

A photograph of a bus stop on a sunny day. The bus stop has a glass roof and a wooden bench. A digital display on the right side of the bus stop shows a portrait of a man with a long, curly beard and hair, looking directly at the camera. The text "In Isolation" is displayed above the portrait. The background shows a body of water and hills under a clear blue sky.

oh!
unmissable

In Isolation



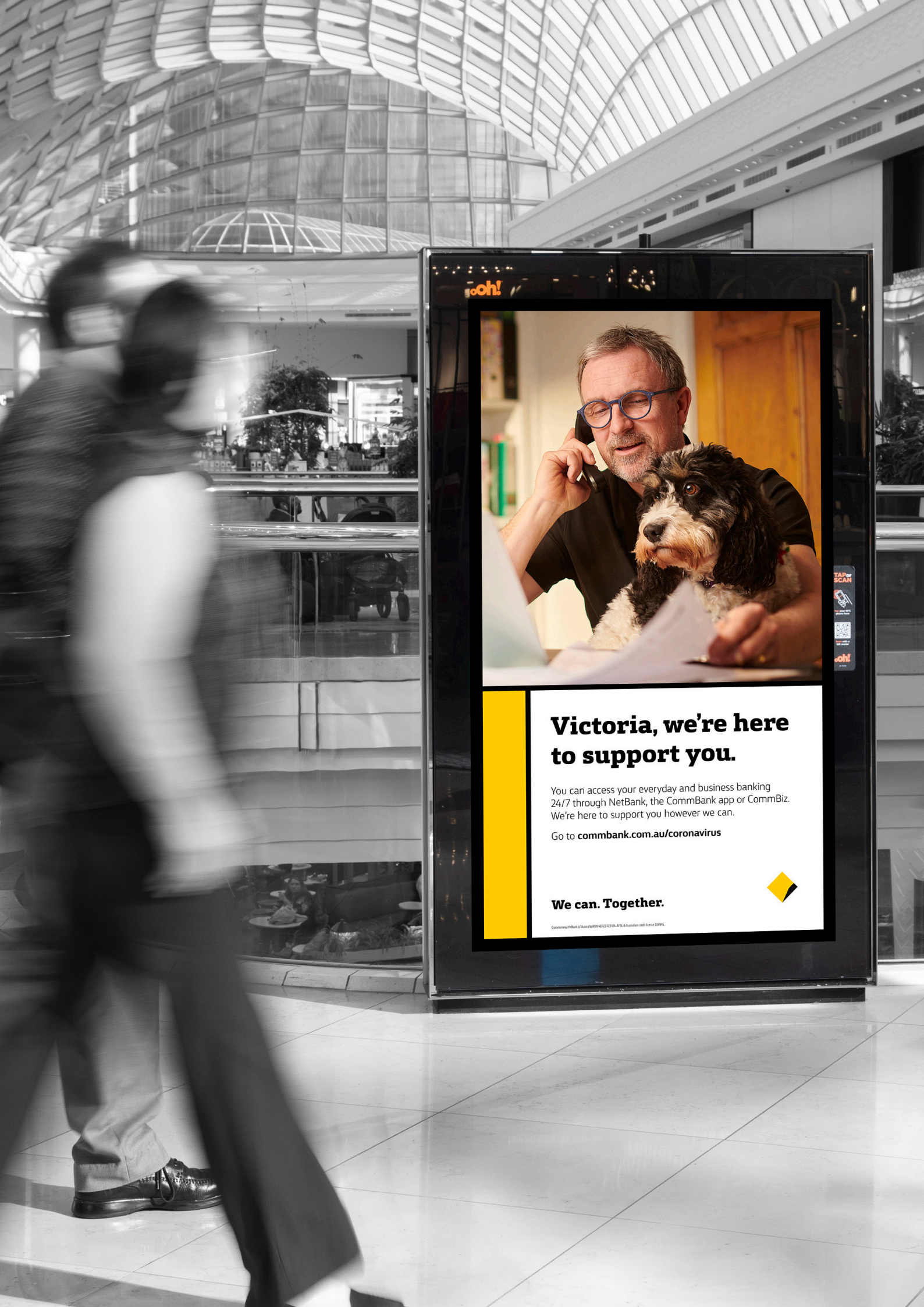
Michael Smith - A Portrait Exhibition

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2020

CORPORATE
GOVERNANCE STATEMENT



ooh!



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CORPORATE GOVERNANCE STATEMENT

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INTRODUCTION

The Board of oOh!media is responsible for the overall governance of the Group.

The Board has created a framework for overseeing oOh!media's corporate governance, having regard to corporate governance principles and recommendations, including those published by the Australian Securities Exchange (ASX) Corporate Governance Council. The framework includes:

- corporate governance charters, policies and practices; and
- risk management processes and internal controls.

The framework is considered appropriate for oOh!media's business and designed to promote responsible governance. This Corporate Governance Statement outlines oOh!media's compliance between 1 January and 31 December 2020, following the fourth edition of the ASX Corporate Governance Council Principles and Recommendations (the ASX CGC Principles and Recommendations).

This Corporate Governance Statement is current as at 23 March 2021 and has been approved by the Board. All charters referred to in this Corporate Governance Statement are available at <https://investors.oohmedia.com.au/investor-centre/?page=governance> as are key corporate governance policies, as specified below.

The 2020 Annual Report is available at <https://investors.oohmedia.com.au/Investor-Centre/?page=Results---Reports>.

ROLE & RESPONSIBILITIES OF THE BOARD

The Board is responsible for overseeing oOh!media's overall strategy, direction and governance. The Board's role, responsibilities and functions have been captured in the Board Charter, adopted by the Board on 28 November 2014 and most recently reviewed in August 2020. The Board Charter is available on the oOh!media website under "Governance".

The Board's role is to:

- demonstrate leadership and high standards of professional conduct and instil and reinforce a culture of acting lawfully, ethically and responsibly;
- represent and serve the interests of shareholders;
- protect and optimise Company performance and build sustainable value for shareholders;
- set, review and ensure compliance with oOh!media's values and governance framework; and
- ensure shareholders are kept informed of oOh!media's performance and major developments affecting its state of affairs.

Responsibilities and functions specifically reserved for the Board include:

- appointment of a Chair;
- appointment and removal of the Chief Executive Officer (CEO) and the Chief Financial Officer (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;
- 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.

For further detail regarding the responsibilities and delegations to management, please refer to the "Board's relationship with Management" section of this Statement.

MEETINGS OF THE BOARD

The Board holds regular meetings and has diarised a minimum of eight meetings a year, with additional unscheduled meetings as frequently as may be required to deal with other matters. In addition, the Non-executive Directors meet periodically in the absence of the CEO and management. The Independent Directors may also meet on their own as they determine appropriate.

INDEPENDENT PROFESSIONAL ADVICE

To support proper discharge of duties, the Board collectively, and each Director individually, has the right to seek independent professional advice at the Company's expense, with the approval of the Chair of the Board and relevant Committee. This is set out in each Non-executive Director's letter of appointment.

COMMITTEES OF THE BOARD

While at all times the Board maintains full responsibility for guiding and monitoring oOh!media's activities, it has delegated certain responsibilities and functions to committees and management.

The Board has established the following committees to assist it in discharging its functions:

- Remuneration & Nomination Committee;
- Audit, Risk & Compliance Committee; and
- Technology Committee.

Each of the Remuneration & Nomination Committee and the Audit, Risk & Compliance Committee was appointed by the Board, and their respective charters adopted, on 28 November 2014. The Technology Committee was appointed by the Board and its charter was adopted on 6 December 2019. All Committee charters were most recently reviewed in August 2020. The charter of each Committee is available on the oOh!media website under "Governance".

The Board, at least once in each year, reviews the membership and composition of each Committee, to determine its adequacy for current circumstances.

Each Committee:

- may make recommendations to the Board in relation to its membership, responsibilities, functions or otherwise;
- meets as often as its members deem necessary in order to fulfil their role;
- consists of a minimum of three members comprising Non-executive Directors and an independent Chair. For the Technology Committee at least one member (the Chair) must be independent. For each of the Remuneration and Nomination Committee and the Audit, Risk and Compliance Committee a majority of members must be independent.

Each of the Remuneration & Nomination Committee and the Audit, Risk & Compliance Committee normally meets at least four times a year and the Technology Committee normally meets at least three times a year, in each case with additional meetings scheduled as required.

The membership and attendance records of each Director and the relevant qualifications and experience of the members of each Committee are set out in the Directors' Report in the Annual Report.

REMUNERATION & NOMINATION COMMITTEE

oOh!media's Remuneration & Nomination Committee was established to assist the Board and make recommendations on matters relating to Board size, composition, succession planning, nomination of the Directors, Chair and CEO, and remuneration of the Directors, CEO and Senior Executives.

Responsibilities of this Committee include:

- providing assistance to the Board to develop a board skills matrix setting out the mix of skills and diversity that is required by the business, compare and assess this to what the Board currently has or is looking to achieve in its membership;
- in accordance with the Diversity, Inclusion & Belonging Policy, annually reviewing progress against the measurable objectives set by the Board for a diverse workforce, including 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
- ensuring that the Committee, the Board and management have available to them sufficient information and external advice to ensure informed decision-making regarding remuneration.

The Remuneration & Nomination Committee has been chaired by independent Non-executive Director Darren Smorgon since August 2016, except for the period between 7 April 2020 and 4 June 2020, when it was Chaired by Non-executive Director Joanne Crewes.

APPOINTMENT OF DIRECTORS & SUCCESSION PLANNING

When the Board appoints Non-executive Directors, it seeks to ensure that candidates have the appropriate skills, expertise and experience to complement the existing members of the Board.

Factors considered when reviewing a potential candidate for Board appointment, include (without limitation):

- the skills, experience, expertise and personal qualities that will best complement Board effectiveness;
- the existing composition of the Board, having regard to the factors outlined in the Diversity, Inclusion & Belonging Policy and the objective of achieving a Board comprising Directors from a diverse range of backgrounds;
- the capability of the candidate to devote the necessary time and commitment to the role; and
- potential conflicts of interest and independence.

The Remuneration & Nomination Committee advises the Board as required, including:

- the process by which candidates are identified and selected, including whether external search organisations are used;
- the steps taken to ensure that a diverse range of candidates is considered; and
- the factors taken into account in the selection process, including the existing board skills and any 'gaps' in the skills and experience of the Directors on the Board.

External search organisations may be engaged (as appropriate) to assist the Board to identify potential Director candidates.

No material adverse information is known in respect of any Director, nor has any matter been identified that might influence a Director's ability to act in the best interests of the Company and its shareholders.

In accordance with previous appointments of Non-executive Directors by the Board of oOh!media Limited, oOh!media has and will continue to follow a formal selection process, including:

- conducting appropriate checks before putting forward to shareholders a candidate for election as a Director;

- consulting amongst Directors, with any recommendations from the Remuneration & Nomination Committee; and
- following election/approval, an offer of a Board appointment to be made by the Chair and confirmed by a letter of appointment in the standard format approved by the Board or the Remuneration & Nomination Committee from time-to-time.

In accordance with oOh!media's Constitution, no Director, except the CEO, shall hold office without re-election beyond the third Annual General Meeting at which the Director was last elected or re-elected and no Director appointed to fill a vacancy holds office without election beyond the next Annual General Meeting following appointment.

Any external or internal candidate to be put to the shareholders for appointment or election will be notified to shareholders in the relevant Notice of Meeting and shareholders will be provided with all material information in the Company's possession relevant to a decision on whether or not to elect or re-elect the Director.

BOARD, COMMITTEE & DIRECTOR PERFORMANCE

The Remuneration & Nomination Committee is further tasked with 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.

The performance evaluation process is as follows:

- Directors provide feedback that Management collates in relation to the performance of the Board, its committees, individual directors and the Chair;
- each Director has a performance meeting with the Chair (the Chair's meeting is with the Remuneration & Nomination Committee Chair);
- select senior Management members provide feedback in connection with the Board performance review; and

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- feedback is provided to the Chair of each committee and to the Board, and discussed by the Remuneration & Nomination Committee and the Board, with consideration being given as to whether any steps should be taken to improve performance of the Board, its committees, any Director or the Chair.

Where appropriate to facilitate the performance evaluation process, assistance may be obtained from a third party adviser.

The most recent externally facilitated Board performance evaluation was undertaken in 2018 and it is the intention of the Board to engage an external facilitator every three years or as otherwise determined by the Board.

An internal Board, Committee and Director performance review was completed in 2020.

POLICIES IN RELATION TO REMUNERATION OF NON-EXECUTIVE DIRECTORS & EXECUTIVES

To ensure the independence of Non-executive Directors, Non-executive Directors are paid fees but are not invited to participate in oOh!media's performance-based remuneration plans.

Executives are generally entitled to a remuneration package that contains a mix of base salary and performance-related incentives. In respect of Executive remuneration, the Remuneration & Nomination Committee engages external consultants to provide information, data and advice, where appropriate, in relation to remuneration quantum and structure and industry practice, and subsequently recommends remuneration reviews to the Board for approval.

The Remuneration & Nomination Committee oversees the selection and engagement of consultants so as to ensure their independence from management.

Further details of remuneration for Non-executive Directors and Key Management Personnel are set out in the Remuneration Report in the Annual Report.

AUDIT, RISK & COMPLIANCE COMMITTEE

The Board has established the Audit, Risk & Compliance Committee to assist the Board in:

- carrying out its accounting, auditing and financial reporting responsibilities;
- reviewing oOh!media's legal, regulatory and ethical compliance programs; and
- reviewing the effectiveness of management's performance against oOh!media's risk management framework, systems and procedures, and making recommendations to enhance the effectiveness of the risk management framework.

The Audit, Risk & Compliance Committee's primary role with respect to accounting and financial oversight includes:

- overseeing oOh!media's relationship with the external auditor and the external audit function generally;
- overseeing oOh!media's relationship with the internal auditor and the internal audit function generally;
- overseeing the preparation and integrity of the Financial Statements and reports; and
- overseeing oOh!media's financial controls and systems.

The Audit, Risk & Compliance Committee's primary roles with respect to risk management and compliance are to review and report to the Board:

- that the Audit, Risk & Compliance Committee has, at least annually, reviewed oOh!media's risk management framework to satisfy itself that it continues to be sound and effectively identifies all areas of potential material risk;
- that adequate policies and processes have been designed and implemented to manage identified risks and are reviewed as appropriate;
- on the structure and adequacy of the Group's insurance program;
- on regulatory compliance (including tax compliance);
- on the adequacy of, and compliance with, prescribed policies; and
- that proper remedial action is being undertaken to redress areas of weakness.

The Audit, Risk & Compliance Committee also approves policies, processes and frameworks for identifying, analysing and addressing complaints.

The Audit, Risk & Compliance Committee has been chaired by independent Non-executive Director David Wiadrowski since 25 February 2020. Prior to this independent Non-executive Director Debra Goodin chaired the Audit, Risk & Compliance Committee from 2014 until her retirement on 25 February 2020.

RISK MANAGEMENT

Risk management is viewed by oOh!media as integral to its objective of creating and maintaining shareholder value. oOh!media is committed to embedding risk management practices through all levels of the organisation to support the achievement of business objectives and to fulfil its corporate governance obligations.

oOh!media has a Risk Strategy and Risk Management Framework and a documented risk assessment process, scheduled for review at least annually by management and the Audit, Risk & Compliance Committee. The Audit, Risk & Compliance Committee conducted reviews of the Risk Management Framework, risk assessment process and progress on remedial actions by management in May 2020 and of the business risks, risk assessment and progress on remedial action again in November 2020.

Having undertaken its risk assessment process and in the course of implementing its response to anti modern slavery legislation oOh!media has considered and concluded that it does not have material exposure to environmental or social risks. oOh!media will register its first Modern Slavery Statement in the first half of 2021.

oOh!media has also prepared a Sustainability Report, reporting against economic, environmental and social sustainability consideration. The Sustainability Report is in the Annual Report.

Further details of key risks and risk management at oOh!media are set out in the Directors' Report within the Annual Report.

INTERNAL AUDIT

The Audit, Risk & Compliance Committee is responsible for overseeing processes to ensure there is an adequate system of internal control, reviewing the internal control systems and the operational effectiveness of the policies and procedures related to risk and control, monitoring breakdowns of internal controls, and reviewing the effectiveness of oOh!media's internal control framework.

In 2018, the Audit, Risk & Compliance Committee appointed an external accounting firm to provide the internal audit services for oOh!media. The external accounting firm has continued to provide internal audit services to oOh!media during 2020 based on a plan agreed with management and approved by the Audit, Risk & Compliance Committee.

The internal auditor reports directly to the Audit, Risk & Compliance Committee, which is responsible for the appointment and overseeing the relationship with the internal auditor including approving the annual internal audit plan, receiving all internal audit reports and recommendations.

TECHNOLOGY COMMITTEE

The Technology Committee was established in December 2019 to assist the Board with overseeing and appraising the Company's technology strategies, policies and performance, including by monitoring return on technology investment, considering external technology innovations and trends for potential adoption by the Company and understanding technology as an enabler and risk for the Company.

The Technology Committee is chaired by independent Non-executive Director Timothy Miles.

CEO & CFO DECLARATION

Before the Board approves oOh!media's half-year and full-year financial reports, the CEO and CFO provide the Board with declarations that, in their opinion, the financial records of the Group have been properly maintained and that the Financial Statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Group, and that this opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Board received declarations of this kind in respect of the half year ended 30 June 2020 on the 24 August 2020 from the Chief Executive Officer and the Chief Financial Officer, and in respect of the full financial year ended 31 December 2020 from the Chief Executive Officer and the Chief Financial Officer on 22 February 2021 prior to approving the full-year financial reports.

AUDITOR AT THE ANNUAL GENERAL MEETING

The external auditor attended the 2020 Annual General Meeting and was available to answer questions from shareholders relevant to the audit. oOh!media's external auditor will attend the 2021 Annual General Meeting and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the Auditor's Report. The external auditor is also given a reasonable opportunity to answer written questions submitted by shareholders.

DIVERSITY, INCLUSION & BELONGING

oOh!media is committed to unlocking the innovative potential of the Company by creating and supporting an environment where all ideas are heard, inspiring our people to harness their creativity to generate value and growth in an inclusive and diverse culture.

The oOh!media Diversity, Inclusion & Belonging Policy recognises workplace diversity and inclusion as being an integral part of how oOh!media operates and is key to the Company's success. The Diversity, Inclusion & Belonging Policy is available on the oOh!media website under "Governance". The measurable objectives and progress towards achieving them is in the Sustainability Report in the Annual Report.

To do this, we aim to:

- create a workplace where every individual can thrive regardless of gender, cultural identity, age, sexual orientation, disability, work style or approach;
- leverage the value of diversity and inclusion for all stakeholders to deliver innovation, the best customer experience, and improved financial performance; and
- maintain and build on our "family" culture to ensure a sense of identity and belonging amongst all people at oOh!media.

oOh!media has implemented a range of programs and initiatives to support the achievement of its innovation, diversity and inclusion goals during 2020. This includes:

- the continued implementation of the oOh!media Diversity, Inclusion & Belonging strategy;
- the maintenance of measurable objectives for gender diversity and an inclusive and innovative workforce; and
- creation of a Reconciliation Action Plan (RAP) working group to work towards a Reflect RAP.

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The proportion of male and female employees in key senior leadership within oOh!media, and members of the Board as at 9 February 2021, are set out in the table below.

Level	Male (%)	Female (%)
Employees	52.76%	47.24%
Key leadership ¹	57.89%	42.11%
Executive Leadership Team ²	77.78%	22.22%
Board ^{2 + 3}	66.67%	33.33%

1. For these purposes, leadership includes the senior direct reports of Executives (as defined in the Glossary to the Annual Report).
2. Cathy O'Connor is counted in both the ELT and Board figures.
3. Board includes Non-executive Directors and the Managing Director.

For further information regarding oOh!media's diversity measures, see the Sustainability Report in the Annual Report.

COMPOSITION OF THE BOARD & INDEPENDENCE OF DIRECTORS

Responsibility for the composition and succession planning of the Board rests with the Directors.

The Board of oOh!media is comprised of nine Directors including a Managing Director. The names of Directors during 2020 and the dates they were appointed to the Board are set out below.

Director	Independent	Date of Appointment
Brendon Cook – Managing Director and Chief Executive Officer ^(a)	No	7 October 2014
Joanne Crewes – Non-executive Director	Yes	22 September 2017
Tony Faure – Non-executive Director and Chair	No	28 November 2014
Debra Goodin – Non-executive Director and Lead Independent Director ^(b)	Yes	28 November 2014
Marco (Mick) Hellman – Non-executive Director	No	7 April 2020
Philippa Kelly – Non-executive Director	Yes	18 September 2019
Timothy Miles – Non-executive Director	Yes	16 May 2019
Darren Smorgon – Non-executive Director ^(c)	Yes	4 June 2020 & 7 October 2014
Andrew Stevens – Non-executive Director	Yes	25 September 2020
David Wiadrowski – Non-executive Director and Lead Independent Director	Yes	29 November 2019

(a) Mr Cook retired as a Non-executive Director effective end of day 31 December 2020.

(b) Ms Goodin retired as a Non-executive Director on 25 February 2020.

(c) Mr Smorgon was initially appointed as a Non-executive Director on 7 October 2014 and remained on the Board until 7 April 2020. Due to the maximum number of Directors allowed by the Company's constitution, upon appointment of Mr Hellman as a Non-executive Director, Mr Smorgon stepped down as a Non-executive Director on 7 April 2020 and took up the position of Board Observer. At the Annual General Meeting on 4 June 2020 shareholders approved expanding the size of the Board from 7 to 9 directors and appointing Mr Smorgon as a Director.

The Board has adopted guidelines in the Board Charter to assist in assessing the independence of Directors. These guidelines are consistent with the factors relevant to assessing the independence of a Director as set out in the ASX CGC Principles and Recommendations.

The Board from time to time 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). Mr Faure acted as a consultant to Junkee Media until 1 December 2020. Accordingly, the Board has determined Mr Faure not to be independent for 2020.

Mr Faure was appointed Chair of oOh!media on 22 September 2017. As Mr Faure is not considered to be an Independent Director, the Board appointed Mr Wiadrowski to be Lead Independent Director, with effect from 25 February 2020. Prior to that, Ms Goodin was Lead Independent Director effective from 22 September 2017 until her retirement from the Board on 25 February 2020.

The Lead Independent Director can assume the role of Chair when the Chair is unable to act in that capacity due to unavailability or lack of independence, in accordance with the Board's Non-independent Chair Protocol, which was formalised in 2018.

Since 2017, HMI Capital Partnership LLC (now HMI Capital Partnership L.P.) as general partner for each of HMI Capital Partners, L.P. and Merckx Capital Partners, L.P.(HMI) has been a substantial shareholder of the Company. In April 2020, HMI increased its shareholding in the course of supporting the company's capital raising. In connection with this HMI was granted rights to appoint one Non-executive Director and to nominate potentially qualified candidates for a second director role.

Accordingly, Mr Mick Hellman was appointed as a Non-executive Director on 7 April 2020 and is not considered independent. Following his appointment, the Board's Non-independent Chair protocol was expanded to a Non-independent Chair and Director Protocol.

The Non-independent Chair and Director Protocol is available on oOh!media's investor website.

The Board considered Board composition in the Company's recruitment of additional Non-executive Directors.

The Board considers that its overall composition is appropriate in oOh!media's circumstances, and that it is well placed to fulfil its responsibilities. There is a clear division of responsibility between the Chair and the Chief Executive Officer.

The Board does not believe that it should establish an arbitrary limit on tenure. While tenure limits can help to ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight in oOh!media and its operation and an increasing contribution to the Board as a whole.

The ASX CGC Principles and Recommendations provides that the majority of the board of a listed entity should be independent Directors.

The Board was made up of a majority of independent directors for the whole of 2020. The Board is currently comprised of:

- three non-independent directors, having regard to the ASX CGC Principles & Recommendations and Board Charter (being Tony Faure, Mick Hellman and the CEO); and
- six independent Non-executive Directors.

COMPOSITION OF BOARD COMMITTEES

Remuneration & Nomination Committee

	Independent	Membership dates	Chair
Joanne Crewes	Yes	All year	7 April – 23 June
Tony Faure	No	to 7 April 2020	–
Mick Hellman	No	7 April 2020 – present	–
Philippa Kelly	Yes	7 April 2020 – present	–
Darren Smorgon	Yes	to 7 April 2020 and 4 June 2020 – present	to 7 April & 23 June – present

Audit, Risk & Compliance Committee*

	Independent	Membership dates	Chair
Tony Faure	No	7 April – 31 Dec 2020	–
Debra Goodin	Yes	to 25 February 2020	to 25 February 2020
Tim Miles	Yes	All year	–
Darren Smorgon	Yes	to 7 April 2020	–
David Wiadrowski	Yes	All year	25 February 2020 – present

Technology Committee*

	Independent	Membership dates	Chair
Joanne Crewes	Yes	All year	–
Philippa Kelly	Yes	All year	–
Tim Miles	Yes	All year	Inception of Committee – present

* Andrew Stevens was appointed as an additional member of each of these committees from 1 January 2021.

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BOARD SKILLS MATRIX

The Board seeks to ensure that its membership includes an appropriate balance of skills, diversity, experience and independence in order to enhance Board performance and maximise value for shareholders.

It is not expected that all Directors will have skills and experience in all areas. Rather, the Board as a whole needs to have the skills and experience identified as being necessary. The Board considers that this is the case.

The graph in the Board Skills, Experience & Diversity section of the Directors' Report captures the skills and experience represented on the Board.

COMPANY SECRETARY

Ms Maria Polczynski acted as Company Secretary for the entirety of 2020. Ms Melissa Jones acted as Joint Company Secretary until 12 February 2020.

For further detail regarding their qualifications and experience, please refer to the Board of Directors section in the Annual Report.

The Company Secretary is responsible for coordination of all Board business, including agendas, board papers, minutes, communication with regulatory bodies, including the ASX, and all statutory and other filings.

The Company Secretary is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board. All Directors have direct access to the Company Secretary.

BOARD'S RELATIONSHIP WITH MANAGEMENT

The Board has delegated the day-to-day management of oOh!media and the implementation of oOh!media's strategic objectives to the Senior Executives of oOh!media. The Board approves corporate objectives for the CEO to satisfy and, jointly with the CEO, develops the duties and responsibilities of the CEO.

The CEO is responsible for developing and implementing strategic objectives, plans and budgets approved by the Board. The management function is conducted by, or under the supervision of, the CEO as directed by the Board and by other officers to whom the management function is delegated by the CEO.

The Board, CEO and Executives (as applicable) have established the following committees to assist the CEO in discharging the CEO's responsibilities:

- Disclosure Committee, formally appointed by the Board under the Continuous Disclosure Policy, responsible for compliance with oOh!media's continuous disclosure obligations; and
- Workplace Health & Safety Committee, responsible for reviewing and recommending WHS compliance strategies.

AGREEMENTS WITH DIRECTORS & EXECUTIVES

Non-executive Directors are engaged through a letter of appointment that sets out the Director's roles and responsibilities and oOh!media's expectations, including in respect of the requirement to comply with company policies and oOh!media's Code of Conduct. The letter also addresses Non-executive Directors' indemnity and insurance arrangements, ongoing rights to access company information and confidential obligations that apply on an ongoing basis.

oOh!media enters into a service contract with each Executive, which sets out their individual roles and responsibilities and corporate obligations in respect of adherence to oOh!media's Code of Conduct and company policies.

INDUCTION & CONTINUING EDUCATION OF DIRECTORS

While Directors are personally responsible for their professional education, oOh!media has resources to induct new Directors and a continuing development program available for Directors to ensure they are given opportunities to develop and maintain the skills and knowledge necessary to perform their role effectively:

- induction materials are made available to each Director on appointment, confirmed in writing in their letter of appointment;
- the Remuneration & Nomination Committee is responsible for reviewing the effectiveness of Director induction and providing appropriate professional development opportunities for directors; and

- each year a training and continuing education program is built around Board agendas. The 2020 program was disrupted by the impact of COVID-19, where formal sessions substituted with occasional updates on laws that were modified in response to COVID-19, such as capital raising, safe harbour and AGM requirements. Training sessions were deferred in 2020 but have been built into the 2021 program.

Induction and training materials remain accessible to the Board at all times.

PERFORMANCE OF EXECUTIVES

The Remuneration & Nomination Committee facilitates performance assessment of Executives, including by recommending performance goals for the CEO and CFO to the Board for approval, and evaluating the achievement of those goals each year.

The Executives' goals are set annually with reference to organisational strategy and targets but may be changed as required. The Chair of the Board meets with the CEO and the CEO meets with each Executive in one-on-one sessions, which address the Executive's goals and performance.

During 2020, performance evaluations for the CEO and each of the Executives were undertaken in accordance with the process outlined above.

New Executives are assisted to participate effectively in decision-making at the earliest opportunity, through:

- onboarding processes (for external appointments);
- induction of core policies and procedures as appropriate to individual Executive's circumstances; and
- a Delegation of Authority Policy to establish limits of authority for entering into financial commitments, employment decisions and communications matters for oOh!media.

INTEGRITY OF PERIODIC CORPORATE REPORTS

The process the Company uses to verify the content of any periodic corporate report issued from 1 January 2020 that is not audited or reviewed by an independent auditor (such as the Directors' Report, this Corporate Governance Statement and investor presentations), varies depending on the nature of the report, but typically includes:

- non-financial components of the report are initially prepared by or under the supervision of the Company Secretary or by investor relations specialists, based on matters as known to them and instructions from the Company's CFO, General Counsel and other staff with first-hand information as to the matters reported;
- financial components of the report are initially prepared by or under the supervision of the Group Commercial Finance Director, based on first-hand information as to the Company's financial position, with input from the CFO and other staff with first-hand information as to the matters reported;
- the initial drafts are prepared with assistance from legal, governance, finance and other expert advisers as appropriate to the subject matter;
- comments are also sought from investor relations and, if appropriate, investment bankers in the first instance;
- each of the individuals engaged in the preparation or commentary on the initial draft is a professional with duties to identify any material that is potentially misleading, having regard to their knowledge of the Company's activities and position;
- all sections of the report are then confirmed as either:
 - verified first-hand knowledge of the person preparing the report; or
 - supported by evidence (such as an original document or confirmation from another person with appropriate first-hand knowledge and accountability);

- the whole of each report (or group of reports released together) is subject to a preliminary review by the Company Secretary (for non-financial matters) and Group Commercial Finance Director (for financial matters) and, as appropriate, by investor relations staff;
- final management review conducted by CEO and CFO before being circulated for consideration by the appropriate Board committee (if relevant) for recommendation to the Board; and
- the report is then considered by all members of the Board.

For investor presentations that accompany the annual and half-yearly financial results, the same process is used except that elements ascribed to the Company Secretary are generally undertaken by Finance staff.

The Continuous Disclosure Policy section below outlines how the Company prepares and releases other market announcements.

VALUES STATEMENT

The Company's values are central to oOh!media's business and align with the broader strategic direction of the Company.

The Values Statement is available on the oOh!media website under "Governance".

CODE OF CONDUCT

oOh!media is committed to a high level of integrity and ethical standards in all business practices. Employees must conduct themselves in a manner consistent with current community and Company standards and in compliance with all relevant legislation. On 28 November 2014, the Board adopted a formal Code of Conduct, which outlines how oOh!media expects its representatives to behave and conduct business in the workplace. This Code of Conduct was last reviewed and revised by the Board in December 2019 to ensure that commitments remain relevant, effective and consistent with stakeholders' expectations. All employees (including temporary employees and contractors) and Directors must comply with the Code of Conduct.

The Code of Conduct is designed to:

- set expectations for professional behaviour throughout oOh!media;
- support oOh!media's business reputation and corporate image within the community; and
- make Directors and employees aware of the consequences if they breach the code.

The Code of Conduct also incorporates oOh!media's anti-bribery and corruption policy.

Material breaches of the Code of Conduct are reported to the Audit, Risk & Compliance Committee and the Board.

The Code of Conduct is available on the oOh!media website under "Governance".

DEALING IN SECURITIES POLICY

The Company aims to achieve the highest possible standards of corporate conduct and governance. On 28 November 2014, the Board adopted the Dealing in Securities Policy. This policy was last reviewed and revised in April 2020 with minor changes agreed by the Board.

The purpose of the Dealing in Securities Policy is to:

- explain when dealing in securities is prohibited under the Corporations Act 2001 (Cth); and
- establish a best practice procedure for the buying and selling of securities that protects the Company, its Directors and employees against the misuse of unpublished information that could materially affect the value of securities.

The policy applies to all Directors and Officers of the Group, Executives, employees of the Group, and connected persons of these parties, and raises awareness of the insider trading laws.

CORPORATE GOVERNANCE STATEMENT

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MINIMUM SHAREHOLDING POLICY

The Board has adopted a minimum shareholding policy for Non-executive Directors on 22 February 2019. This policy was last reviewed and revised by the Board in July 2020.

Non-executive Directors are required to reach a minimum shareholding equivalent to 100% of the Non-executive Director's annual base fee, within three years following the date of their appointment or the adoption of the policy. The calculation is based on the value of oOh!media's shares at the time of acquisition. Progress against these requirements is monitored annually and details of shares held by Directors is set out in the Remuneration Report in the Annual Report.

The Director Minimum Holding Policy is available on the oOh!media investor website under "Governance".

CONTINUOUS DISCLOSURE POLICY

On 28 November 2014, oOh!media adopted a Continuous Disclosure Policy, which establishes procedures to ensure compliance with its obligations under the Corporations Act 2001 (Cth) and ASX Listing Rules to disclose material price-sensitive information to the market in a timely manner. This policy was last reviewed and revised by the Board on 20 December 2019.

The Board has appointed a Disclosure Committee, which is responsible for compliance with oOh!media's continuous disclosure obligations. The Disclosure Committee comprises key management – the CEO, CFO and the Company Secretary (or their delegates). Any information which anyone within the Company is aware of that they believe may be price sensitive is required to be brought to the attention of the Disclosure Committee. The Disclosure Committee reviews all such material before it is released publicly. This Committee manages the day-to-day continuous disclosure issues and operates flexibly and informally. It is responsible for compliance, coordinating disclosure and ensuring that principles of the Continuous Disclosure Policy are understood by employees.

Under the Continuous Disclosure Policy the Board receives copies of all material market announcements either before or promptly after release to the ASX.

Information is communicated to shareholders through the lodgement of all relevant financial information and other information with the ASX, with continuous disclosure announcements also made available on oOh!media's website.

The Continuous Disclosure Policy is available on the oOh!media investor website under "Governance".

WHISTLEBLOWER POLICY

On 20 December 2019 oOh!media updated its Whistleblower Policy. This policy supports oOh!media's regulatory compliance culture by providing a safe and confidential environment for people to raise issues, without fear of reprisal, dismissal or discriminatory treatment.

Following good governance practices, all incidents reported under the Whistleblower Policy are confidentially shared with the Audit, Risk & Compliance Committee.

The Whistleblower Policy is available on the oOh!media investor website under "Governance".

INVESTOR RELATIONS AND SHAREHOLDER ENGAGEMENT AND PARTICIPATION

As set out in its Communication Strategy, oOh!media communicates important information regularly to shareholders and other stakeholders through a range of forums and publications including:

Announcements lodged with the ASX:

All ASX announcements, including annual and half-year financial results, are released via the ASX and are also on the Company's website as soon as they have been released to ASX.

Annual Report:

oOh!media's Annual Report contains important information about oOh!media's activities and results for the previous financial year. Shareholders can elect to receive oOh!media's Annual Report as an electronic copy or in hard copy through the mail.

Presentations:

Copies of all investor presentations made to analysts and media briefings are provided to the ASX before the presentation and made available on the investor section of the website, and where appropriate, oOh!media uses web-casting or teleconferencing.

Notices of Meetings:

oOh!media encourages shareholders to provide email addresses so that notices of meetings and explanatory material can be sent via email. Otherwise these are sent by mail.

Annual General Meeting (and other shareholder meetings):

oOh!media encourages attendance and full participation of shareholders at its Annual General Meeting and full transcripts of the Chair's and the CEO's addresses are lodged with the ASX. Shareholders unable to attend the AGM in person are encouraged to appoint a proxy in accordance with instructions on the proxy form. Shareholders have the opportunity to submit written questions to oOh!media and its independent external auditor, make comments on the management of the Company and access presentations and speeches prior to the commencement of the meeting. All substantive resolutions are decided by a poll. oOh!media releases its AGM results to ASX following the meeting.

As a result of COVID restrictions the 2020 oOh!media AGM was held as a fully virtual meeting.

Media releases:

All media releases are collated and centrally published on the investor section of the Company website.

Communications:

oOh!media has an investor relations program to facilitate two-way communication with investors, incorporating a telephone helpline facility and an online email inquiry service to assist shareholders with any queries. Shareholders are given the option of receiving communications from oOh!media, and sending communications to oOh!media, electronically.

The Company's Communications Strategy can be found on the oOh!media investor website under "Governance".

INFORMATION ABOUT OOH!MEDIA

An overview of oOh!media's profile, businesses and corporate governance framework is available on oOh!media's website at <http://www.oohmedia.com.au/investor-centre>.

REMUNERATION POLICIES AND PRACTICES

Details about oOh!media's remuneration strategy, framework, policies and practices are set out in the Remuneration Report which clearly distinguishes the structure of Non-executive Directors' remuneration from that of the Executive Key Management Personnel.

POLICY ON HEDGING EQUITY-BASED INCENTIVE SCHEMES

oOh!media's Dealing in Securities Policy prohibits those employees who participate in any employee or executive incentive plans from hedging the value of restricted shares and unvested securities granted under such plans.

CORPORATE GOVERNANCE PRACTICES

The extent to which oOh!media's corporate governance practices satisfy the ASX CGC Principles and Recommendations are detailed in the following table for 2020.

Recommendation	Comply	Page reference
Principle 1 – Lay solid foundations for management and oversight		
1.1 A listed entity should disclose:		
(a) the respective roles and responsibilities of its board and management; and	Yes	2 + 8
(b) those matters expressly reserved to the board and those delegated to management.	Yes	2 + 8
1.2 A listed entity should:		
(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and	Yes	3
(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director	Yes	3
1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment	Yes	8
1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with proper functioning of the board.	Yes	8
1.5 A listed entity should:		
(a) have and disclose a diversity policy;	Yes	5
(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and	No**	–
** Management presented measurable objectives to the RNC and the RNC discussed them. Although not formally approved by RNC they were understood to be accepted and Management acted on them.		
(c) disclose in relation to each reporting period:		
(1) the measurable objectives set for that period to achieve gender diversity;	Yes	5
(2) the entity's progress towards achieving those objectives; and	Yes	5
(3) either:		
(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or	Yes	6
(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	Yes	–
If the entity was in the S&P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	Yes	–

CORPORATE GOVERNANCE STATEMENT

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Recommendation	Comply	Page reference
1.6 A listed entity should:		
(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and	Yes	3
(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process during or in respect of that period.	Yes	4
1.7 A listed entity should:		
(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and	Yes	8
(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Yes	8
Principle 2 – Structure the board to be effective and add value		
2.1 The board of a listed entity should:		
(a) have a nomination committee which:		
(1) has at least 3 members, a majority of whom are independent directors;	Yes	2 + 7
(2) is chaired by an independent director;	Yes	3 + 7
and disclose:		
(3) the charter of the committee;	Yes	2
(4) the members of the committee; and	Yes	7
(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or	Yes	3
(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	n/a	n/a
2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	Yes	8
2.3 A listed entity should disclose:		
(a) the names of the directors considered by the board to be independent directors;	Yes	6
(b) if a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and	Yes	6
(c) the length of service of each director.	Yes	6
2.4 A majority of the board of a listed entity should be independent directors.	Yes	6 + 7
2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.		
* The Board has adopted a Non-Independent Chair and Director Protocol under which a Lead Independent Director is available to act as alternate Chair, as set out on page 6.	No*	6 + 7
2.6 A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	8

Recommendation	Comply	Page reference
Principle 3 – Instil a culture of acting lawfully, ethically and responsibly		
3.1 A listed entity should articulate and disclose its values.	Yes	9
3.2 A listed entity should:		
(a) have and disclose a code of conduct for its directors, senior executives and employees; and	Yes	9
(b) ensure that the board or a committee of the board is informed of any material breaches of that code.	Yes	9
3.3 A listed entity should:		
(a) have and disclose a whistleblower policy; and	Yes	10
(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Yes	10
3.4 A listed entity should:		
(a) have and disclose an anti-bribery and corruption policy; and	Yes	9
(b) ensure that the board or a committee of the board is informed of any material breaches of that policy.	Yes	9
Principle 4 – Safeguard the integrity of corporate reports		
4.1 The board of a listed entity should:		
(a) have an audit committee which:		
(1) has at least 3 members, all of whom are non-executive directors and a majority of whom are independent directors;	Yes	2 + 7
(2) is chaired by an independent director, who is not the chair of the board;	Yes	4 + 7
and disclose:		
(3) the charter of the committee;	Yes	2
(4) the relevant qualifications and experience of the members of the committee; and	Yes	3
(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or	Yes	3
(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	n/a	n/a
4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	5
4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	9

CORPORATE GOVERNANCE STATEMENT

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Recommendation	Comply	Page reference
Principle 5 – Make timely and balanced disclosure		
5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	10
5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	10
5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	10
Principle 6 – Respect the rights of security holders		
6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	10
6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	10
6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	10
6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	10
6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	10
Principle 7 – Recognise and manage risk		
7.1 The board of a listed entity should:		
(a) have a committee or committees to oversee risk, each of which:		
(1) has at least 3 members, a majority of whom are independent directors;	Yes	2 + 7
(2) is chaired by an independent director;	Yes	4 + 7
and disclose:		
(3) the charter of the committee;	Yes	2
(4) the members of the committee; and	Yes	7
(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or	Yes	3
(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	n/a	n/a
7.2 The board or a committee of the board should:		
(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and	Yes	4
(b) disclose, in relation to each reporting period, whether such a review has taken place.	Yes	4

Recommendation	Comply	Page reference
7.3 A listed entity should disclose:		
(a) if it has an internal audit function, how the function is structured and what role it performs; or	Yes	5
(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	n/a	n/a
7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Yes	4
Principle 8 – Remunerate fairly and responsibly		
8.1 A board of a listed entity should:		
(a) have a remuneration committee which:		
(1) has at least 3 members, a majority of whom are independent directors;	Yes	2 + 7
(2) is chaired by an independent director;	Yes	3 + 7
and disclose:		
(3) the charter of the committee;	Yes	2
(4) the members of the committee; and	Yes	7
(5) as at the end of each reporting period the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or	Yes	3
(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	n/a	n/a
8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	4
8.3 A listed entity which has an equity-based remuneration scheme should:		
(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and	Yes	9 + 11
(b) disclose that policy or a summary of it.	Yes	9 + 11