



Diversity & Inclusion Policy

Purpose and scope

At oOh!media Limited and its related entities (**oOh!, we, us our**), people are our most important asset, and diversity and inclusion drive our ability to attract, retain, motivate and develop the best talent, deliver the sharpest insights for our clients, and grow our business.

Our vision for diversity and inclusion incorporates gender, age, disability, ethnicity, marital or family status, religious or cultural background, sexual orientation and gender identity.

oOh! is committed to creating a diverse and inclusive work environment in which everyone is treated fairly and with respect, employees have equal access to opportunities available at work, are not judged by reference to unlawful or irrelevant attributes and have genuine feelings of belonging and being part of a team.

We are committed to creating a workplace that is free from discriminatory behaviours and business practices including discrimination, harassment, bullying, victimisation and vilification.

Our Diversity & Inclusion Policy details our approach to managing workplace diversity and inclusion at oOh!.

Promoting diversity

To facilitate greater diversity in management and leadership roles, oOh! will:

- implement policies that reduce barriers to diversity in the workplace (including parental leave and flexible working arrangements), and review them regularly to ensure they are utilised; and
- monitor and continue to expand oOh! initiatives that identify, support and develop talented employees from diverse backgrounds, including our Diversity and Inclusion Committee (**Committee**) which is comprised of employees from across the business including senior management. The Committee meets regularly to:
 - implement initiatives to encourage diversity and inclusion across our business; and
 - report to our Remuneration and Nomination Committee at least twice each year.

Performing to our objectives

At all levels, oOh! employees have accountability for ensuring the successful promotion of all aspects of diversity and inclusion and appropriate behaviour in the workplace.

Diversity and inclusion applies to all people practices and all members of our team, including but not limited to, recruitment, retention, performance management, promotions, talent identification and succession planning, training and development, terminations and goal setting.

Taking account of anti-discrimination law and oOh!'s workforce profile, the Board regularly sets measurable objectives to progress towards a diverse workforce across our organisation. These measurable objectives may include matters relating to recruitment and selection, flexible work practices, representation, development and succession, culture diversity, disability and gender pay equality.

Our Remuneration and Nomination Committee will review performance against objectives annually. Each year, the oOh! Annual Report will include:

- a summary of oOh!'s progress towards achieving the measurable objectives set under this policy for the year to which the Annual Report relates; and
- our measurable objectives set under this policy for the subsequent financial year.

Our Chief People and Culture Officer has responsibility for:

- ensuring oOh! workplace policies are aligned to Board diversity and inclusion objectives;
- cascading those objectives to appropriate management levels and business units in oOh!; and
- reporting to the Board annually on oOh!'s workforce profile and performance against objectives.

Recruitment, selection and succession planning

Successful recruitment and selection is a fundamental part of the business and candidate diversity allows for different strengths and contributions to be brought to oOh!.

All managers have a responsibility as leaders to make decisions based on merit, to encourage diversity and inclusion in their teams and to model appropriate behaviour to ensure a strong and diverse culture, which will significantly contribute to our commercial success.

It is critical that discriminatory practices and unconscious bias are avoided at all levels. These same principles are applied when considering new Directors for appointment to the Board to ensure a balance of skills and background in candidate selection.

Succession planning

Our Remuneration and Nomination Committee is responsible for the development and succession planning process for our Chief Executive Officer (**CEO**) and our CEO's direct reports. In discharging this responsibility, the Committee will consider diversity criteria.

Board appointment process

Skills such as leadership and previous experience as a chief executive, chair or board member of a large organisation are traditional prerequisites for a director. Our Board seeks to have a broad range of experiences for optimum performance, including skills gained from experience in areas such as the following:

- senior executive;
- corporate;
- finance, M&A, legal;
- marketing and sales;
- an understanding of how to drive enterprise structures, including the implementation of performance management structures, analytics and measurement tools in a sales driven organisation;
- a belief in innovation as a major driver of growth; and
- experience as a Non-Executive Director of a listed company, preferably an S&P/ASX200 Board.

Our Board will develop and disclose a board appointment process, which includes selection criteria relevant to the skills and experience outlined above, and the selection process for senior management positions.

Our Remuneration and Nomination Committee is responsible for identifying qualified individuals for appointment to the Board. In identifying candidates, the Committee will consider the selection criteria set out above, as well as:

- skills, expertise and background that add to and complement the range of skills, expertise and background of the existing directors;
- diversity; and
- the extent to which the candidate would fill a present need on the Board.

Disclosure and review of this policy

The oOh! Annual Report and the oOh! website will disclose:

- a summary of this policy and our progress toward achieving its objectives;
- the proportion of men and women employees at oOh! as a whole, in senior management and on our Board or, if applicable, oOh!'s most recent "Gender Equality Indicators" as defined by the *Workplace Gender Equality Act 2012* (Cth).

Our Remuneration and Nomination Committee is responsible for review and oversight of this policy. It will, with appropriate support and input from management, review annually:

- the effectiveness of this policy; and
- the division of responsibilities and accountability for developing and implementing diversity initiatives across oOh!.

The Remuneration and Nomination Committee will report the outcomes of its review, and its recommendations for change, to our Board.

For more information

If you have questions about the content of this Policy, please contact Chief People and Culture Officer, the General Counsel, a Company Secretary, the CFO or the CEO.

February 2019