

oOh!media Limited
ABN 69 602 195 380

28 February 2019

ASX Release

Director's Disclosure of Interests – Brendon Cook

oOh!media Limited (ASX: OML) (**oOh!media** or **Company**) attaches an Appendix 3Y for Brendon Cook for the issue of shares on vesting of Share Performance Rights (**Performance Rights**) awarded to Mr Cook in 2016, following testing and achievement of the applicable performance hurdles.

The Appendix 3Y notes that the total number of Performance Rights held by Mr Cook was previously incorrectly recorded as 222,103 Performance Rights due to an administrative oversight in 2017.

The correct number of Performance Rights held by Mr Cook was disclosed in the Company's 2017 Remuneration Report and 2018 Remuneration Report. In 2017, 110,485 Performance Rights were issued to Mr Cook in accordance with the oOh!media Equity Incentive Plan and this was not notified to the market at that time by way of an Appendix 3Y.

The Company is satisfied that it has the necessary reporting and notification practices in place to ensure compliance with its disclosure obligations under ASX Listing Rule 3.19A and 3.19B. The Company believes its current practices are adequate and that the incorrect recording of the number of Performance Rights was an unfortunate oversight in 2017 and an isolated incident.

About oOh!media: oOh!media is a leading media company across Australia and New Zealand that creates deep engagement between people and brands through Unmissable Out of Home advertising solutions. Our connected offline and online ecosystem makes brands Unmissable across our diverse network of over 30,000+ locations across Australia and New Zealand helping brands connect with their audiences through powerful and integrated, cross format campaigns. Our unparalleled reach combined with industry best data, insights, media planning tools and technological innovation gives advertisers an added layer of campaign intelligence. oOh! delivers the reach, optimisation, engagement and impact to connect and influence audiences anytime and anywhere.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	oOh!media Limited
ABN	69 602 195 380

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Brendon Cook
Date of last notice	24 July 2018

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Shares held by: <ul style="list-style-type: none">Debra Cook - Wife of Brendon Cook; andOutdoor Nominees Pty Limited as trustee for Cook Family Superannuation Fund of which Brendon Jon Cook is a beneficiary
Date of change	28 February 2019

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. of securities held prior to change	<p><u>Fully paid ordinary shares</u></p> <ol style="list-style-type: none"> Direct – 230,875 ordinary shares Indirect – 755,072 ordinary shares <p>Shares held by:</p> <ul style="list-style-type: none"> Debra Cook Wife of Brendon Cook – 500,000; and Outdoor Nominees Pty Limited as trustee for Cook Family Superannuation Fund of which Brendon Jon Cook is a beneficiary – 255,072 <p><u>Share Performance Rights</u></p> <ol style="list-style-type: none"> Direct – 332,588 Share Performance Rights (Performance Rights)* <p>*The number of Performance Rights was previously incorrectly recorded as 222,103 due to an administrative oversight in 2017. In 2017, 110,485 Performance Rights were issued to Mr Cook in accordance with oOh!media's Equity Incentive Plan (these Performance Rights are scheduled to vest in February 2020, subject to testing against an earnings per share hurdle and a relative total shareholder return hurdle).</p>
Class	Fully Paid Ordinary Shares
Number acquired	Direct – 159,388 Ordinary Shares
Number disposed	Direct – 109,170 Performance Rights (vested Share Performance Rights)
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	NIL

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. of securities held after change	<u>Fully paid ordinary shares</u> 1. Direct – 390,263 ordinary shares 2. Indirect – 755,072 ordinary shares Shares held by: <ul style="list-style-type: none"> • Debra Cook Wife of Brendon Cook – 500,000; and • Outdoor Nominees Pty Limited as trustee for Cook Family Superannuation Fund of which Brendon Jon Cook is a beneficiary – 255,072 <u>Performance Rights</u> 3. Direct – 223,418 Share Performance Rights
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of shares under the oOh!media Limited Equity Incentive Plan for Performance Rights that have vested upon satisfaction of vesting conditions.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

+ See chapter 19 for defined terms.

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.