



oOh!media Limited  
ABN 69 602 195 380

9 April 2021

## **ASX Release**

### **NOTICE OF 2021 ANNUAL GENERAL MEETING**

oOh!media Limited (ASX:OML) (oOh!) attaches its 2021 Notice of Annual General Meeting, Voting Form and Question Form.

This announcement has been authorised for release to the ASX by the Board of Directors.

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#### **About oOh!media**

oOh!media is a leading Out of Home media company that is enhancing public spaces through the creation of engaging environments that help advertisers, landlords, leaseholders, community organisations, local councils and governments reach large and diverse public audiences.

The company's extensive network of more than 37,000 digital and static asset locations includes roadsides, retail centres, airports, train stations, bus stops, office towers, cafes, bars and universities.

Listed on the ASX, oOh! employs around 800 people across Australia and New Zealand and had revenues of \$649 million in 2019. It also owns digital publisher Junkee Media, printing business Cactus, and experiential provider oOh! Experiential.

The company invests heavily in technology and is pioneering the use of sophisticated data techniques that enable clients to maximise their media spend through unrivalled and accurate audience targeting. Find out more at [oohmedia.com.au](http://oohmedia.com.au)

**oh!**<sup>®</sup>  
unmissable



2021  
NOTICE OF MEETING





**oOh!media Limited**

ACN 602 195 380

**Notice of Meeting for the Annual General Meeting  
and Explanatory Statement**

to be held on

**Thursday, 13 May 2021 at 11.00 am**

Venue:

In-person: Level 4, 100 Walker Street, North Sydney, 2060 and

Virtual: <https://agmlive.link/OML21>



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ACN 602 195 380  
Level 2, 73 Miller Street  
North Sydney NSW 2060  
Australia

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9 April 2021

Dear Shareholder

I enclose a Notice of Meeting for the Annual General Meeting (**AGM** or **Meeting**) of oOh!media Limited, to be held as a combination of an in-person meeting and virtual meeting on Thursday, 13 May 2021 at 11.00am (AEST). Please also find attached a Voting Form, Question Form and Online Meeting Guide.

Due to ever changing Government restrictions, the Board has decided to hold the Meeting as a combination of in-person and virtual to ensure maximum shareholder participation.

The Chair will use his authority under the Constitution to take any action he considers appropriate to protect the safety of shareholders and staff attending the Meeting, which may include making changes to the Meeting format and restricting in-person attendee numbers.

Shareholders can attend the Meeting in-person at Level 4, 100 Walker Street, North Sydney, 2060 or virtually through our online platform: <https://agmlive.link/OML21>

Shareholders attending virtually can participate in the Meeting through the online platform by:

- joining the online Meeting in real time;
  - asking questions of the Directors or our external auditor before the Meeting using the Question Form enclosed with the notice of meeting, by asking questions through the online platform during the Meeting, or by lodging questions online at: <https://www.linkmarketservices.com.au>;
  - voting on the resolutions to be considered at the Meeting either by lodging the enclosed Voting Form before the Meeting or by direct voting during the online meeting if this facility is permitted to be offered,
- or by a combination of these steps.

More information regarding virtual Meeting attendance can be found in the Online Meeting Guide attached to this Notice and will be available on the oOh!media website.

If shareholders cannot attend the Meeting, they are encouraged to lodge a Voting Form and Question Form ahead of the meeting. Instructions are on the forms attached to this Notice.

The 2020 Annual Report can be accessed on our website [www.oohmedia.com.au](http://www.oohmedia.com.au), on the "Results & Reports" page under the "Investors" tab. If you have previously elected to receive a hard copy of the Annual Report, you will shortly receive a copy.

It is currently unclear whether direct voting will be able to be provided for those wishing to participate in the Meeting using the online platform. The Board will continue to monitor developments over the coming weeks and will provide updates to shareholders as necessary. Shareholders are encouraged to monitor the ASX and oOh!media's website for updates. To ensure that your vote is counted, we recommend that you lodge a direct vote prior to the Meeting.

This announcement has been authorised for release to the market by the Board.

Yours sincerely

**Tony Faure**  
Chair

# NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2021 Annual General Meeting of the shareholders of oOh!media Limited (the Company or oOh!media) will be held on Thursday, 13 May 2021 at 11:00am Sydney time, as a combination of in-person and virtually via an online platform.

## **In-person attendance:**

Level 4, 100 Walker Street, North Sydney, 2060

Registration will commence at 10.00am. Please bring your Voting Form with you to facilitate registration.

## **Virtual attendance:**

<https://agmlive.link/OML21>

It is recommended that you login through the online platform from 10:30am Sydney time.

The Explanatory Notes and the Voting Form accompanying this Notice of Meeting are incorporated in, and comprise part of, this Notice of Meeting.

## **ITEMS OF BUSINESS**

### **Item 1: Financial Reports**

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of oOh!media and the entities it controlled (also known as the (Group)) for the financial year ended 31 December 2020.

### **Resolution 1: Adoption of Remuneration Report**

To consider and, if thought fit, to pass the following non-binding ordinary resolution of the Company:

That the Company's Remuneration Report included in the Directors' Report for the financial year ended 31 December 2020 is adopted.

### **Voting Exclusion Statement for Resolution 1**

A vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of oOh!media's Key Management Personnel (KMP) whose remuneration details are included in the 2020 Remuneration Report; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- b. the vote is cast by the Chair of the Meeting and the appointment of the Chair as proxy:
  - i. does not specify the way the proxy is to vote on the resolution; and
  - ii. expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

In addition, a vote must not be cast on Resolution 1 as a proxy by a member of the KMP at the date of the Meeting, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions.

This restriction on voting undirected proxies does not apply to the Chair of the Meeting because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

"Key Management Personnel" and "closely related party" have the same meaning as set out in the *Corporations Act 2001 (Cth)*.

### **Resolution 2: Election of Director – Mr. Andrew Stevens**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

That Mr. Stevens, who was appointed by the Board under clause 8.1(b) of the Company's Constitution and being eligible for election, is elected as a Director of the Company.

### **Resolution 3: Approval of Issue of Securities under the Equity Incentive Plan – Exception to Listing Rule 7.1**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

That, for the purposes of ASX Listing Rule 7.2, exception 13 and all other purposes and on the terms described in the Explanatory Statement accompanying and forming part of this Notice, the Company approves the issue of securities under the Equity Incentive Plan.

### **Voting exclusion statement for Resolution 3**

The Company will disregard any votes cast in favour of Resolution 3 by, or on behalf of, any person eligible to participate in the Equity Incentive Plan or an associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- a. a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- b. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 as the Chair decides; or
- c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 3; and
  - ii. the holder votes on Resolution 3 in accordance with directions given by the beneficiary to vote in that way.

In addition, a vote must not be cast on Resolution 3 as a proxy by a member of the KMP at the date of the Meeting, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Ms. O'Connor is the only Director eligible to participate in the Company's Equity Incentive Plan.

**Resolution 4: Grant of Performance Rights under the Equity Incentive Plan – Ms. Catherine O'Connor**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

That, for the purposes of ASX Listing Rule 10.14 and for all other purposes and on the terms described in the Explanatory Statement accompanying and forming part of this Notice, the Company approves the participation in the oOh!media Limited Equity Incentive Plan by Ms. Catherine (Cathy) O'Connor, the grant of 426,499 Performance Rights to Ms. O'Connor under the oOh!media Limited Equity Incentive Plan and the provision of benefits to Ms. O'Connor under the Equity Incentive Plan on the terms described in the Explanatory Memorandum accompanying the Notice of Meeting.

**Voting Exclusion Statement for Resolution 4**

The Company will disregard any votes cast in favour of Resolution 4 by, or on behalf of, Ms. O'Connor or any of her associates.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a. a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- b. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on Resolution 4 as the Chair decides; or
- c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 4; and
  - ii. the holder votes on Resolution 4 in accordance with directions given by the beneficiary to vote in that way.

In addition, a vote must not be cast on Resolution 4 as a proxy by a member of the KMP at the date of the Meeting, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Ms. O'Connor is the only Director eligible to participate in the Company's Equity Incentive Plan.

By order of the Board of Directors.

*Maria Polczynski*

**Maria Polczynski**  
Company Secretary

9 April 2021

# NOTES

## ENTITLEMENT TO ATTEND

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* and ASX Settlement Operating Rule 5.6.1, the Directors have determined that persons who are registered holders of shares in the Company as at 7.00 pm (Sydney time) on Tuesday, 11 May 2021 will be entitled to attend and vote at the Meeting on Thursday, 13 May 2021 as a Shareholder.

The following section sets out important information about the ways in which Shareholders can attend and vote at the AGM.

### Meeting attendance

The Meeting will take place at 11:00am on Thursday, 13 May 2021.

Shareholders may attend the Meeting in-person at Level 4, 100 Walker Street, North Sydney, 2060 or virtually (see Virtual Attendance below).

Shareholders attending the Meeting either in-person or virtually will have the opportunity to:

- see and hear presentations to be given by the Chair and the CEO and Managing Director, and short presentations from the Directors standing for re-election and election at the Meeting;
- ask questions online of the Chair, the CEO, the Chairs of the Audit, Risk & Compliance Committee, the Remuneration & Nomination Committee and Technology Committee, and the external auditors;
- hear the responses to questions asked in-person or online during the Meeting and before the Meeting using the Question Form or online lodgment (see further information below under the heading Shareholder Questions); and
- cast a direct vote on the resolutions to be considered at the Meeting (see further information below under the heading Voting at the Meeting).

### Virtual attendance

Shareholders wishing to attend the Meeting virtually will be able to participate in our Meeting as outlined above:

- by joining the online meeting in real time via our online platform at <https://agmlive.link/agm/OML21>;
- by asking questions of the Directors or our external auditor before the Meeting using the Question Form enclosed with the notice of meeting, by asking questions through the online platform during the Meeting, or by lodging questions online at <https://www.linkmarketservices.com.au>;
- by voting on the resolutions to be considered at the Meeting either by lodging the enclosed Voting Form before the Meeting or by direct voting during the online meeting, if this facility is permitted to be offered,

or by a combination of these steps.

Further details of how to join the online meeting, how to ask questions and how to vote are set out below and in the Online Meeting Guide that accompanies this Notice. The Online Meeting Guide includes details of how to ensure your browser is compatible with the online platform, and a step-by-step guide to logging in, navigating the site and asking questions and voting at the meeting.

## VOTING AT THE MEETING

### Resolution by Poll

In accordance with clause 7.6(b) of the Company's Constitution, the Chair intends to call a poll on each resolution proposed at the Meeting.

### Direct voting

In accordance with clause 7.8 of the Company's Constitution and to allow for shareholder participation, the Directors have:

- determined that at the Meeting a Shareholder who is entitled to vote on a Resolution at the Meeting is entitled to a direct vote in respect of that Resolution; and
- approved the use of the Link real-time online platform as a means of delivering a direct vote if this facility is permitted to be offered; and
- approved direct voting as permitted by the Company's Constitution.

Any Shareholder who submits a direct vote agrees to be bound by the oOh!media Constitution.

In accordance with clause 7.8 of the Company's Constitution, Shareholders may vote directly on the Resolutions to be considered at the Meeting.

Shareholders may vote in-person during the Meeting, by lodging the enclosed Voting Form before the Meeting or by direct voting online during the Meeting, if this facility is permitted to be offered.

### Direct voting before the Meeting

Shareholders who cast a vote on a Resolution before the Meeting by lodging a valid Voting Form will not be entitled to lodge a further direct vote on that Resolution at the Meeting if they attend through the online platform if this facility is permitted to be offered.

Shareholders who wish to exercise a direct vote before the Meeting should lodge a Voting Form by no later than **11.00 am (Sydney time) on Tuesday, 11 May 2021**. Details of how to lodge your Voting Form are set out in the section below headed "Lodgment of Voting Forms".

Shareholders who do not lodge a valid Voting Form by this time will only be able to vote at the Meeting by appointing a proxy, attending and voting at the Meeting in person or lodging a direct vote at the Meeting in the manner described below if this facility is permitted to be offered.

Shareholders who wish to exercise a direct vote before the Meeting should ensure that they tick box A on the Voting Form. If you tick box A to lodge a direct vote, you are voting directly on each Resolution and are not appointing a proxy to vote on your behalf. If you wish to appoint a proxy, please tick box B on the Voting Form and follow the instructions below under the heading "Appointment of Proxies".



### Direct voting at the Meeting

It is currently unclear whether laws will permit direct voting to be provided for those wishing to participate in the Meeting using the online platform. The Board will continue to monitor developments over the coming weeks and will provide updates to Shareholders as necessary. Shareholders are encouraged to monitor the ASX and oOh!media's website for updates. To ensure that your vote is counted, we recommend that you lodge a direct vote prior to the Meeting.

Shareholders who use the online platform will have the opportunity to lodge a direct vote on the Resolutions to be considered at the Meeting at any time between the commencement of the Meeting and the close of voting at the Meeting as announced by the Chair during the Meeting, provided that this direct voting facility is permitted to be offered.

More information about how to use the online platform for direct voting is provided in the Online Meeting Guide. If the online voting platform is able to be offered and you intend to use the online platform to submit a direct vote during the Meeting, we suggest that you check that the online platform works on your device well in advance of the Meeting. Further instructions are provided in the Online Meeting Guide.

### Proxies

- a. A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf. A shareholder may appoint up to two proxies.
- b. A proxy need not be a shareholder of the Company.
- c. If any shareholders are unable to attend the Meeting, they are encouraged to appoint a proxy. The Voting Form that accompanies this Notice of Meeting should be used to appoint a proxy. Shareholders can direct their proxy how to vote by following the instructions on the Voting Form and are encouraged to do so.
- d. A shareholder that is entitled to cast two or more votes may appoint up to two proxies. Where two proxies are appointed, the shareholder may specify the number or proportion of the votes that each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half the shareholder's votes.
- e. A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the *Corporations Act 2001 (Cth)*. The representative should lodge their properly executed letter or other document confirming its authority to act as the company's representative with their Certificate of Appointment of Corporate Representative form. A Certificate of Appointment of Corporate Representative form may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and must be received by the registry by 11.00 am (Sydney time) on Tuesday, 11 May 2021. Details of how to lodge your form are set out in the section below headed "Lodgment of Voting Forms".
- f. Where a body corporate appoints a proxy, the Voting Form must be signed by a duly appointed attorney or by a director jointly with either another director or a company secretary or, for a proprietary company that has a sole director who is also the sole company secretary, that director.

### Proxy Voting by Members of the Key Management Personnel (KMP)

If a shareholder appoints a member of the Company's KMP (which includes each of the Directors) or one of the KMP's closely related parties (such as close family members and any companies the KMP controls) as their proxy, the proxy will not be able to cast the shareholder's votes on Resolution 1, 3, or 4 unless the shareholder directs the proxy how to vote or the Chair of the Meeting is appointed as the shareholder's proxy.

If the Chair of the Meeting is appointed as a shareholder's proxy or becomes their proxy by default, and the shareholder does not mark a voting box on the Voting Form for Resolution 1, 3 or 4 then by signing and submitting the Voting Form, the shareholder will be expressly authorising the Chair of the Meeting to exercise the proxy in respect of Resolution 1, 3 or 4 as the Chair decides, even though the item is connected with the remuneration of the Company's KMP.

The Chair of the Meeting intends to vote all available proxies in favour of each item of business.

### Lodgment of Voting Forms

To direct vote before the Meeting or appoint a proxy, shareholders should complete the Voting Form and return it before the Meeting.

In order to be effective, the Voting Form (and accompanying documents) must be received no later than 11.00am on Tuesday, 11 May 2021 by one of the following methods:

- a. By lodging the Voting Form online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au);
- b. By posting it in the reply paid envelope included with the Voting Form; or
- c. Returning it by posting it or faxing it to the following address:  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138  
Fax: +61 2 9287 0309.

If a Voting Form is signed under a power of attorney, it must be accompanied by the original power of attorney under which the Voting Form is signed, or a certified copy of that power of attorney.

### Shareholder Questions

Shareholders who are unable to attend the Meeting in-person or virtually or who may prefer to register questions in advance are invited to do so. Please log onto [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), select "Voting" then click "Ask a Question", or alternatively submit the enclosed Question Form. To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (Sydney time) on Thursday, 6 May 2021.

Questions will be collated and, during the Meeting, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.



# EXPLANATORY STATEMENT

## PURPOSE OF EXPLANATORY STATEMENT

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Meeting) is to provide shareholders with information regarding the business to be considered by shareholders at the Meeting and to allow shareholders to determine how they wish to vote on the proposed resolutions.

## ITEM 1: FINANCIAL REPORTS

As required by section 317 of the *Corporations Act 2001 (Cth)*, the Financial Report, Directors' Report and Auditor's Report of the Group for the financial year ended 31 December 2020 will be laid before the Meeting. The Company's Annual Report for the financial year ended 31 December 2020 is accessible on its website at: <https://investors.oohmedia.com.au/investor-centre/?page=results---reports>.

Shareholders will be provided with the opportunity to ask questions or raise comments about the reports and on the management of the Company. A reasonable opportunity will also be given to shareholders to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

As there is no requirement for a formal resolution on this item, a resolution will not be put to the Meeting.

## RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

The *Corporations Act 2001 (Cth)* requires that listed companies include a Remuneration Report in their Directors' Report. The Remuneration Report includes information in respect of the Company's remuneration policies in relation to its Directors and Key Management Personnel, including the relationship between remuneration policies and the Company's performance; prescribed details of Directors and Key Management Personnel; and details of securities included in the remuneration of Directors and Key Management Personnel.

The Remuneration Report for the Company for the financial year ended 31 December 2020 is included on pages 31 to 47 of the Annual Report of the Company.

Shareholders are asked to adopt the Remuneration Report. The vote on the Remuneration Report is advisory only and is not binding on the Directors or the Company.

### Board Recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

## RESOLUTION 2: ELECTION OF DIRECTOR MR. ANDREW STEVENS

- **Independent Non-Executive Director since 25 September 2020**
- **Member of the Audit, Risk & Compliance Committee**
- **Member of the Technology Committee**

Andrew was appointed as an Independent Non-executive Director of the Company on 25 September 2020.

In accordance with clause 8.1(c) of the Company's Constitution, a Director appointed by the Board to fill a casual vacancy or as an additional Director, holds office until the conclusion of the next Annual General Meeting following his or her appointment.

Accordingly, Andrew will retire from office at the conclusion of the Meeting and is eligible for election as a Director of the Company at the Meeting.

A brief summary of Mr. Steven's qualifications and experience is provided below.

### Experience

Andrew brings extensive experience in both technology and consulting.

Andrew was Managing Director of IBM Australia and New Zealand from 2011 to 2014, having joined IBM when the company acquired PricewaterhouseCoopers Consulting (PwC) and previously holding senior roles including Managing Partner, Growth Markets for IBM's Global Business Services where he was responsible for the performance of the operations in Asia Pacific, Latin America, Central Europe, the Middle East, and Africa.

Prior to that, Andrew held several consulting roles at Price Waterhouse and PwC, before being appointed Managing Partner of PwC Consulting across Asia Pacific.

Andrew holds a Master of Commerce and Bachelor of Commerce from the University of New South Wales and is a Fellow of the Chartered Accountants of Australia and New Zealand.

### Other current positions

Andrew is currently a Non-executive Director of ASX Listed Stockland Group Limited. Andrew is also currently the Chair of Industry Innovation and Science Australia and Chair of the Data Standards Body for the Consumer Data Right and Non-executive Director and Chair of the Audit and Risk Committee of the Greater Western Sydney Football Club.

The Board considers that Andrew (if elected), will be an independent Director.

Prior to submitting himself for election, Andrew has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board supports the election of Andrew as a Non-executive Director as he provides a valuable contribution to the Board and Company, specifically in technology and financial matters, and therefore is recommended to shareholders for election.

### Board Recommendation

The Directors (with Mr. Andrew Stevens abstaining) unanimously recommend that shareholders vote in favour of the election of Mr. Andrew Stevens as a Director.

### RESOLUTION 3: APPROVAL OF ISSUE OF SECURITIES UNDER THE EQUITY INCENTIVE PLAN – EXCEPTION TO LISTING RULE 7.1

Companies are restricted under the ASX Listing Rules from issuing more than 15% of their issued share capital in any 12-month period without shareholder approval. ASX Listing Rule 7.2, exception 13, states that the requirement for shareholder approval will not apply to an issue of securities under an employee incentive scheme if, in the 3-years before the date of issue, shareholders approve the issue of securities under the employee incentive scheme.

If approval is granted, securities issued under the Equity Incentive Plan (Plan) over the next 3-years will fall within the ASX Listing Rule exception and will not impact the Company's ability to issue up to 15% of its total securities in a 12-month period, without shareholder approval.

However, if the Company wishes to issue securities to a Director, or their associates, separate shareholder approval is required.

The issue of securities pursuant to the Plan was last approved by Shareholders at the 2018 Annual General Meeting. There have been no changes to the Plan Rules in that time.

A copy of the Equity Incentive Plan is available at: <https://www.asx.com.au/asxpdf/20141217/pdf/42vjq3gfy86gl6.pdf>

#### Information required by ASX Listing Rule 7.2, exception 13

Pursuant to and in accordance with ASX Listing Rule 7.2, exception 13, the following information is provided with regard to Resolution 3.

1. A summary of the key terms of the Plan can be found in Attachment A.
2. 6,661,258 securities issued under the Plan since the date of the last approval, 17 May 2018.
  - a. 937,139 performance rights have lapsed.
  - b. 1,091,155 shares have been issued as a result of vested performance rights.
  - c. 4,632,964 unvested performance rights are still on issue.
3. The maximum number of securities that will be granted under the Plan following this approval until the next approval in 2024 is 5% of issued capital, being 29,932,293 securities based on issued capital at the date of the Meeting.
4. A voting exclusion statement is included under Resolution 3 in this Notice.

#### Board Recommendation

The Directors (with Ms. Cathy O'Connor abstaining) unanimously recommend that shareholders vote in favour of the issue of securities under the Equity Incentive Plan.

### RESOLUTION 4: GRANT OF PERFORMANCE RIGHTS UNDER THE EQUITY INCENTIVE PLAN – MS. CATHERINE O'CONNOR

Resolution 4 deals with the proposed grant of performance rights (Rights) to Ms. Cathy O'Connor, Chief Executive Officer and Managing Director, which on vesting, will result in the issue of fully paid ordinary shares (Shares) in the Company under the Equity Incentive Plan (Plan). The Company has agreed, subject to obtaining shareholder approval, to grant a total of 426,499 Rights to Ms. O'Connor. This award represents Ms. O'Connor's long-term incentive remuneration for the period 1 January 2021 to 31 December 2021, with a performance period of 3 years from 1 January 2021 to 31 December 2023.

If approval is granted, the Company will grant Ms. O'Connor 426,499 Rights under the Plan as soon as practicable following the meeting and in any event within one year of the meeting. Subject to the conditions outlined below, the Rights will allow Ms. O'Connor to obtain ordinary shares in the Company.

If Resolution 4 is not passed, the Company will not be able to grant Rights to Ms. O'Connor and the Company will need to consider alternative options to meet Ms. O'Connor's contractual entitlements and appropriately remunerate and incentivise Ms. O'Connor.

#### ASX Listing Rule 10.14

Listing Rule 10.14 requires the approval of ordinary shareholders for directors to be able to be issued securities under an employee incentive scheme. Accordingly, approval for the grant of the Rights to Ms. O'Connor is required.

The Shares that may be issued on the vesting of the Rights are the subject of Resolution 3.

#### Purpose of the Plan

The Company has established the Plan to assist in the motivation, retention and reward of senior management. The Plan is designed to align the interests of Executives and senior management with the interests of shareholders by providing an opportunity for the participants to receive an equity interest in the Company. Other members of senior management, selected by the Board, have been granted Rights under the Plan on similar terms to Ms. O'Connor.

Those Directors, who do not have an interest in the outcome of the relevant resolution, recommend that shareholders vote in favour of resolution 4 for the reasons set out below:

1. the Directors consider that it is important for the Company to be able to attract and retain experienced executive Directors and that the proposed grant of Rights to Ms. O'Connor is appropriate taking into account her level of experience;
2. the Directors consider that the proposed number of Rights to be granted to Ms. O'Connor is appropriate to:
  - a. motivate her to pursue long term growth and success of the Company (within an appropriate control framework);
  - b. align the interests of key leadership with the long-term interests of the Company's shareholders; and
  - c. ensure a clear correlation between performance and remuneration, in accordance with the Company's remuneration policy; and
3. the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) note that equity-based remuneration can be an effective form of remuneration for Executives.

# EXPLANATORY STATEMENT

## CONTINUED

### Proposed number of Rights

The number of Rights to be granted is calculated by dividing the total face value of the award by the 20 trading day Volume Weighted Average Market Price (VWAP) of ordinary shares in the Company as at close of trade on 31 December 2020 (being \$1.7585), with the number of Rights granted rounded down to the next whole number.

$$426,499 \text{ Rights} = \$750,000 \text{ (total face value)} \div \$1.7585 \text{ (VWAP)}$$

The Rights will be granted for nil financial consideration.

### Details of the proposed grant of Rights

The Board intends to grant 426,499 Rights to Ms. O'Connor. The Rights will vest on the vesting date to the extent the Board determines the vesting conditions are satisfied.

### Vesting Conditions

The Rights are divided into three hurdles as follows:

- 1/3 will vest subject to achieving a Free Cash Flow per share (FCF) hurdle;
- 1/3 will vest subject to achieving a Return on Invested Capital (ROIC) hurdle; and
- 1/3 will vest subject to achieving a Relative Total Shareholder Return (RTSR) hurdle.

Assessment of the vesting conditions will occur shortly after the end of the three-year performance period, starting 1 January 2021 and ending on 31 December 2023, and after the release of the Company's full year audited results for the preceding financial year.

### FCF Hurdle

1/3 of the Rights are subject to an FCF hurdle. The FCF hurdle is calculated based on the below formula:

$$(\text{operating cash flow less capital expenditure and finance lease liabilities paid in CY23}) / \text{number of issued shares}$$

The percentage of Rights that may vest if the FCF hurdle is satisfied, if any, will be determined by reference to the following vesting schedule, subject to any adjustments that the Board, in its discretion, considers appropriate:

Company's Free Cash Flow per share (cents/per share) in CY23	% of rights that vest
<3.9	Nil
3.9	50% of target LTI
3.9-12.7	Straight line pro rata vesting between 50% and 100%
12.7	100% of target LTI
12.7-27.9	Straight line pro rata vesting between 100% and 150%
27.9	Max 150% of target LTI

The 100% target represents consensus midpoint for this metric with the upper and lower limits reflecting the spread of sell side analyst forecasts.

### ROIC Hurdle

1/3 of the Rights are subject to an ROIC hurdle. The ROIC hurdle is calculated based on the below formula:

$$\text{CY23 Underlying pre-AASB16 EBITDA less fixed costs/invested capital}^{(1)}$$

The percentage of Rights that may vest if the ROIC hurdle is satisfied, if any, will be determined by reference to the following vesting schedule, subject to any adjustments that the Board, in its discretion, considers appropriate:

Company's Return on Invested Capital	% of rights that vest
<11.8%	Nil
11.8%	50% of target LTI
11.8% – 15.3%	Straight line pro rata vesting between 50% and 100%
15.3%	100% of target LTI
15.3% – 17.3%	Straight line pro rata vesting between 100% and 150%
17.3%	Max 150% of target LTI

The 100% target represents consensus midpoint for this metric with the upper and lower limits reflecting the spread of sell side analyst forecasts.

### RTSR Hurdle

1/3 of the Rights are subject to the RTSR hurdle. The RTSR hurdle is assessed against the ASX 200 index (excluding Financials, Industrials and Materials). Shareholder return is calculated as aggregate dividends paid during the 3-year performance period plus the share price movement from the beginning to end of the performance period.

The percentage of Rights that may vest if the RTSR hurdle is satisfied, if any, will be determined by reference to the following vesting schedule, subject to any adjustments that the Board, in its discretion, considers appropriate:

Company's Relative TSR	% of rights that vest
Less than 50% Relative TSR	Nil
50% Relative TSR (threshold performance target)	50%
Between 50% and 75% Relative TSR	Straight line pro rata vesting between 50% and 100%
At or above 75% Relative TSR	100%

<sup>1</sup> Average of the opening and closing balances of invested capital for CY23. Fixed costs are fixed rent previously realised in cost of goods sold pre AASB16 resulting in an EBITDA result pre AASB16. Invested capital is total equity plus net debt.



### Allocation of Shares following Vesting

The number of Rights that will vest (if any) will be determined based on the outcome of the assessment of the vesting conditions. Any unvested Rights that remain will lapse immediately.

Upon vesting, Ms. O'Connor will be allocated the relevant number of Shares on a one-for-one basis, being one share for each Right that vests. Any Shares allocated to Ms. O'Connor may be acquired on-market or issued by the Company. Rights may be satisfied in either Shares or an equivalent value cash payment in lieu of an allocation of Shares (calculated in accordance with the Plan Rules) as determined appropriate by the Board. It is the Board's current intention that any Shares that may be awarded to Ms. O'Connor will be issued by the Company.

### Information required by Listing Rule 10.15

Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided with regard to Resolution 4.

1. Ms. Cathy O'Connor is a Director of the Company. Of the Company's Directors, only Ms. O'Connor (the Managing Director) is eligible to participate in the Plan. Non-executive Directors are not eligible to participate.
2. Ms. O'Connor will be granted 426,499 Rights and the Rights may become Shares on a one-for-one basis subject to the achievement of the vesting conditions.
  - a. If the Company achieves an FCF of 27.9 cents/per share or above, the percentage of Rights that vest in the FCF hurdle is 150%. This would mean that Ms. O'Connor would be eligible to receive a maximum of 213,249 shares in respect of the FCF hurdle.
  - b. If the Company achieves a ROIC of 17.3% or above, the percentage of Rights that vest in the ROIC hurdle is 150%. This would mean that Ms. O'Connor would be eligible to receive a maximum of 213,249 shares in respect of the ROIC hurdle.
  - c. If the Company achieves a RTSR of 75% or above, the percentage of Rights that vest in the RTSR hurdle is 100%. This would mean that Ms. O'Connor would be eligible to receive a maximum of 142,166.
  - d. The potential maximum total number of shares in respect of the three hurdles is 568,664.
3. As disclosed to the ASX on 31 August 2020, Ms. O'Connor's current total remuneration package is comprised of:
  - a. Fixed Annual Remuneration of \$1,324,153 (inclusive of superannuation and other benefits) per annum;
  - b. Short Term Incentive on-target value of \$400,000.
  - c. Long Term Incentive with a face value of \$750,000 issued in 2021 with a vesting date of 2023.
4. Ms. O'Connor has not previously been issued any securities under the Equity Incentive Plan.

5. The Rights will be granted under the terms and conditions of the Plan. A summary of the key terms of the Plan can be found in Attachment A.

The Company considers the grant of Rights under the Plan to be an appropriate way to align the interests of Executive KMP and other key employees with shareholders by focusing on long-term growth. The purpose of the Plan is to provide incentive to attract, retain and motivate eligible employees whose present and potential contributions are important to the success of the Company by offering them a chance to participate in the future performance of the Company.

6. The value the Company attributes to each Right is \$1.7585, being the Volume Weighted Average Price (VWAP) for the 20 trading days up to 31 December 2020.
7. The Company is expected to grant the Rights shortly after the Annual General Meeting but in any event, within one year after the meeting.
8. The number of Rights has been determined by dividing the grant face value of \$750,000 by the VWAP for the 20 trading days up to 31 December 2020, being \$1.7585. The Rights are being granted at no cost to Ms. O'Connor and if they vest, will vest at no cost.
9. There is no loan attaching to the offer under the Plan.
10. Details of any securities issued under the Plan will be published in the oOh!media Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was granted under ASX Listing Rule 10.14.
11. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.
12. A Voting Exclusion Statement is set out under Resolution 4 in the Notice of Meeting.

### Board Recommendation

The Directors (with Ms. Cathy O'Connor abstaining) unanimously recommend that shareholders vote in favour of Resolution 4 to approve the participation in the oOh!media Limited Equity Incentive Plan by Ms. O'Connor, grant of 426,499 Performance Rights to Ms. O'Connor under the oOh!media Limited Equity Incentive Plan and the provision of benefits to Ms O'Connor under the Equity Incentive Plan.

# EXPLANATORY STATEMENT

CONTINUED

## ATTACHMENT A

### SUMMARY OF THE KEY TERMS OF THE EQUITY INCENTIVE PLAN

Defined terms have the same meaning as provided in the Equity Incentive Plan Rules, available here – <https://www.asx.com.au/asxpdf/20141217/pdf/42vjq3gfy86gl6.pdf>

#### Purpose

The purpose of the Equity Incentive Plan (Plan) is to allow the Board to make offers to Eligible Employees to acquire securities in oOh!media Limited (the Company) and to otherwise incentivise employees.

#### Eligibility

Offers may be made at the Board's discretion to employees of the Company or its related bodies corporate (including a Director employed in an executive capacity) or any other person who is declared by the Board to be eligible to receive a grant under the Plan.

#### Types of securities

The Plan Rules provide flexibility for the Company to grant one or more of the following securities as incentives, subject to the terms of individual offers:

1. performance rights;
2. options; or
3. restricted shares.

Options are an entitlement to receive a Share upon satisfaction of applicable conditions and payment of an applicable exercise price. Performance rights are an entitlement to receive a Share for no consideration upon satisfaction of applicable conditions. Restricted shares are Shares themselves granted for no consideration, but subject to restrictions on dealing or other benefits, which may be released over time or on meeting conditions.

Unless otherwise specified in the offer document, the Board has the discretion to settle performance rights or options with a cash equivalent payment.

#### Offers under the Plan

The Board may make offers at its discretion and any offer documents must contain the information required by the Plan Rules. The Board has the discretion to set the terms and conditions on which it will offer performance rights, options and restricted shares in individual offer documents.

#### Issue price

Unless the Board determines otherwise, no payment is required for a grant of a performance right, option or restricted share under the Plan.

#### Vesting

Vesting of performance rights, options and restricted shares under the Plan is subject to any vesting or performance conditions determined by the Board and specified in the offer documents.

Options must be exercised by the employee and the employee is required to pay the exercise price before Shares are allocated. Subject to the Plan Rules and the terms of the specific offer document, any performance rights, options or restricted shares will either lapse or be forfeited if the relevant vesting and performance conditions are not satisfied.

#### Restrictions

Any dealing in respect of an Incentive Security (performance right, option or restricted share) is prohibited unless:

1. the Board determines otherwise; or
2. the Dealing is required by law and the Participant has provided satisfactory evidence to the Company of that fact.

The Board may, at its discretion, impose restrictions on dealing in respect of any Shares allocated under the Plan and may implement any procedure it considers appropriate to enforce such restrictions.

Any dealing in any Company shares is also subject to the Company's Dealing in Securities Policy.

#### Cessation of employment

Under the Plan Rules, the Board has a broad discretion in relation to the treatment of unvested entitlements on cessation of employment. It is intended that individual offer documents will provide more specific information on how the entitlements will be treated if the participating employee ceases employment before vesting.

#### Clawback and preventing inappropriate benefits

The Plan Rules provide the Board with broad "clawback" powers even in respect of entitlements that have vested if, amongst other things, the participant has acted fraudulently or dishonestly, engaged in gross misconduct or has acted in a manner that has brought the Company or its related bodies corporate into disrepute, or there is a material financial misstatement, or the Company is required or entitled under law or company policy to reclaim remuneration from the participant, or the participant's entitlements vest as a result of the fraud, dishonestly or breach of obligations of any other person and the Board is of the opinion that the incentives would not have otherwise vested.

### **Change of control**

The Board may determine that all or a specified number of a participant's performance rights, options or restricted shares will vest or cease to be subject to restrictions on a change of control event in accordance with the Plan Rules.

### **Power of the Board**

The Plan is administered by the Board which has power to determine appropriate procedures for administration of the Plan including but not limited to implementing an employee share trust for the purposes of delivering and holding Shares on behalf of participants upon the grant of restricted shares or the vesting of rights or exercise of options.

Except as otherwise expressly provided in the Plan, the Board has absolute and unfettered discretion to act or refrain from acting under or in connection with the Plan and in the exercise of any power or discretion under the Plan.

The Board may grant additional rights or options or make any adjustments it considers appropriate to the terms of a right and/or option granted to that participant in order to minimise or eliminate any material advantage or disadvantage to a participant resulting from a corporate action by, or capital reconstruction in relation to, the Company, including but not limited to any return of capital.

### **Dividends and other rights**

Subject to the terms of any Trust Deed (if applicable) or offer, the following rules apply in respect of Shares allocated to, or on behalf of, a participant under the Plan (including Restricted Shares):

1. the participant is entitled to receive all dividends and other distributions or benefits payable to the participant or to the Trustee in respect of the Shares;
2. the participant is entitled to exercise, or to direct the Trustee in writing how to exercise, the voting rights attaching to the Shares, either generally or in a particular case;
3. any bonus shares that are issued in respect of the Shares will be issued to the participant, or to the Trustee on the participant's behalf, and will be held by the participant or Trustee as Shares subject to the same terms, conditions and restrictions on Dealing (if any) as the Shares in respect of which they were issued; and
4. if rights arise on a rights issue in respect of the Shares, the participant may deal with or exercise those rights, or instruct the Trustee (if applicable) in relation to those rights in accordance with the Trust Deed. If the Shares are held by the Trustee on the participant's behalf and the participant does not instruct the Trustee how to deal with the rights, the rights will be dealt with in accordance with the Trust Deed.

### **Issuing of Shares**

Any Shares issued under the Plan will rank equally in all respects with other Shares for the time being on issue by the Company. The Company will apply for quotation of Shares issued under the Plan within the period required by the Listing Rules.

### **Legal compliance**

Notwithstanding any rule in the Plan, securities will not be allocated, issued, acquired, transferred or otherwise dealt with under the Plan if to do so would:

1. contravene the *Corporations Act 2001 (Cth)*, the Listing Rules, or any other applicable laws (including any applicable foreign law); or
2. require the Company or its related bodies corporate to pay, provide, or procure the payment or provision of, any money or benefits to the Participant which would require shareholder approval under Part 2D.2, Division 2 of the *Corporations Act 2001 (Cth)*.



## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

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



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138;



### ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

## VOTING FORM

I/We being a member(s) of oOh!media Limited and entitled to attend and vote hereby appoint:

**A**

### VOTE DIRECTLY



elect to lodge my/our  
vote(s) directly (mark box)



in relation to the Annual General Meeting of the Company to be held at **11:00am on Thursday, 13 May 2021**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

**B**

### APPOINT A PROXY



the Chair of the  
Meeting (mark  
box)

OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am on Thursday, 13 May 2021** (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid meeting. You can attend the meeting at **Christie Conference Centre, Level 4, 100 Walker Street, North Sydney, New South Wales** or you can participate by logging in online at <https://agmlive.link/OML21> (refer to details in the Annual General Meeting Online Guide).

**Important for Resolutions 1, 3 & 4:** If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 1, 3 & 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

**The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.**

## VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

### Resolutions

For Against Abstain\*

- Adoption of Remuneration Report
- Election of Director – Mr. Andrew Stevens
- Approval of Issue of Securities under the Equity Incentive Plan
- Grant of Performance Rights under the Equity Incentive Plan – Ms. Catherine O'Connor



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

OML PRX2101N

## HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chair of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chair's decision as to whether a direct vote is valid is conclusive.

### VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Tuesday, 11 May 2021**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

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



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)



**oOh!media Limited**

ABN 69 602 195 380

## LODGE YOUR QUESTIONS



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

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



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138;



### ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



**X99999999999**

Please use this form to submit any questions about oOh!media Limited ("the Company") that you would like us to respond to at the Company's 2021 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's Share registrar, Link Market Services Limited, by **5:00pm on Thursday, 6 May 2021**.

Questions will be collated. During the course of the Annual General Meeting, the Chair of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

**My question relates to (please mark the most appropriate box)**

☐

Performance or financial reports

☐

A resolution being put to the AGM

☐

General suggestion

☐

Remuneration Report

☐

Sustainability/Environment

☐

Other

☐

My question is for the auditor

☐

Future direction

☐

Performance or financial reports

☐

A resolution being put to the AGM

☐

General suggestion

☐

Remuneration Report

☐

Sustainability/Environment

☐

Other

☐

My question is for the auditor

☐

Future direction

QUESTIONS