

Non-Independent Chairman

Protocol

oOh!media Limited and its related companies (**oOh!** or **Company**) takes its responsibility to corporate governance seriously.

The Board appointed Mr Tony Faure as Chairman of the Board of oOh! on 22 September 2017. For the reasons outlined below, Mr Faure is not considered by the Board to be an independent director of the Company.

The purpose of this protocol is to set out the structures and procedures which have been put in place by the Board of oOh! to ensure that the consideration of matters by the Board and any Board Committee is undertaken free from any actual or perceived conflicts of interest.

Independence

The ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations' (third edition) (the **ASX Recommendations**) sets out a number of relationships that boards should consider when determining independence. Although not binding, ASX listed companies often adopt these guidelines as their 'test' of independence.

The ASX Recommendations provide guidance for listed companies about how to assess independence. The general test for independence is whether a *Director "is free of any interest, position association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgment to bear on issues before the board and to act in the best interests of the entity and its security holders generally"*.

In addition, as set out in oOh!'s Board Charter, the Board regularly reviews the independence of each Non-Executive Director in light of information relevant to this assessment as disclosed by each Non-Executive Director to the Board.

The Board of oOh! only considers directors to be independent where they are independent of management and free of any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the exercise of their unfettered and independent judgment.

Junkee Media relationship

In 2016, oOh! acquired 85% of Junkee Media Pty Ltd (**Junkee Media**) (through oOh!media Group Pty Ltd, a wholly owned subsidiary of the Company).

Junkee Media has an advisory agreement in place with Mr Faure, which was negotiated at arm's length terms. Under the agreement, Mr Faure provides advisory and strategic assistance to Junkee Media. The arrangement commenced on 1 July 2016 for a term of up to three years and a service fee is payable to Mr Faure of \$90,000 per annum. This amount is not material from the perspective of oOh! or Mr Faure.

Mr Faure also remains a shareholder of Junkee Media, holding 5% of the issued capital of Junkee Media. The Shareholders' Agreement contains put and call options providing for the future divestment of Mr Faure's shares in Junkee Media to oOh! in certain circumstances.

Given the above, the Board does not consider Mr Faure to be an independent director of the Company. Accordingly, the Board has approved this protocol to be followed for the term of Mr Faure's appointment as Chairman.

Appointment of Lead Independent Director

In circumstances where the Chairman would not meet an objective assessment of 'independence', the ASX Recommendations suggests the appointment of a senior independent director (or lead independent director) who can fulfil the role whenever the Chairman is conflicted.

The role of the lead independent director is to provide leadership to the independent directors, liaise with the CEO on behalf of the independent directors and advise (or arrange for advice to be provided to) the Board on matters where there may be an actual or perceived conflict of interest involving the Chairman or the CEO. The position of lead independent director is determined by the independent directors.

The lead independent director is not an executive position and does not have any management role in oOh! or any of its subsidiaries. The lead independent director may assume the role of Chairman when the Chairman is unable to act in that capacity due to unavailability or lack of independence. The position also offers an alternative point of contact for shareholders.

The Board has reviewed the qualifications, experience and independence of each Ms Debbie Goodin, Mr Darren Smorgon and Ms Joanne Crewes and considers each to be independent.

Upon the recommendations of the Remuneration and Nomination Committee, the Board has approved the appointment of Ms Debbie Goodin as Lead Independent Director of the Board of the Company. The Board has also approved that in the event Ms Goodin is absent from a meeting or part of a meeting, or resigns from the Board, Mr Anderson is to act as Lead Independent Director of the Board of oOh! for that period.

Conflicts of Interest

Mr Faure has declared the following interests:

- Mr Faure is a minority shareholder and strategic advisor of Junkee Media. The Shareholders' Agreement contains put and call options providing for the future divestment of Mr Faure's shares in Junkee Media to the Company.
- Mr Faure is a minority security holder of Medical Media through his investment company Faurtune Investments Pty Ltd and these securities may vest into securities of Swift Media¹, subject to certain terms and conditions.

These interests have been disclosed to the Board and noted by the Board as standing interests.

Procedures

No information will be provided to Mr Faure if that information may give rise to a conflict of interest or potential conflict of interest in relation to Mr Faure.

Where a matter is to be discussed by the Board that could be in conflict with a matter in which Mr Faure has an interest (**Conflicting Matter**) Mr Faure will not participate in the discussions regarding, nor take part in any decision-making process in relation to, the Conflicting Matter.

In addition, Mr Faure will excuse himself from the relevant meeting during any discussion or decision-making process in relation to the Conflicting Matter.

These steps will be noted in the minutes of each meeting of the Board.

Beyond these express directions, Mr Faure will act in the best interests of oOh! and the discharge of his duties as a director remains paramount and nothing in this protocol is

¹ Mr Faure also is a minority security holder of Swift Media.

intended to limit in any way the duties owed to oOh! by the directors of the Company.

Related Party Transactions

Mr Faure declares the following as a related party transaction: the advisory agreement in place between Junkee Media and Mr Faure, negotiated at arm's length terms. Under the agreement, Mr Faure provides advisory and strategic assistance to Junkee Media. The arrangement commenced on 1 July 2016 for a term of up to 3 years and a service fee is payable to Mr Faure of \$90,000 per annum. This amount is not material from the perspective of oOh! or Mr Faure.

Review

This protocol will be reviewed at least annually by the Board or Remuneration and Nomination Committee.

History:

Adopted: September 2017

Amended: August 2018

Amended: February 2019