

**A WORLD OF UNMISSABLE**



## Dividend Reinvestment Plan - Plan highlights and frequently asked questions

oOh!media Limited  
ABN 69 602 195 380

January 2019

The Shares issued or transferred pursuant to the DRP have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended, or the securities laws of any state or other jurisdiction of the United States.

# HIGHLIGHTS

## 1 HIGHLIGHTS FOF THE DIVIDEND REINVESTMENT PLAN

You may elect to have the Dividends on some or all of your oOh!media Shares automatically reinvested in additional Shares.

oOh!media Shares will be transferred or issued under the DRP at the arithmetic average of the daily volume weighted average market price during the period determined by the Board from time to time, less any applicable discount determined by the Board from time to time. See FAQ 14 below for more information.

You do not have to pay any brokerage, commission or other transaction costs.

oOh!media Shares issued under the DRP rank equally with existing oOh!media Shares.

Participation in the DRP is optional. You may apply to participate in the DRP, vary your participation or withdraw from it at any time.

A DRP Statement providing details of your participation will be made available to you on, or as soon as reasonably practicable after, the date Shares are issued or transferred to you.

## 2 HOW TO PARTICIPATE

To participate in the DRP complete either:

- (a) the interactive DRP Application available via the oOh!media Investor Centre at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), or
- (b) a DRP Application available from the oOh!media Share Registry at the details below.

Subject to the Board's discretion, participation in the DRP commences on the first Dividend payment after oOh!media receives and accepts the duly completed DRP Application. The DRP Application must be received by 5.00pm (AEST) (or such other time set by the Directors) on the DRP Election Date.

## 3 FURTHER INFORMATION

If you require further information about the DRP, please contact the oOh!media Share Registry, Link Market Services Limited at:

### Email

[registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au)

### Telephone

+61 1300 554 474

### Post

oOh!media Limited  
c/- Link Market Services,  
Locked Bag A14  
South Sydney NSW 1235, Australia

## 4 DEFINED TERMS

Defined terms used in these highlights and frequently asked questions have the same meaning as set out in the DRP Plan Terms.

# FREQUENTLY ASKED QUESTIONS

## 1 AM I ELIGIBLE TO PARTICIPATE?

All Shareholders with an address in Australia or New Zealand on the Register are eligible to participate in the DRP. Institutional Shareholders in the United States and United Kingdom may be permitted to participate in the DRP by the Directors in their absolute and unfettered discretion, unless the Directors determine that it is not lawful, practicable or desirable to allow those Shareholders to participate in the DRP.

Participation in the DRP by Eligible Shareholders is:

- (a) optional and voluntary; and
- (b) not transferable.

## 2 HOW DO I PARTICIPATE?

You may elect to participate in the DRP by submitting a DRP Application. The easiest way to complete your DRP Application is via the oOh!media Investor Centre at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). A paper based DRP Application can also be obtained from the oOh!media Share Registry.

Subject to the Board's discretion, participation in the DRP commences on the first Dividend payment after oOh!media receives and accepts the duly completed DRP Application. The DRP Application must be received by 5.00pm (AEST) (or such other time set by the Directors) on the DRP Election Date.

## 3 FULL OR PARTIAL PARTICIPATION?

Shareholders may elect in their DRP Application to participate in the DRP as either:

### (a) Full participation

If you elect full participation, all Dividends for all of the Shares held by you at the relevant Record Date are treated as Participating Shares. The Dividends on all of your Shares are reinvested as Participating Shares.

### (b) Partial participation

If you elect partial participation, only the specific number of Shares nominated are Participating Shares, together with the Shares issued or transferred under the DRP. For Shares not participating in the DRP, Dividends will be paid to you in the same way as to other shareholders not participating in the DRP.

## 4 DO I HAVE TO PARTICIPATE?

No, participation is optional. If you are unsure whether to participate, you should obtain your own independent advice before making a decision.

## 5 IS THERE A DISCOUNT?

The Board will determine for each Dividend whether a Discount will be applied to the DRP. The Discount, if any, will be announced to the ASX at the time the relevant Dividend is announced to the ASX.

## 6 WILL THESE SHARES BE THE SAME AS MY EXISTING SHARES?

Yes, Shares allotted or transferred under the DRP rank equally in all respects with existing Shares from the date of Allotment, and are therefore eligible to participate in any subsequent DRP.

## **7 HOW MANY SHARES WILL I RECEIVE?**

The number of new Shares to be allotted or transferred to you depends on the value of the relevant Dividend. The number of Shares that you will receive will be the value of the Dividend payable on your Participating Shares (net of Withholdings) at the Record Date divided by the Market Price, rounded down to the nearest whole number of Shares. Note that the Market Price includes any Discount that may be applied.

Any balance remaining after rounding down will:

- (a) **If you continue to hold Shares under your Shareholder Number at the Record Date and continue to participate in the DRP**, be retained for you and used to subscribe for shares under the DRP with the next Dividend;
- (b) **If you cease to participate in the DRP before the Record Date but continue to hold Shares under your Shareholder Number at the time of the Record Date for the next Dividend**, be remitted to you with the next Dividend; or
- (c) **If you cease to hold Shares under the Shareholder Number the DRP relates to at the time of the Record Date for the next dividend**, be retained by oOh!media and donated to a charitable organisation.

Refer to clauses 5.6, 5.7 and 5.8 of the DRP Terms for further information about the residual balance.

## **8 WILL I HAVE TO PAY ANYTHING TO PARTICIPATE IN THE DRP?**

No brokerage, commission or other transaction costs are payable by Participants on Shares allotted or transferred under the DRP at this time. You are responsible for costs associated with seeking independent advice concerning your participation in the DRP.

## **9 WHAT IF I HAVE MORE THAN ONE SHAREHOLDING?**

You will have to submit a separate DRP Application for each shareholding registered under different names or for each shareholding that has a different Shareholder Number.

## **10 HOW WILL I KNOW HOW MANY SHARES I HAVE BEEN ALLOTTED OR TRANSFERRED?**

oOh!media's Share Registry will make available to you a DRP Statement after each Dividend Payment Date.

## **11 WHEN WILL SHARES BE RECORDED IN MY NAME?**

Shares allotted or transferred under the DRP will be recorded in the Register under your name on or about the date of payment of the relevant Dividend.

You should confirm that the Shares have been recorded in your name before entering into any transaction involving Shares allotted or transferred under the DRP.

## **12 DOES PARTICIPATING IN THE DRP RESTRICT ME FROM SELLING MY SHARES?**

No. Participation in the DRP does not restrict you from selling your Shares.

oOh!media employees must abide by the terms of the oOh!media Trading Policy.

## **13 HOW DO I CHANGE OR TERMINATE MY PARTICIPATION IN THE DRP?**

You may vary your level of participation or withdraw from the DRP at any time by submitting a DRP Application (either online or via the paper-based form).

Subject to a valid DRP Application being received by 5.00pm (AEST) (or such other time set by the Directors) on the DRP Election Date, the variation or withdrawal will be effective for that Dividend.

A DRP Application that is received after 5.00pm (AEST) (or such other time set by the Directors) on the DRP Election Date is not effective for that Dividend but takes effect in respect of the next Dividend.

**14 MARKET PRICE**

Shares are issued or transferred at the arithmetic average of the daily volume weighted average market price (rounded to the nearest cent) of all Shares sold through a Normal Trade on the ASX (and/or such other trading venues as the Directors may determine from time to time) during normal trading hours in the period of up to 20 consecutive Trading Days less any applicable Discount. The length and commencement date of such period will be advised to the ASX prior to the Record Date, and may be extended as the Directors determine if there is a trading halt during that period by the length of the trading halt

The Market Price will be announced to the ASX at the time the relevant Dividend is announced to the ASX or when it is available following calculation.

**15 MODIFICATION OF THE DRP**

The DRP may be modified, suspended or terminated by the Directors at any time. Any such changes will be notified to the ASX.

**16 DOES THE DRP APPLY IN RESPECT OF EVERY DIVIDEND?**

No. In addition to varying, suspending or terminating the DRP, the oOh!media Board may at any time determine that the DRP will not apply for a particular Dividend by making an announcement to the market to that effect. oOh!media will announce to the market whether the DRP applies in respect of a particular Dividend at the same time the Dividend is announced.

**17 WHAT IF I AM A NOMINEE?**

If you are a nominee, please call oOh!media's Share Registry.

**18 TAXATION**

For tax purposes, Dividends reinvested under the DRP are usually assessable for income tax in the same way as cash Dividends in Australia and New Zealand.

oOh!media takes no responsibility for any taxation liability of Participants. Shareholders should seek taxation advice specific to their individual circumstances from professional advisers before deciding whether or not to participate in the DRP.

**19 WHERE CAN I GET FURTHER INFORMATION?**

For more information or to request a DRP Application, refer to the Terms or contact the oOh!media Share Registry:

**Email**

registrars@linkmarketservices.com.au

**Telephone**

+61 1300 554 474