having regard to the nature, breadth and geographic reach of its operations. Following Listing, the Group will develop further practices consistent with the policies summarised below.

6.6.1 Diversity policy

oOh!media values a strong and diverse workforce and is committed to developing measurable objectives of diversity and inclusion in its workplace. The Board has formally approved a Diversity Policy in order to address the representation of women in senior Management positions and on the Board, and to actively facilitate a more diverse and representative management and leadership structure. In its annual report, the Company will disclose a summary of its progress towards achieving the measurable objectives set out in the Diversity Policy for the year to which the Annual Report relates and details of the measurable objectives set under the Diversity Policy for the subsequent financial year.

6.6.2 Continuous disclosure policy

Once listed on ASX, the Company will be required to comply with the continuous disclosure requirements of the Listing Rules and the Corporations Act. Subject to the exceptions contained in the Listing Rules, the Company will be required to disclose to ASX any information concerning the Company which is not generally available and which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company has adopted a policy to take effect from Listing which establishes procedures that are aimed at ensuring that Directors and Management are aware of, and fulfil, their obligations in relation to the timely disclosure of material price-sensitive information. The Company is committed to observing its disclosure obligations under the Listing Rules and the Corporations Act. Information will be communicated to Shareholders through the lodgement of all relevant financial and other information with ASX and continuous disclosure announcements will also be made available on the Company's website at www.oohmedia.com.au.

6.6.3 Policy for dealing in securities

oOh!media has adopted a Policy for Dealing in Securities which is intended to explain the types of conduct in relation to dealings in securities that are prohibited under the Corporations Act and establish a best practice procedure for the buying and selling of securities that protects the Company, Directors and employees against the misuse of unpublished information that could materially affect the value of securities. The Policy applies to all Directors, officers, senior executives and employees of the Group and their connected persons.

The Policy provides that relevant persons must not deal in the Company's securities:

- where they are in possession of material price-sensitive information;
- on a short-term basis; and
- during trading blackout periods (except in exceptional circumstances).

Otherwise trading will only be permitted in trading windows or in all other periods by:

- Directors with prior approval from the Chairman of the Board;
- the Chairman of the Board with prior approval from the Chairman of the Audit, Risk and Compliance Committee; and
- senior executives with prior approval from the CEO.

6.6.4 Code of conduct

The Board recognises the need to observe the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted a formal code of conduct which outlines how oOh!media expects its representatives to behave and conduct business in the workplace and includes legal compliance and guidelines on appropriate ethical standards. All employees of oOh!media (including temporary employees, contractors and Directors) must comply with the code of conduct.

The code of conduct is designed to:

- provide a benchmark for professional behaviour throughout the Company;
- support the Company's business reputation and corporate image within the community; and
- make Directors and employees aware of the consequences if they breach the policy.

6.6.5 Communications with Shareholders

The Board's aim is to ensure that Shareholders are kept informed of all major developments affecting the state of affairs of oOh!media. In addition to oOh!media's continuous disclosure obligations, oOh!media has a policy of seeking to keep Shareholders informed. All ASX announcements made to the market, including annual and half-year financial results, are posted on oOh!media's website at www.oohmedia.com.au as soon as they have been released by ASX. The full text of all notices of meetings and explanatory material, oOh!media's Annual Report and copies of all investor presentations made to analysts and media briefings will be posted on oOh!media's website. The website also contains a facility for Shareholders to direct queries to oOh!media.

6.7 Related party transactions

Other than as disclosed in this Prospectus, oOh!media is not party to any material related party arrangements.

DETAILS OF THE OFFER

7

7. DETAILS OF THE OFFER

7.1 The Offer

This Prospectus relates to an invitation to apply for 86.6 million Shares to be issued by the Company or offered by SaleCo at the Offer Price of $1.93 per Share.

On Completion of the Offer, 63.3 million Shares will be held by the Current Owners and 62.2 million Shares will be subject to voluntary escrow agreements described in Section 7.7. The total number of Shares on issue at the Completion of the Offer will be 149.9 million. All Shares will rank equally with each other.

The Offer is made on the terms, and is subject to the conditions, set out in this Prospectus.

7.1.1 Structure of the Offer

The Offer comprises:

- the Broker Firm Offer, which is open only to Australian resident investors who are not Institutional Investors and who have received an invitation from their Broker to participate;
- the Priority Offer, which is open to selected Australian resident retail investors as agreed between the Company and the Joint Lead Managers; and
- the Institutional Offer, which consists of an invitation to bid for Shares made to Institutional Investors in Australia and a number of other eligible jurisdictions.

No general public offer of Shares will be made under the Offer. Members of the public wishing to apply for Shares under the Offer must do so through a Broker with a firm allocation of Shares. The allocation of Shares between the Broker Firm Offer, the Priority Offer and the Institutional Offer was determined by agreement between the Company and the Joint Lead Managers.

The Offer has been fully underwritten by the Joint Lead Managers. A summary of the Underwriting Agreement, including the events which would entitle the Joint Lead Managers to terminate the Underwriting Agreement, is set out in Section 9.6.

7.1.2 Purpose of the Offer

The purpose of the Offer is to:

- provide a liquid market for Shares and an opportunity for others to invest in Shares through listing the Company on ASX;
- provide oOh!media with additional financial flexibility to pursue growth opportunities through improved access to capital markets;
- fund repayment of existing debt facilities and outstanding shareholder debt;
- fund the payment of deferred consideration for previous acquisitions made by oOh!media;
- give the Selling Shareholders an opportunity to realise all or, in some cases, part of their investment in oOh!media;
- provide oOh!media with the benefits of an increased profile that arises from being a listed entity; and
- assist oOh!media in attracting and retaining quality staff.

7.1.3 Sources and uses of funds

The Offer is expected to raise gross proceeds of approximately $167.1 million. Assuming Completion of the Offer occurs on 18 December 2014, this amount, together with drawn debt of $82.1 million post Completion of the Offer and $5.0 million of existing cash on the balance sheet (as illustrated in 'Sources of funds' in the table in Section 7.1.3), will be applied as follows:

- $1.0 million will be paid to the Selling Shareholders (each of whom will have sold Shares to SaleCo)[1];
- $225.7 million will be used to repay existing debt facilities and shareholder debt and fees[2];
- $15.0 million will be used to fund the payment of deferred consideration to The Ten Group Pty Limited for previous acquisitions made by oOh!media;
- $1.0 million will be used to fund the payment of cash consideration for the cancellation of certain outstanding options[1]; and
- $11.6 million will be used to pay the Offer costs and shareholder fees[2].

The following table details the Company's sources of funding (including the Offer) and the uses of those amounts, assuming Completion of the Offer occurs on 18 December 2014.

Sources of funds	**$ million**	**%**
Cash proceeds received from the sale of Existing Shares	1.0	0.4%
Cash proceeds received from the issue of new Shares by the Company	166.1	65.3%
Cash proceeds from the New Banking Facility	82.1	32.3%
Existing cash	5.0	2.0%
Total sources	**254.3**	**100%**

Uses of funds	**$ million**	**%**
Payment of proceeds to Selling Shareholders[1]	1.0	0.4%
Repayment of existing debt facilities and outstanding shareholder debt, and for working capital	225.7	88.8%
Payment of deferred consideration to The Ten Group Pty Limited for previous acquisitions made by oOh!media	15.0	5.9%
Payment of cash consideration for the cancellation of certain outstanding options[1]	1.0	0.4%
Payment of Offer costs and shareholder fees[2]	11.6	4.6%
Total uses	**254.3**	**100%**

1. Part of the proceeds payable to certain Selling Shareholders or their closely related parties or to optionholders will be applied in repayment of loans which certain members of management are parties to with OMI, pursuant to which OMI loaned them monies for the purchase of shares in connection with the Management Equity Plan.
2. Offer costs of $10.5 million and shareholder fees relating to the Financial Advisory Services Agreement of $1.1 million (including GST) as described in Section 9.8.

7.1.4 Pro forma balance sheet

oOh!media's pro forma balance sheet following Completion of the Offer, including details of pro forma adjustments, is set out in Section 4.4.

7.1.5 Capitalisation and indebtedness

oOh!media's capitalisation and indebtedness as at 30 June 2014, before the Offer and following Completion of the Offer, is set out in Section 4.3.3.

7.1.6 Shareholding structure

The details of the ownership of Shares immediately prior to the Offer, and on Completion of the Offer, are set out in the table below.

Current Owners	oOh!media Shares held prior to the Offer (%)	oOh!media Shares held prior to the Offer (million)[1]	Shares held at Completion of the Offer (%)	Shares held at Completion of the Offer (million)[1]
CHAMP Funds	75.7%	48.3	32.2%	48.3
WPP	20.3%	12.9	8.6%	12.9
Management Shareholders	4.0%	2.6	1.4%	2.1
Other shareholders	0.04%	0.03	0.02%	0.03
Investors in the Offer	–	–	57.8%	86.6
Total	**100.0%**	**63.8**	**100.0%**	**149.9**

Information on the number of Shares to be held on Completion of the Offer that will be subject to voluntary escrow arrangements, and details of those escrow arrangements, are set out in Section 7.7.

7.1.7 Control implications of the Offer

While the Current Owners are expected to hold 42.2% of the Shares on issue on Completion of the Offer, the Directors do not expect any Shareholders to control oOh!media on Completion of the Offer.

7.1.8 Potential effect of the fundraising on the future of oOh!media

The Directors believe that on Completion of the Offer, oOh!media will have sufficient funds available to fulfil the purposes of the Offer and to meet its stated business objectives.

7.2 Terms and conditions of the Offer

Topic	Summary
What is the type of security being offered?	Shares (being fully paid ordinary shares in the Company).
What are the rights and liabilities attached to the security being offered?	A description of the Shares, including the rights and liabilities attaching to them, is set out in Section 7.12.
What is the consideration payable for each security being offered?	The Offer Price is $1.93 per Share.
What is the Offer period?	The key dates, including details of the Offer period, are set out on page 5. No securities will be issued on the basis of this Prospectus later than the Expiry Date of 28 December 2015.
What are the cash proceeds to be raised?	$167.1 million will be raised under the Offer based on the Offer Price.
What is the minimum and maximum Application size under the Retail Offer?	The minimum Application size under the Broker Firm Offer is $2,000 worth of Shares. The minimum Application size under the Priority Offer is $2,000 worth of Shares. The Company and the Joint Lead Managers reserve the right to reject any Application or to allocate a lesser number of Shares than that applied for. In addition, the Company and the Joint Lead Managers reserve the right to aggregate any Applications which they believe may be multiple Applications from the same person or reject or scale back any Applications (or aggregation of Applications) in the Retail Offer which are for more than $100,000 worth of Shares. There is no maximum value of Shares that may be applied for under the Offer.
What is the allocation policy?	The allocation of Shares between the Broker Firm Offer, the Priority Offer and the Institutional Offer was determined by agreement between the Company and the Joint Lead Managers. With respect to the Broker Firm Offer, it is a matter for the Brokers how they allocate Shares among eligible retail clients. oOh!media will decide how to allocate Shares among Applicants in the Priority Offer, in consultation with the Joint Lead Managers. The Company, in consultation with the Joint Lead Managers, has absolute discretion regarding the level of scaleback and the allocation of Shares under the Offer. For further information on the Priority Offer, see Section 7.3.2. The allocation of Shares among Applicants in the Institutional Offer was determined by the Company and the Joint Lead Managers. For further information on the Institutional Offer, see Section 7.4.

Topic	Summary
Will the securities be listed?	The Company has applied to ASX for admission to the Official List of, and quotation of its Shares by, ASX under the code 'OML'. Completion of the Offer is conditional on ASX approving this application. If approval is not given within three months after such application (or any longer period permitted by law), the Offer will be withdrawn and all Application Monies received will be refunded without interest as soon as practicable in accordance with the requirements of the Corporations Act. The Company will be required to comply with the Listing Rules, subject to any waivers obtained by the Company from time-to-time. ASX takes no responsibility for this Prospectus or the investment to which it relates. The fact that ASX may admit the Company to the Official List is not to be taken as an indication of the merits of the Company or the Shares offered for subscription.
When are the securities expected to commence trading?	It is expected that trading of the Shares on ASX will commence on or about 17 December 2014, initially on a conditional and deferred settlement basis. Trades occurring on ASX before Settlement will be conditional on Settlement occurring. Conditional trading will continue until the Company has advised ASX that: (i) Settlement has occurred; and (ii) the Company has issued Shares, and SaleCo has transferred Shares, to successful Applicants under the Offer, which is expected to be on or about 19 December 2014. Normal settlement trading is expected to commence on or about 23 December 2014. If settlement has not occurred within 14 days (or such longer period as ASX allows) after the day securities are first quoted on ASX, the Offer and all contracts arising on acceptance of the Offer will be cancelled and of no further effect and all application monies will be refunded (without interest). In these circumstances, all purchases and sales made through ASX participating organisations during the conditional trading period will be cancelled and of no effect. **It is the responsibility of each Applicant to confirm their holding before trading in Shares. Applicants who sell Shares before they receive an initial statement of holding do so at their own risk.** The Company, SaleCo and the Joint Lead Managers disclaim all liability, whether in negligence or otherwise, to persons who sell Shares before receiving their initial statement of holding, whether on the basis of a confirmation of allocation provided by any of them, by the oOh!media Offer Information Line, by a Broker or otherwise.
When will I receive confirmation of whether my Application has been successful?	It is expected that initial holding statements will be mailed to successful Applicants by standard post on or about 22 December 2014. Refunds (without interest) to Applicants who make an Application and receive an allocation of Shares, the value of which is smaller than the amount of the Application Monies, will be made as soon as practicable after Completion of the Offer.
Is the Offer underwritten?	Yes. The Joint Lead Managers have fully underwritten the Offer. Details are provided in Section 9.6.
Are there any escrow arrangements?	Yes. Details are provided in Section 7.7.
Has any ASX confirmation or ASIC modification been obtained or been relied on?	Yes. Details are provided in Section 7.10.

Topic	Summary
Are there any taxation considerations?	Yes. Details are provided in Section 9.11.
Are there any brokerage, commission or stamp duty considerations?	No brokerage, commission or stamp duty is payable by Applicants on the acquisition of Shares under the Offer. See Section 9.6 for details of various fees payable by the Company to the Joint Lead Managers and by the Joint Lead Managers to certain Brokers.
What should I do with any enquiries?	All enquiries in relation to this Prospectus should be directed to the oOh!media Offer Information Line on 1300 761 372 (within Australia) or +61 1300 761 372 (outside Australia) between 8.30am and 5.00pm, Monday to Friday (Business Days only). If you are unclear in relation to any matter or are uncertain as to whether Shares are a suitable investment for you, you should seek professional guidance from your solicitor, stockbroker, accountant or other independent and qualified professional adviser before deciding whether to invest.

7.3 Retail Offer

7.3.1 Broker Firm Offer

7.3.1.1 Who can apply

The Broker Firm Offer is open only to Australian resident investors who are not Institutional Investors and who have received an invitation from their Broker to participate. If you have received an invitation from your Broker, you will be treated as an Applicant under the Broker Firm Offer in respect of that allocation. You should contact your Broker to determine whether they may allocate Shares to you under the Broker Firm Offer. The Broker Firm Offer is not open to persons in the United States.

7.3.1.2 How to apply

If you are an investor applying under the Broker Firm Offer, you should complete and lodge your Application Form with the Broker from whom you received your firm allocation of Shares. Application Forms must be completed in accordance with the instructions given to you by your Broker and the instructions set out on the Application Form.

By making an Application, you declare that you were given access to this Prospectus (or any supplementary or replacement prospectus), together with an Application Form. **The Corporations Act prohibits any person from passing an Application Form to another person unless it is included in, or accompanied by, a hard copy of this Prospectus or the complete and unaltered electronic version of this Prospectus.**

The minimum Application under the Broker Firm Offer is $2,000 worth of Shares. There is no maximum value of Shares that may be applied for under the Broker Firm Offer. However, the Company and the Joint Lead Managers reserve the right to aggregate any Applications which they believe may be multiple Applications from the same person or reject or scale back any Applications in the Broker Firm Offer which are for more than $100,000 worth of Shares. The Company may determine a person to be eligible to participate in the Broker Firm Offer, and may amend or waive the Broker Firm Offer Application procedures or requirements, in its discretion in compliance with applicable laws.

Applicants under the Broker Firm Offer must lodge their Application Form and Application Monies with the relevant Broker in accordance with the relevant Broker's directions. Applicants under the Broker Firm Offer must not send their Application Forms to the Share Registry.

The Company, the Joint Lead Managers and the Share Registry take no responsibility for any acts or omissions committed by your Broker in connection with your Application.

The Broker Firm Offer opens at 9.00am on 8 December 2014 and is expected to close at 5.00pm on 15 December 2014. The Company and the Joint Lead Managers may elect to extend the Offer or any part of it, or accept late Applications either generally or in particular cases. The Offer, or any part of it, may be closed at any earlier date and time, without further notice. Your Broker may also impose an earlier closing date. Applicants are therefore encouraged to submit their Applications as early as possible. Please contact your Broker for instructions.

7.3.1.3 How to pay

Applicants under the Broker Firm Offer must pay their Application Monies in accordance with the instructions received from their Broker.

7.3.1.4 Application Monies

The Company and SaleCo reserve the right to decline any Application in whole or in part, without giving any reason. Applicants under the Broker Firm Offer whose Applications are not accepted, or who are allocated a lesser number of Shares than the amount applied for, will receive a refund of all or part of their Application Monies, as applicable. Interest will not be paid on any monies refunded.

Applicants whose Applications are accepted in full will receive the whole number of Shares calculated by dividing the Application Monies provided by the Offer Price. Where the Offer Price does not divide evenly into the Application Monies, the number of Shares to be allocated will be determined by the Applicant's Broker.

Cheque(s) or bank draft(s) must be in Australian dollars and drawn on an Australian branch of an Australian bank, must be crossed 'Not Negotiable' and must be made payable in accordance with the directions of the Broker from whom the Applicant received their firm allocation of Shares.

Applicants should ensure that sufficient funds are held in the relevant account(s) to cover the amount of the cheque(s) or bank draft(s). If the amount of your cheque(s) or bank draft(s) for Application Monies (or the amount for which those cheque(s) or bank draft(s) clear in time for allocation) is less than the amount specified on your Application Form, you may be taken to have applied for such lower Australian dollar amount of Shares as for which your cleared Application Monies will pay (and to have specified that amount on your Application Form) or your Application may be rejected.

7.3.1.5 Acceptance of Applications

An Application in the Broker Firm Offer is an offer by an Applicant to the Company and SaleCo to apply for Shares in the amount specified on the Application Form at the Offer Price on the terms and conditions set out in this Prospectus (including any supplementary or replacement prospectus) and the Application Form (including the conditions regarding quotation on ASX in Section 7.11 and the acknowledgements in Section 7.5). To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable.

An Application may be accepted by the Company, SaleCo and the Joint Lead Managers in respect of the full number of Shares specified on the Application Form or any of them, without further notice to the Applicant. Acceptance of an Application will give rise to a binding contract.

7.3.1.6 Broker Firm Offer allocation policy

The allocation of firm stock to Brokers was determined by the Company, SaleCo and the Joint Lead Managers. Shares which have been allocated to Brokers for allocation to their Australian resident retail clients will be issued to the Applicants who have received a valid allocation of Shares from those Brokers (subject to the right of the Company, SaleCo and the Joint Lead Managers to reject or scale back Applications which are for more than $100,000). It will be a matter for those Brokers how they allocate Shares among their retail clients, and they (and not the Company, SaleCo or the Joint Lead Managers) will be responsible for ensuring that retail clients who have received an allocation from them, receive the relevant Shares.

7.3.1.6.1 Announcement of final allocation policy in Broker Firm Offer

The Company expects to announce the final allocation policy under the Broker Firm Offer on or about 17 December 2014. If required by ASX, the Company will advertise this information in national newspapers on that same day. Applicants in the Broker Firm Offer will be able to call the oOh!media Offer Information Line on 1300 761 372 (within Australia) +61 1300 761 372 (outside Australia) between 8.30am and 5.00pm, Monday to Friday (Business Days only), from 17 December 2014 2014 to confirm their allocations. Applicants under the Broker Firm Offer will also be able to confirm their allocation through the Broker from whom they received their allocation.

However, if you sell Shares before receiving a holding statement, you do so at your own risk, even if you obtained details of your holding from the oOh!media Offer Information Line or confirmed your allocation through a Broker.

7.3.2 Priority Offer

7.3.2.1 Who can apply

The Priority Offer is open to selected Australian resident retail investors as agreed between the Company and the Joint Lead Managers.

7.3.2.2 How to apply

Applicants under the Priority Offer may only apply for Shares online at www.oohmedia.com.au using the online Application Form and paying Application Monies via BPAY (no physical Application Form is needed when paying in this manner). There are instructions set out on the online Application Form to help you complete it.

Applications under the Priority Offer must be for a minimum of $2,000 worth of Shares.

By making an Application, you declare that you were given access to this Prospectus (or any supplementary or replacement prospectus), together with an Application Form. **The Corporations Act prohibits any person from passing an Application Form to another person unless it is included in, or accompanied by, a hard copy of this Prospectus or the complete and unaltered electronic version of this Prospectus.**

7.3.2.3 How to pay

Applicants under the Priority Offer must pay their Application Monies by BPAY in accordance with instructions on their personalised online Application Form. For more details, prospective Applicants should refer to www.oohmedia.com.au or contact the oOh!media Offer Information Line on 1300 761 372 (within Australia) or +61 1300 761 372 (outside Australia).

When completing your BPAY payment, please make sure to use the specific biller code and unique Customer Reference Number (CRN) generated by the online Application Form. Application Monies paid via BPAY must be received by the Share Registry by no later than 5.00pm AEDT on 15 December 2014 and it is your responsibility to ensure that this occurs. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration when making payment. Neither the Company, SaleCo nor the Joint Lead Managers take any responsibility for any failure to receive Application Monies or payment by BPAY before the Priority Offer closes arising as a result of, among other things, delays in processing of payments by financial institutions.

7.3.2.4 Application Monies

The Company and SaleCo reserve the right to decline any Application in whole or in part, without giving any reason. Applicants under the Priority Offer whose Applications are not accepted, or who are allocated a lesser number of Shares than the amount applied for, will receive a refund of all or part of their Application Monies, as applicable. Interest will not be paid on any monies refunded.

Applicants whose Applications are accepted in full will receive the whole number of Shares calculated by dividing the Application Monies provided by the Offer Price. Where the Offer Price does not divide evenly into the Application Monies, the number of Shares to be allocated will be rounded down and any excess refunded (without interest).

If the amount of your Application Monies that you pay via BPAY is less than the amount specified on your online Application Form, you may be taken to have applied for such lower Australian dollar amount of Shares as for which your cleared Application Monies will pay (and to have specified that amount on your online Application Form) or your Application may be rejected.

7.3.2.5 Acceptance of Applications

An Application in the Priority Offer is an offer by an Applicant to the Company and SaleCo to apply for Shares in the amount specified on the Application Form at the Offer Price on the terms and conditions set out in this Prospectus (including any supplementary or replacement prospectus) and the Application Form (including the conditions regarding quotation on ASX in Section 7.11 and the acknowledgements in Section 7.5). To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable.

An Application may be accepted by the Company, SaleCo and the Joint Lead Managers in respect of the full number of Shares specified on the Application Form or any of them, without further notice to the Applicant. Acceptance of an Application will give rise to a binding contract.

7.3.2.6 Priority Offer allocation policy

The Company, in consultation with the Joint Lead Managers, has absolute discretion regarding the level of scaleback and the allocation of Shares under the Priority Offer. There is no assurance that any Applicant will be allocated any Shares, or the number of Shares for which the Applicant has applied.

7.4 Institutional Offer

7.4.1 Invitations to bid

The Company, SaleCo and the Joint Lead Managers invited certain Institutional Investors to bid for Shares in the Institutional Offer.

The Institutional Offer was an invitation to Australian resident Institutional Investors and other eligible Institutional Investors (including Eligible US Fund Managers) in jurisdictions outside the United States to bid for Shares, made under this Prospectus.

7.4.2 Allocation policy under Institutional Offer

The allocation of Shares between the Institutional Offer, the Priority Offer and the Broker Firm Offer was determined by agreement between the Company and the Joint Lead Managers. The Company and the Joint Lead Managers had absolute discretion regarding the basis of allocation of Shares among Institutional Investors and there was no assurance that any Institutional Investor would be allocated any Shares, or the number of Shares for which it had bid.

Participants in the Institutional Offer will be advised of their allocation of Shares, if any, by the Joint Lead Managers.

The allocation policy was influenced by a number of factors including:

- the number of Shares bid for by particular bidders;
- the timeliness of the bid by particular bidders;
- the Company's desire for an informed and active trading market following listing on ASX;
- the Company's desire to establish a wide spread of institutional shareholders;
- the overall level of demand under the Broker Firm Offer, and the Institutional Offer;
- the size and type of funds under management of particular bidders;
- the likelihood that particular bidders will be long-term shareholders; and
- any other factors that the Company and the Joint Lead Managers considered appropriate.

7.5 Acknowledgements

Each Applicant under the Offer will be deemed to have:

- agreed to become a member of the Company and to be bound by the terms of the Constitution and the terms and conditions of the Offer;
- acknowledged having personally received a printed or electronic copy of the Prospectus (and any supplementary or replacement prospectus) including or accompanied by the Application Form and having read them all in full;
- declared that all details and statements in their Application Form are complete and accurate;
- declared that the Applicant(s), if a natural person, is/are over 18 years of age;
- acknowledged that, once the Company or a Broker receives an Application Form, it may not be withdrawn;
- applied for the number of Shares at the Australian dollar amount shown on the front of the Application Form;
- agreed to being allocated and issued the number of Shares applied for (or a lower number allocated in a way described in this Prospectus), or no Shares at all;

- authorised the Company, SaleCo and the Joint Lead Managers and their respective officers or agents, to do anything on behalf of the Applicant(s) necessary for Shares to be allocated to the Applicant(s), including to act on instructions received by the Share Registry upon using the contact details in the Application Form;
- acknowledged that, in some circumstances, the Company may not pay dividends, or that any dividends paid may not be franked;
- acknowledged that the information contained in this Prospectus (or any supplementary or replacement prospectus) is not financial product advice or a recommendation that Shares are suitable for the Applicant(s), given the investment objectives, financial situation or particular needs (including financial and tax issues) of the Applicant(s);
- declared that the Applicant(s) is/are a resident of Australia (except as applicable to the Institutional Offer);
- acknowledged and agreed that the Offer may be withdrawn by the Company and SaleCo or may otherwise not proceed in the circumstances described in this Prospectus; and
- acknowledged and agreed that if Listing does not occur for any reason, the Offer will not proceed.

Each Applicant in the Broker Firm Offer, Priority Offer, and each person to whom the Institutional Offer has been made under this Prospectus, will be taken to have represented, warranted and agreed as follows:

- it understands that the Shares have not been, and will not be, registered under the Securities Act or the securities laws in accordance with Securities Act registration requirements or of any state of the United States and may not be offered, sold or resold, pledged or transferred in the United States, except in accordance with Securities Act regulation requirements or in a transaction exempt from, or not subject to, registration under the Securities Act and any other applicable state securities laws;
- it is not in the United States;
- it has not sent and will not send the Prospectus or any other material relating to the Offer to any person in the United States;
- it is purchasing the Shares in an offshore transaction meeting the requirements of Regulation S; and
- it will not offer or sell the Shares in any other jurisdiction outside Australia except in compliance with all applicable laws in the jurisdiction in which Shares are offered and sold.

7.6 Underwriting arrangements

The Offer is fully underwritten pursuant to an Underwriting Agreement under which the Joint Lead Managers have been appointed to arrange and manage and act as Joint Lead Managers, joint bookrunners and underwriters of the Offer. The Joint Lead Managers agree, subject to certain conditions and termination events, to underwrite severally Applications for all Shares under the Offer in respective proportions. The Underwriting Agreement is subject to a number of conditions precedent and sets out a number of circumstances under which the Joint Lead Managers may terminate the Underwriting Agreement and their underwriting obligations. A summary of certain terms of the agreement and underwriting arrangements, including the conditions precedent and termination provisions, is provided in Section 9.6.

7.7 Escrow arrangements

On Completion of the Offer, CHAMP Funds will hold 32.2% of the Shares, WPP will hold 8.6% of the Shares and Michael Anderson, Tony Faure, Brendon Cook and Peter McClelland (including shares held by their closely related parties) will hold (in aggregate) 0.7% of the Shares.

All of the Shares held at Completion of the Offer by the persons described in the preceding paragraph (being the Escrowed Shareholders), excluding any Shares acquired by them under the Offer (if any), will be subject to voluntary escrow arrangements which prevent them from disposing their escrowed Shares for a specified period. Subject to the early release exceptions set out below, Shares held by the Escrowed Shareholders will be escrowed until the date on which oOh!media's audited full-year results for the period ending 31 December 2015 are released to ASX.

Each of these Escrowed Shareholders has entered into an escrow deed in respect of their escrowed Shareholding retained following the Offer, which prevent them from disposing of their respective escrowed Shares for the applicable escrow period. The restriction on 'disposing' is broadly defined and includes, among other things, selling, assigning, transferring or otherwise disposing of any interest in the Shares, encumbering or granting a security interest over the Shares, doing, or omitting to do, any act if the act or omission would have the effect of transferring effective ownership or control (including economic ownership or control) of any of the Shares or agreeing to do any of those things.

All of the Escrowed Shareholders may be released early from these escrow obligations to enable:

- the Escrowed Shareholder to accept an offer under a takeover bid in relation to its Shares if at least half of the holders of the Shares which are the subject of the bid that are not held by the Escrowed Shareholders have accepted the takeover bid; or
- the Shares held by the Escrowed Shareholder to be transferred or cancelled as part of a scheme of arrangement under Part 5.1 of the Corporations Act.

In addition, CHAMP Funds and WPP will be released early from these escrow obligations to the extent required in order to dispose of up to 25% of the escrowed Shares after both of the following conditions have been satisfied:

- the half year results of the Company for the period ended 30 June 2015 have been released to ASX (Relevant Date); and
- the Company VWAP for any period of 20 consecutive trading days occurring after the Relevant Date is at least 20% higher than the Offer Price.

The Company VWAP in respect of any trading day prior to the Relevant Date is not relevant to determining whether the exception is available.

During the escrow period, the Escrowed Shareholders whose Shares are subject to escrow may deal in any of their Shares to the extent the dealing is required by applicable law (including an order of a court of competent jurisdiction).

7.8 Restrictions on distribution

No action has been taken to register or qualify this Prospectus, the Shares or the Offer or otherwise to permit a public offering of the Shares in any jurisdiction outside Australia.

This Prospectus does not constitute an offer or invitation to apply for Shares in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or invitation or issue under this Prospectus.

This Prospectus may not be released or distributed in the United States, and may only be distributed to persons outside the United States to whom the Offer may lawfully be made in accordance with the laws of any applicable jurisdiction.

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state of the United States and may not be offered, sold or resold, pledged or transferred in the United States except in accordance with Securities Act registration requirements or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable state securities laws.

7.9 Discretion regarding the Offer

The Company and SaleCo may withdraw the Offer at any time before the issue and transfer of Shares to successful Applicants or bidders under the Broker Firm Offer, the Institutional Offer and the Priority Offer. If the Offer, or any part of it, does not proceed, all relevant Application Monies will be refunded (without interest).

The Company, SaleCo and the Joint Lead Managers also reserve the right to, subject to the Corporations Act, extend the Offer or any part of it, accept late Applications or bids either generally or in particular cases, reject any Application or bid, or allocate to any Applicant or bidder fewer Shares than the amount applied or bid for.

7.10 ASX and ASIC

7.10.1 ASX waiver and confirmation

The Company has applied to ASX for the following Listing Rule waiver and confirmation:

- a waiver from Listing Rule 10.14 in connection with the proposed employee incentive schemes to be put in place by the Company; and
- confirmation that the Company may undertake conditional and deferred settlement trading of the Shares, subject to certain conditions to be approved by ASX.

7.10.2 ASIC exemptions, modifications and relief

The Company has applied for certain exemptions from, modifications to, and relief from, the following provisions of the Corporations Act:

- an exemption from the requirements of section 734(2) of the Corporations Act to enable oOh!media to communicate limited information about the Offer to its employees prior to lodgement of the Original Prospectus; and
- relief so that the takeover provisions of the Corporations Act will not apply to certain relevant interests that the Company would otherwise acquire in the Escrowed Shareholders' escrowed Shares by reason of the voluntary escrow arrangements in relation to those Shares, as described in Section 7.7.

7.11 ASX listing, registers and holding statements and deferred settlement

7.11.1 Application to ASX for listing and quotation of Shares

The Company has applied to ASX for admission to the Official List and quotation of the Shares on ASX under the code 'OML'.

Completion of the Offer is conditional on ASX approving this application. If approval is not given within three months after such application is made (or any longer period permitted by law), the Offer will be withdrawn and all Application Monies received will be refunded without interest, as soon as practicable in accordance with the requirements of the Corporations Act.

The Company will be required to comply with the Listing Rules, subject to any waivers obtained by the Company from time-to-time. ASX takes no responsibility for this Prospectus or the investment to which it relates.

The fact that ASX may admit the Company to the Official List is not to be taken as an indication of the merits of oOh!media or the Shares offered for subscription.

7.11.2 CHESS and issuer sponsored holdings

The Company has applied to participate in ASX's Clearing House Electronic Subregister System (CHESS) and will comply with the Listing Rules and ASX Settlement Operating Rules. CHESS is an electronic transfer and settlement system for transactions in securities quoted on ASX under which transfers are effected in an electronic form.

When the Shares become approved financial products (as defined in ASX Settlement Operating Rules), holdings will be registered in one of two subregisters, being an electronic CHESS subregister or an issuer sponsored subregister.

For all successful Applicants, the Shares of a Shareholder who is a participant in CHESS or a Shareholder sponsored by a participant in CHESS will be registered on the CHESS subregister. All other Shares will be registered on the issuer sponsored subregister.

Following Completion of the Offer, Shareholders will be sent a holding statement that sets out the number of Shares that have been allocated to them. This statement will also provide details of a Shareholder's HIN for CHESS holders or, where applicable, the SRN of issuer sponsored holders. Shareholders will subsequently receive statements showing any changes to their Shareholding. Certificates will not be issued.

Shareholders will receive subsequent statements during the first week of the following month if there has been a change to their holding on the register and as otherwise required under the Listing Rules and the Corporations Act. Additional statements may be requested at any other time either directly through the Shareholder's sponsoring broker in the case of a holding on the CHESS subregister or through the Share Registry in the case of a holding on the issuer sponsored subregister. The Company and the Share Registry may charge a fee for these additional issuer sponsored statements.

7.11.3 Conditional and deferred settlement trading and selling of Shares on the market

It is expected that trading of the Shares on ASX, on a conditional and deferred basis, will commence on or about 17 December 2014.

Trades occurring on ASX before Settlement will be conditional on Settlement occurring.

Conditional trading will continue until the Company has advised ASX that:

- Settlement has occurred; and
- The Company and SaleCo have issued and transferred Shares to successful Applicants under the Offer, which is expected to be on or about 19 December 2014.

If settlement has not occurred within 14 days (or such longer period as ASX allows) after the day securities are first quoted on ASX, the Offer and all contracts arising on acceptance of the Offer will be cancelled and of no further effect and all application monies will be refunded (without interest). In these circumstances, all purchases and sales made through ASX participating organisations during the conditional trading period will be cancelled and of no effect.

It is the responsibility of each person who trades in Shares to confirm their holding before trading in Shares. If you sell Shares before receiving a holding statement, you do so at your own risk. The Company, SaleCo, the Share Registry, the Joint Lead Managers and the Current Owners disclaim all liability, whether in negligence or otherwise, if you sell Shares before receiving your holding statement, even if you obtained details of your holding from the oOh!media Offer Information Line or confirmed your firm allocation through a Broker.

Shares are expected to commence trading on ASX on a normal settlement basis on or about 23 December 2014.

7.12 Description of Shares

7.12.1 Introduction

The rights and liabilities attaching to ownership of Shares arise from a combination of the Constitution, statute, the Listing Rules and general law.

A summary of the significant rights, liabilities and obligations attaching to the Shares and a description of other material provisions of the Constitution are set out below. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of Shareholders. The summary assumes that the Company is admitted to the Official List.

7.12.2 Voting at a general meeting

At a general meeting of the Company, every Shareholder present in person or by proxy, representative or attorney has one vote on a show of hands and, on a poll, one vote for each Share held (with adjusted voting rights for partly paid shares). If the votes are equal on a proposed resolution, the chairperson of the meeting has a casting vote, in addition to any deliberative vote.

7.12.3 Meetings of members

Each Shareholder is entitled to receive notice of, attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act and the Listing Rules. The Company must give at least 28 days' written notice of a general meeting.

7.12.4 Dividends

The Board may pay any interim and final divided that, in its judgement, the financial position of the Company justifies. The Board may also pay any dividend required to be paid under the terms of issue of a Share and fix a record date for a dividend and the timing and method of payment. For further information in respect of the Company's proposed dividend policy, see Section 4.10.

7.12.5 Transfer of Shares

Subject to the Constitution and to any restrictions attached to a Shareholder's Shares, Shares may be transferred by a proper transfer (effected in accordance with the Corporations Act and ASX Settlement Operating Rules), or via a written transfer in any usual form or in any other form approved by the Board and permitted by the relevant laws and ASX requirements.

The Board may refuse to register a transfer of Shares where permitted to do so under the Corporations Act, the Listing Rules or the ASX Settlement Operating Rules.

7.12.6 Issue of further shares

Subject to the Corporations Act, the Listing Rules and the ASX Settlement Operating Rules and any rights and restrictions attached to a class of shares, the Company may issue, allot, or grant options for, or otherwise dispose of, Shares on such terms and conditions as the Board decides.

7.12.7 Winding up

If the Company is wound up, then subject to the Constitution and the rights or restrictions attached to any shares or class of shares, any surplus must be divided among the Company's members in the proportion to the number of shares held by them, irrespective of the amounts paid or credited as paid on the shares. If the Company is wound up, the liquidator may, with the sanction of a special resolution, divide whole or part of the Company's property among Shareholders and decide how the division is to be carried out as between Shareholders or different classes of Shareholders.

7.12.8 Unmarketable parcels

Subject to the Corporations Act, the Listing Rules and the ASX Settlement Operating Rules, the Company may sell the Shares of a Shareholder who holds less than a marketable parcel of Shares.

7.12.9 Proportional takeover provisions

The Constitution contains provisions for Shareholder approval in relation to any proportional takeover bid. These provisions will cease to apply unless renewed by special resolution of the Shareholders in general meeting by the third anniversary of the date that those rules were adopted or the date those rules were last renewed.

7.12.10 Variation of class rights

At present, the Company's only class of shares on issue is ordinary shares. Subject to the Corporations Act and the terms of issue of a class of shares, the rights attaching to any class of shares may be varied or cancelled:

- with the consent in writing of the holders of 75% of the shares of the class; or
- by a special resolution passed at a separate meeting of the holders of shares of the class.

7.12.11 Directors – appointments and removal

Under the Constitution, the minimum number of Directors that may comprise the Board is three and the maximum is seven unless the Shareholders pass a resolution varying that number. Directors are elected at annual general meetings of the Company. No Director (excluding the managing director) may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected. The Board may also appoint a Director to fill a casual vacancy on the Board or in addition to the existing Directors, who will then hold office until the next annual general meeting of the Company.

7.12.12 Directors – voting

Questions arising at a meeting of the Board will be decided by a majority of votes of the Directors present at the meeting and entitled to vote on the matter. If the votes are equal on a proposed resolution, the chairperson of the meeting has a casting vote in addition to his or her deliberative vote, unless there are only two Directors present or entitled to vote (in which case the chairperson of the meeting does not have a second or casting vote and the proposed resolution is taken as lost).

7.12.13 Directors – remuneration

Under the Constitution, the Board may decide the remuneration from the Company to which each Director is entitled for his or her services as a Director. However, the total amount provided to all Directors for their services as Directors must not exceed in aggregate in any financial year the amount fixed by the Company in general meeting. This amount has been fixed at $1 million with the initial remuneration of the Non-Executive Directors set out in Section 6.4.2. The remuneration of a Director (who is not a managing director) must not include a commission on, or a percentage of, profits or operating revenue.

The Constitution also makes provision for the Company to pay travel and other expenses of Directors incurred in attending to the Company's affairs, including attending and returning from general meetings of the Company or meetings of the Board or of committees of the Board. Any Director who devotes special attention to the business of the Company or who performs services which, in the opinion of the Board, are outside the scope of the ordinary duties of a Director may be remunerated for the services (as determined by the Board) out of the funds of the Company.

7.12.14 Powers and duties of Directors

The business and affairs of the Company are to be managed by or under the direction of the Board, which (in addition to the powers and authorities conferred on it by the Constitution) may exercise all powers and do all things that are within the power of the Company and are not required by law or by the Constitution to be exercised by the Company in general meeting.

7.12.15 Preference shares

The Company may issue preference shares, including preference shares which are, or at the option of the Company or holder are, liable to be redeemed or convertible to ordinary shares. The rights attaching to preference shares are those set out in the Constitution unless other rights have been approved by special resolution of the Company.

7.12.16 Indemnities

The Company, to the extent permitted by law, indemnifies each Director, alternate Director and executive officer of the Company on a full indemnity basis and to the full extent permitted by law against all losses, liability, costs, charges and expenses incurred by that person as an officer of the Company or one of its related bodies corporate.

The Company, to the extent permitted by law, may purchase and maintain insurance, or pay, or agree to pay, a premium for insurance for each Director, alternate Director and executive officer of the Company against any liability incurred by that person as an officer of the Company or its related bodies corporate, including a liability for negligence or for reasonable costs and expenses incurred in defending or responding to proceedings (whether civil or criminal and whatever their outcome).

The Company may enter into contracts with a Director or former Director agreeing to provide continuing access to Board papers, books, records and documents of the Company which relate to the period during which the Director or former Director was a Director. The Company may arrange that its related bodies corporate provide similar access to board papers, books, records or documents.

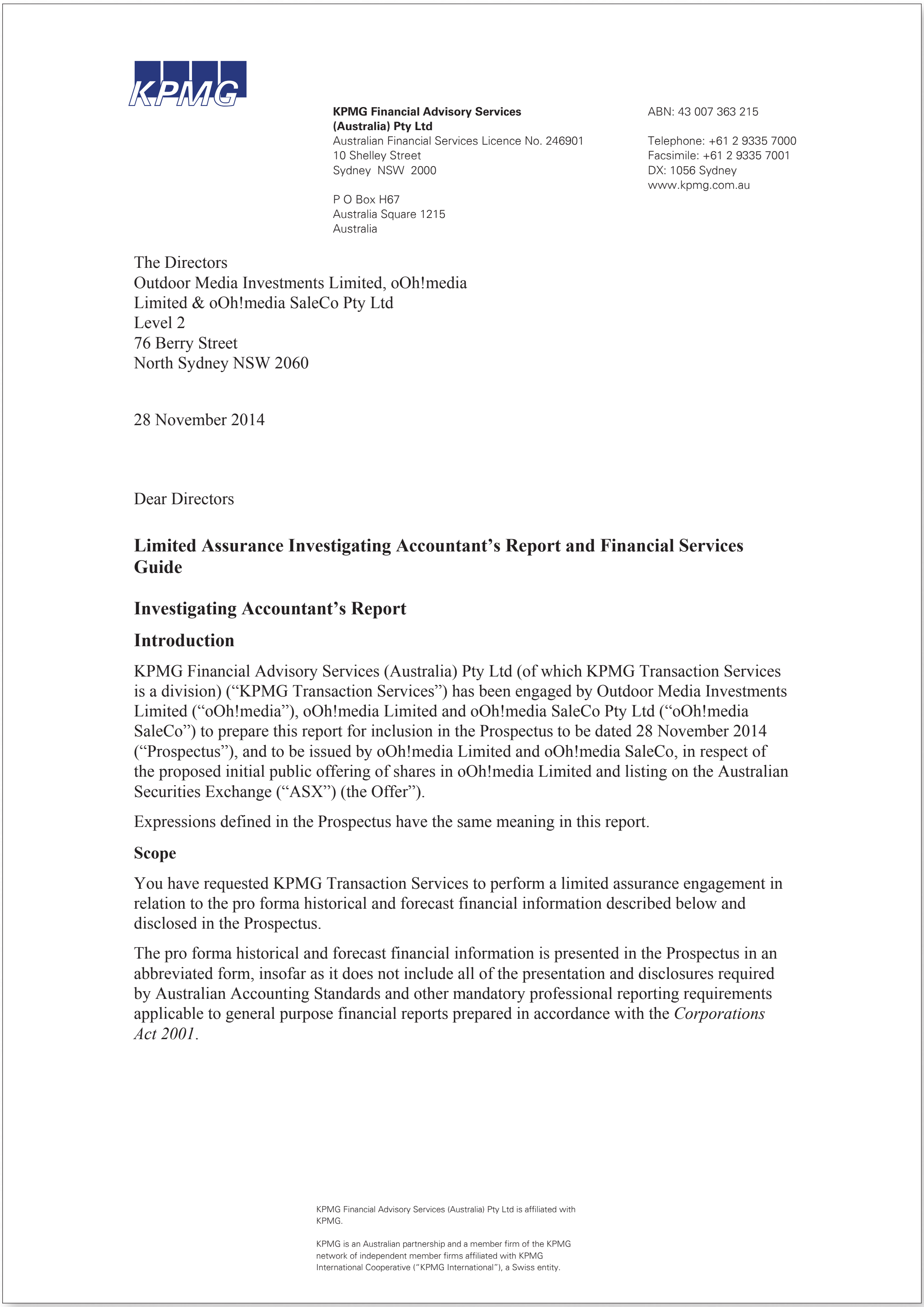
7.12.17 Amendment

The Constitution may be amended only by special resolution passed by Shareholders.

8

INVESTIGATING ACCOUNTANT’S REPORT

8. INVESTIGATING ACCOUNTANT'S REPORT



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The Directors
Outdoor Media Investments Limited, oOh!media
Limited & oOh!media SaleCo Pty Ltd
Level 2
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North Sydney NSW 2060

28 November 2014

Dear Directors

Limited Assurance Investigating Accountant's Report and Financial Services Guide

Investigating Accountant's Report

Introduction

KPMG Financial Advisory Services (Australia) Pty Ltd (of which KPMG Transaction Services is a division) ("KPMG Transaction Services") has been engaged by Outdoor Media Investments Limited ("oOh!media"), oOh!media Limited and oOh!media SaleCo Pty Ltd ("oOh!media SaleCo") to prepare this report for inclusion in the Prospectus to be dated 28 November 2014 ("Prospectus"), and to be issued by oOh!media Limited and oOh!media SaleCo, in respect of the proposed initial public offering of shares in oOh!media Limited and listing on the Australian Securities Exchange ("ASX") (the Offer").

Expressions defined in the Prospectus have the same meaning in this report.

Scope

You have requested KPMG Transaction Services to perform a limited assurance engagement in relation to the pro forma historical and forecast financial information described below and disclosed in the Prospectus.

The pro forma historical and forecast financial information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

Pro Forma Historical Financial Information

You have requested KPMG Transaction Services to perform limited assurance procedures in relation to the pro forma historical financial information of oOh!media Limited (the responsible party) included in the Prospectus.

The pro forma historical financial information has been derived from the historical financial information of oOh!media, after adjusting for the effects of pro forma adjustments described in Sections 4.3.4, 4.4.1 and 4.5.2 of the Prospectus.

The pro forma historical financial information consists of oOh!media Limited's:

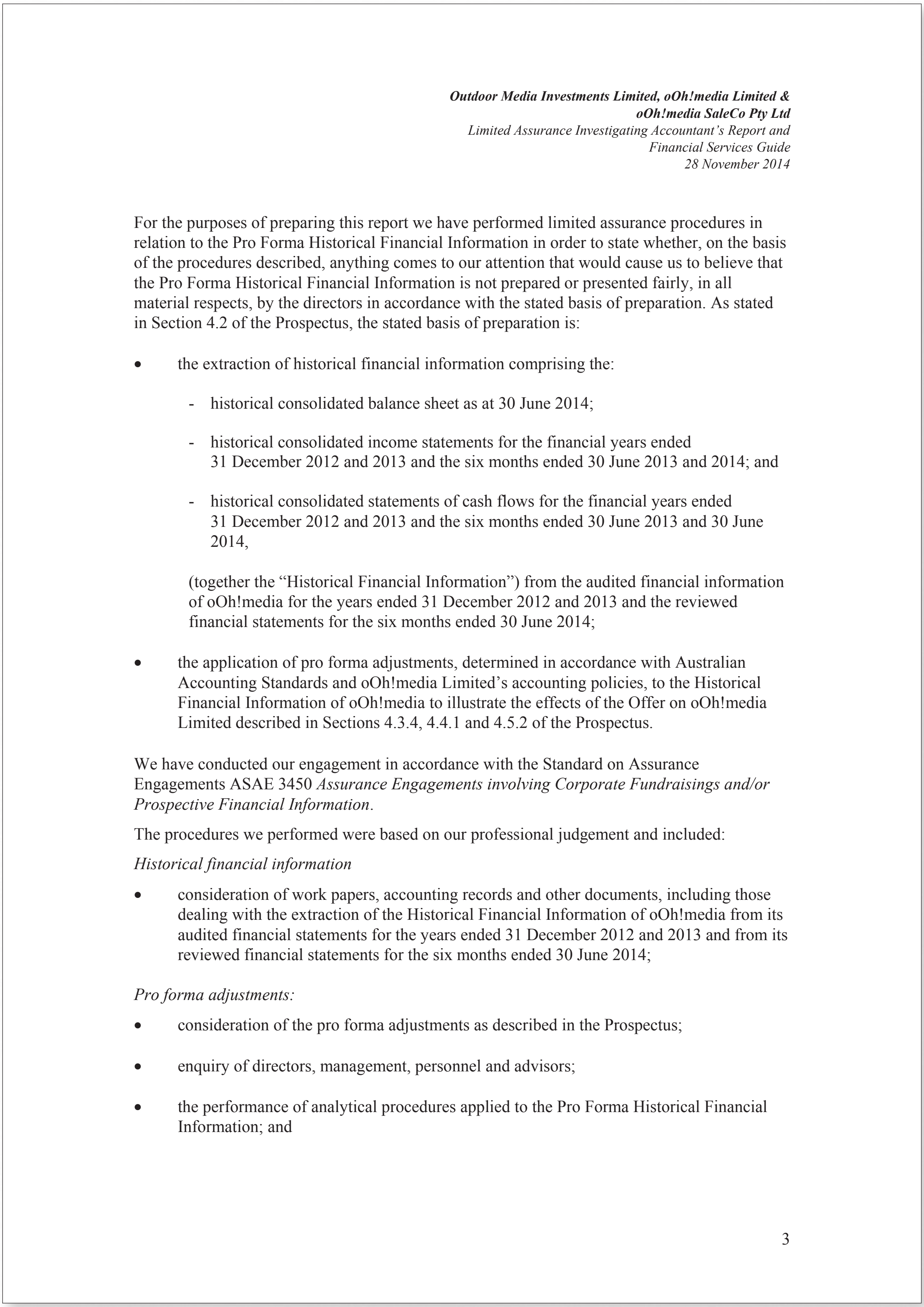
- pro forma historical consolidated balance sheet as at 30 June 2014;
- pro forma historical consolidated income statements for the years ended 31 December 2012 and 31 December 2013 and the six months ended 30 June 2013 and 30 June 2014; and
- pro forma historical consolidated statements of cash flows for the years ended 31 December 2012 and 31 December 2013 and the six months ended 30 June 2013 and 30 June 2014,

and related notes as set out in Sections 4.3.1, 4.4.1 and 4.5.1 of the Prospectus issued by oOh!media Limited and oOh!media SaleCo (collectively the "Pro Forma Historical Financial Information").

The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the historical financial information and the event(s) or transaction(s) to which the pro forma adjustments relate, as described in Section 4.2 of the Prospectus. Due to its nature, the Pro Forma Historical Financial Information does not represent the company's actual or prospective financial position, financial performance, and/or cash flows.

The Pro Forma Historical Financial Information has been compiled by oOh!media Limited to illustrate the impact of the Offer on oOh!media Limited's financial position as at 30 June 2014, financial performance and cash flows for the financial years ended 31 December 2012 and 2013, and the six months ended 30 June 2013 and 2014. As part of this process, information about oOh!media Limited's financial position, financial performance and cash flows has been extracted by oOh!media Limited from oOh!media's audited financial information for the years ended 31 December 2012 and 2013 and the reviewed financial statements for the six months ended 30 June 2014.

The financial statements of oOh!media for the years ended 31 December 2012 and 2013 were audited by KPMG in accordance with Australian Auditing Standards. The audit opinions issued to the members of oOh!media relating to those financial statements were unqualified.



For the purposes of preparing this report we have performed limited assurance procedures in relation to the Pro Forma Historical Financial Information in order to state whether, on the basis of the procedures described, anything comes to our attention that would cause us to believe that the Pro Forma Historical Financial Information is not prepared or presented fairly, in all material respects, by the directors in accordance with the stated basis of preparation. As stated in Section 4.2 of the Prospectus, the stated basis of preparation is:

- the extraction of historical financial information comprising the:
  - historical consolidated balance sheet as at 30 June 2014;
  - historical consolidated income statements for the financial years ended 31 December 2012 and 2013 and the six months ended 30 June 2013 and 2014; and
  - historical consolidated statements of cash flows for the financial years ended 31 December 2012 and 2013 and the six months ended 30 June 2013 and 30 June 2014,

  (together the "Historical Financial Information") from the audited financial information of oOh!media for the years ended 31 December 2012 and 2013 and the reviewed financial statements for the six months ended 30 June 2014;
- the application of pro forma adjustments, determined in accordance with Australian Accounting Standards and oOh!media Limited's accounting policies, to the Historical Financial Information of oOh!media to illustrate the effects of the Offer on oOh!media Limited described in Sections 4.3.4, 4.4.1 and 4.5.2 of the Prospectus.

We have conducted our engagement in accordance with the Standard on Assurance Engagements ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

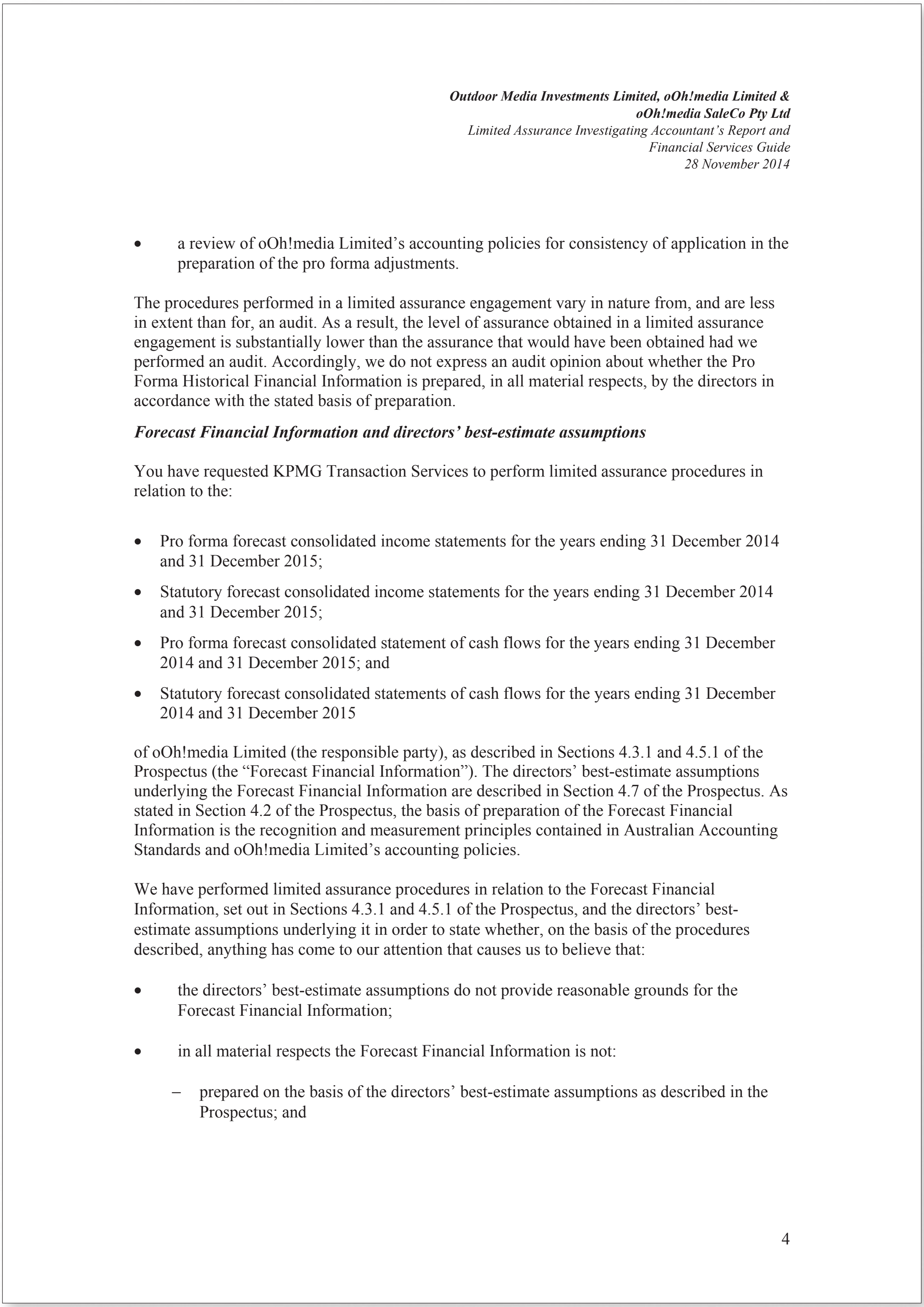
The procedures we performed were based on our professional judgement and included:

Historical financial information

- consideration of work papers, accounting records and other documents, including those dealing with the extraction of the Historical Financial Information of oOh!media from its audited financial statements for the years ended 31 December 2012 and 2013 and from its reviewed financial statements for the six months ended 30 June 2014;

Pro forma adjustments:

- consideration of the pro forma adjustments as described in the Prospectus;
- enquiry of directors, management, personnel and advisors;
- the performance of analytical procedures applied to the Pro Forma Historical Financial Information; and



- a review of oOh!media Limited's accounting policies for consistency of application in the preparation of the pro forma adjustments.

The procedures performed in a limited assurance engagement vary in nature from, and are less in extent than for, an audit. As a result, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed an audit. Accordingly, we do not express an audit opinion about whether the Pro Forma Historical Financial Information is prepared, in all material respects, by the directors in accordance with the stated basis of preparation.

Forecast Financial Information and directors' best-estimate assumptions

You have requested KPMG Transaction Services to perform limited assurance procedures in relation to the:

- Pro forma forecast consolidated income statements for the years ending 31 December 2014 and 31 December 2015;
- Statutory forecast consolidated income statements for the years ending 31 December 2014 and 31 December 2015;
- Pro forma forecast consolidated statement of cash flows for the years ending 31 December 2014 and 31 December 2015; and
- Statutory forecast consolidated statements of cash flows for the years ending 31 December 2014 and 31 December 2015

of oOh!media Limited (the responsible party), as described in Sections 4.3.1 and 4.5.1 of the Prospectus (the "Forecast Financial Information"). The directors' best-estimate assumptions underlying the Forecast Financial Information are described in Section 4.7 of the Prospectus. As stated in Section 4.2 of the Prospectus, the basis of preparation of the Forecast Financial Information is the recognition and measurement principles contained in Australian Accounting Standards and oOh!media Limited's accounting policies.

We have performed limited assurance procedures in relation to the Forecast Financial Information, set out in Sections 4.3.1 and 4.5.1 of the Prospectus, and the directors' best-estimate assumptions underlying it in order to state whether, on the basis of the procedures described, anything has come to our attention that causes us to believe that:

- the directors' best-estimate assumptions do not provide reasonable grounds for the Forecast Financial Information;
- in all material respects the Forecast Financial Information is not:
  - prepared on the basis of the directors' best-estimate assumptions as described in the Prospectus; and

  - presented fairly in accordance with the recognition and measurement principles contained in Australian Accounting Standards and oOh!media Limited's accounting policies; and

- the Forecast Financial Information itself is unreasonable.

We have conducted our engagement in accordance with the Standard on Assurance Engagements ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

Our limited assurance procedures consisted primarily of:

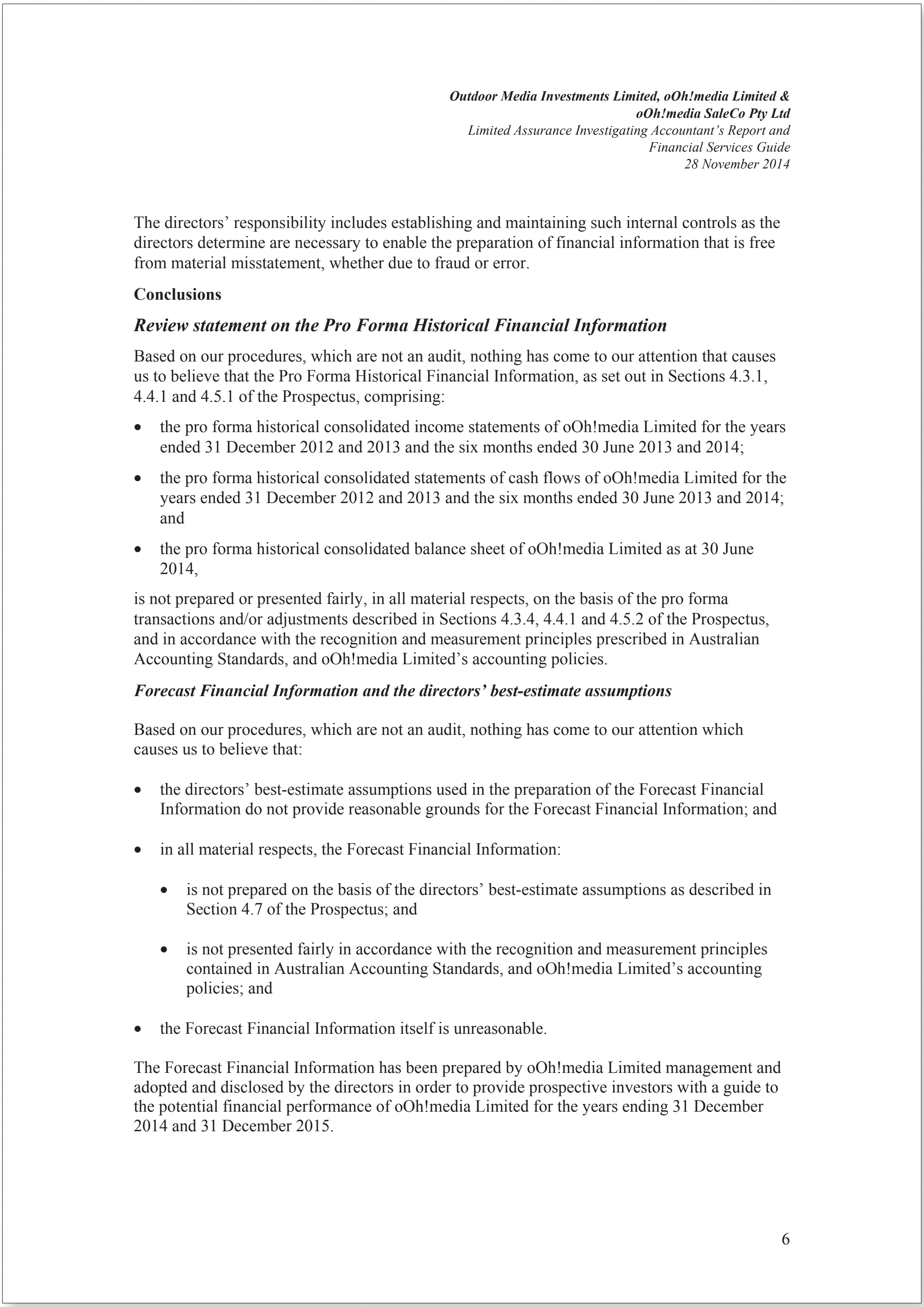
- comparison and analytical review procedures;
- discussions with management and directors of oOh!media, oOh!media Limited and oOh!media SaleCo of the factors considered in determining their assumptions; and
- examination, on a test basis, of evidence supporting:
  - the assumptions and amounts in the Forecast Financial Information; and
  - the evaluation of accounting policies used in the Forecast Financial Information.

The procedures performed in a limited assurance engagement vary in nature from, and are less in extent than for, an audit. As a result, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed an audit. Accordingly, we do not express an audit opinion.

Directors' responsibilities

The directors of oOh!media Limited are responsible for the preparation of:

- the Pro Forma Historical Financial Information, including the selection and determination of the pro forma transactions and/or adjustments made to the Historical Financial Information and included in the Pro Forma Historical Information;
- the Forecast Financial Information, including the directors' best-estimate assumptions on which the Forecast Financial Information is based and the sensitivity of the Forecast Financial Information to changes in key assumptions.



The directors' responsibility includes establishing and maintaining such internal controls as the directors determine are necessary to enable the preparation of financial information that is free from material misstatement, whether due to fraud or error.

Conclusions

Review statement on the Pro Forma Historical Financial Information

Based on our procedures, which are not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information, as set out in Sections 4.3.1, 4.4.1 and 4.5.1 of the Prospectus, comprising:

- the pro forma historical consolidated income statements of oOh!media Limited for the years ended 31 December 2012 and 2013 and the six months ended 30 June 2013 and 2014;
- the pro forma historical consolidated statements of cash flows of oOh!media Limited for the years ended 31 December 2012 and 2013 and the six months ended 30 June 2013 and 2014; and
- the pro forma historical consolidated balance sheet of oOh!media Limited as at 30 June 2014,

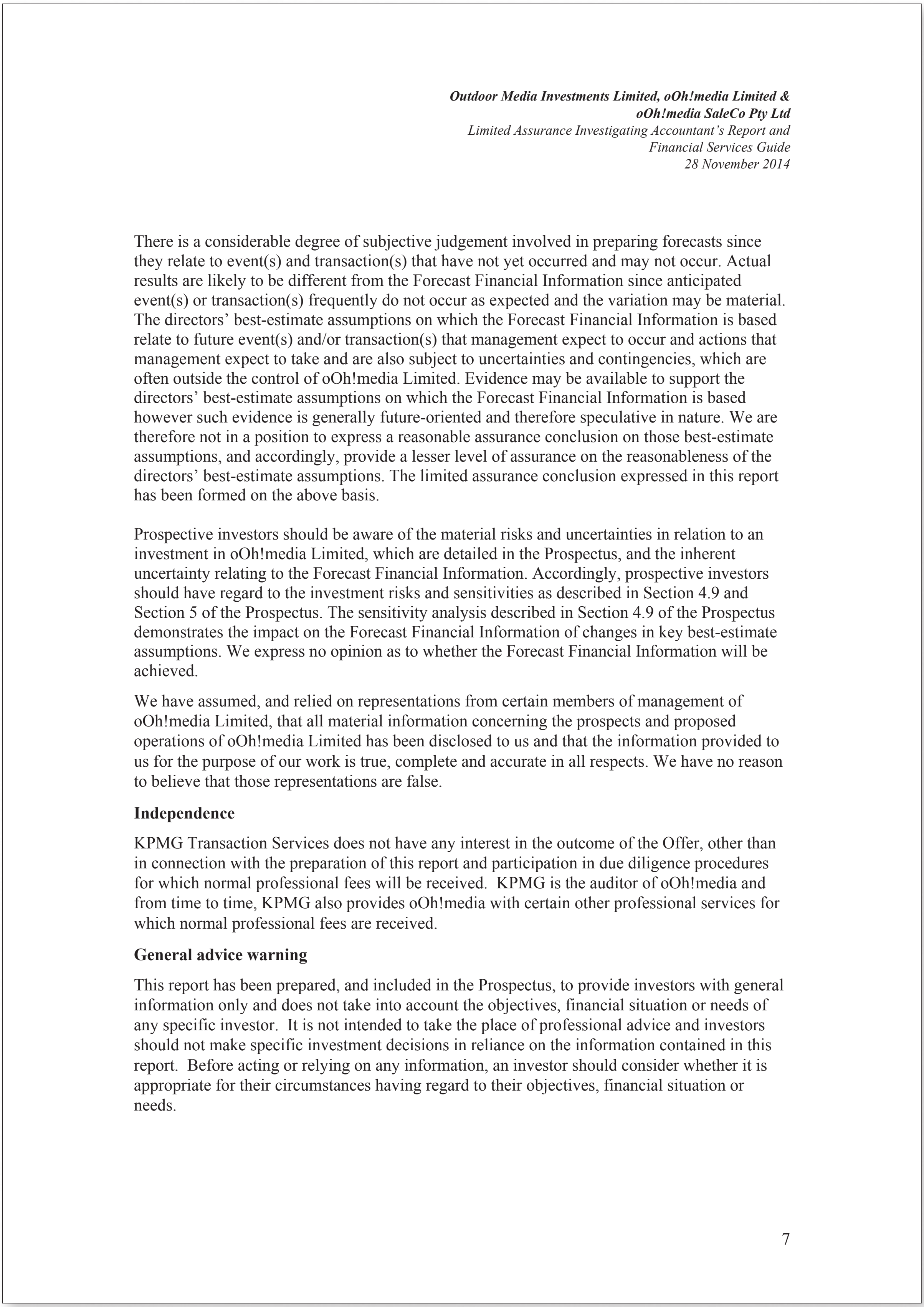
is not prepared or presented fairly, in all material respects, on the basis of the pro forma transactions and/or adjustments described in Sections 4.3.4, 4.4.1 and 4.5.2 of the Prospectus, and in accordance with the recognition and measurement principles prescribed in Australian Accounting Standards, and oOh!media Limited's accounting policies.

Forecast Financial Information and the directors' best-estimate assumptions

Based on our procedures, which are not an audit, nothing has come to our attention which causes us to believe that:

- the directors' best-estimate assumptions used in the preparation of the Forecast Financial Information do not provide reasonable grounds for the Forecast Financial Information; and
- in all material respects, the Forecast Financial Information:
    - is not prepared on the basis of the directors' best-estimate assumptions as described in Section 4.7 of the Prospectus; and
    - is not presented fairly in accordance with the recognition and measurement principles contained in Australian Accounting Standards, and oOh!media Limited's accounting policies; and
- the Forecast Financial Information itself is unreasonable.

The Forecast Financial Information has been prepared by oOh!media Limited management and adopted and disclosed by the directors in order to provide prospective investors with a guide to the potential financial performance of oOh!media Limited for the years ending 31 December 2014 and 31 December 2015.



There is a considerable degree of subjective judgement involved in preparing forecasts since they relate to event(s) and transaction(s) that have not yet occurred and may not occur. Actual results are likely to be different from the Forecast Financial Information since anticipated event(s) or transaction(s) frequently do not occur as expected and the variation may be material. The directors' best-estimate assumptions on which the Forecast Financial Information is based relate to future event(s) and/or transaction(s) that management expect to occur and actions that management expect to take and are also subject to uncertainties and contingencies, which are often outside the control of oOh!media Limited. Evidence may be available to support the directors' best-estimate assumptions on which the Forecast Financial Information is based however such evidence is generally future-oriented and therefore speculative in nature. We are therefore not in a position to express a reasonable assurance conclusion on those best-estimate assumptions, and accordingly, provide a lesser level of assurance on the reasonableness of the directors' best-estimate assumptions. The limited assurance conclusion expressed in this report has been formed on the above basis.

Prospective investors should be aware of the material risks and uncertainties in relation to an investment in oOh!media Limited, which are detailed in the Prospectus, and the inherent uncertainty relating to the Forecast Financial Information. Accordingly, prospective investors should have regard to the investment risks and sensitivities as described in Section 4.9 and Section 5 of the Prospectus. The sensitivity analysis described in Section 4.9 of the Prospectus demonstrates the impact on the Forecast Financial Information of changes in key best-estimate assumptions. We express no opinion as to whether the Forecast Financial Information will be achieved.

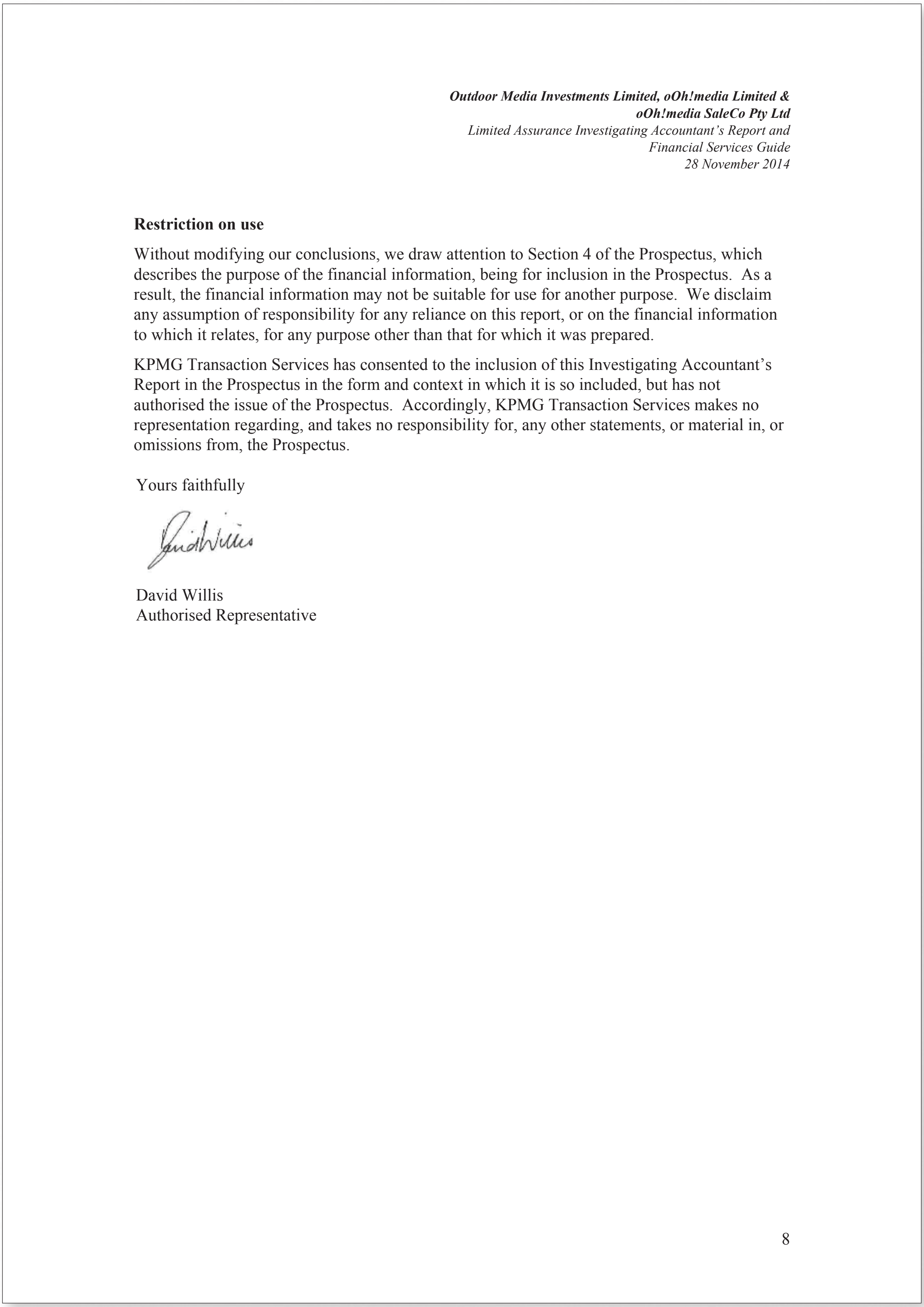
We have assumed, and relied on representations from certain members of management of oOh!media Limited, that all material information concerning the prospects and proposed operations of oOh!media Limited has been disclosed to us and that the information provided to us for the purpose of our work is true, complete and accurate in all respects. We have no reason to believe that those representations are false.

Independence

KPMG Transaction Services does not have any interest in the outcome of the Offer, other than in connection with the preparation of this report and participation in due diligence procedures for which normal professional fees will be received. KPMG is the auditor of oOh!media and from time to time, KPMG also provides oOh!media with certain other professional services for which normal professional fees are received.

General advice warning

This report has been prepared, and included in the Prospectus, to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to take the place of professional advice and investors should not make specific investment decisions in reliance on the information contained in this report. Before acting or relying on any information, an investor should consider whether it is appropriate for their circumstances having regard to their objectives, financial situation or needs.



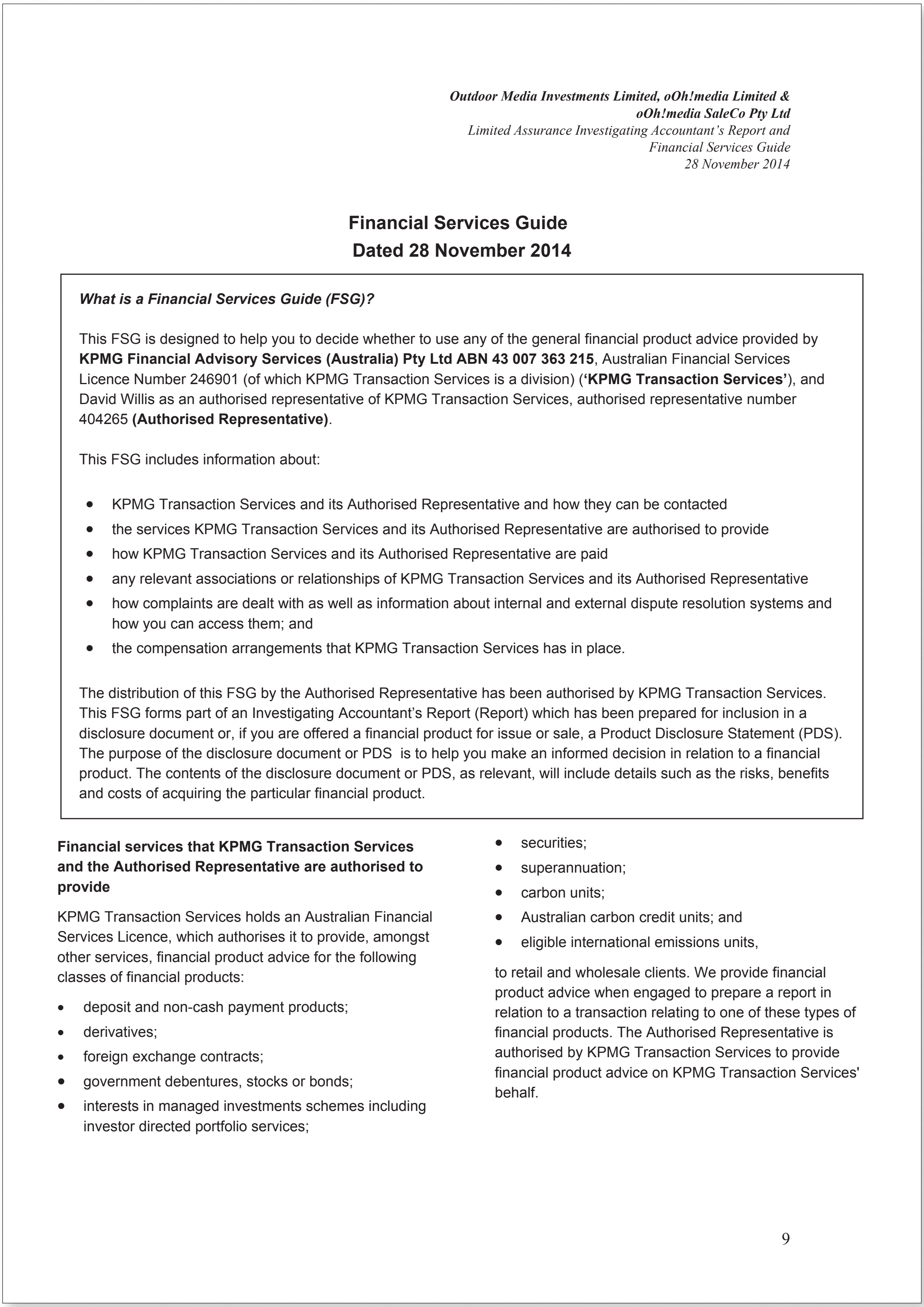
Restriction on use

Without modifying our conclusions, we draw attention to Section 4 of the Prospectus, which describes the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose. We disclaim any assumption of responsibility for any reliance on this report, or on the financial information to which it relates, for any purpose other than that for which it was prepared.

KPMG Transaction Services has consented to the inclusion of this Investigating Accountant's Report in the Prospectus in the form and context in which it is so included, but has not authorised the issue of the Prospectus. Accordingly, KPMG Transaction Services makes no representation regarding, and takes no responsibility for, any other statements, or material in, or omissions from, the Prospectus.

Yours faithfully

David Willis
Authorised Representative



Financial Services Guide
Dated 28 November 2014

What is a Financial Services Guide (FSG)?

This FSG is designed to help you to decide whether to use any of the general financial product advice provided by **KPMG Financial Advisory Services (Australia) Pty Ltd ABN 43 007 363 215**, Australian Financial Services Licence Number 246901 (of which KPMG Transaction Services is a division) (**'KPMG Transaction Services'**), and David Willis as an authorised representative of KPMG Transaction Services, authorised representative number 404265 **(Authorised Representative)**.

This FSG includes information about:

- KPMG Transaction Services and its Authorised Representative and how they can be contacted
- the services KPMG Transaction Services and its Authorised Representative are authorised to provide
- how KPMG Transaction Services and its Authorised Representative are paid
- any relevant associations or relationships of KPMG Transaction Services and its Authorised Representative
- how complaints are dealt with as well as information about internal and external dispute resolution systems and how you can access them; and
- the compensation arrangements that KPMG Transaction Services has in place.

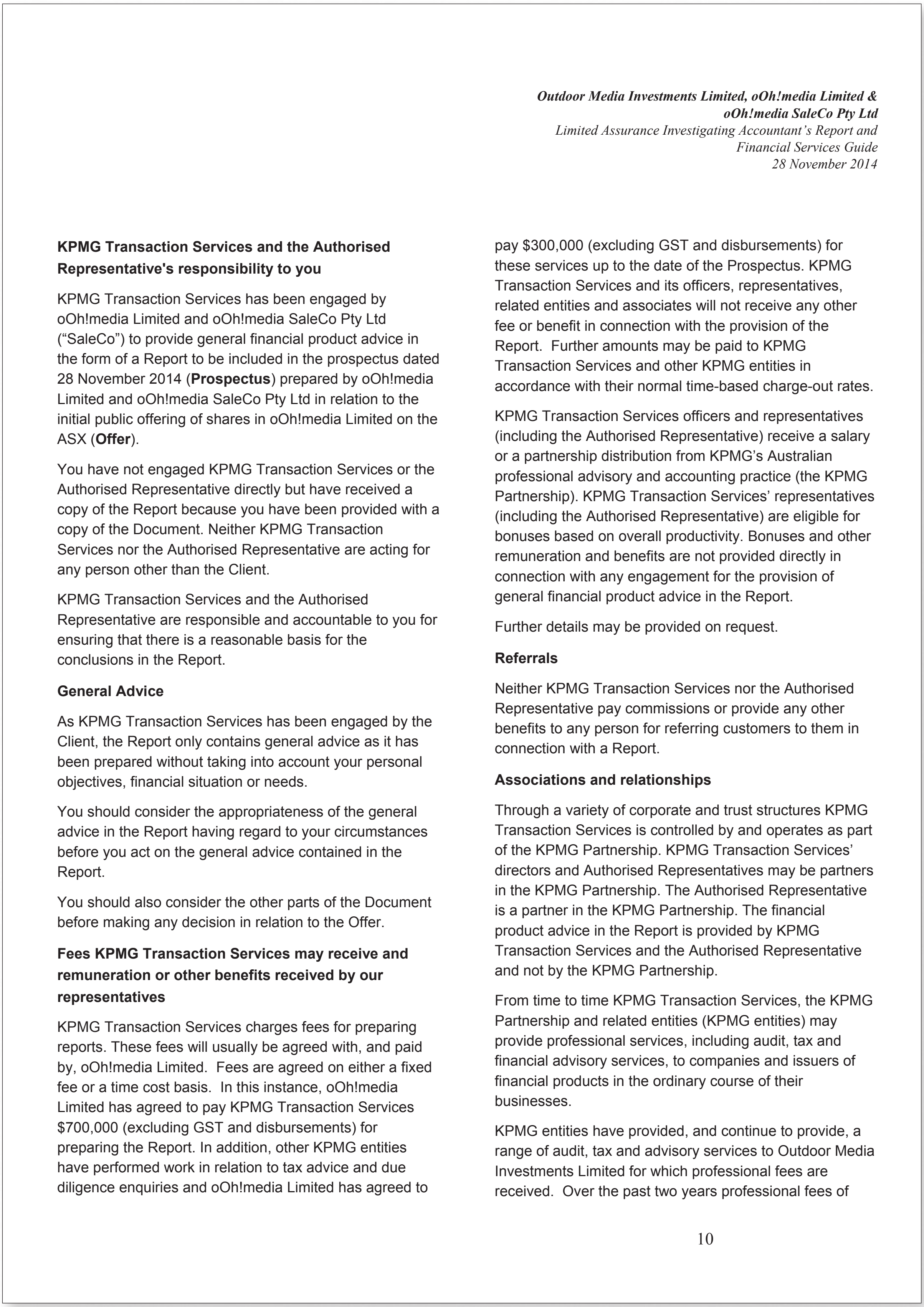
The distribution of this FSG by the Authorised Representative has been authorised by KPMG Transaction Services. This FSG forms part of an Investigating Accountant's Report (Report) which has been prepared for inclusion in a disclosure document or, if you are offered a financial product for issue or sale, a Product Disclosure Statement (PDS). The purpose of the disclosure document or PDS is to help you make an informed decision in relation to a financial product. The contents of the disclosure document or PDS, as relevant, will include details such as the risks, benefits and costs of acquiring the particular financial product.

Financial services that KPMG Transaction Services and the Authorised Representative are authorised to provide

KPMG Transaction Services holds an Australian Financial Services Licence, which authorises it to provide, amongst other services, financial product advice for the following classes of financial products:

- deposit and non-cash payment products;
- derivatives;
- foreign exchange contracts;
- government debentures, stocks or bonds;
- interests in managed investments schemes including investor directed portfolio services;
- securities;
- superannuation;
- carbon units;
- Australian carbon credit units; and
- eligible international emissions units,

to retail and wholesale clients. We provide financial product advice when engaged to prepare a report in relation to a transaction relating to one of these types of financial products. The Authorised Representative is authorised by KPMG Transaction Services to provide financial product advice on KPMG Transaction Services' behalf.



KPMG Transaction Services and the Authorised Representative's responsibility to you

KPMG Transaction Services has been engaged by oOh!media Limited and oOh!media SaleCo Pty Ltd (“SaleCo”) to provide general financial product advice in the form of a Report to be included in the prospectus dated 28 November 2014 (**Prospectus**) prepared by oOh!media Limited and oOh!media SaleCo Pty Ltd in relation to the initial public offering of shares in oOh!media Limited on the ASX (**Offer**).

You have not engaged KPMG Transaction Services or the Authorised Representative directly but have received a copy of the Report because you have been provided with a copy of the Document. Neither KPMG Transaction Services nor the Authorised Representative are acting for any person other than the Client.

KPMG Transaction Services and the Authorised Representative are responsible and accountable to you for ensuring that there is a reasonable basis for the conclusions in the Report.

General Advice

As KPMG Transaction Services has been engaged by the Client, the Report only contains general advice as it has been prepared without taking into account your personal objectives, financial situation or needs.

You should consider the appropriateness of the general advice in the Report having regard to your circumstances before you act on the general advice contained in the Report.

You should also consider the other parts of the Document before making any decision in relation to the Offer.

Fees KPMG Transaction Services may receive and remuneration or other benefits received by our representatives

KPMG Transaction Services charges fees for preparing reports. These fees will usually be agreed with, and paid by, oOh!media Limited. Fees are agreed on either a fixed fee or a time cost basis. In this instance, oOh!media Limited has agreed to pay KPMG Transaction Services $700,000 (excluding GST and disbursements) for preparing the Report. In addition, other KPMG entities have performed work in relation to tax advice and due diligence enquiries and oOh!media Limited has agreed to pay $300,000 (excluding GST and disbursements) for these services up to the date of the Prospectus. KPMG Transaction Services and its officers, representatives, related entities and associates will not receive any other fee or benefit in connection with the provision of the Report. Further amounts may be paid to KPMG Transaction Services and other KPMG entities in accordance with their normal time-based charge-out rates.

KPMG Transaction Services officers and representatives (including the Authorised Representative) receive a salary or a partnership distribution from KPMG’s Australian professional advisory and accounting practice (the KPMG Partnership). KPMG Transaction Services’ representatives (including the Authorised Representative) are eligible for bonuses based on overall productivity. Bonuses and other remuneration and benefits are not provided directly in connection with any engagement for the provision of general financial product advice in the Report.

Further details may be provided on request.

Referrals

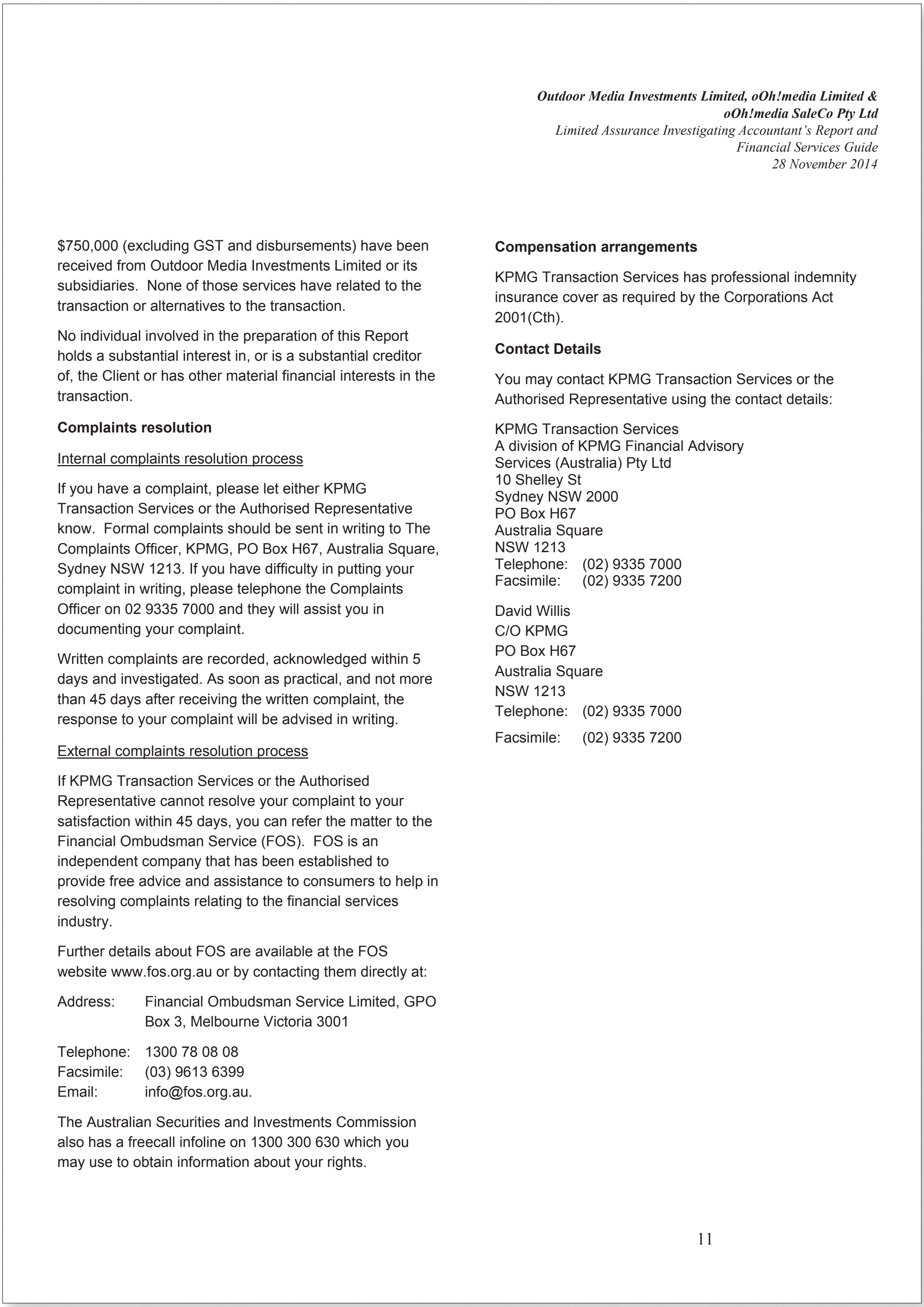
Neither KPMG Transaction Services nor the Authorised Representative pay commissions or provide any other benefits to any person for referring customers to them in connection with a Report.

Associations and relationships

Through a variety of corporate and trust structures KPMG Transaction Services is controlled by and operates as part of the KPMG Partnership. KPMG Transaction Services’ directors and Authorised Representatives may be partners in the KPMG Partnership. The Authorised Representative is a partner in the KPMG Partnership. The financial product advice in the Report is provided by KPMG Transaction Services and the Authorised Representative and not by the KPMG Partnership.

From time to time KPMG Transaction Services, the KPMG Partnership and related entities (KPMG entities) may provide professional services, including audit, tax and financial advisory services, to companies and issuers of financial products in the ordinary course of their businesses.

KPMG entities have provided, and continue to provide, a range of audit, tax and advisory services to Outdoor Media Investments Limited for which professional fees are received. Over the past two years professional fees of



$750,000 (excluding GST and disbursements) have been received from Outdoor Media Investments Limited or its subsidiaries. None of those services have related to the transaction or alternatives to the transaction.

No individual involved in the preparation of this Report holds a substantial interest in, or is a substantial creditor of, the Client or has other material financial interests in the transaction.

Complaints resolution

Internal complaints resolution process

If you have a complaint, please let either KPMG Transaction Services or the Authorised Representative know. Formal complaints should be sent in writing to The Complaints Officer, KPMG, PO Box H67, Australia Square, Sydney NSW 1213. If you have difficulty in putting your complaint in writing, please telephone the Complaints Officer on 02 9335 7000 and they will assist you in documenting your complaint.

Written complaints are recorded, acknowledged within 5 days and investigated. As soon as practical, and not more than 45 days after receiving the written complaint, the response to your complaint will be advised in writing.

External complaints resolution process

If KPMG Transaction Services or the Authorised Representative cannot resolve your complaint to your satisfaction within 45 days, you can refer the matter to the Financial Ombudsman Service (FOS). FOS is an independent company that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about FOS are available at the FOS website www.fos.org.au or by contacting them directly at:

Address: Financial Ombudsman Service Limited, GPO Box 3, Melbourne Victoria 3001

Telephone: 1300 78 08 08
Facsimile: (03) 9613 6399
Email: info@fos.org.au.

The Australian Securities and Investments Commission also has a freecall infoline on 1300 300 630 which you may use to obtain information about your rights.

Compensation arrangements

KPMG Transaction Services has professional indemnity insurance cover as required by the Corporations Act 2001(Cth).

Contact Details

You may contact KPMG Transaction Services or the Authorised Representative using the contact details:

KPMG Transaction Services
A division of KPMG Financial Advisory
Services (Australia) Pty Ltd
10 Shelley St
Sydney NSW 2000
PO Box H67
Australia Square
NSW 1213
Telephone: (02) 9335 7000
Facsimile: (02) 9335 7200

David Willis
C/O KPMG
PO Box H67
Australia Square
NSW 1213
Telephone: (02) 9335 7000
Facsimile: (02) 9335 7200

9

ADDITIONAL INFORMATION

9. ADDITIONAL INFORMATION

9.1 Registration

The Company was registered in Victoria on 7 October 2014 as a public company, and will become the new holding company for oOh!media from the day before Settlement. As at the Original Prospectus Date, the Company has never traded and has 2 Shares on issue (each fully paid to $1.00) currently held by Perpetual Trustee Company Limited ACN 000 001 007 as trustee for the CHAMP Buyout III Trust.

SaleCo was registered in Victoria on 7 October 2014 as a proprietary company. The sole shareholder of SaleCo is Darren Smorgon. The SaleCo Directors are Michael Anderson, Brendon Cook, Tony Faure, Geoff Wild, Darren Smorgon and Debbie Goodin.

9.2 Company tax status

The Company will be subject to tax at the Australian corporate tax rate.

9.3 Formation of the Group and settlement of the Offer

On the day before settlement of the Offer, the following key steps will occur:

- OMI and each optionholder will agree to the cancellation of their options in consideration for a payment to be made by the Company to the optionholder on or about the day of Settlement; and
- the Company will acquire OMI (the current ultimate holding company of the Group) from the Current Owners. The Current Owners will receive Shares in the Company as consideration for the sale.

Immediately before Settlement, the Current Owners will transfer so many of the Shares held by them in the Company to SaleCo, other than Shares to be retained by them (including Shares to be retained by the Escrowed Shareholders).

On Settlement, the following key steps will occur:

- SaleCo will sell Shares transferred to it by the Current Owners and the Company will issue Shares, to investors under the Offer; and
- Proceeds received will be dealt with as described in Section 7.1.3.

The Company will acquire the Group from the Current Owners on the day before Settlement pursuant to the Articles of Association of OMI and deed polls entered into by certain Current Owners. The Company will issue Shares in consideration for this acquisition to the Current Owners in the same proportion that the Current Owners hold in the Company (as set out in Figure 37 below).

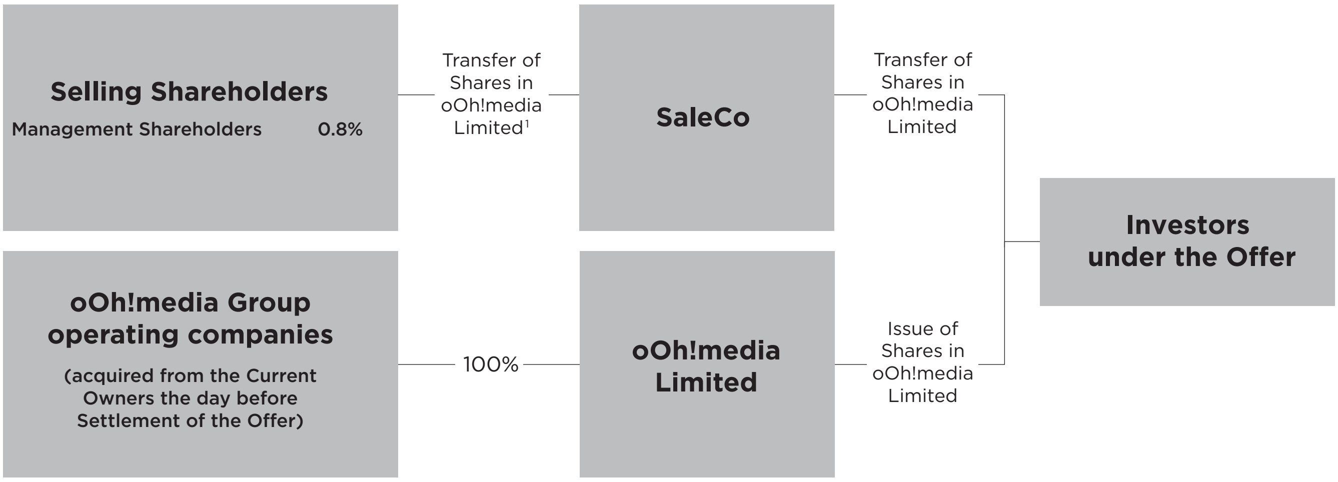
9.4 Role of SaleCo

SaleCo is a special purpose vehicle which has been established to enable relevant Current Owners to sell all or a portion of their Existing Shares in the Company. As at the date of this Prospectus, holders of shares in OMI, who will become Current Owners on the day before Settlement, have irrevocably offered to sell up to 0.5 million Existing Shares to SaleCo.

Certain Current Owners who will sell a portion of their Existing Shares in the Company have executed deed polls in favour of SaleCo under which they irrevocably offer to sell Shares in the Company, other than the Shares to be retained by them (including Shares to be retained by the Escrowed Shareholders and subject to the voluntary escrow arrangement described in Section 7.7) free from encumbrances and third-party rights. The price payable by SaleCo to these Current Owners for these Shares is the Offer Price.

The Shares which SaleCo acquires from Current Owners will be transferred to successful Applicants under the Offer at the Offer Price. SaleCo has no material assets, liabilities or operations other than its interests in these deed polls.

Figure 37: Offer structure

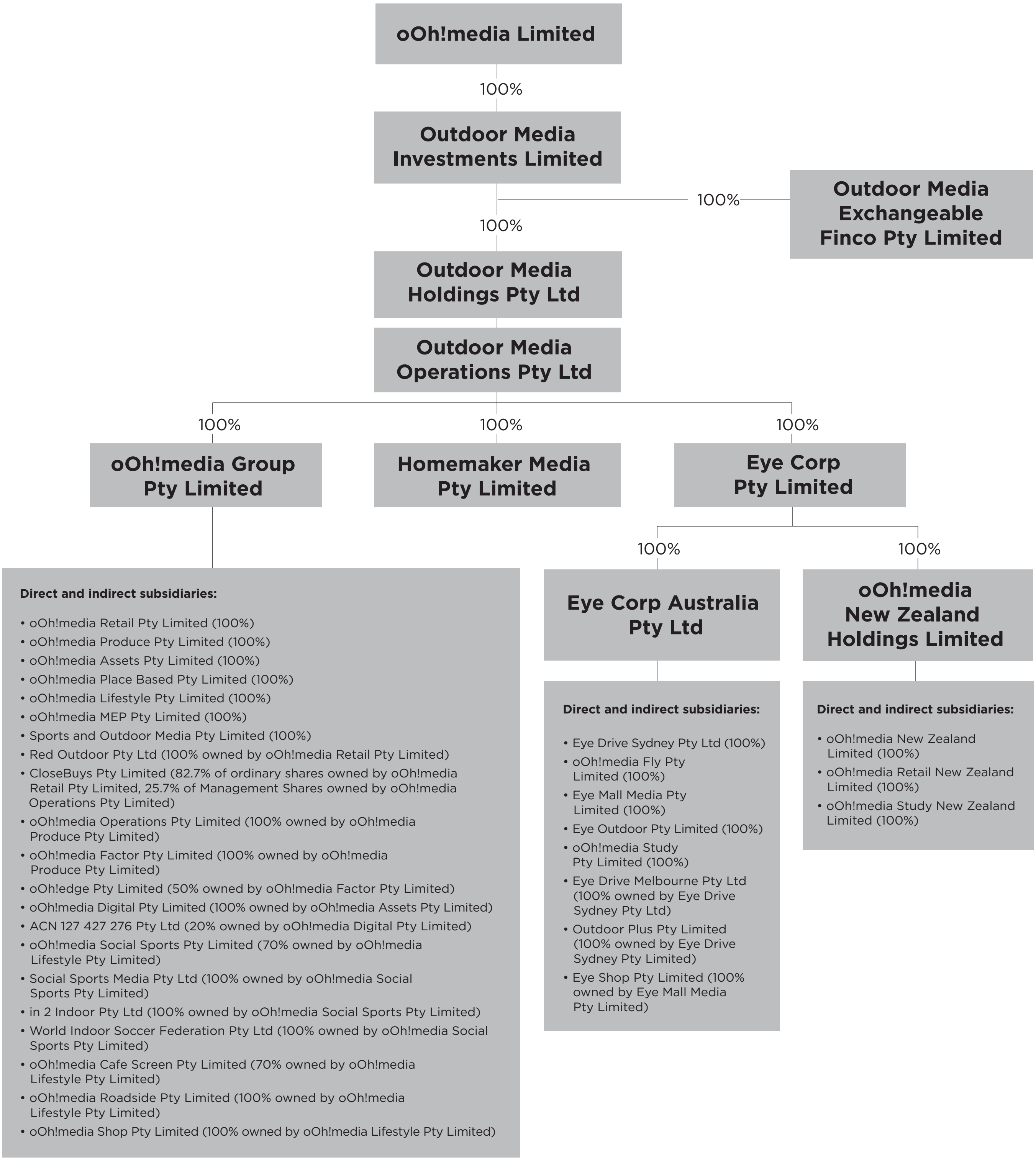


1. Except for Shares being retained by the Escrowed Shareholders and subject to voluntary escrow arrangements as described in Section 7.7. Some Shares will not be part of the Offer and will instead remain with the Current Owners.

9.5 Corporate structure

Figure 38 represents the corporate structure of the oOh!media Group after Completion of the Offer.

Figure 38: Corporate structure of oOh!media Group after Completion of the Offer



oOh!media Limited

100%

Outdoor Media Investments Limited

100%

Outdoor Media Exchangeable Finco Pty Limited

100%

Outdoor Media Holdings Pty Ltd

Outdoor Media Operations Pty Ltd

100%

oOh!media Group Pty Limited

100%

Homemaker Media Pty Limited

100%

Eye Corp Pty Limited

100%

Eye Corp Australia Pty Ltd

100%

oOh!media New Zealand Holdings Limited

Direct and indirect subsidiaries:

- oOh!media Retail Pty Limited (100%)
- oOh!media Produce Pty Limited (100%)
- oOh!media Assets Pty Limited (100%)
- oOh!media Place Based Pty Limited (100%)
- oOh!media Lifestyle Pty Limited (100%)
- oOh!media MEP Pty Limited (100%)
- Sports and Outdoor Media Pty Limited (100%)
- Red Outdoor Pty Ltd (100% owned by oOh!media Retail Pty Limited)
- CloseBuys Pty Limited (82.7% of ordinary shares owned by oOh!media Retail Pty Limited, 25.7% of Management Shares owned by oOh!media Operations Pty Limited)
- oOh!media Operations Pty Limited (100% owned by oOh!media Produce Pty Limited)
- oOh!media Factor Pty Limited (100% owned by oOh!media Produce Pty Limited)
- oOh!edge Pty Limited (50% owned by oOh!media Factor Pty Limited)
- oOh!media Digital Pty Limited (100% owned by oOh!media Assets Pty Limited)
- ACN 127 427 276 Pty Ltd (20% owned by oOh!media Digital Pty Limited)
- oOh!media Social Sports Pty Limited (70% owned by oOh!media Lifestyle Pty Limited)
- Social Sports Media Pty Ltd (100% owned by oOh!media Social Sports Pty Limited)
- in 2 Indoor Pty Ltd (100% owned by oOh!media Social Sports Pty Limited)
- World Indoor Soccer Federation Pty Ltd (100% owned by oOh!media Social Sports Pty Limited)
- oOh!media Cafe Screen Pty Limited (70% owned by oOh!media Lifestyle Pty Limited)
- oOh!media Roadside Pty Limited (100% owned by oOh!media Lifestyle Pty Limited)
- oOh!media Shop Pty Limited (100% owned by oOh!media Lifestyle Pty Limited)

Direct and indirect subsidiaries:

- Eye Drive Sydney Pty Ltd (100%)
- oOh!media Fly Pty Limited (100%)
- Eye Mall Media Pty Limited (100%)
- Eye Outdoor Pty Limited (100%)
- oOh!media Study Pty Limited (100%)
- Eye Drive Melbourne Pty Ltd (100% owned by Eye Drive Sydney Pty Ltd)
- Outdoor Plus Pty Limited (100% owned by Eye Drive Sydney Pty Limited)
- Eye Shop Pty Limited (100% owned by Eye Mall Media Pty Limited)

Direct and indirect subsidiaries:

- oOh!media New Zealand Limited (100%)
- oOh!media Retail New Zealand Limited (100%)
- oOh!media Study New Zealand Limited (100%)

Each of the Group entities listed above undertakes the business of the Group as set out in this Prospectus.

9.6 Underwriting Agreement

The Offer is underwritten by the Joint Lead Managers pursuant to an Underwriting Agreement dated 28 November 2014 between the Company and the Joint Lead Managers. Under the Underwriting Agreement, the Joint Lead Managers have agreed to arrange, manage and underwrite the Offer.

9.6.1 Commissions, fees and expenses

The Company has agreed to pay the Joint Lead Managers a lead manager fee of 2.5% of the funds raised under the Offer. The Company may also pay an incentive fee to the Joint Lead Managers of up to 0.75% of the funds raised under the Offer. Payment of the incentive fee is at the Company's absolute discretion. The fees will become payable by the Company on the date of Settlement of the Offer and will be divided between the Joint Lead Managers according to the terms of the Underwriting Agreement.

In addition to the fees described above, the Company has agreed to reimburse the Joint Lead Managers for certain agreed costs and expenses, including legal expenses, incurred by the Joint Lead Managers in relation to the Offer.

For the purpose of this Section 9.6, 'Offer Documents' means the documents issued or published by or on behalf of the Company and SaleCo in respect of the Offer including:

- this Prospectus, any Application Forms and any supplementary prospectus;
- the "confirmation letters" sent by the Joint Lead Managers to investors under the Institutional Offer; and
- the roadshow presentation materials or other information provided to prospective investors approved by the Company or SaleCo to conduct the marketing of the Offer.

9.6.2 Termination events

The Joint Lead Managers may terminate the Underwriting Agreement at any time after the date of the Underwriting Agreement and before the issue of new Shares under the Offer (without cost or liability by notice to the Company) if any of the following events occur at any time before the end of the Settlement Date or such other time as specified below:

- a Joint Lead Manager forms the view (acting reasonably) that a statement contained in the Prospectus is or becomes misleading or deceptive or likely to mislead or deceive, or a matter required by the Corporations Act is omitted from the Prospectus (having regard to section 710, 711 and 716 of the Corporations Act) or if any statement in the Prospectus becomes misleading or deceptive or likely to mislead or deceive or if the issue of the Prospectus becomes misleading or deceptive or likely to mislead or deceive;
- there are not or there cease to be reasonable grounds (in the reasonable opinion of a Joint Lead Manager) for any statement in the Offer Documents which relates to future matters (including financial forecasts);
- approval for the Company's official quotation on ASX is refused or not granted, other than subject to standard conditions customarily imposed, or any other conditions accepted in writing by a Joint Lead Manager by the quotation approval date or if approval is granted, such approval is subsequently withdrawn, qualified (other than subject to standard conditions customarily imposed) or withheld before Completion;
- at any time the S&P/ASX200 Index of ASX falls to a level that is 90% or less of that level as at the close of trading and is at or below that level at the close of trading for 2 consecutive Business Days or on the Business Day immediately prior to the Settlement Date;
- any material adverse change occurs in the assets, liabilities, share capital, Share structure, financial position or performance, profits, losses or prospects of the Company, the Group (insofar as the position in relation to an entity in the Group affects the overall position of the Group) from those disclosed in the Prospectus, including:
  - any material adverse change in the reported earnings or future prospects of the Group; or
  - any material adverse change in the nature of the business conducted by the Group; or
  - the insolvency or voluntary winding up of the Company or an entity in the Group or the appointment of any receiver, receiver and manager, liquidator or other external administrator; or
  - any material adverse change to the rights and benefits attaching to shares; or
  - any event that is likely to cause a Material Adverse Change;

- the Company and SaleCo withdraw the Prospectus or terminate the Offer or any part of the Offer, or indicate that they intend to do any of these things;
- the Company or SaleCo does not provide a certificate in the manner required by the Underwriting Agreement, or a statement in that certificate is untrue in any material respect, incorrect or misleading or deceptive;
- the Company, SaleCo or a Group member is or becomes unable to pay its debts when they are due or is or becomes unable to pay its debts within the meaning of the Corporations Act or is presumed to be insolvent under the Corporations Act;
- any of the following notifications are made:
  - ASIC makes an interim order (other than an interim order that does not become public and is dismissed or withdrawn by ASIC within 2 Business Days) or final stop order in relation to the Prospectus under section 739 of the Corporations Act or holds a hearing (other than a hearing which does not become public and is dismissed or withdrawn by ASIC within 2 Business Days) under section 739 of the Corporations Act in relation to the Prospectus or makes an application under section 1324 or 1324B of the Corporations Act;
  - any person gives a notice under section 733(3) of the Corporations Act or any person who has previously consented to the inclusion of their name in the Prospectus (or any supplementary prospectus) or to be named in the Prospectus withdraws their consent after lodgement;
  - an application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the pathfinder prospectus or Offer Document (other than an application which does not become public and is dismissed or withdrawn by ASIC within 2 Business Days) or ASIC commences any investigation or hearing under Part 3 of the *Australian Securities and Investments Commission Act 2001* (Cth) in relation to the pathfinder prospectus or Offer Document;
- the Company lodges a supplementary prospectus without the consent of the Joint Lead Managers or fails to lodge a supplementary prospectus in a form acceptable to a Joint Lead Manager or, in the Joint Lead Managers' opinion, becomes required to lodge a supplementary prospectus because of a circumstance set out in section 719(1) of the Corporations Act;
- a change in the Directors, the CEO or CFO of the Company is announced or occurs without the written consent of a Joint Lead Manager;
- any material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia, Japan, China, the United Kingdom, the United States of America or in the international financial markets or any material adverse change occurs in national or international political, financial or economic conditions, in each case the effect of which is that, in the reasonable opinion of a Joint Lead Manager it is impracticable to market the Offer or to enforce contracts to issue or transfer the Shares or that the success of the Offer is likely to be adversely affected;
- any information supplied by or on behalf of the Company or SaleCo to a Joint Lead Manager in relation to the Group or the Offer as part of the due diligence process is or becomes misleading or deceptive in a material respect;
- any Material Contract is:
  - terminated or rescinded; or
  - void or voidable;
- debt funding is not available:
  - a Group Member or provider of debt or other financial accommodation pursuant to the Debt Documentation does not enter into the Debt Documentation or such other agreements necessary to provide the relevant financial accommodation by the time disclosed in the Prospectus or to a Joint Lead Manager prior to the date of this document; or does (or purports to) terminate, vary, rescind, alter or cancel its commitment to provide (or the terms disclosed in the Prospectus or to a Joint Lead Manager prior to the date of this document in respect of) that financial accommodation; or any agreements in respect of the Debt Documentation is void or voidable or breached; or
  - a condition precedent to drawdown of any part of that financial accommodation is not satisfied or waived or becomes incapable of being satisfied or waived on or prior to the Settlement Date or such earlier date as advised to a Joint Lead Manager before the date of this document;

- if reasonable grounds exist for a Joint Lead Manager to believe that any ASX conditions affecting the ASX in giving final approval to official quotation of the Shares on ASX will not be completed, fulfilled or waived by ASX so as to result in the Shares being not granted official quotation by the date required;
- if reasonable grounds exist for a Joint Lead Manager to believe that any ASIC Modification will not be granted or if granted will be withdrawn (without immediate replacement);
- prior to the issue of Shares, a change to the constitution of the Company or the Company's share capital or capital structure occurs without the prior written consent of a Joint Lead Manager;
- a Director or a senior member of management of the Company or SaleCo engages in any fraudulent conduct or activity;
- the Company and SaleCo are or will be (in circumstances which are not resolved within 1 Business Day) prevented from conducting or completing the Offer (including issuing the Shares) by or in accordance with the Listing Rules, ASIC, ASX, any applicable laws or an order of a court of competent jurisdiction, or otherwise are or will become (in circumstances which are not resolved within 1 Business Day) unable or unwilling to do any of these things;
- an event specified in the Timetable is delayed for more than 2 Business Day other than as the result of actions in breach of this document taken by a Joint Lead Manager or due to requirements of ASX (unless those actions were requested by the Company) or the actions of the Company (where those actions were taken with a Joint Lead Manager's prior consent); or
- a restriction agreement is terminated, varied or breached by any party to it.

9.6.3 Termination subject to materiality

A Joint Lead Manager may terminate the Underwriting Agreement, without cost or liability, by notice given to the Company, SaleCo and the other Joint Lead Manager, if any of the events listed below occur at any time before the end of the Settlement date (or such other time as specified in such event) if:

- in the reasonable opinion of the Joint Lead Manager the Termination Event has had or could be expected to have, individually or in aggregate with a separate Termination Event, a material adverse effect on:
  - the financial condition, financial position or financial prospects of the Company or the Group, or the success or outcome of the Offer;
  - the ability of the Joint Lead Manager to settle the Offer; or
  - the potential market price of the Offer Shares; or
- there is a reasonable possibility that the Joint Lead Manager will contravene, be involved in a contravention of, or incur a liability under the Corporations Act or any other applicable law as a result of the termination event.

A Joint Lead Manager can terminate as above if any of the following events occur:

- any material contract is:
  - varied, altered or amended without the prior consent of the Joint Lead Managers; or
  - breached;
- there occurs a new circumstance that has arisen since the Prospectus was lodged that would have been required to be included in the Prospectus if it had arisen before the Prospectus was lodged;
- any forecast (including financial forecast), statement, estimate, opinions or intentions in the Prospectus which relates to a future matter is or becomes incapable of being met, or in the reasonable opinion of an Underwriter, unlikely to be met in the forecast time;
- there is introduced or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State of Australia a new law, or the Reserve Bank of Australia, or any Commonwealth or State authority adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of this document), any of which does or is likely to prohibit or regulate the Offer, capital issues or stock markets or materially adversely affect the taxation treatment of the Shares;

- hostilities political or civil unrest not presently existing commence (whether war has been declared or not) or a major escalation in existing hostilities, political or civil unrest occurs (whether war has been declared or not) involving any one or more of Australia, New Zealand, the United States of America, the United Kingdom, any member state of the European Union, Japan, Indonesia, Singapore, Malaysia, Hong Kong, North Korea or the People's Republic of China or a significant terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries anywhere in the world;
- trading in securities generally has been suspended or materially limited, for at least one trading day, by any of the New York Stock Exchange, the London Stock Exchange or the ASX;
- any of the following occurs:
  - legal proceedings are commenced against the Company or SaleCo; or
  - any Director is charged with an indictable offence or any regulatory body commenced any public action against the Director or announced that it intends to take any such action; or
  - any Director is disqualified from managing a corporation under section 206A, 206B, 206C, 206D, 206E or 206F of the Corporations Act;
- a contravention by the Company or any entity in the Group of the Corporations Act, the Listing Rules, its constitution or any other applicable law or regulation;
- the Prospectus, an Offer Document or any aspect of the Offer does not comply with the Corporations Act, the Listing Rules or any other applicable law or regulation;
- the Company or an entity in the Group issues a public statement concerning the Offer which has not been approved by a Joint Lead Manager under the Underwriting Agreement;
- the Company or SaleCo breaches any of its obligations under this document; or
- any representation or warranty contained in this document on the part of the Company or SaleCo is breached or becomes false, misleading or incorrect.

9.6.4 Conditions, warranties, undertakings and other terms

The Underwriting Agreement contains certain standard representations, warranties and undertakings by the Company and SaleCo to the Joint Lead Managers as well as common conditions precedent, including conducting due diligence, lodgement of this Prospectus, delivery of a legal opinion and entry intro restriction agreements in respect of the Escrowed Shareholders, and ASX indicating that it will grant permission for official quotation of the Shares on ASX.

The representations and warranties given by the Company and SaleCo relate to matters such as power and authorisations, information provided by the Company, financial information, information in the Offer Documents, the conduct of the Offer and compliance with laws, Listing Rules and other legally binding requirements. The Company and SaleCo also provide representations and warranties in connection with matters including in relation to its assets, material contracts, insurance, litigation, intellectual property, authorisations, eligibility for Listing and internal accounting controls.

The Company and SaleCo's undertakings include that they will not, during the period following the date of the Underwriting Agreement until 120 days after the date on which settlement of the Shares occurs, issue or agree to issue any equity securities or securities that are convertible or exchangeable into equity or alter the capital structure of the Company without the consent of the Joint Lead Managers unless pursuant to a share purchase plan, dividend or distribution plan, or any employee security plan approved by the Shareholders, and that the Company will, during the period following the date of the Underwriting Agreement until 90 days after the date on which settlement of the Shares occurs, carry on its business in the ordinary course and not dispose of all or any material part of its business, assets or property or acquire any material assets except in the ordinary course except as disclosed to the Joint Lead Manager.

9.6.5 Indemnity

Subject to certain exclusions relating to, among other things, fraud, wilful default or gross negligence of a Joint Lead Manager and certain closely related parties, the Company agrees to keep the Joint Lead Managers and certain closely related parties indemnified from losses suffered in connection with the Offer.

9.7 Deed Poll

On 28 November 2014, the Company, OMI, SaleCo and Outdoor Media Exchangeable Finco Pty Limited (a wholly owned subsidiary of OMI) entered into an implementation deed poll in connection with the acquisition of the Group by the Company, the transfer of Shares to SaleCo and certain other matters described below. Certain Current Owners, including CHAMP Funds, WPP and Management Shareholders have signed corresponding deed polls under which they irrevocably undertake to comply with the terms of the implementation deed poll. In summary, the implementation deed poll provides for:

- on the day before Settlement of the Offer (and provided the Underwriting Agreement has not been terminated by a Joint Lead Manager):
  - OMI and each optionholder holding options in OMI agreeing to the cancellation of their options in consideration for a payment to be made by the Company to the optionholder on or about the day of Settlement; and
  - the Company acquiring OMI (the current ultimate holding company of the Group) from the Current Owners in accordance with the Articles of Association of OMI, in consideration for the issue of Shares in the Company to the Current Owners in proportion to their shareholding in OMI;
- immediately before Settlement (and provided the Underwriting Agreement becomes unconditional), the Current Owners transferring so many of the Shares held by them in the Company to SaleCo, other than Shares to be retained by them (including Shares to be retained by the Escrowed Shareholders);
- repayment of management loans out of the proceeds otherwise payable to that manager or its closely related parties in connection with the cancellation of any options held by any of them or the sale of Shares by SaleCo transferred by them to SaleCo;
- repayment of shareholder debt held in the form of exchangeable notes issued by Outdoor Media Exchangeable Finco Pty Ltd by the Company paying all amounts due in respect of those notes and Outdoor Media Exchangeable Finco Pty Ltd redeeming those notes upon such payment;
- certain acknowledgements, covenants and waivers by optionholders, noteholders and certain Current Owners to facilitate the above transactions; and
- a requirement to seek to unwind any of the above steps in the event the Offer does not take place and any of the above steps are completed.

9.8 Financial Advisory Services Agreement

CHAMP III Management Pty Limited, WPP 2005 Limited (together the Advisors) and Outdoor Media Operations Pty Ltd are parties to a financial advisory services agreement (Financial Advisory Services Agreement).

Under the Financial Advisory Services Agreement, the Advisors provide certain services to Outdoor Media Operations Pty Ltd in connection with its business in return for a management fee payable to the Advisors. Furthermore, Outdoor Media Operations Pty Ltd provides certain indemnities in favour of the Advisors and their respective officers, directors, employees, affiliates, subsidiaries, agents and representatives in connection with the services, the agreement and the business.

The Financial Advisory Services Agreement will terminate on Completion of the Offer and the management fee of $1.1 million (including GST) relating to the period prior to Completion of the Offer will be payable to the Advisors of which $867,460.63 (including GST) is to be paid to CHAMP III Management Pty Limited and $232,539.37 (including GST) is to be paid to WPP 2005 Limited.

CHAMP III Management Pty Limited is the manager of certain funds comprising the CHAMP Funds. WPP 2005 Limited is an indirect wholly owned subsidiary of WPP plc. WPP is also an indirect wholly owned subsidiary of WPP plc.

9.9 Consents to be named and inclusion of statement and disclaimers of responsibility

Each of the parties referred to below (each a ‘Consenting Party’), to the maximum extent permitted by law, expressly disclaims all liabilities in respect of, makes no representations regarding and takes no responsibility for any statements in or omissions from this Prospectus, other than the reference to its name in the form and context in which it is named and a statement or report included in this Prospectus with its consent as specified below.

Each of the Consenting Parties has given and has not, before the lodgement of the Prospectus with ASIC, withdrawn its written consent to be named in the Prospectus in the form and context in which it is named. None of the Consenting Parties referred to below has made any statement that is included in this Prospectus or any statement on which a statement is based, other than as specified below:

- Macquarie Capital
- J.P. Morgan
- Macquarie Equities Limited
- Ord Minnett Limited
- Highbury Partnership
- Herbert Smith Freehills
- KPMG Transaction Services
- Link Market Services Limited

KPMG Transaction Services has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to the inclusion in this Prospectus of statements by it, including its Investigating Accountant’s Report in Section 8 and the statements specifically attributed to it in the text of, or by a footnote in, this Prospectus, in the form and context in which they are included (and all other references to that report and those statements) in this Prospectus.

KPMG has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as the auditor to oOh!media in the form and context in which it is named in this Prospectus.

9.10 Litigation and claims

The Group is from time-to-time, party to various disputes and legal proceedings incidental to the conduct of its business. As far as the Directors are aware, there is no current or threatened civil litigation, arbitration proceeding or administrative appeal, or criminal or governmental prosecution of a material nature in which a Group company is directly or indirectly concerned which is likely to have a material adverse effect on the business or financial position of the Group.

9.11 Taxation considerations

This Section 9.11 provides a general overview of certain Australian tax consequences for investors who acquire Shares through the Offer.

The following tax comments are based on the tax law in Australia in force as at the date of the Original Prospectus. Australian tax laws are complex. This summary is general in nature and is not intended to be an authoritative or complete statement of all potential tax implications for each investor. During the ownership of the Shares by investors, the taxation laws of Australia or their interpretation may change. The precise implications of ownership or disposal will depend upon each investor’s specific circumstances. Investors should seek their own professional advice on the taxation implications of holding or disposing of the Shares, taking into account their specific circumstances.

The following information is a general summary of the Australian income tax implications for Australian resident individuals, complying superannuation entities, trusts, partnerships and corporate investors. These comments do not apply to investors that hold Shares on revenue account, investors who are exempt from Australian income tax or investors subject to the Taxation of Financial Arrangements regime in Division 230 of the Income Tax Assessment Act 1997 (Cth) which have made elections for the fair value or Reliance on Financial Reports (ROFR) methodologies.

Taxation issues, such as (but not limited to) those covered by this Section 9.11, are only one of the matters an investor needs to consider when making a decision about a financial product. Investors should consider taking advice from someone who holds an Australian financial services licence before making such a decision.

9.11.1 Taxation of dividends

Dividends may be paid to Shareholders by the Company. The Company may attach 'franking credits' to such dividends. Franking credits broadly represent the extent to which a dividend is paid by the Company out of profits that have been subject to Australian tax. It is possible for a dividend to be fully franked, partly franked or unfranked.

It should be noted that the concept of a dividend for Australian income tax purposes is very broad and can include payments that are made in respect of such things as off-market share buy-backs.

9.11.1.1 Australian resident individuals and complying superannuation entities

Dividends paid by the Company on a share will constitute assessable income of an Australian tax resident investor. Australian tax resident investors who are individuals or complying superannuation entities should include the dividend in their assessable income (some superannuation funds may be exempt in relation to shares to the extent they are held to support current pension liabilities) in the year the dividend is paid, together with any franking credit attached to that dividend. Such investors should be entitled to a tax offset equal to the franking credit attached to the dividend. The tax offset can be applied to reduce the tax payable on the investor's taxable income. Where the tax offset exceeds the tax payable on the investor's taxable income, such investors should be entitled to a tax refund.

To the extent that the dividend is unfranked, the investor will generally be taxed at his or her prevailing marginal rate on the dividend received with no tax offset.

9.11.1.2 Corporate investors

Corporate investors are also required to include both the dividend and associated franking credit in their assessable income.

They are then allowed a tax offset up to the amount of the franking credit on the dividend.

An Australian resident corporate investor should be entitled to a credit in its own franking account to the extent of the franking credit on the distribution received. This will allow the corporate investor to pass on the benefit of the franking credits to its own investor(s) on the payment of dividends.

Excess franking credits received cannot give rise to a refund for a company but can be converted into carry forward tax losses.

9.11.1.3 Trusts and partnerships

Investors who are trustees (other than trustees of complying superannuation entities) or partnerships should include the franking credit in determining the net income of the trust or partnership. The relevant beneficiary or partner may be entitled to a tax offset equal to the beneficiary's or partner's share of the net income of the trust or partnership.

9.11.1.4 Shares held at risk

The benefit of franking credits can be denied where an investor is not a 'qualified person' in which case the investor will not need to include an amount for the franking credits in their assessable income and will not be entitled to a tax offset.

Broadly, to be a 'qualified person', two tests must be satisfied, namely the holding period rule and the related payment rule.

Under the holding period rule, an investor is required to hold shares "at risk" for more than 45 days continuously (which is measured as the period commencing the day after the shares were acquired and ending on the 45th day after the shares become ex-dividend) in order to qualify for franking benefits, including franking credits. This holding period rule is subject to certain exceptions, including where the total franking offsets of an individual in a year of income do not exceed $5,000.

This holding period rule is subject to certain exceptions, including where the total franking offsets of an individual in a year of income do not exceed $5,000. Special rules apply to trusts and beneficiaries.

Under the related payment rule, a different testing period applies where the investor has made, or is under an obligation to make, a related payment in relation to the dividend. The related payment rule requires the investor to have held the shares at risk for the continuous 45 day period as above but within the limited period commencing on the 45th day before, and ending on the 45th day after, the day the shares become ex-dividend.

Investors should seek professional advice to determine if these requirements, as they apply to them, have been satisfied.

9.11.1.5 Dividend washing

On 14 May 2013, the Commonwealth Government announced measures which apply to "dividend washing" which have since been enacted with effect from 1 July 2013.

Dividend washing is a practice through which taxpayers seek to claim two sets of franking credits by selling shares held on the Australian Securities Exchange (ASX) and then effectively repurchasing the same parcel of shares on a special ASX trading market. The timing of this transaction occurs after the taxpayer becomes entitled to the dividend but before the official record date for dividend entitlements. Where applicable, no tax offset is available (nor is an amount required to be included in your assessable income) for a dividend received on the parcel of shares purchased on the special ASX trading market.

Investors should consider the impact of these changes having regard to their own personal circumstances.

9.11.2 Taxation of future share disposals

9.11.2.1 Australian tax resident Shareholders

Australian tax resident Shareholders who acquire their Shares in the ordinary course of their business and/or hold their Shares on revenue account should be required to include any gains made on the disposal of the Shares in their assessable income. Conversely, any losses made on the disposal of Shares in these circumstances should be deductible.

Australian tax resident Shareholders who hold their Shares on capital account will be required to consider the impact of the Australian capital gains tax (CGT) provisions in respect of the disposal of their Shares.

Where the capital proceeds received on disposal of the Shares exceed the CGT cost base of those Shares, Australian tax resident Shareholders will be required to recognise a capital gain. The CGT cost base of the Shares should generally be equal to the issue price or acquisition price of the Shares plus, among other things, incidental costs associated with the acquisition and disposal of the Shares. In respect of the CGT cost base of the Shares, this amount may be reduced as a result of receiving non-assessable distributions from the Company, such as returns of capital.

Conversely, Australian tax resident Shareholders may recognise a capital loss on the disposal of Shares where the capital proceeds received on disposal are less than the reduced CGT cost base of the Shares.

All capital gains and losses recognised by an Australian tax resident Shareholder for an income year are added together. To the extent that a net gain exists, such Shareholders should be able to reduce the gain by any amount of unapplied net capital losses carried forward from previous income years (provided certain loss recoupment tests are satisfied). Any remaining net gain (after the application of any carried forward tax losses) will then be required to be included in the Australian tax resident Shareholder's assessable income (subject to the comments below in relation to the availability of the CGT discount concession) and will be taxable at the Shareholder's applicable rate of tax. Where a net capital loss is recognised, the loss will only be deductible against future capital gains. Capital losses are capable of being carried forward indefinitely, provided the relevant loss recoupment tests are satisfied.

Non-corporate Shareholders may be entitled to a concession which discounts the amount of capital gain that is assessed. Broadly, the concession is available where the Shares have been held for at least 12 months prior to disposal. The concession results in a 50% reduction in the assessable amount of a capital gain for an individual Shareholder or trust, and a one third reduction of a capital gain for an Australian tax resident complying superannuation entity Shareholder. The concession is not available to corporate Shareholders.

In relation to trusts, the rules surrounding capital gains and the CGT discount are complex, but the benefit of the CGT discount may flow through to relevant beneficiaries, subject to certain requirements being satisfied.

9.11.3 Tax file number and Australian Business Number

A Shareholder is not obliged to quote a tax file number (TFN), or where relevant, Australian Business Number (ABN), to the Company. However, if a TFN or ABN is not quoted and no exemption is applicable, income tax is required to be deducted by the Company at the highest marginal rate (currently 45%) plus Medicare levy (2% as of 1 July 2014) from certain dividends paid.

No withholding requirement applies in respect of fully franked dividends paid by the Company on the Shares.

9.11.4 Stamp duty

No stamp duty should be payable by a Shareholder on the issue or acquisition of Shares pursuant to the Offer. Further, under current stamp duty legislation, stamp duty would not ordinarily be payable on any subsequent acquisition of Shares by a Shareholder provided the Company remains listed on ASX.

9.11.5 Goods and services tax

Under current Australian law, GST should not be payable in respect of the issue, acquisition or transfer of Shares. However, GST may be payable on brokerage fees.

9.12 Costs of the Offer

The Company has engaged the following professional advisers:

- Macquarie Capital has acted as joint manager, joint bookrunner and underwriter to the Offer. The Company has paid, or agreed to pay, Macquarie Capital the fees described in Section 9.6 for these services.
- J.P. Morgan has acted as joint manager, joint bookrunner and underwriter to the Offer. The Company has paid, or agreed to pay, J.P. Morgan the fees described in Section 9.6 for these services.
- Highbury Partnership has acted as Financial Adviser to the Company in relation to the Offer. The Company has paid, or agreed to pay, up to 0.5% of Enterprise Value (excluding disbursements and GST) for the services up to the date of this Prospectus.
- Herbert Smith Freehills has acted as Australian legal adviser (other than in respect of taxation) to oOh!media in connection with the Offer. The Company has paid or agreed to pay approximately $600,000 (plus disbursements and GST) for these services to the Original Prospectus Date. Further amounts may be paid to Herbert Smith Freehills in accordance with its normal time-based charge-out rates.
- KPMG Transaction Services has prepared the Investigating Accountant's Report on the pro forma Historical Financial Information and Forecast Financial Information. KPMG Transaction Services has also performed due diligence enquiries in relation to the pro forma Historical Financial Information and the Forecast Financial Information. The Company has paid, or agreed to pay, approximately $700,000 (excluding GST and disbursements) for these services to the Original Prospectus Date. In addition, other KPMG entities have performed work in relation to due diligence enquiries and tax advice, and the Company has paid or has agreed to pay, approximately $300,000 (excluding GST and disbursements) for those services to the Original Prospectus Date. Further amounts may be paid to KPMG Transaction Services and other KPMG entities in accordance with their normal time-based charge-out rates.

In addition, Macquarie Equities Limited and Ord Minnett Limited have been engaged as Co-Managers to the Offer and will be paid a fee of 1.5% (inclusive of GST), payable by the Joint Lead Managers out of the fees payable to the Joint Lead Managers by the Company.

9.13 Governing law

This Prospectus and the contracts that arise from the acceptance of the Applications and bids under this Prospectus are governed by the law applicable in New South Wales and each Applicant and bidder submits to the exclusive jurisdiction of the courts of New South Wales.

9.14 Incorporation by reference

OMI has lodged statutory accounts for the years ended 31 December 2012, 31 December 2013 and reviewed accounts for the six months ended 30 June 2014 with ASIC, and the information in each account is incorporated by reference into this Prospectus. These can be obtained from www.oohmedia.com.au after the date on which the Shares are issued.

9.15 Statement of Directors

The issue of this Prospectus has been authorised by each Director and SaleCo Director. Each Director and SaleCo Director has consented to lodgement of this Prospectus with ASIC and issue of this Prospectus and has not withdrawn that consent.


Lipton Ice Green Tea
Positive Drinking
Find out more at /liptoniceteaAU
Coffee
Cappuccino/Flat White/Latte $3/ $3.50
Long Macchiato/Long Black $2.90
Macchiato/Ristretto/Short Black $2.70
Piccolo/Doppio $2.70
Chai Latte/Hot Choc/Mocha $3.2/ $3.70
Iced Coffee Iced Choc Iced Mocha $4.50
Affogato $4.95
Extra shot coffee/soy milk syrup $0.50
Tea
English Breakfast/ Earl Grey/ Peppermint
Sencha Green/Lemongrass/Sencha China
Jasmine/ Chamomile Chai $3.00
Cold Beverages
Milkshake $4.50
Freshly Squeezed Juice $5.00
Smoothies $5.50
Protein Shake $5.50

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GLOSSARY

10. GLOSSARY

Term	Meaning
Active Faces	The number of advertising display panels or spots that are able to be actively sold by oOh!media at any particular time
Adjusted NPAT	Net profit after tax and acquired amortisation
Applicant	A person who validly applies for Shares under this Prospectus
Application	An application to apply for Shares
Application Form	The relevant form included in or accompanying this Prospectus, including the online application form available at www.oohmedia.com.au, pursuant to which Applicants apply for Shares
Application Monies	The amount accompanying an Application Form submitted by an Applicant
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange, as operated by ASX Limited ABN 98 008 624 691
ASX Recommendations	Has the meaning given in Section 6.5.1
ASX Settlement Operating Rules	The operating rules of ASX Settlement Pty Limited ABN 49 008 504 532 and, to the extent that they are applicable, the operating rules of each of ASX and ASX Clear Pty Limited ABN 48 001 314 503
ATO	Australian Taxation Office
Auditor	KPMG
AUD, A$, $ or Australian dollar	The lawful currency of the Commonwealth of Australia
Australian Accounting Standards	Australian Accounting Standards and other authoritative pronouncements issued by the Australian Accounting Standards Board and Urgent Issues Group Interpretations
Board or Board of Directors	The board of directors of the Company and, in Section 6, includes any committee or person to whom the Board delegates power to make determinations or exercise discretion under the LTIP
Broker	Any ASX participating organisation selected by the Joint Lead Managers to participate in the Broker Firm Offer
Broker Firm Applicant	An Australian resident client of a Broker who is offered a firm allocation of Shares under the Broker Firm Offer
Broker Firm Offer	The offer of Shares under this Prospectus to Australian residents who are sophisticated investors or professional investors (within the meaning of sections 708(8) and 708(11) of the Corporations Act, respectively) or, following lodgement of this Prospectus, to Australian resident investors who are not Institutional Investors and have received a firm allocation from their Broker
Business Day	Has the meaning given in the Listing Rules
CAGR	Compound annual growth rate
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CGT	Capital gains tax
CHAMP Funds	CHAMP Buyout III Pte Limited and certain funds managed by CHAMP III Management Pty Limited, being P.T. Limited as trustee of the CHAMP Buyout III (WW) Trust, Perpetual Trustee Company Limited as trustee of the CHAMP Buyout III Trust; and Perpetual Corporate Trust Limited as trustee of the CHAMP Buyout III (SWF) Trust
CHESS	Clearing House Electronic Subregister System operated in accordance with the

10. Glossary

Term	Meaning
Closing Date	The date by which Applications must be lodged for the Broker Firm Offer, being 15 December 2014, unless varied
Co-Managers	Each of Macquarie Equities Limited and Ord Minnett Limited
Company	oOh!media Limited ACN 602 195 380
Company Secretary	The company secretary of the Company from time-to-time
Company VWAP	The average of the daily volume weighted average price of the Shares traded on ASX during the relevant period or on the relevant days, but excluding any 'Crossing' transacted outside the 'Open Session State' or any 'Special Crossing' transacted at any time, each as defined in the ASX Operating Rules, or any overseas trades or trades pursuant to the exercise of options over any Shares
Completion of the Offer	Completion in respect of the issuance of Shares of the Offer in accordance with the Underwriting Agreement
Constitution	The constitution of the Company
Corporations Act	*Corporations Act 2001* (Cth)
CPI	Cost price index
CRN	Customer Reference Number
Current Owners	CHAMP Funds, WPP, Management Shareholders and certain other investors that collectively own or will own all of the share capital in the Company on the day prior to the Settlement date
CY2012	Financial year ended 31 December 2012
CY2013	Financial year ended 31 December 2013
CY2014	Financial year ending 31 December 2014
CY2015	Financial year ending 31 December 2015
Director	Each of the directors of the Company from time-to-time
EBIT	Earnings before interest and taxation
EBITA	Earnings before interest, taxation and amortisation
EBITDA	Earnings before interest, taxation, depreciation and amortisation
Eligible US Fund Manager	A dealer or other professional fiduciary organized, incorporated or (if an individual) resident in the United States that is acting for an account (other than on estate or trust) held for the benefit or account of persons that are not US Persons for which it has and is exercising investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S
Enterprise Value	Calculated as the Company's indicative market capitalisation, based on the Offer Price, plus pro forma net debt on Completion of the Offer
Escrowed Shareholders	Has the meaning given in Section 7.7
Existing Shares	Shares in the Company on the day before Settlement of the Offer
Expiry Date	28 December 2015, being the date which is 13 months after the Original Prospectus Date, after which no Shares will be issued or transferred under this Prospectus
Exposure Period	The period specified in section 727(3) of the Corporations Act, being a minimum of seven days from the Original Prospectus Date, during which an Application must not be accepted. ASIC may extend this period by up to seven days after the end of this period
EYE Corp	Eye Corp Pty Limited ACN 064 564 496
Financial Adviser	Highbury Partnership Pty Limited ABN 14 162 169 502/AFSL 434566

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Term	Meaning
Financial Advisory Services Agreement	Has the meaning given in Section 9.8
Financial Information	Has the meaning given in Section 4.1
FMCG	Fast moving consumer goods
Forecast Financial Information	Has the meaning given in Section 4.1
FTA TV	Free-to-air television
FX	Foreign exchange
FY2014	Twelve months ending 30 June 2014
FY2015	Twelve months ending 30 June 2015
GST	Goods and services or similar tax imposed in Australia
H1C20Y13	Six month period ended 30 June 2013
H1CY2014	Six month period ended 30 June 2014
Highbury Partnership	Highbury Partnership Pty Limited
HIN	Holder identification number
IASB	International Accounting Standards Board
IFRS	International Financial Reporting Standards
Institutional Investor	An investor who has been invited to participate in the Institutional Offer and is: • a person in Australia who is a sophisticated investor or professional investor under sections 708(8) and 708(11) of the Corporations Act; or • an institutional investor in certain other jurisdictions, as agreed between the Company, SaleCo and the Joint Lead Managers, to whom offers of Shares may lawfully be made without the need for a lodged or registered prospectus or other form of disclosure document or filing, registration or qualification with, or approval by, any governmental agency (except one with which the Company is willing, in its absolute discretion, to comply), in either case, provided that if such person is in the United States, it is only an Institutional Investor if it is an Eligible US Fund Manager
Institutional Offer	The invitation to bid for Shares made to Institutional Investors to acquire Shares under this Prospectus, as described in Section 7.4
Investigating Accountant	KPMG Transaction Services, a division of KPMG Financial Advisory Services (Australia) Pty Limited
Investigating Accountant's Report	The investigating accountant's report set out in Section 8
Joint Lead Managers	Macquarie Capital and J.P. Morgan Australia Limited have been appointed by the Company to act as Joint Lead Managers, joint bookrunners and underwriters pursuant to the terms of the Underwriting Agreement
J.P. Morgan	J.P. Morgan Australia Limited ACN 002 888 011
KPMG	KPMG ABN 51 194 660 183
KPMG Transaction Services	KPMG Transaction Services (a division of KPMG Financial Advisory Services (Australia) Pty Limited ACN 007 363 215)
Listing	The expected admission of the Company to the Official List
Listing Rules	The Official Listing rules of ASX

10. Glossary

Term	Meaning
LTIP	The Company's long term incentive plan, as amended by the Company from time-to-time
Macquarie Capital	Macquarie Capital (Australia) Limited ABN 79 123 199 548
Management	The management of oOh!media
Management Equity Plan	The OMI management equity plan as described in the Management Equity Plan Rules adopted 28 September 2012
Management Shareholders	Current members of Management and staff and their closely related parties that hold or will hold oOh!media Shares on the day before Settlement
Material Adverse Change	Material Adverse Change – an event which has or is likely to give rise to: • a material adverse change in assets, liabilities, financial position or performance or forecasts of the Group from those disclosed in this Prospectus; or • a material adverse change in the nature of the business conducted by the Group as disclosed in this Prospectus
MOVE	Measurement of Outdoor Visibility and Exposure, Australia's first national Out Of Home audience measurement system
n.a.	Not applicable
New Banking Facility	The new banking facility described in Section 4.4.4
NFC	Near field communication, a set of standards for smartphones and other mobile devices to establish radio communication with each other by touching them together or bringing them into close proximity
NPAT	Net profit after tax
NPS	A statistic that measures the loyalty of a firm's customer relationships by asking customers out of a score of 10 'How likely is it that you would recommend oOh!media to a friend or colleague?' and taking the percentage of customers who are Promoters (scored 9-10) and subtracting the percentage who are Detractors (scored 0-6)
Offer	The invitation under this Prospectus to apply for Shares to be issued by the Company and sold by SaleCo
Offer Documents	Has the meaning given in Section 9.6.1
Offer Price	The price payable for a Share under the Offer, being $1.93
Official List	The official list of entities that ASX has admitted to and not removed from listing
OMA	Outdoor Media Association, the peak national industry body that represents most of Australia's traditional and digital outdoor media display companies and production facilities, as well as some media display asset owners
OMI	Outdoor Media Investments Limited ABN 32 156 446 187
oOh!media or Group	The business described in this Prospectus, or when the context requires, the group of companies holding that business. This includes the Company from Completion, but excludes SaleCo
oOh!media Offer Information Line	1300 761 372 (within Australia) or +61 1300 761 372 (outside Australia); between 8.30am and 5.00pm, Monday to Friday
Original Prospectus	The Prospectus issued by the Company and SaleCo dated 28 November 2014 which was lodged with ASIC on that date and is replaced by this Prospectus
Original Prospectus Date	The date on which a copy of the Original Prospectus was lodged with ASIC, being 28 November 2014

10. Glossary

Term	Meaning
Out Of Home	Out Of Home, also commonly referred to as Out Of Home or outdoor advertising, represents the media sector of the advertising industry that communicates with people when they're out of their home
Priority Offer	The component of the Retail Offer under which selected Australian resident retail investors as agreed between the Company and the Joint Lead Managers can apply for Shares online at www.oohmedia.com.au using the online Application Form and paying Application Monies via BPAY
pro forma Historical Financial Information	Has the meaning given in Section 4.1
Prospectus	This document (including the electronic form of this document) and any supplementary or replacement prospectus in relation to this document
Prospectus Date	The date on which a copy of this Prospectus was lodged with ASIC, being 5 December 2014
QR Code	Quick Response Code, the trademark for a type of machine-readable optical label that contains information about the item to which it is attached which can be read by an imaging device (such as a camera)
Regulation S	Regulation S promulgated under the Securities Act
Relevant Date	Has the meaning given in Section 7.7
Retail Investor	An investor who is not an Institutional Investor
Retail Offer	The Broker Firm Offer and the Priority Offer
Rights	Rights to Shares granted pursuant to the LTIP
ROI	Return on Investment
SaleCo	oOh!media SaleCo Pty Ltd ACN 602 196 387
SaleCo Directors	The board of directors of SaleCo
Securities Act	Securities Act of 1933 (US)
Selling Shareholders	Current Owners who will sell their Existing Shares to SaleCo pursuant to the Offer process
Settlement	The settlement in respect of the Shares the subject of the Offer occurring under the Underwriting Agreement and associated settlement support arrangements
Share	A fully paid ordinary share in the Company
Share Registry	Link Market Services Limited ABN 54 083 214 537
Shareholder	The registered holder of a Share
SMI	Standard Media Index, which provides independent and real advertising spend data across all media types and vendors across the globe
SRN	Securityholder Reference Number
Sydney Time	The time in Sydney, Australia
Underwriting Agreement	The underwriting agreement between the Company, SaleCo and the Joint Lead Managers, dated on or about the Original Prospectus Date, as described in Section 9.6
US	United States of America including its states, territories and possessions
US Person	Has the meaning given in Rule 902(k) of Regulation S
WPP	Cavendish Square Holding BV

11 SUMMARY OF KEY ACCOUNTING POLICIES

11. SUMMARY OF KEY ACCOUNTING POLICIES

11.1 Basis of preparation

(a) Statement of Compliance

The Financial Information has been prepared in accordance with the recognition, measurement and classification aspects of all applicable Australian Accounting Standards (AASBs) adopted by the Australian Accounting standards Board (AASB).

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following:

- derivative financial instruments are measured at fair value
- financial instruments at fair value through profit or loss are measured at fair value

(c) Functional and presentation currency

These financial statements are presented in Australian dollars, which is OMI's functional currency. All financial information presented in Australian dollars has been rounded to the nearest thousand unless otherwise stated.

11.2 Summary of significant accounting policies

(a) Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of OMI and the results of subsidiaries. OMI and its subsidiaries together are referred to in this financial report as 'the consolidated entity'.

Subsidiaries

Subsidiaries are entities controlled by the Group. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Associates

Associates are all entities over which the group has significant influence but not control or joint control, generally accompanying a shareholding of between 20% and 50% of the voting rights.

Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost. The group's investment in associates includes goodwill (net of any accumulated impairment loss) identified on acquisition.

(b) Income tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantially enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are not recognised for temporary differences between the carrying amount and tax bases of Investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the temporary difference will not reverse in the foreseeable future.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

Tax Consolidation Legislation

OMI and its wholly-owned Australian controlled entities apply the tax consolidation legislation.

The deferred tax balances recognised by the parent entity and the consolidated entity in relation to wholly-owned entities joining the tax consolidated group are initially measured and remeasured based on the carrying amounts of the assets and liabilities of those entities at the level of the tax consolidated group and their tax values, as applicable under the tax consolidation legislation.

OMI, as the head entity in the tax consolidated group, recognises current and deferred tax amounts relating to transactions, events and balances of the controlled entities in this group as if those transactions, events and balances were its own, in addition to the current and deferred tax amounts arising in relation to its own transactions, events and balances. Amounts receivable or payable under a tax sharing agreement with the tax consolidated entities are recognised as tax-related amounts receivable or payable. Expenses and revenues arising under the tax sharing agreement are recognised as a component of income tax (expense)/benefit.

In accordance with UIG 1052 Tax Consolidation Accounting, the controlled entities in the tax consolidated group account for their own deferred tax balances, except for those relating to tax losses.

(c) Receivables and revenue recognition

(i) Revenue recognition

Revenue is recognised at the fair value of the consideration received or receivable, net of the amount of goods and services tax. Revenue from core operating activities consists of out of home advertising revenues. Revenue from out of home advertising is recognised equally on a pro-rata basis over the period in which the advertising is on display. Revenue for media production work is recognised on completion of the assignment. Commissions payable to advertising agencies are recognised as direct costs.

(ii) Receivables

All trade debtors are recognised at the amount receivable as they are due for settlement no more than 45 days from the date of recognition. Recoverability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. A provision for doubtful receivables is established when there is objective evidence that the consolidated entity will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial. The amount of the provision is recognised in the statement of comprehensive income.

(iii) Interest income

Interest income is recognised on a time proportion basis using the effective interest method.

(d) Plant and equipment

Plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the consolidated entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of comprehensive income during the financial period in which they are incurred.

Within the consolidated entity, depreciation is calculated on a straight line basis to write off each item of plant and equipment over its estimated remaining useful life. Estimates of remaining useful lives are made on a regular basis for all assets, with annual reassessments for major items. The expected useful lives are as follows:

Leasehold improvements	2-10 years
Plant and equipment	2-20 years

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of comprehensive income. When revalued assets are sold, it is Group policy to transfer the amounts included in other reserves in respect of those assets to retained earnings.

(e) Intangible assets

(i) Goodwill

Goodwill represents the excess of the purchase consideration plus incidental costs over the fair value of the identifiable net assets acquired. Goodwill acquired in business combinations is not amortised. Instead, goodwill is tested for impairment annually, or more frequently, if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. Each of these cash-generating units represents the consolidated entity's investment in each business segment.

(ii) Other Intangibles

Other intangible assets represent the rights associated with acquired leases and the associated new business revenue streams. These other intangible assets are being amortised over the remaining term of the acquired leases (on average 15 years).

(f) Other financial assets

The consolidated entity classifies its financial assets in the following categories: financial assets at fair value through profit or loss and loans and receivables. The classification depends on the purpose for which the assets were acquired. Management determines the classification of its assets at initial recognition.

(i) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are classified as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if they are expected to be settled within 12 months; otherwise they are classified as non-current.

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months after the reporting period which are classified as non-current assets. Loans and receivables are included in trade and other receivables in the balance sheet.

(iii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date – the date on which the group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the group has transferred substantially all the risks and rewards of ownership. When securities classified as available-for-sale are sold, the accumulated fair value adjustments recognised in other comprehensive income are reclassified to profit or loss as gains and losses from investment securities.

(iv) Measurement

At initial recognition, the group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Loans and receivables and held-to-maturity Investments are subsequently carried at amortised cost using the effective interest method.

(g) Leases

A distinction is made between finance leases which effectively transfer from the lessor to the lessee substantially all the risks and benefits incidental to ownership of leased non-current assets and operating leases under which the lessor effectively retains substantially all such risks and benefits.

(i) Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of comprehensive income on a straight-line basis over the period of the lease. The present value of future payments for surplus leased space under non-cancellable operating leases is recognised as a liability, net of sub-leasing revenue, in the period in which it is determined that the leased space will be of no future benefit to OMI. Each lease payment is allocated between the surplus lease space provision and finance charge.

(ii) Finance leases

Finance leases are capitalised. A lease asset and a lease liability equal to the present value of the minimum lease payments are recorded at the inception of the lease. Lease liabilities are reduced by repayments of principal.

(h) Trade and other payables

These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year, which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

Unearned income is recognised within trade payables where rental invoices are issued in advance of the period in which the revenue is earned.

(i) Employee benefits

(i) Wages and salaries, annual leave and sick leave

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled within 12 months of the reporting date are recognised in the provision for employee benefits in respect of employee's services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken and measured at the rates paid or payable.

(ii) Long service leave

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service.

Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

(iii) Bonus plan

A liability for employee benefits in the form of a bonus plan is recognised in other creditors when there is no realistic alternative but to settle the liability and at least one of the following conditions is met:

- there are formal terms in the plan for determining the amount of the benefit;
- the amounts to be paid are determined before the time of completion of the financial report, or
- past practice gives clear evidence of the amount of the obligation.

Liabilities for bonus plans are expected to be settled within 12 months and are measured at the amounts expected to be paid when they are settled.

(iv) Termination benefits

Termination benefits are payable when employment is terminated before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The group recognises termination benefits when it is demonstrably committed to either terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal or to providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

(v) Superannuation

The consolidated entity contributes superannuation benefits to numerous, but solely accumulation-type superannuation funds including personal, award based at various percentages of salary pursuant to employee contracts and statutory obligations.

(vi) Employee benefit on-costs

On-costs, including payroll tax, are recognised and included in employee benefit liabilities and costs when the employee benefits to which they relate are recognised as liabilities.

(j) Cash and cash equivalents

For cash flow statement presentation purposes, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and other highly liquid Investments with original maturities of three months or less that are readily convertible to cash on hand and are subject to an insignificant risk of change in value, net of outstanding bank overdrafts.

(k) Business combinations

The purchase method of accounting is used to account for all business combinations, including business combinations involving entities or business under common control, regardless of whether equity instruments or other assets are acquired. All payments to purchase a business are recorded at fair value at the acquisition date, with contingent payments classified as debt subsequently remeasured through the statement of comprehensive income. The non-controlling interest in the acquiree is either measured at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets. All acquisition-related costs must be expensed. The excess of the cost of acquisition over the fair value of the consolidated entity's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the income statement, but only after a reassessment of the identification and measurement of the net assets acquired.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of the acquisition. The discount rate used is the rate at which a similar borrowing could be obtained under comparable terms and conditions.

A liability for restructuring costs is recognised as at the date of acquisition of an entity or part thereof when there is a demonstrable commitment by the acquiree to restructure the acquired entity and a reliable estimate of the amount of the liability can be made.

When control is lost, any remaining interest in the entity is remeasured to fair value, and a gain or loss is recognised in profit or loss.

(l) Impairment of assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell, and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable and independent cash flows (cash generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

(m) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the consolidated entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Australian dollars, which is OMI's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

(iii) Foreign controlled entities

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of any net investment in foreign operations, and of borrowings and other financial instruments designated as hedges of such Investments, are taken to shareholders' equity. When a foreign operation is sold, ceases operation or any borrowings forming part of the net investment are repaid, a proportionate share of such exchange differences are recognised in the statement of comprehensive income, as part of the gain or loss on sale where applicable. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

(n) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities. The dividends on these preference shares are recognised in profit or loss as finance costs.

The fair value of the liability portion of a convertible bond is determined using a market interest rate for an equivalent non-convertible bond. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or maturity of the bonds. The remainder of the proceeds is allocated to the conversion option. This is recognised and included in shareholders' equity, net of income tax effects.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

(o) Financing costs

Financing costs are recognised as expenses in the period in which they are incurred. Financing costs include interest on bank overdraft, finance lease charges, short-term and long-term borrowings and ancillary costs incurred in connection with arrangement of borrowings.

(p) Maintenance and repairs

Certain plant and equipment is required to be overhauled on a regular basis. This is managed as part of an ongoing major cyclical maintenance program. The costs of this maintenance are charged as expenses as incurred, except where they relate to the replacement of a component of an asset, in which case the costs are capitalised and depreciated. Other routine operating maintenance, repair costs and minor renewals are charged as expenses as incurred.

(q) Provisions

Provisions are recognised when the consolidated entity has a present legal or constructive obligation as a result of past events, the future sacrifice of economic benefits is probable, and the amount of the provision can be measured reliably.

Make good

A make good provision is recognised for the costs of restoration or removal in relation to plant and equipment and site leases where there is a legal or constructive obligation. The provision is initially recorded when a reliable estimate can be determined and discounted to present value. The unwinding of the effect of discounting on the provision is recognised as a finance cost.

Onerous contracts

An onerous contract provision is recognised when the unavoidable costs of a concession contract exceed the economic benefits associated with the contract and related site(s). The provision is initially recorded when a reliable estimate can be determined and is discounted to present value. The unwinding of the effect of discounting on the provision is recognised as a finance cost.

(r) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the balance sheet.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flows.

(s) Deferred consideration

The consolidated entity has provided for payment of additional consideration in relation to certain acquisitions. The consideration has been discounted over the time in which it is due.

(t) Shared based payment transactions

OMI currently engages in the practice of allocating its employees shares and share options as part of their remuneration packages.

The grant-date fair value of share-based payment awards granted to employees is recognised as a share based payment expense, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the awards. The fair value of the equity instrument is calculated using the Black-Scholes model. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do not meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

(u) Other accounting policies

Except as described below, the accounting policies applied in this Prospectus are the same as those applied in the Group's consolidated special purpose financial statements as at and for the year ended 31 December 2013.

(i) Segment reporting

Segments results that are reported to the Board (the chief operating decision maker) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

(ii) Earnings per share

OMI presents basic and diluted earnings per share data. Basic earnings per share is calculated by dividing the net loss attributable to shareholders of OMI by the weighted average number of common shares outstanding during the years. The earnings per share is determined by adjusting the net loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares. OMI uses the treasury stock method for calculating diluted earnings per share. The diluted earnings per share calculation considers the impact of potentially dilutive instruments, if any.

(iii) Recent accounting pronouncements

AASB 9 Financial Instruments (2013), AASB 9 Financial Instruments (2010) and AASB 9 Financial Instruments (2009) (together AASB 9)

AASB 9 (2009) introduces new requirements for the classification and measurement of financial assets. Under AASB 9 (2009), financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. AASB 9 (2010) introduces additional changes relating to financial liabilities. AASB 9 (2013) introduces new requirements for hedge accounting.

The AASB has yet to approve the latest version of IFRS 9 which was issued by the IASB in July 2014. This version includes limited amendments to the classification and measurement requirements and the new requirements for impairment of financial assets.

AASB 9 is effective for annual periods beginning on or after 1 January 2018. Early adoption is permitted. The Group is assessing the potential impact on its consolidated financial statements resulting from the application of AASB 9.

12. CORPORATE DIRECTORY

oOh!media registered office

oOh!media Limited

Level 2
76 Berry Street
North Sydney NSW 2060

Financial Adviser

Highbury Partnership Pty Limited

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Sydney NSW 2000

Macquarie Capital (Australia) Limited

50 Martin Place
Sydney NSW 2000

Joint Lead Managers

J.P. Morgan Australia Limited

Level 18, J.P. Morgan House
85 Castlereagh Street
Sydney NSW 2000

Macquarie Capital (Australia) Limited

50 Martin Place
Sydney NSW 2000

Co-Managers

Macquarie Equities Limited

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Sydney NSW 2000

Ord Minnett

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Sydney NSW 2000

Australian legal adviser

Herbert Smith Freehills

ANZ Tower
161 Castlereagh Street
Sydney NSW 2000

Investigating Accountant

KPMG Transaction Services

A division of KPMG Financial Advisory Services
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10 Shelley Street
Sydney NSW 2000

Auditor

KPMG

10 Shelley Street
Sydney NSW 2000

Share Registry

Link Market Services Limited

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oOh!media Offer Information Line

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Offer website

www.oohmedia.com.au

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