

ASX Announcement
10 September 2018

Court Approves Despatch of Scheme Booklet and Convening of Scheme Meeting

APN Outdoor Group Limited (ASX: APO or **APN Outdoor**) is pleased to announce that the Federal Court of Australia (the **Court**) has made orders approving the despatch of the scheme booklet (**Scheme Booklet**) in relation to the proposed acquisition of 100% of the issued share capital of APN Outdoor by JCDecaux ANZ Pty Ltd, a subsidiary of JCDecaux SA, by way of a scheme of arrangement (the **Scheme**).

The Court has also ordered that a meeting of APN Outdoor shareholders be convened to consider and vote on the Scheme (**Scheme Meeting**).

The implementation of the Scheme remains subject to the satisfaction or waiver (as applicable) of certain conditions precedent, including approval by APN Outdoor shareholders, approval by the Foreign Investment Review Board and the New Zealand Overseas Investment Office, and certain other conditions as outlined in the Scheme Implementation Deed lodged with the ASX on 26 June 2018 (**SID**).

APN Outdoor shareholders will vote on the Scheme at the Scheme Meeting, which will be held at **10:00am (Sydney time) on Monday, 15 October 2018 at PricewaterhouseCoopers, One International Towers, Watermans Quay, Barangaroo, Sydney NSW**.

Information relating to the Scheme, including the Notice convening the Scheme Meeting and the Independent Expert's Report, will be included in the Scheme Booklet that will be sent to APN Outdoor shareholders by 13 September 2018. APN Outdoor shareholders who have elected to receive communications electronically will be sent the materials electronically and APN Outdoor will send the materials to all other shareholders by post.

The key events and the expected timing in relation to the approval and implementation of the Scheme are set out in the table below. All dates are indicative only and are subject to the Court approval process and the satisfaction or, where capable, waiver of conditions precedent under the Scheme, including the conditions precedent under the SID. Any changes to the above timetable will be announced to the ASX.

A further announcement attaching the Scheme Booklet will be made by APN Outdoor following registration of the Scheme Booklet with the Australian Securities and Investments Commission.

Proposed timetable:

Scheme Booklet despatched to APN Outdoor shareholders	13 September 2018
Scheme Meeting	15 October 2018
Second Court Hearing	18 October 2018
Effective Date	18 October 2018
Special Dividend Record Date (if declared)	22 October 2018
Scheme Record Date	25 October 2018
Special Dividend Payment Date (if declared)	29 October 2018
Implementation Date	31 October 2018

For more information, please contact:

Investors

Ronn Bechler
Managing Director, Market Eye
P: +61 400 009 774
E: ronn.bechler@marketeye.com.au

Media

Neil Shoebridge
Partner, SKMG
P: +61 417 511 012
E: neil@skmediagroup.com.au

About APN Outdoor

APN Outdoor is a leading outdoor company advertising across Australia and New Zealand, with over 40,000 high-impact connection points in iconic and influential locations.

With a comprehensive, quality platform that reaches 97% of Australians every day, APN Outdoor delivers reach, impact and effectiveness. Our focus on insights, powered by data, provides a deep understanding of audiences, including where to find them and how to connect with them. At the heart of our business are innovative media solutions that amplify, engage and inspire action – ensuring our advertisers achieve smarter impact. It's not outdoor without us.