



Share Trading Policy

1. Purpose and scope

This is a policy of oOh!media Limited and its related entities (**oOh!, we, us, our**) about how we buy and sell oOh! shares and other oOh! 'Securities', as defined in the Glossary.

The purpose of this policy is to:

- set out our principles and framework for trading in oOh! Securities;
- protect us from misusing 'Inside Information' or Price Sensitive Information and contravening Australia's laws on insider trading – however inadvertently;
- make you aware of the restrictions under the law; and
- establish a best practice procedure for trading in Securities.

These rules safeguard both oOh! and each of us in the oOh! team, against substantial legal penalties and potential damage to reputation.

This Policy applies to oOh! and all oOh! Employees and their respective Related Parties when trading in or considering trading in oOh! Securities.

2. What all oOh! Employees must do to comply with this policy

No insider trading

If you have 'Inside Information' or Price Sensitive Information about oOh! that has not been publicly released, you (and your Related Parties) must not:

- buy or sell or otherwise trade in oOh! Securities;
- do anything that might cause another person or entity to trade in oOh! Securities in any way; or
- communicate or pass on 'Inside Information' to another person or tip off another person who may trade in oOh! Securities.

This rule is a summary of the legal prohibition on insider trading. This rule has absolute priority and applies whether or not you would otherwise be permitted to trade in oOh! shares in accordance with this Policy. Insider trading is a criminal offence under the law.

Importantly, it does not matter how you come to know the 'Inside Information'. For example, you could learn it while carrying out your normal responsibilities, in passing in the corridor, in a lift or at a dinner party.

Before trading in Securities, always ask yourself:

If others knew the information I have and that I traded:

- would they think I'm taking unfair advantage of my access to 'Inside Information'? and
- would my actions pass the pub test or look compromising on the front page of a newspaper?

If in doubt, ask the General Counsel or the office of Company Secretary for guidance or simply do not trade.

Note: All oOh! Employees also have a broader duty of confidentiality to oOh!. Under the Code of Conduct you must not:

- reveal any confidential information concerning oOh!;
- use that information in any way which may cause damage or loss to oOh!; nor
- use that confidential information to gain an advantage for yourself or others.

Other Prohibited Actions

oOh! Employees, or your Related Parties, must not:

- trade in oOh!'s Securities on a 'short term trading' basis (buying and selling within a three-month period), and other short-term dealings (for example, forward contracts); nor
- trade in oOh!'s Securities pursuant to a margin lending arrangement (including not using oOh! Securities as collateral for a margin loan nor selling them to meet a margin call).

Restricted Actions - hedging

oOh! Employees and their Related Parties are permitted to limit the risk of holding oOh! Securities by hedging, but you and your Related Parties:

- must not enter into, renew, alter or close out a hedge when in possession of 'Inside Information' or Price Sensitive Information (as these are all forms of trading in the Securities);
- must never enter into any hedge transaction involving:
 - any unvested rights in oOh!, in particular unvested equity under any equity plan operated by oOh! (such as a long-term incentive plan);
 - any oOh! Securities that have vested, while they are subject to a holding lock or restriction on dealing under the terms of any equity plan operated by oOh!;
- before any hedging must first complete all actions (giving notices and getting approvals) required under this policy before any permitted trading in oOh! Securities.

oOh! may disclose the fact and nature of the hedge (for example in the oOh! Annual Report or to the ASX) if it considers this appropriate.

If you trade

All oOh! Employees must comply with the trading process outlined in Annexure A.

3. Additional requirements for Higher risk staff

This section applies **only** to Higher risk staff and their Related Parties. Additional requirements apply as these staff are at higher risk of holding 'Inside Information' or Price Sensitive Information than other oOh! Employees.

Black-out periods

Higher risk staff (and their Related Parties) must not, except in exceptional circumstances, trade in oOh!'s Securities during any **black-out period**. **Black-out periods** exist:

- from 1 January until the trading day after we announce oOh!'s full year results;
- from 1 July until the trading day after we announce oOh!'s half yearly results; and
- during any period that the oOh! Board specifies from time to time.

If you are not sure about Black-out periods or exceptional circumstances – seek advice from the General Counsel or any person appointed to the office of Company Secretary.

Approval to trade

Before trading, Higher risk staff (or their Related Parties) must get approval to trade oOh! Securities. The process to seek approval is outlined in Annexure A.

Exceptional circumstances

Higher risk staff (or their Related Parties) can seek approval to trade in oOh! Securities during a Black-out period only where the individual is experiencing severe financial hardship or other exceptional circumstances.

The process to seek approval is outlined in Annexure A.

4. Exceptions

Some requirements in this Policy do not apply in some technical circumstances, designed for certain cases where the trade:

- is outside the control of the oOh! Employee/or their Related Parties; or
- simply changes how the shares are held, rather than who holds them.

The specific circumstances and limits on the exceptions are set out in Annexure B.

5. Other companies' securities

In general, oOh! Employees are free to deal in securities in other listed companies. However, you may learn 'Inside Information' or Price Sensitive Information about other companies in client relationships or while negotiating contracts. Insider trading rules also apply to dealings in the Securities of other companies that have business or other relationships with oOh! (including our clients, contractors or business partners).

6. Consequences of breaching this Policy

Breaching this Policy may result in disciplinary action, including termination of employment / engagement.

Additionally, a breach of this Policy may also contravene insider trading laws or other laws,

which could result in fines, imprisonment or both.

7. For more information

Any oOh! Employee who has queries about this Policy should contact the General Counsel, a person appointed to the office of Company Secretary, the CFO or the CEO.

Glossary

Black-out period	Has the meaning given in the section on Black-out periods in section 3
hedges	transactions designed to limit the risk of holding securities
Higher risk staff	means officers, staff and consultants to oOh! privy to oOh!'s market sensitive information, namely: <ul style="list-style-type: none"> • all Directors; • members of the Executive Leadership Team (ELT); • employees who report directly to an ELT member; • every member of oOh!'s finance and legal teams; and • any consultant, including auditors and external legal, tax and accounting professionals and any other person who has received information on oOh!'s full or half-year financial results or other key financial, operational or strategic information about oOh!
Inside Information	means information that is not readily observable, inferred or made known, but would likely have a material effect on the price or value of the Securities.
or	
Price Sensitive Information	It includes supposition, intentions and things too indefinite to warrant being publicised and could include information about any of the following (this list is not exhaustive): <ul style="list-style-type: none"> • sales figures and profit forecasts; • liquidity and cashflow; • changes in capital structure, e.g., securities/rights issues and buy backs; • borrowings; • mergers, acquisitions, reconstructions, takeovers; • significant litigation; • possible regulatory investigation; • significant changes in operations; • significant changes in industry; • new products/services/technology; • proposed dividends/dividend policies; • management restructuring or Board changes; and/or • significant new or terminated contracts or customers.
oOh! Employee	means non-executive Directors, employees, contractors and secondees engaged to provide services to oOh!
Related Parties	means: <ul style="list-style-type: none"> • your spouse, de facto partner, child or dependent residing with you; • businesses you or any person referred to in point 1 control (including companies, trusts, self-managed and other super funds); or • anyone or any business that could influence or be influenced by you in your dealings with oOh!

	and, in respect of oOh! specifically includes the custodian, the trustee or the manager, from time to time of any Employee Share Trust or Employee Share Scheme, when trading in connection with that Employee Share Trust or Employee Share Scheme.
Securities	In this Policy, references to Securities include: <ul style="list-style-type: none"> • ordinary shares, preference shares, options or performance rights, debentures, convertible notes issued by oOh!; and • warrants and other derivative products and hybrid products in respect of oOh!, whether created by oOh! or by third parties.
trade in Securities	includes buying, selling, granting options or security over the shares (such as mortgaging them or using them as collateral) and entering into hedges or any other transaction in respect of the shares

March 2023

Annexure A – Process for Trading

1. If you are an oOh! Employee (but not one of oOh!'s Higher risk staff)

If you are not one of oOh!'s Higher risk staff, before trading by you or your Related Party, you must ensure that you comply with the requirements in section 2 of the Policy. If you cannot, you or your Related Party must not trade in oOh! Securities.

After you or your Related Party trades in oOh! Securities, you must give notice to the oOh! Company Secretary within 2 business days of the trade. Notices must include the following details:

- Date of trade;
- Number of Securities traded and price per share;
- Type of trade (buy, sell, hedge, etc.); and
- If traded by your Related Party, their name and relationship to you.

2. If you are one of oOh!'s Higher risk staff

You must comply with the following requirements for before, when and after you trade.

Before you trade

If you are one of oOh!'s Higher risk staff, you must seek written approval from the relevant person below, and copy in the Company Secretariat¹, **before** you or your Related Parties trade in oOh! Securities.

If you are an	You need to apply to
oOh! Employee (except CEO or CFO)	The CEO
oOh! director (except the Chair of the Board) or CEO or CFO	The Chair of the Board
oOh! Chair of the Board	The Chair of the Board Audit, Risk and Compliance committee

You must provide the relevant person with the following information in writing (copying in the Company Secretariat¹) and they will seek to reply within 2 business days:

- Confirmation that you and your Related Parties (as applicable) do not have any 'Inside Information' or Price Sensitive Information;
- Your proposed trade (buy, sell, options, hedge, etc.);
- Proposed date of trade;
- Number of Securities to be traded; and
- If the trade is to be completed by your Related Parties, their name and relationship to you.

You must wait for approval before trading. Approval is automatically deemed to be withdrawn if you become aware of 'Inside Information' prior to trading.

If oOh! is in a black-out period approval will not be given except in exceptional circumstances (see 3 below).

¹ As at March 2023, copying in Company Secretariat requires copying in Chris Roberts and Hayley Jones

When you trade

You must complete your proposed trade within 2 business days of approval from the relevant person. However, if the written approval specifies a different period as permitted for the trade, you may trade during that specified period.

If the trade is not undertaken within the 2 business days or other specified time, you must make a new notification or seek a new approval before trading.

After you trade

Within 2 days of completing the trade, you must notify the relevant approver and the Company Secretary of the details of the trade, namely:

- Date of trade;
- Number of Securities traded and price per share;
- Type of trade (buy, sell, hedge, etc.); and
- If traded by your Related Party, their name and relationship to you.

3. Exceptional Circumstances approval

To obtain approval during a Black-out period for exceptional circumstances you must provide the following additional details with your request to trade (which must also meet all the requirements for seeking approval under section 2 above):

1. Details of the reason for seeking a waiver, including a full explanation of the severe financial hardship or other exceptional circumstances.
2. Details of the trade (as outlined in section 2 of this Annexure), including confirmation that you do not have any 'Inside Information' or Price Sensitive Information.

An approval will not be granted unless the approver is satisfied that the application provides sufficient evidence that trading in oOh! Securities is the most reasonable course of action available in the circumstances.

Annexure B – Exceptions

The requirements in this Policy about trading during black-out periods, short-term dealing, notifying employee trades, and approvals for trading by Higher risk staff do not apply to:

- issue or vesting of securities under employee, executive or director equity plans operated by oOh! – but the subsequent disposal of any securities is subject to the rules of this Policy;
- the following categories of passive trades:
 - acquisition of oOh! Securities through a dividend reinvestment plan – however you may only make an election to participate in a dividend reinvestment plan, or a change to your election, outside of a black-out period and at times when you are not in possession of 'Inside Information' or Price Sensitive Information;
 - acquisition of oOh! Securities through a share purchase plan;
 - acquisition of oOh! Securities through a rights issue; and
 - the disposal of oOh! Securities through the acceptance of a takeover offer, scheme of arrangement or equal access buy-back;
- transactions that result in no effective change to the beneficial interest in the Securities (for example, transfers to the beneficiaries of oOh! Securities already held in a superannuation fund or trust for them) (noting oOh! Directors must still follow normal notification processes);
- trading under a pre-approved non-discretionary trading plan, that was not entered into or amended during a black-out period, nor allows any influence or discretion in trading, and that cannot be cancelled during a black-out period, except with the approval obtained under section 3 of Annexure A (for exceptional circumstances);
- a disposal of oOh! Securities that is the result of a secured lender exercising their rights (except that the prohibitions on margin lending arrangements in this Policy still apply); and
- indirect and incidental trading in units or shares of a managed investment scheme, listed investment company, exchange-traded fund or similar investment vehicle that is managed by a third party and that happens to hold Securities in oOh! as part of its portfolio.

However, such transactions are still subject to all restrictions and requirements in this Policy about insider trading.