oOh!media Limited
ABN 69 602 195 380

19 February 2024

ASX Release

APPENDIX 4E AND FULL YEAR REPORT

oOh!media Limited (ASX:OML) (**oOh!**) attaches its Appendix 4E and Full Year Report for the year ended 31 December 2023.

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 and universities.

Listed on the ASX, oOh! employs around 800 people across Australia and New Zealand and had revenues of $634 million in 2023. It also owns the Cactus printing business.

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

oOh!media Limited and its Controlled Entities (the Group)

ACN 602 195 380

Appendix 4E
Preliminary final report
Results for announcement to the market

Details of the reporting period and the previous corresponding reporting period

Reporting period: For the year ended 31 December 2023

Previous corresponding period: For the year ended 31 December 2022

Results for announcement to the market

In accordance with the ASX Listing Rule 4.3A, the Board and management of oOh!media Limited have enclosed an Appendix 4E for the year ended 31 December 2023.

		Change %	2023 $'000	2022 $'000
Revenues from ordinary activities [1]	**Increased**	**7.0%**	633,911	592,623
Profit / (loss) from ordinary activities after income tax attributable to members [1]	**Increased**	**9.8%**	34,617	31,516
Profit / (loss) for the period attributable to the members [1]	**Increased**	**9.8%**	34,617	31,516
EBITDA - Statutory [1] and [2]	**Decreased**	**-3.4%**	278,242	288,055
EBITDA - Underlying [1], [2] and [3]	**Decreased**	**-2.9%**	277,742	285,919
Adjusted Underlying EBITDA [1], [2], [3] and [4]	**Increased**	**2.4%**	130,174	127,096

(1) All the above comparisons are on a statutory basis unless otherwise stated.
(2) Earnings before interest, tax, depreciation and amortisation (EBITDA) is a non-IFRS measure. This is included in management reports reviewed by the Group's chief operating decision maker (the Board)
(3) The Directors believe that the Underlying presentation of results is a better indicator of performance and differs from the statutory presentation. The Underlying results exclude the impact of gains on lease modifications and other items. Refer to Note 4 Operating segments, of the consolidated financial statements for a reconciliation between statutory and underlying EBITDA.
(4) The Adjusted Underlying EBITDA for the year ended 31 December 2023 includes a deduction of fixed rent obligations of the Group. This is accounted for as depreciation of the right-of-use assets and interest expense on lease liabilities. The Board and executive management monitor the Adjusted Underlying EBITDA.

Refer to Operating and Financial Review in the Directors' Report for discussion of the results.

Dividend information [1]	**Amount per share (cents)**	**Franked amount per share (cents)**	**Tax rate for franking credit**
Current period			
Final 2023 dividend (declared after balance date)	3.5	3.5	30%
Interim 2023 dividend (paid on 21 September 2023)	1.75	1.75	30%
Previous period			
Final 2022 dividend (paid on 23 March 2023)	3.0	3.0	30%
Interim 2022 dividend (paid on 23 September 2022)	1.5	1.5	30%

(1) The Company's Dividend Reinvestment Plan did not operate for the Final 2022 dividend, the Interim 2023 dividend and will not operate for the Final 2023 dividend

Final 2023 dividend dates	
Ex-dividend date	28 February 2024
Record date	29 February 2024
Payment date	21 March 2024

Earnings per share	**2023**	**2022**
Basic earnings per share (cents)	6.30	5.29
Diluted earnings per share (cents)	6.28	5.25

Net tangible assets	**2023**	**2022**
Net tangible assets per security (dollars) [a]	0.03	0.10
Net assets per security (dollars) [b]	1.38	1.39

[a] Derived by dividing the net assets less intangible assets, calculated on total issued shares of 538,781,286 (2022: 581,083,960 shares). Net tangible assets at 31 December 2023 were reduced due to the on-market share buyback conducted from September 2022 to June 2023, resulting in a reduction in net tangible assets per security.

[b] Derived by dividing the net assets, calculated on total issued shares of 538,781,286 (2022: 581,083,960 shares).

Details of associates and joint venture entities

The Group maintains a 33.3% interest in Calibre Audience Measurement Limited.

Commentary on results for the period

Commentary in relation to operating performance, earnings per share, segment results, returns to shareholders and trends in performance can be found in the attached Annual Financial Report, which includes the Directors' Report (predominately the Operating and Financial Review Section) and consolidated financial statements.

Audit qualification or review

The consolidated financial statements have been audited and an unqualified opinion has been issued which is included in the Annual Financial Report.

Additional Information

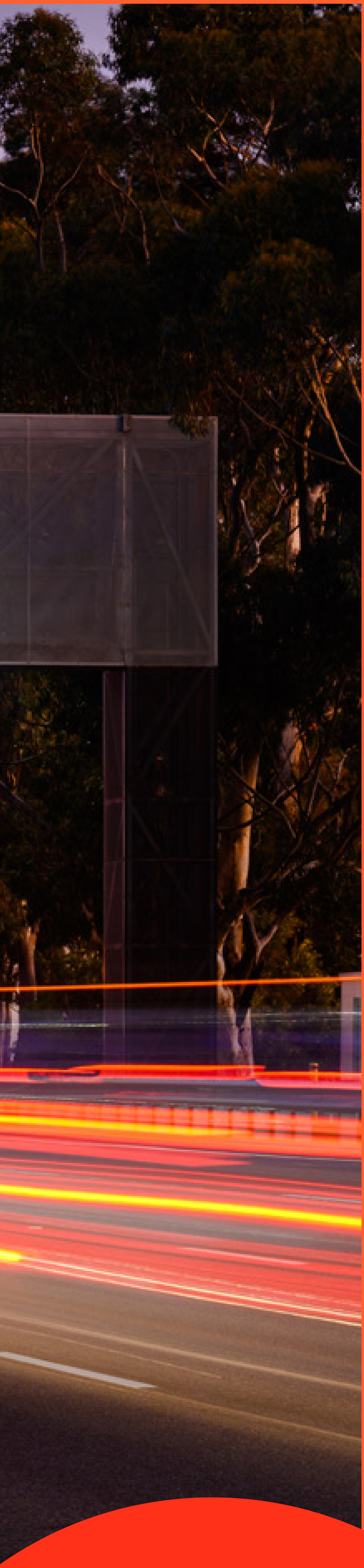
For additional information required under ASX Listing Rule 4.3A, please refer to the attached Annual Financial Report for the year ended 31 December 2023 of oOh!media Limited and its controlled entities.

oOh!media
Annual Financial Report 2023

Making public spaces better

and brands unmissable.


HI
ENERGY
ULTRABOOST
adidas
ADIDAS.COM.AU/RUNNING
oOh!
monday.com
Don't wait 'til pigs fly.
Drop off
Pick up
Terminal
Car rental



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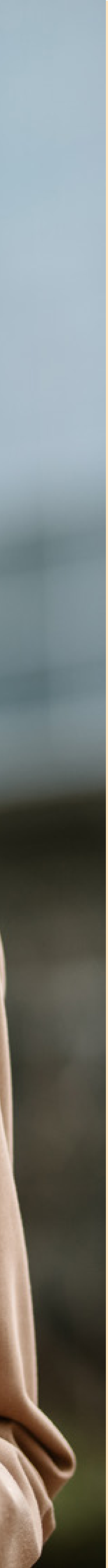


Operating and Financial Review

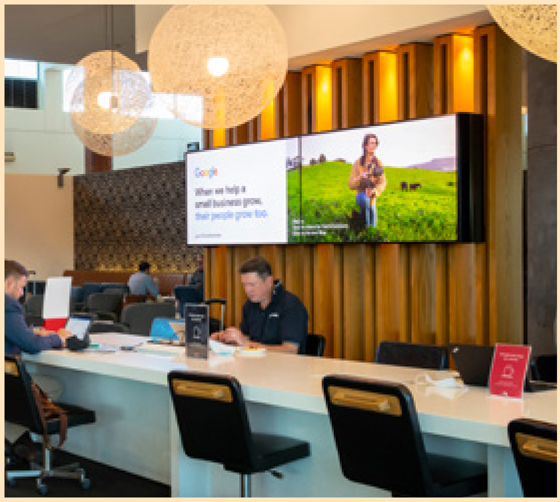
01

Operating and Financial Review

Introduction

oOh!media revenue growth 7%, outperforming broader media market - continued focus on profitable market share and building sustainable growth.

↑ 6% Adjusted NPAT per share	↑ 7% Revenue
↑ 2% Adjusted EBITDA	↑ 10% Reported NPAT



For the year ended 31 December 2023 (CY23) Out of Home (OOH) continued its strong performance as a growth advertising medium and was the fastest growing media segment, according to the Standard Media Index (SMI).

The OMA reported that Out of Home experienced double-digit revenue growth in CY23 of 12% on the prior year. After excluding the impact of the City of Sydney, OMA revenue grew by 8%.

Separately, SMI reported that Out of Home achieved agency media revenue growth of 15%, capturing 14.5% of advertising agency media spend for the year, up from 12.3% in the prior year and representing Out of Home's highest ever level share of agency media spend. This was against a broader decline for total advertising agency spend of 3%, with traditional media such as television declining 14% and radio declining 6%.

oOh! remains well positioned to leverage this structural growth and continues to focus on profitable market share, delivering a 7% increase in revenue on the prior year to $633.9 million. Revenue growth was led by a double-digit increase in oOh!'s Road segment.

Adjusted Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) increased by 2% to $130.2 million. Adjusted Net Profit After Tax (NPAT) was $55.0 million compared to adjusted NPAT of $56.2 million for the prior year.

The Company continues its disciplined approach to contract renewals while maintaining a diverse lease maturity profile. Approximately $137 million or 23% of CY23 revenue is attached to contracts that expire in CY24 while over 50% of CY23 revenue is attached to contracts that expire after three years. Additionally, the Company successfully renewed 75% of large contracts that expired in CY23.

At the same time, oOh! continues to develop new revenue opportunities to further enhance the diversity and scale of its metropolitan and suburban network. During the year oOh! successfully secured three new contracts (Sydney Metro, Sydney Metro Martin Place and Woollahra Council) representing approximately $30 million in annualised revenue upside from mid-2024. These contracts also provide significantly enhanced coverage across the key Sydney CBD and inner metropolitan market.

oOh! has also identified and continues to pursue innovative and diversified revenue opportunities which complement the Company's market-leading expertise in Out of Home. The Company successfully launched reooh during the year, which provides retail clients with a turnkey in-store media screen network, delivering an annualised recurring revenue stream to oOh!. The Retail Media market is projected to reach $3 billion by 2027, according to Morgan Stanley.

The Group's balance sheet remains strong with gearing at 0.6x adjusted EBITDA, and together with strong cashflow generation, this has enabled the Company to deliver a full year dividend of 5.25 cents per share, fully franked, up 17 per cent on the prior year.

As the market leader across Australia and New Zealand, oOh! remains strongly positioned to capitalise on the structural medium-term growth of Out of Home, which is forecast to continue to take share from other forms of media.

The Group will continue to leverage this growth with a focus on pursuing profitable market share opportunities. Innovating its offering will build additional and complementary revenue opportunities to deliver sustainable growth over the medium term.

Group Financial Results

A$m unless specified	CY23	CY22	Variance ($)	Variance (%)
Revenue	633.9	592.6	41.3	7%
Gross profit	417.8	422.8	(5.0)	(1%)
Gross profit margin (%)	65.9%	71.3%	(5.4 ppts)	
Total operating expenditure	(140.0)	(136.9)	(3.2)	2%
Underlying EBITDA	277.7	285.9	(8.2)	(3%)
Other income & non-operating items	0.5	2.1	(1.6)	(77%)
EBITDA	278.2	288.1	(9.8)	(3%)
EBITDA margin (%)	43.9%	48.6%	(4.7 ppts)	
Depreciation and amortisation	(182.8)	(200.7)	17.8	(9%)
EBIT	95.4	87.4	8.0	9%
Net finance costs	(43.1)	(41.2)	(1.9)	5%
Profit/(loss) before tax	52.2	46.2	6.1	13%
Income tax expense	(17.6)	(14.6)	(3.0)	20%
Net profit/(loss) after tax	34.6	31.5	3.1	10%
EPS (cps)	6.3	5.3	1.0	19%
Adjusted EBITDA	**130.2**	**127.1**	**3.1**	**2%**
Adjusted EBITDA margin (%)	20.5%	21.4%	(0.9 ppt)	
Adjusted NPAT	**55.0**	**56.2**	**(1.2)**	(2%)

Revenue Increased By 7% Driven By Continued Strong Double-Digit Performance In Road

Out of Home's appeal to advertisers as a cost-effective advertising medium grew strongly during the year, continuing the segment's out-performance and the structural growth opportunity of Out of Home compared to traditional media.

oOh!'s revenue growth for the year was 7% to $633.9 million, with all formats experiencing revenue growth, including continued strong double-digit growth in Road and further recovery in Fly.

A$m unless specified	CY23	CY22	Variance ($)	Variance (%)
Road	218.4	191.1	27.3	14%
Street Furniture and Rail	197.7	196.5	1.2	1%
Retail	145.2	142.9	2.3	2%
Fly	43.7	33.8	9.9	29%
City and Youth	17.7	17.4	0.3	1%
Other	11.3	10.8	0.4	4%
Total	**633.9**	**592.6**	**41.3**	**7%**

Road

The Group's Road (billboard) division maintained its strong performance, continuing its solid result from the prior year. Revenue for CY23 increased by 14% to $218.4 million. Momentum also continued into the second half with 2H revenue up 16% compared to the prior corresponding half.

Revenue in the segment was well ahead of CY19 levels, with CY23 revenue up almost 50% as oOh! continues to innovate its product offering to leverage the diversity and scale of its metropolitan and suburban network to drive market share gains in the segment.

oOh! added 56 digital locations to its metropolitan and regional roadside billboard portfolio during the period, including 17 sites through its agreement with El Media, and now has over 250 large format digital signs across Australia.

Street Furniture and Rail

Revenue in Street Furniture and Rail increased by 1% to $197.7 million. Revenue declined in the first half, impacted by the introduction of a competitor's significantly expanded City of Sydney offering in September 2022. Revenue increased by 4% in the second half on the prior corresponding half, despite a continued impact from the new City of Sydney offering, due to a stronger performance from the Australian Rail product and New Zealand's Street Furniture recovering from a challenging H1.

Retail

Revenue in the Retail format increased by 2% to $145.2 million compared to the prior year. Revenue growth was softer in the second half, following a strong prior corresponding half. oOh! expanded its Retail digital footprint by adding 380 new digital panels to over 44 new and upgraded centres. oOh! is continuing to increase the penetration of digital panels in Retail through the conversion of classic panels, which will allow the Company to close the performance gap on its competitors.

Fly

The continued recovery in air travel reflected strong revenue growth in the Fly category, which increased by 29% to $43.7 million on the prior year. Revenue growth in percentage terms was stronger in the first half when compared to the prior period which was impacted by the COVID Omicron variant, which reduced air travel. Additionally, growth was softer in the second half with the launch of the Qantas Chairman's Lounge in the prior corresponding half.

With Fly revenue at 66% of CY19 revenue, there is still further upside in this format in the near to medium term.

City and Youth (Previously Locate)

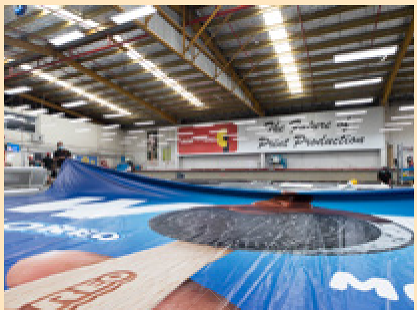
City and Youth predominantly includes the Company's office tower advertising format and has been renamed from Locate, following the divestment of the Café and Venue businesses in January 2023.

Revenue in the City and Youth format was steady on the prior year at $17.7 million. Revenue in the second half grew 10% on the prior corresponding half reflecting the continued return of audiences to Central Business District office environments. Adjusting for the sale of the Café and Venue business, revenue on a like for like basis in the format increased by 9% on the prior year.

The City and Youth segment has a predominantly variable rent profile which ensures it continues to be a highly valuable segment for oOh!.

Other

The Other category primarily includes revenue from the Cactus Imaging, POLY and reooh businesses.



Balanced Portfolio

oOh! maintains a diverse portfolio of assets across a variety of formats and remains focused on digital and data-led innovation in the sector. The digitisation of assets in premium locations across its network continues and digital revenue as a percentage of total revenue in CY23 was 67%, compared to 64% for CY22.

The Company continues its disciplined approach to contract renewals while maintaining a diverse lease maturity profile.

Approximately $137 million or 23% of CY23 revenue is attached to contracts that expire in CY24 which represents a 26% reduction in near term expiry compared to the prior year. Meanwhile over 50% of CY23 revenue is attached to contracts that expire after three years.

Earnings Commentary - Continued Cost Discipline Within Inflationary Environment

Unless specified, the commentary below relates to statutory results in respect of CY23 and the prior year (CY22).

The 7% increase in revenue translated to a statutory gross profit of $417.8 million, down 1% on the prior year. Gross profit and gross margin were impacted by the reclassification of leases from fixed rent to variable rent, and higher variable rent costs.

Gross profit on an adjusted basis increased by 2% to $280.8 million representing an adjusted gross margin of 44.3% (CY23: 46.2%).

The decline in adjusted gross margin was driven primarily by an increase in fixed rents relating to the renewal of some larger contracts during late CY22, and from higher rental abatements received in the prior year. Gross margin was also impacted by a higher proportion of revenue in CY23 from the (lower margin) Fly and Rail formats. Despite this, the gross margin result for oOh! was higher than any period from CY19 to CY21.

In an inflationary environment, oOh! remains disciplined on operational expenditure which increased by 2% on the prior year to $140.0 million on a statutory basis. On an adjusted basis, operational expenditure was $150.6 million, up 3%. Underlying cost growth (excluding one-off adjustments) was 2%, reflecting predominantly labour cost inflation which was partially offset by lower marketing expenses. One-off adjustments included costs associated with make-good on non-renewed leases.

Adjusted EBITDA increased by 2% to $130.2 million, reflecting increased revenue, partially offset by increased fixed rent and lower rental abatements in CY23 compared to the prior year.

Adjusted EBITDA margin was 20.5% compared to 21.4% in CY22.

Reported underlying EBITDA declined by 3.0% to $277.7 million, reflecting the decline in gross margin outlined above.

Adjusted depreciation and amortisation increased on the prior year which was primarily related to a $1.7 million increase in amortisation of intangible software in CY23.

As a result, adjusted EBIT of $71.1 million was up 1% on the prior year.

Net finance costs (on an adjusted basis) increased by $0.8 million, with an increase in costs from higher net debt following the completion of the share buyback, and higher interest rates partially offset by gains from interest rate derivatives.

Adjusted NPAT was $55.0 million compared to adjusted NPAT of $56.2 million for the prior year.

Following completion of the on-market share buyback, adjusted earnings per share increased by 6% from 9.4 cents per share to 10.0 cents per share.

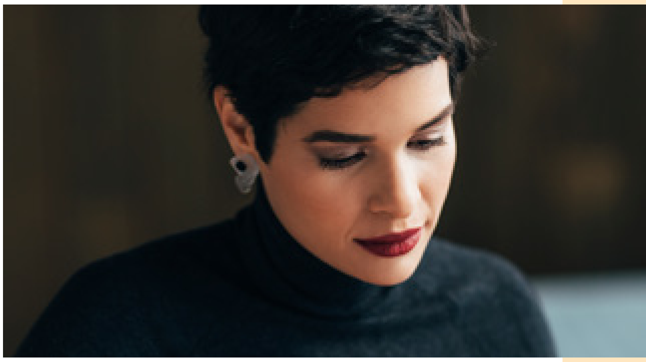
The Group reported a 10% increase in statutory NPAT of $34.6 million for CY23.

Full Year Dividend Up 17% Fully Franked

The Group's policy is to pay dividends of 40-60 per cent of adjusted NPAT.

For CY23 adjusted NPAT was $55.0 million. The Board declared a final dividend of 3.5 cents per share, fully franked, bringing the full year dividend to 5.25 cents per share, fully franked, an increase of 17% on the prior year and representing a 51% payout ratio.

The record date for entitlement to receive the final dividend is 29 February 2024 with a scheduled payment date of 21 March 2024.



Capital Management

On 8 June 2023 the Group advised it had completed its on-market share buyback programme, having bought back 59,864,587 shares for a total of $82.4 million over the course of the programme at an average of $1.37 per share.

The Board continues to assess capital management initiatives.

Cashflow Generation

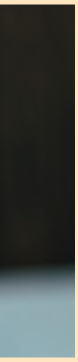
A$m unless specified	CY23	CY22	Variance ($)	Variance (%)
Adjusted EBITDA	130.2	127.1	3.1	2%
Net change in working capital and non-cash items	(3.7)	(14.9)	11.2	(75%)
Income tax paid	(31.9)	(8.3)	(23.6)	284%
Interest paid	(6.4)	(6.4)	-	0%
Net cash from operating activities	**88.2**	**97.5**	**(9.3)**	**(10%)**
Capital expenditure	(39.7)	(27.0)	(12.7)	47%
Other	(2.2)	(1.9)	(0.3)	16%
Net cash flow before financing and acquisitions	**46.3**	**68.6**	**(22.3)**	**(33%)**

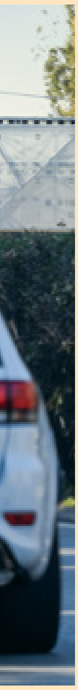
Free cash flow, or net cash flow before financing and acquisitions, declined $22.3 million mainly as a result of increased capital expenditure and a $18.2 million catch up payment of CY22 income tax during 1H 2023, partially offset by working capital movements.

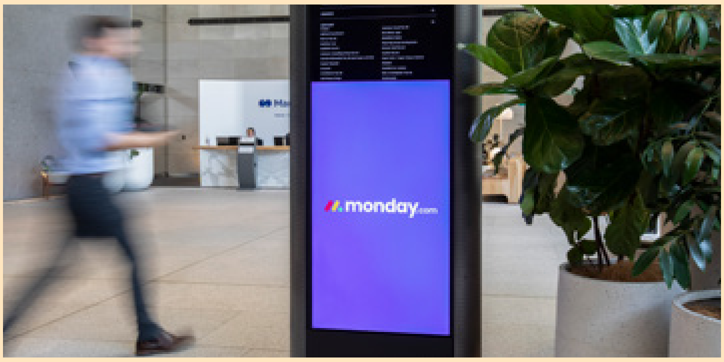
Capital expenditure for CY23 was $39.7 million, 47% ahead of the prior year which was impacted by significant delays in tenders and renewals.

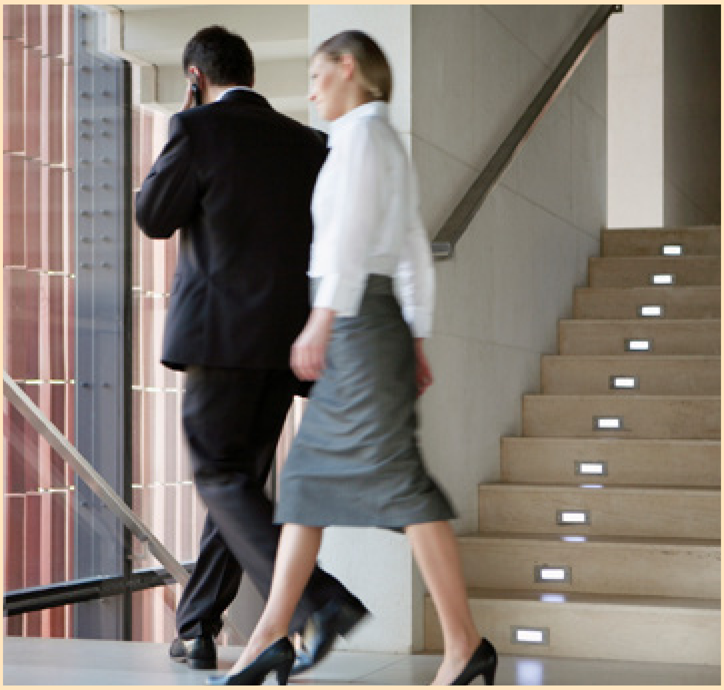
Capital expenditure remains focused on enhancing the Group's digital OOH capability and oOh! launched over 680 new digital sites in key locations during the year.

Capital allocation will continue to be aligned to revenue growth opportunities and concession renewals.









Financial Position Remains Strong

A$m unless specified	CY23	CY22	Variance ($)	Variance (%)
Borrowings	115.4	72.9	42.5	58%
Cash and Cash equivalents	31.6	40.0	(8.4)	(21%)
Net Debt	83.8	32.9	50.9	155%
Leverage Ratio (Net Debt/Adjusted EBITDA)	**0.6x**	**0.3x**	**0.4x**	**n/a**

The Group's financial position remains strong. The completion of the on-market share buyback increased net debt as at 31 December 2023 to $83.8 million compared to $32.9 million as at 31 December 2022. However, net debt has reduced by 25% from 30 June 2023.

The gearing ratio (net debt / Adjusted EBITDA) as at 31 December 2023 was 0.6 times. The Company's target is to maintain gearing not exceeding 1.0 times in the short term. This gearing ratio excludes the impact of AASB 16 which is not seen as debt for the purposes of applying the banking covenants.

The Group maintains total facilities under its banking syndicate of $350 million with $150 million of interest rate derivatives until October 2025 in place, which were taken out in October 2018.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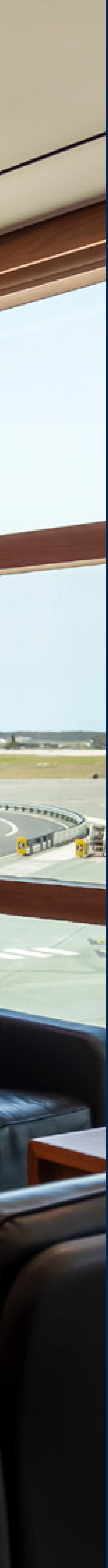

Board of Directors

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Board of Directors

Tony Faure

Chair and Independent Non-executive Director

Tony was appointed to the Board of oOh!media Limited on 28 November 2014 and appointed Chair on 22 September 2017.

Tony was also a Director of the parent company of the oOh!media group (since February 2014).

Skills and experience:

Tony has deep experience in traditional and digital media and marketing, having run both small and large companies. Tony is passionate about ideas that use technology to push limits and create new experiences for consumers. Tony has held the positions of Chief Executive Officer of ninemsn and Chief Executive Officer and Founder of Home Screen Entertainment, and positions at Yahoo! including Regional Vice President, South Asia and Managing Director of Yahoo! Australia and New Zealand. Tony was also an advisor to the Board of seek.com.

Other public directorships (current and recent):

Tony is currently the Chair of ReadyTech Holdings (since 2019).

Catherine O'Connor

Chief Executive Officer and Managing Director

Catherine (Cathy) was appointed as Chief Executive Officer effective 1 January 2021 and as Managing Director effective 11 January 2021.

Skills and experience:

Before joining oOh!media Cathy spent 12 successful years at the helm of Nova Entertainment.

Cathy helped transform Nova into a multi-platform entertainment business, spending 17 years in total with the company. Prior to that she held several management roles at Austereo, after starting her career in radio advertising sales at 2SM and 2GB.

She is leading the strategic evolution of oOh!'s business model at a time of rapid change, capitalising on the Company's significant investments in data, audience insights, content and creative to target sustained growth.

Cathy is Chair of the Sony Foundation, and previously served on the Commercial Radio Australia Board. Her numerous career achievements include a Telstra NSW Business Women's Award for the Private Sector, a Centenary Medal for Service to Australian Society in Business Leadership, and induction into the Commercial Radio Hall of Fame.

A Graduate of the Institute of Company Directors, Cathy also holds a Bachelor of Arts in Communications from University of Technology Sydney.

David Wiadrowski

Independent Non-executive Director and Chair of the Audit, Risk & Compliance Committee

David was appointed to the Board of oOh!media Limited on 29 November 2019.

Skills and experience:

David is an experienced Non-executive Director currently serving on three ASX listed companies and brings strong commercial acumen and skills to the Board. David was a partner of PwC for more than 25 years, holding a number of leadership roles in Australia and overseas including five years as Chief Operating Officer of the firm's largest business consisting of 160 partners and 1,800 staff.

Throughout his career at PwC, David continually developed deep expertise in the technology, entertainment and media sectors. He was the lead audit partner for major clients including Network Ten, Seven West Media, APN News & Media and APN Outdoor.

David holds a Bachelor of Commerce from the University of New South Wales, is a Graduate of the Australian Institute of Company Directors' and is a Fellow of the Chartered Accountants of Australia and New Zealand.

David is a Board member of the Cambodian Children's Fund Australia Limited.

In addition to his outstanding financial credentials, David brings strong commercial acumen to the Board, derived from his extensive experience at PwC and his board roles.

Other public directorships (current and recent):

David is currently a Non-executive Director and Chair of the Audit and Risk Committee of Life360 Inc (since 2019) and Non-executive Director and Chair of the Audit Committee of Car Group Limited (formerly carsales.com) (since 2019). David was appointed as a Non-executive Director of IPH Limited in November 2023.

David was previously a Non-executive Director and Chair of the Audit and Risk Committee of Vocus Group Limited (2017 – 2021).

Philippa Kelly

Independent Non-executive Director and Chair of the Talent & Culture Committee

Philippa was appointed to the Board of oOh!media Limited on 18 September 2019.

Skills and experience:

Philippa has more than 25 years' experience in property, investment management and finance, with a background in law and investment banking.

Philippa has extensive board and executive experience across the retail, commercial and residential land lease property sectors, including significant expertise in corporate transactions, capital raisings and IPOs, funds management, asset management and acquisition and divestments. She was formerly Chief Operating Officer of the Juilliard Group, one of Melbourne's largest private property owners. Previously she was Head of Institutional Funds Management of Centro Properties Group (now Vicinity Centres).

Philippa holds a Bachelor of Laws from University of Western Australia and a Graduate Diploma of Applied Finance & Investment from FINSIA. She is a fellow of the AICD and FINSIA and a member of Chief Executive Women.

Philippa is also an independent Director of AustralianSuper and Chair of its Investment Committee and a Non-executive Director of Hub Australia and River Capital.

Other public directorships (current and recent):

Philippa is currently Chair of Lifestyle Communities Limited (ASX:LIC), and was Deputy-Chancellor of Deakin University until December 2021.

Board of Directors continued

Timothy Miles

Independent Non-executive Director and Chair of the Technology & Transformation Committee

Timothy (Tim) was appointed to the Board of oOh!media Limited on 16 May 2019.

Skills and experience:

Based in Auckland, Tim has significant experience, both internationally and in New Zealand, notably in technology and digital development.

Tim has held senior leadership roles including as Chief Executive Officer of Spark Digital, Managing Director of listed agricultural services group PGG Wrightson, Chief Executive Officer of Vodafone New Zealand and Chief Executive of Vodafone UK and Group Chief Technology Officer of Vodafone plc. Tim has also held senior roles at IBM, Data General Corporation and Unisys Corp. Tim holds a Bachelor of Arts from Victoria University of Wellington.

Tim is currently the Chair of the Gut Cancer Foundation and Mahi Tahi Towers Company and is a Non-executive Director of Nyriad Inc. (previously Nyriad New Zealand, since 2018).

Other public directorships (current and recent):

Tim is currently a Non-executive Director and Chair of HR and Remuneration of Genesis (NZE, since 2016).

Tim was formerly the Chair of Centurion GSM (a joint venture between Vodafone NZ and Millennium Group – ceased May 2022).

Andrew Stevens

Independent Non-executive Director

Andrew was appointed to the Board of oOh!media Limited on 25 September 2020.

Skills and experience:

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.

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

Andrew is currently the Chair of Industry Innovation and Science Australia and is the Data Standards Chair for the Consumer Data Right in Australia and is a Non-executive Director.

Other public directorships (current and recent):

Andrew is currently a Non-executive Director of Stockland Group Limited (since 2017).

Joanne Pollard

Independent Non-executive Director

Joanne (Joe) was appointed to the Board of oOh!media Limited on 24 August 2021.

Skills and experience:

Joe has domestic and international experience in the telecommunications, media, marketing and sports industries. Over a 30 year executive career, Joe was Group Executive of Media and Marketing at Telstra and Chief Executive Officer of Ninemsn and Publicis Mojo. She spent 10 years at Nike Inc as Global Director of Media, Digital and Content and then Chief Marketing Officer at Nike Japan. She has held various leadership roles in sales, media, digital and content at Nine Entertainment Co. and Mindshare in Australia & Hong Kong. Joe is a member of the Australian Institute of Company Directors and Chief Executive Women.

Joe is a director at Greencross Limited and a member of its Audit and Risk Committee. She was previously a non-executive director of Nine Entertainment Co., AMP Bank Limited, Michelle Bridge's 12WBT, I-Select, the Interactive Advertising Bureau, RACAT Group and Australian Association of National Advertisers.

Other public directorships (current and recent):

Joe is currently a director of Endeavour Group (ASX:EDV), Chair of People, Culture and Performance Committee and member of its Audit, Risk and Compliance Committee. She is a Non-executive Director of Washington H Soul Pattinson (ASX:SOL) and is a member of its Audit, Risk, and People Committees.

Maria Polczynski

Company Secretary (resigned effective 28 February 2023)

Maria was previously General Counsel and Company Secretary of oOh!media Limited and resigned as Company Secretary on 28 February 2023. Maria has over 30 years' legal and leadership experience including as the senior legal officer of Bendigo and Adelaide Bank and partner of Sydney-based law firm, Henry Davis York (now part of Norton Rose Fulbright). Maria holds a Bachelor of Jurisprudence/Bachelor of Laws from the University of New South Wales and a Master of Laws from University of Technology Sydney.

Christopher Roberts

Chief Financial Officer and Joint Company Secretary (appointed as Joint Company Secretary on 28 February 2023)

Christopher (Chris) was appointed as Chief Financial Officer and Joint Company Secretary effective 1 August 2022 and 28 February 2023 respectively. Previous to this, Chris was oOh!'s Group Commercial Finance Director and has held a variety of senior finance-related roles during his prior 6 years with the company, including acting CFO and acting Chief Commercial Operating Officer. Chris is a Chartered Accountant and has an Executive MBA with the Australian Graduate School of Management.

Melissa Jones

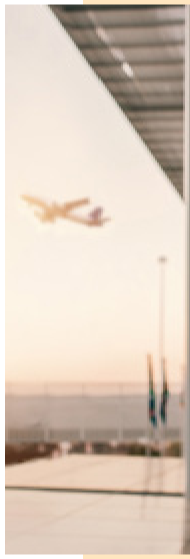
Joint Company Secretary (appointed as Joint Company Secretary on 28 February 2023)

Melissa was appointed as Joint Company Secretary effective 28 February 2023. Melissa is the General Manager of Company Matters, Link Group's company secretarial and governance team. Melissa holds a Bachelor of Law (Hons) and has over 20 years' experience as a lawyer and governance professional. Melissa was previously a Company Secretary of oOh!media Limited between February 2018 and February 2020.

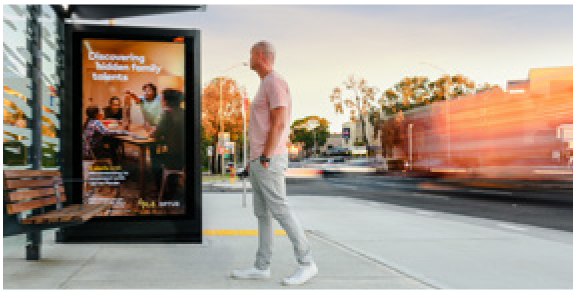
Directors' Report

03

oOh!media is a leading Out of Home media company, offering advertisers the ability to create deep engagement between people and brands.



Directors' Report



Introduction

The Directors of oOh!media Limited (oOh!media or the Company) present their report of oOh!media Limited and its controlled entities for the year ended 31 December 2023.

The Directors and Company Secretaries who held office at any time during or since the end of the financial year ended 31 December 2023, together with their qualifications, experience and further details, are set out on the previous pages, which form part of this report.

The Directors' Report has been prepared in accordance with the requirements of the *Corporations Act 2001* (Cth). The information below forms part of this Directors' Report.

Corporate Structure

oOh!media Limited is a public company limited by shares that is incorporated and domiciled in Australia and listed on the Australian Securities Exchange.

Principal Activities

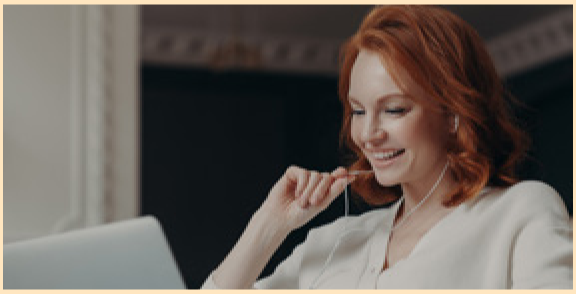
oOh!media is a leading Out of Home media company, offering advertisers the ability to create deep engagement between people and brands across one of the largest and most diverse Out of Home location-based portfolios in Australia and New Zealand. oOh!media's portfolio includes:

- large format digital and classic roadside screens;
- large and small format digital and classic signs located in retail precincts such as shopping centres;
- large and small format digital and classic signs in airport terminals, lounges and in-flight;
- digital and classic street furniture signs;
- digital and classic format advertising in public transport corridors including rail; and
- digital and classic signs in high dwell time environments such as universities and office buildings.

oOh!media also provides advertising creative and printing services.

Tony Faure
Chair






Operating & Financial Review

The consolidated profit/(loss) attributable to the owners of the parent entity for the financial year ended 31 December 2023 was $34,617,000 (2022: $31,516,000).

A review of operations and results of the Group for the year ended 31 December 2023 is set out in the Operating and Financial Review, which forms part of this Report.

Significant Changes In The State Of Affairs

There have been no significant changes in the state of affairs of the Company during CY23.

Likely Developments & Expected Results

The Group's prospects and strategic direction are discussed in various sections of this Report.

Further information about likely developments in the operations of the Group and the expected results of those operations in future financial years has not been included in this Report because disclosure of the information would be likely to result in prejudice to the Group.

Risk Management

Governance

The Company pro-actively manages risks such as strategic risk, operational risk, governance and compliance risk and financial risk. The Board has mechanisms in place to ensure management's objectives and activities are consistent with risk management direction by the Board including governance structures requiring Board approval of:

- the Group's strategic plan and operational objectives;
- the Group's policies regarding governance, conduct and other risks;
- the Group's annual financial forecasts and operating budgets;
- all contracts and agreements which exceed the level of delegation to management in the Delegated Authority Policy approved by the Board; and
- all project developments which exceed the level of delegation to management in the Delegated Authority Policy approved by the Board.

Key Risks

The Company considers the following as being the most relevant risks to the business achieving its strategic, operational and financial targets:

Business Element	Description of risk and the Company's mitigation
External economic conditions	The Company operates in Australia and New Zealand. Several advertiser customers are global organisations whose media expenditure decisions can be affected by economic conditions in other jurisdictions. A general disruption to or downturn in macroeconomic factors such as consumer confidence, or the media industry specifically, may reduce revenues. This may have a significant impact on operating profit as a large proportion of the Company's costs have a fixed component. The Company positions its operations to balance the opportunity of delivering outcomes for investors from stronger economic conditions as well as mitigating the impact of economic downturns given the cyclical nature of the media market. The Company maintains a portfolio of assets which is diversified across several Out of Home segments and across central business district, transport, metropolitan (including suburban) and regional areas in Australia and New Zealand. A significant proportion of arrangements with commercial partners include rent that varies with revenue in a period. The Company maintains debt financing facilities with liquidity headroom above expected operational needs.
Shifting audience patterns	Out of Home audiences were impacted by mandatory stay at home orders / restricted movement orders by governments in Australia and New Zealand during 2020 and 2021 as a result of the COVID-19 pandemic. This has led to an increase in working from home versus traveling to the office, supported by advancements in virtual meeting technology. Given the concentration of assets in CBD areas and particularly in office and rail environments – an elongation of working from home patterns will impact Out of Home audiences and revenues in the office and rail environment in particular versus the pre COVID-19 environment. The Company's diversity of its assets into suburban and regional areas is a partial mitigant to this risk.
Meeting the evolving needs of advertisers	Growth in Out of Home advertising will be dependent on oOh!media's continued ability to adapt to changes in the media landscape, including meeting evolving customer advertising requirements and competitive and legislative changes. The Board oversees key changes in the media landscape and the appropriateness of management's response to such changes. oOh!media has developed a diversified portfolio to mitigate this risk, with diversity and scale across a number of different environments that deliver return on investment for advertisers. oOh!media has also invested in audience data, verification, scalable systems and operating models to manage this risk into the future.
Business partners	oOh!media is dependent on concession contracts with commercial partners to maintain and manage its lease and licence portfolio, media agencies to represent this portfolio to their advertiser clients, and customers who desire the portfolio to advertise their goods and services. Many concession contracts require oOh!media to participate in competitive processes ahead of or at each renewal. Loss or weakening of relationships with media agencies, a change in the size or structure of the media agency market, or loss of relationships with key customers could impact the Group's future operating and business performance. oOh!media has developed a diversified portfolio of relationships with numerous individual commercial partners and with different contract maturity dates to mitigate the impact of losing individual concession contracts, and has invested in data and insights to give agencies and customers more focus and reach for their desired audience using oOh!media's unique portfolio.

Business Element	Description of risk and the Company's mitigation
Business Continuity	oOh!media's ability to continue normal business operations may be adversely affected by a range of external and internal risks, including but not limited to: inability of employees to access key technology operating systems, access by employees to maintain, post and clean physical advertising assets across Australia and New Zealand and severe widespread reductions in audiences for oOh!media's advertising assets across Australia and New Zealand resulting in a significant short term loss of revenue, as occurred in CY20 and CY21 due to COVID-19 pandemic government restrictions on public movement. oOh!media has deployed resources and strategies to mitigate specific risks: Work, health, safety and environmental (WHSE), IT and Cyber Security, Regulatory and Governance, all of which could give rise to a Business Continuity risk – refer to specific risk sections in this report. The Audit, Risk & Compliance Committee of the Board annually reviews oOh!media's Business Continuity plans. The Company's advertising assets are diversified across numerous environments (road, airports, street furniture, shopping centres, rail), geographically diverse locations across Australia and New Zealand and the majority of oOh!media's revenues are from national advertisers who use multiple audience environments. As a result, oOh!media has limited business continuity concentration risk for localised advertising assets. Business continuity risk could arise as a result of widespread sustained impact to assets and audiences. The Company maintains debt financing facilities with liquidity headroom above expected operational needs, operates with rent structures which include a significant element of rent which varies with revenue and in certain key commercial arrangements fixed rent relief in the event of a pandemic.
Acquisitions & integration	Acquisitions may not deliver projected benefits or value, and integrations may not be successful, resulting in interruptions to the achievement of business strategy. oOh!media has deep experience managing business integrations and where appropriate, appoints full time project managers to assist with the management and delivery of integration programs. As required, oOh!media regularly reports against the performance of the integration and the new business to the Board.

Regulatory & Governance	Description of risk and the Company's mitigation
Regulatory	The Group operates in an industry which is subject to specific regulatory risk, planning development regulations for deployment of the Group's assets and regulatory changes with respect to advertising content on the Group's assets. oOh!media engages proactively with regulatory and industry bodies regarding development of regulation and in ensuring compliance by the Group's activities.
Governance	The Group recognises stakeholder expectations regarding governance for an enterprise of its scale and operating as a publicly listed entity. A significant failure to meet expected standards of governance would impact the reputation and business outcomes for the Group. oOh!media engages professional in-house and where required, external, governance experts to assist its corporate, finance, legal and operations functions to provide advice and support, and to manage and review governance processes and systems.
ESG	Expectations from advertisers, governments, landlords, employees, shareholders and other stakeholders with regards to the Company's ESG profile continue to evolve. The Company formally established an ESG function in 2022 and enhances the in-house capabilities through specialist consulting services where appropriate.

IT & Cybersecurity	Description of risk and the Company's mitigation
IT security & resilience	Failure to appropriately address security risks around external threats to the digital network, IT systems and data (including personal information) could result in system suspension, loss of control or failure, the potential loss of intellectual property or a personal information data breach. oOh!media has developed a Cyber Security Strategy and processes. Activities in relation to managing Cyber Security risk are overseen by a Cyber Security Steering Committee comprising of executives leading the operational functions in addition to the IT executive leadership. Cyber risk management activities are reported regularly to the Board and its Committees, including the Technology & Transformation Committee. The business does not acquire nor retain private information of individuals other than employees.

People & Capabilty	Description of risk and the Company's mitigation
WHSE	Work, health, safety and environmental (WHSE) risks could occur causing physical injury or death to employees or others, damage to property or the environment, damage to reputation and involve regulatory breach. oOh!media has a dedicated Wellbeing, Safety and Environment function, complemented by a management system that is rigorously enforced. This team conducts quality assurance on providers to ensure compliance with policies, induction, licensing requirements, insurance and WHS policies. oOh!media has a Group-wide induction and new site training program for workplace, health and emergency measures and conducts third party independent audits of its work, health & safety and environmental systems to identify any areas for continuous improvement. Strategy and processes, policies and activities in relation to managing WHSE are overseen by a WHSE Steering Committee comprising of executives leading operational functions across the Group. WHSE risk management activities and all incidents are reported to and considered regularly by the Board.
Culture, employee retention & succession	The Company has a vibrant and professional culture which embraces colleagues as individuals as well as contributors. This culture has enabled the Company to grow to be the largest Out of Home operator in Australia and New Zealand. Business structure and employee capability may not continue to evolve to meet the growing changes and complexity in the products, market, agencies and emerging digital environment. This failure may negatively impact the ongoing relevance and performance of oOh!media within the market. As the business evolves, structure, culture and capability is carefully assessed to ensure it aligns to the business strategy and has the agility to adapt to new favourable opportunities. oOh!media has Group-wide onboarding and subsequent structured and on the job learning programs, an informal mentoring program, and recognition programs beyond remuneration. The Talent & Culture Committee of the Board works closely with the CEO and Chief People & Culture Officer on the design and implementation of the Company's culture programs, reviewing results and the Company's response and action to regular culture surveys. Employee retention and succession planning enables the Group's consistent performance and delivery of its strategy and competitive success. Significant loss of employees and particular capabilities over a short period could impact the Company's ability to operate effectively or achieve its revenue targets. oOh!media undertakes short-term and long-term succession and organisational planning for key roles. Retention and succession activities and outcomes are regularly reviewed by the Board.

Matters Subsequent To Reporting Date

Since the end of the financial year, and after the approval of these consolidated financial statements, the Board has declared a fully franked dividend of 3.5 cents per ordinary share, amounting to $18,857,000 in respect of the year ended 31 December 2023 (31 December 2022: $17,433,000). This dividend is payable on 21 March 2024. The financial effect of this dividend has not been brought to account in the consolidated financial statements for the year ended 31 December 2023 and will be recognised in subsequent financial reports.

No other matter or circumstance at the date of this Report has arisen since 31 December 2023 that has significantly affected or may affect:

- the operations of the Group in future financial years;
- the results of those operations in future financial years; or
- the Group's state of affairs in future financial years.

Environmental Regulation

The operations of the consolidated entity are not subject to any particular or significant environmental regulation under the law of the Commonwealth of Australia or any of its states or territories, or New Zealand. The Group has not incurred any significant environmental liabilities.

For further information see the Sustainability Report.

Proceedings On Behalf Of The Company

No proceedings have been brought on behalf of the Group, nor have any applications been made in respect of the Group under section 237 of the *Corporations Act 2001* (Cth).

Rounding Of Amounts

ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 (Instrument) issued by the Australian Securities and Investments Commission (ASIC), relating to the "rounding off" of amounts in the Directors' Report applies to the Company.

Amounts in the Directors' Report have been rounded off in accordance with the Instrument to the nearest thousand dollars, or in certain cases, to the nearest dollar, unless otherwise stated.

Directors' Meetings

The record below shows the number of directors' meetings held during the year, the number of meetings the directors were eligible to attend and the number of meetings attended.

Director	Board Meetings		Audit, Risk & Compliance Committee		Talent & Culture Committee		Technology & Transformation Committee	
	H	A	H	A	H	A	H	A
Total meetings	**12**		**4**		**6**		**4**	
Tony Faure	**12**	**12**						
Philippa Kelly	**12**	**12**			6	6	4	4
Timothy Miles	**12**	**11**	4	4			4	3
Cathy O'Connor	**12**	**12**						
Joe Pollard	**12**	**12**			6	6		
Andrew Stevens	**12**	**12**	4	4			4	4
David Wiadrowski	**12**	**12**	4	4	6	6		

H – number of meetings held during the period the Director was a member of the Board/Committee.

A – number of meetings attended by the Director during the period the Director was a member of the Board/Committee.

In addition, Board sub-committees were convened from time to time during the period to support the Board in execution of its responsibilities.

Board Skills, Experience & Diversity

The Board, together with the Talent & Culture Committee, reviews the skills, experience and diversity represented by Directors on the Board and determines whether the composition and mix of these factors remain appropriate for the Company's strategy, subject to limits imposed by the Constitution and the terms served by existing Non-executive Directors.

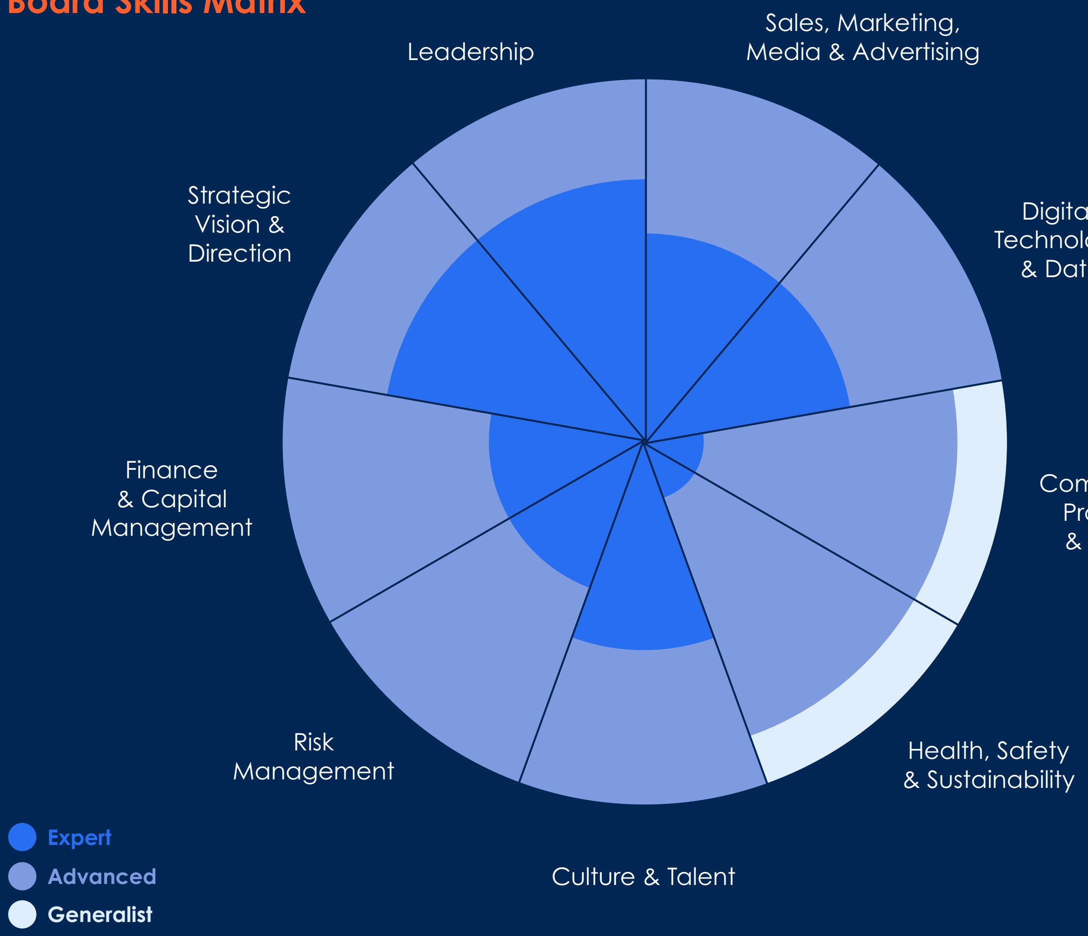
The results of the 2023 self-assessment of the Directors' skills and experience are shown on the matrix below. The results represent those Directors who confirmed their expertise or experience in the relevant area.

The Board has an average tenure of 4 years and 7 months[1], representing a good balance of deep corporate knowledge and new perspectives. During 2023, the Board had a male:female ratio of 4:3[2]. This represents 42.8% women Directors, in excess of the minimum 30% recommended by the ASX Corporate Governance Council for ASX 300 companies.

We are confident the current Board composition provides a strong combination of skills, experience and diversity to allow oOh!media to execute its long-term strategy to drive sustainable growth and maximise shareholder value.

[1] Reflects Non-executive Director tenure only, as at 31 December 2023.
[2] This is inclusive of the CEO.

Board Skills Matrix



Notes: The matrix above shows the Board skills composition at the date of this Report

Commercial Property & Assets

Experience in commercial property, leasing and asset / inventory management, including in multi-site deployments.

Leadership

Successful leadership of a large organisation, including executive oversight and governance of a listed company.

Culture & Talent

Experience in overseeing and assessing people, including corporate culture, leadership assessment and workforce and succession planning and in setting remuneration frameworks and executive incentives.

Risk Management

Experience in risk management and strategy, including risk culture and appetite and systematic risk identification, assessment, controls and monitoring.

Digital, Technology & Data

Experience in technology strategies, information, data security and innovation and in digital media creation, sourcing and distribution.

Sales, Marketing, Media & Advertising

Experience in marketing and sales execution within the advertising and media sector across traditional and digital media channels.

Finance & Capital Management

Experience in financial accounting and reporting and debt and equity capital management, including investor relations. Experience in capital allocation across business operations.

Strategic Vision & Direction

Experience and acumen in developing, implementing and delivering strategic business objectives.

Health, Safety & Sustainability

Experience overseeing and assessing environmental, social and workplace health and safety initiatives, including the sustainability of relevant processes. Experience monitoring internal and external processes, including mental health, physical well-bring, supply chain, emissions and modern slavery risks.

Corporate Governance

oOh!media's most recent Corporate Governance Statement is available on oOh!media's website under https://investors.oohmedia.com.au/investor-centre/?page=governance.

Shared Issued & Exercise of Rights

Ordinary shares of oOh!media Limited

At 31 December 2023, there were 4,182,863 performance rights on issue (2022: 6,230,659). In 2023, 3,191,012 performance rights vested under the Long-Term Incentive Plan and 351,248 performance rights lapsed. These shares were allocated from the Employee Share Trust.

The total number of fully paid shares on issue at 31 December 2023 is 538,781,286 (2022: 581,083,960).

Directors' Interests In Shares, Rights and Options of the Company

The relevant interests of each Director in the equity of the Company and related bodies corporate as at the date of this Directors' Report are disclosed in the Remuneration Report.

Shareholder Returns

	2023	2022	2021	2020	2019
Adjusted NPAT	**54,983**	**56,216**	**12,689**	**(8,509)**[a]	**52,352**
Profit attributable to the owners of the Company ($'000)	34,617	31,516	(10,288)	(36,183)[a]	13,668[b]
Basic earnings per share (cents)	6.3	5.3	(1.7)	(7.1)[a]	5[c]
Dividends – interim paid and final declared ($'000)	28,286	26,368	5,986	Nil	26,566
Dividends per share – interim paid and final declared (cents)	5.3	4.5	1.0	Nil	11.0
Share price – closing at balance date ($)	1.66	1.259	1.69	1.66	3.64
Free Cash Flow per share (cents per share)	8.4	11.5	8.7	16.4	14.5
Return on invested capital (%)	15.66%	14.92%	9.12%	6.11%	12.09%

a. As a result of the IFRS IC agenda decision – IAS 38 Intangible Assets, the Group has changed its accounting policy, retrospectively adjusting the accounting for customisation costs for cloud computing arrangements. Refer to Note 2 of the FY21 Financial Statements.

b. As a result of the IFRS Interpretation Committee (IC) agenda decision, the Group has changed its accounting policy, retrospectively adjusting the deferred tax accounting for Brands. Refer to Note 10 of the 2020 Financial Statements.

c. CY19 basic earnings / (loss) per share have been adjusted to reflect the Group's capital raising during 2020. Refer to Note 29 of the 2020 Financial Statements.

Shareholder returns per share reflect:

- the issuance of:
  - 71,709,994 additional fully paid ordinary shares issued in July 2018 to assist in financing the acquisition of the share capital of Adshel on 28 September 2018;
  - 315,101,745 additional fully paid ordinary shares issued in April 2020 as part of the equity raising announced on 26 March 2020;
  - 6,857,593 additional fully paid ordinary shares in March 2021 to fulfil obligations under the Company's employee incentive plans, upon 2020 short term incentives being issued as equity rather than cash; and
- the cancellation of :
  - 17,561,913 during CY22 as part of the on-market share buy-back;
  - 42,302,674 during CY23 as part of the on-market share buy-back.

Net profit amounts have been calculated in accordance with the Australian Accounting Standards. Dividends for CY23 were fully franked.

Dividends

The following fully franked dividends have been paid to date:

Dividends paid during 2023	Amount per share (cents)	Total paid ($)
Final 2022 dividend (paid 23 March 2023)	3.00	17,432,519
Interim 2023 dividend (paid 21 September 2023)	1.75	9,428,658

Dividends paid during 2022	Amount per share (cents)	Total paid ($)
Final 2021 dividend (paid 24 March 2022)	1.00	5,986,459
Interim 2022 dividend (paid 23 September 2022)	1.50	8,935,744

The Company's policy is to pay dividends of 40-60 per cent of Adjusted Underlying net profit after tax, as AASB16 does not have a cash impact and there is no cash replacement cost for the acquired intangibles. The Board declared a fully franked final dividend of 3.5 cents per ordinary share in respect of the year ended 31 December 2023. This dividend is payable on 21 March 2024. The financial effect of this dividend has not been brought to account in the consolidated Financial Statements for the year ended 31 December 2023 and will be recognised in subsequent financial reports. The financial effect of this dividend is outlined in Note 34 of the financial statements.

The Company's Dividend Reinvestment Plan did not operate for any dividends paid during CY23 and will not operate for the Final 2023 dividend.

Indemnification & Insurance Of Directors And Officers

The Company, to the extent permitted by law, indemnifies each Director, alternate Director and Executive Officer of the Company on a full indemnity basis against all losses, liabilities, costs, charges and expenses incurred by that person as an Officer of the Company or one of its related bodies corporate.

The Company, to the extent permitted by law, may purchase and maintain insurance, or pay, or agree to pay, a premium for insurance for each Director, alternate Director and Executive Officer of the Company against any liability incurred by that person as an Officer of the Company or its related bodies corporate, including a liability for negligence or for reasonable costs and expenses incurred in defending or responding to proceedings, whether civil or criminal and whatever their outcome.

The Company may enter into contracts with a Director or former Director agreeing to provide continuing access to board papers, books, records and documents of the Company that relate to the period during which the Director or former Director was a Director. The Company may arrange that its related bodies corporate provide similar access to board papers, books, records or documents.

Insurance Premiums

The Company has paid insurance premiums in respect of Directors' and Officers' Liability insurance for the year ended 31 December 2023 and since the end of that year. Such insurance contracts insure against certain liability (subject to specific exclusions) of persons who are or have been Directors, alternate Directors or Executive Officers of the Company or in that capacity to the extent allowed by the *Corporations Act 2001* (Cth). The terms of the policies prohibit disclosure of the liability and premium paid.

Non-Audit Services

During the year, KPMG, the Company's auditor, performed certain other services in addition to its statutory duties.

The Board has considered the non-audit services provided during the year by the auditor, and, in accordance with the advice received from the Audit, Risk & Compliance Committee, is satisfied that the provision of those non-audit services during the year by the auditor is compatible with, and did not compromise, the auditor independence requirement of the *Corporations Act 2001* (Cth) for the following reasons:

- all non-audit services are subject to corporate governance procedures, including oOh!'s Non-Audit Services Policy, adopted by the Group and have been reviewed by those charged with the governance of the Group throughout the year to ensure they do not impact the integrity and objectivity of the auditor; and
- the non-audit services provided do not undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants (including Independence Standards) as they did not involve the auditor reviewing or auditing its own work, acting in a management or decision-making capacity for the Group, acting as an advocate to the Group or jointly sharing the risks and rewards.

Details of the audit and non-audit service fees paid or payable to the Company's auditor during the year are disclosed in Note 31 of the financial statements.

Audit and assurance services	2023 $	2022 $	2021 $
KPMG Australia			
Audit and review of Financial Statements	871,261	673,770	601,002
Other assurance services	2,050	131,087	171,991
Total audit and assurance services	**873,311**	**804,857**	**772,993**

Other services	2023 $	2022 $	2021 $
KPMG Australia			
Taxation compliance and advisory services	158,477	473,978	213,407
Total other services	**158,477**	**473,978**	**213,407**
Total auditor's remuneration	**1,031,758**	**1,278,835**	**986,400**

Other Information

The following information, contained in this Annual Financial Report, forms part of this Directors' Report:

- Operating and Financial Review
- Board of Directors
- Audited Remuneration Report
- Lead Auditor's Independence Declaration

This Report is made in accordance with a resolution of Directors, pursuant to section 298(2)(a) of the *Corporations Act 2001* (Cth).

Signed on behalf of the Directors.

Tony Faure
Chair

19 February 2024, Sydney

Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the Directors of oOh!media Limited

I declare that, to the best of my knowledge and belief, in relation to the audit of oOh!media Limited for the financial year ended 31 December 2023 there have been:

i. no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

ii. no contraventions of any applicable code of professional conduct in relation to the audit.

KPMG

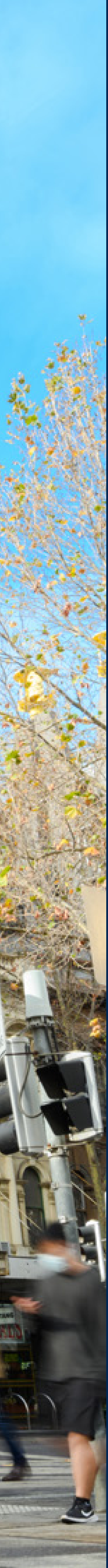
Kristen Peterson

Partner

Sydney

19 February 2024

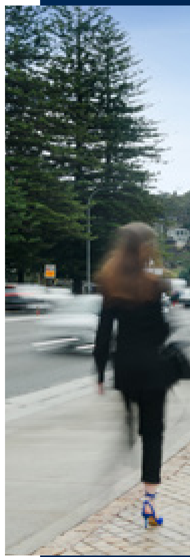

See beyond.
The Audi e-tron S Sportback.
vodafone
vodafone
Bourke St
For Lease



Remuneration Report

04

Chair's Letter



Dear Shareholders,

On behalf of the Board, I am pleased to present the oOh!media Remuneration Report for the year ended 31 December 2023.

During CY23, oOh!media sought to capitalise on the growth of the Out of Home (OOH) sector against other media. The team secured significant tender wins that bring immense value to the business and demonstrate the growth enabled by oOh!media's digital first network strategy.

These strategically important wins include:

- new digital and motion enabled screens for Sydney Metro and the Southwest line;
- the landmark Martin Place integrated station precinct; and
- the inaugural out of home contract for Woollahra Council.

Our remuneration focus during CY23 was on the implementation of a range of changes designed to ensure a stronger link between incentives and performance based outcomes.

This focus rewards achievement of the Group's growth strategy and is aligned with shareholder returns. These included:

1. Introduction of an equity-based deferral scheme reflecting market practice to increase equity participation in executive remuneration and to further align executive reward to shareholder interests;
2. Focus on executive pay mix to reflect a greater proportion at risk through short and long term incentives; and
3. Re-weighting of incentive metrics towards driving continued growth.

Philippa Kelly
Chair, Talent &
Culture Committee

Long-Term Incentives

The CY21 Long-term incentive (LTI) plan partially vested in February 2024, resulting in 61% of the full allocation vesting. Details of the outcomes can be found on page 52 of this Report.

The LTI has remained largely unchanged over the last three years. While measures remain aligned to business priorities, in 2024 we will introduce a refinement to the index against which the relative total shareholder return (TSR) metric is assessed to ensure it is more directly comparable to media companies in the ASX 300 than the current ASX 200 index (excluding Financials, Industrials, Materials, Oil, Gas and Consumable Fuels).

The bulk of the investor base for oOh!media is invested in the small capitalisation part of the ASX and is the basis on which their fund management performance is measured. As a result commencing in 2024, we will adopt the ASX Small Ordinaries Industrials Index (ASX:XSI).

Short-Term Incentives

Short-term incentive company performance measures were expanded in CY23 to reflect an increase in weighting for EBITDA and revenue. Changes were designed to focus on driving continued profitable growth. When reviewing the results, the Board carefully scrutinised the drivers and quality of the results, and in particular compared the company's market share relative to the Out of Home share of media growth.

As a result, the outcomes for the four CY23 measures are outlined below:

- Target: 45% achieving adjusted underlying EBITDA[1] at 20.4% of revenue for CY23
  Outcome: 98.9%
- Target: 30% achieving CY23 revenue budget
  Outcome: Nil – the Board exercised its discretion to reduce achievement of this measure down from 60% to nil
- Target: 15% maintaining or growing Out of Home market share from the end of CY22
  Outcome: Nil
- Target: 10% achieving strategic priorities to deliver digital platform initiatives
  Outcome: 100%

Achievement against the corporate measures resulted in 54.5% of the potential full corporate scorecard for CY23 being awarded.

The company performance measures for the STI will be further refined for 2024. Individual component measures will be simplified with a focus on continuing to deliver the growth strategy.

[1] Adjusted underlying EBITDA referred to in Note 4 of the Consolidated Financial Statements.

Non-executive Director Fees

Following an external benchmarking exercise Non-executive Director fees were increased in CY23, the first increase since 2019. Fees will remain unchanged for CY24.

Summary

Our approach to remuneration is to deliberately align remuneration with performance and to incentivise growth through a significant component as at-risk variable pay.

We are confident the outcomes this year are consistent with the performance of oOh!media and the experience of our shareholders, while also recognising our critical need to attract, motivate and retain our executives in order to progress our strategic objectives and deliver the best outcomes for all shareholders.

In conclusion, I want to take the opportunity to thank the entire oOh!media team for their continuing commitment and support throughout 2023.

Philippa Kelly
Chair, Talent & Culture Committee

This Report sets out the Group's approach to its remuneration philosophy and on-going refinements of the incentive structure introduced to further align with shareholder value.

The information in this Report has been audited as required by section 308 (3C) of the *Corporations Act 2001* (Cth).

1. List of KMP

The key management personnel (KMP) for 2023 are the Non-executive Directors and two Executive roles with specific responsibility for planning, directing and controlling the material activities of oOh!media, namely the Managing Director/Chief Executive Officer and the Chief Financial Officer. There is also an Executive Leadership Team that supports the KMP.

Non-executive Directors	
Tony Faure[a]	Chair and Independent Non-executive Director
Philippa Kelly	Independent Non-executive Director
Timothy (Tim) Miles	Independent Non-executive Director
Joanne (Joe) Pollard	Independent Non-executive Director
Andrew Stevens	Independent Non-executive Director
David Wiadrowski	Independent Non-executive Director

Executives	
Catherine (Cathy) O'Connor	Chief Executive Officer and Managing Director (CEO)
Christopher (Chris) Roberts	Chief Financial Officer (CFO)

a. From 2023, the Board considers Tony Faure to be an Independent Non-executive Director.

Reporting Principles

The Remuneration Report refers to a range of non-IFRS (International Financial Reporting Standards) financial information including adjusted underlying EBITDA. oOh!media believes this non-IFRS financial information provides useful insight to users of this Report in measuring the financial performance and condition of oOh!media. The Remuneration Report has been prepared on a basis consistent with the Consolidated Financial Statements and accordingly includes total remuneration details for the year ended 31 December 2023.

2. Remuneration Philosophy And Framework – At A Glance

This Remuneration Report explains the Board's approach to executive remuneration, the performance measures and link to strategy. oOh!media's remuneration principles are to guide practices that are market competitive, performance related, fair, and easily understood.

The overarching objective of our remuneration framework is to attract, retain and motivate the right talent for our diverse workforce. Executive incentives are "at-risk" and reward achievement of oOh!media's annual financial outcomes and strategic goals, as well as long-term growth in shareholder value.

Component	Performance Measure	At Risk Portion	Link to Strategic Objectives
Fixed Annual Remuneration (FAR) **Salary and other benefits including Superannuation.**	Not applicable.	Not applicable.	To attract and retain talented people.
Short-Term Incentive (STI) **Delivered in cash (67%) and deferred equity (33%).** **Most employees are eligible to participate in the STI program. Participants must be employed by 1 October in the year to be eligible that year[1].**	Executive KMP have a weighting of 70% organisational and 30% individual performance. **Organisational performance** is assessed against four measures: **a. 45% adjusted underlying EBITDA Margin** Achieve adjusted underlying EBITDA Margin of 20.4% of revenue for CY23. **b. 30% Revenue Achievement** Achieve CY23 revenue budget. **c. 15% maintaining Out of Home Market Share** Share of the total Australian and New Zealand Out of Home market[2]. The base is no adverse change in market share from the end of CY22 for Australia and New Zealand. **d. 10% achievement of Strategic Priorities** including delivery of Digital first platforms resulting in business efficiencies. **Individual performance** 100% measures are set with line management and subject to overriding discretions and consistency calibrations.	CEO: Target[3] 35% of FAR **Maximum 53% of FAR** CFO: Target[3] 36% of FAR **Maximum 54% of FAR**	Adjusted underlying EBITDA Margin is used as a company performance measure to reward profitable growth. The Revenue Achievement measure is intended to reward growing oOh!'s revenue and more broadly leading Out of Home share of media growth. The Market Share measure complements the Revenue Achievement measure, to ensure that revenue growth is not simply due to sector growth, by requiring oOh! to maintain or grow position as a market leader in the Out of Home market. The Strategic Priorities measure ensures that oOh! capitalises on delivery of Digital platform initiatives that enable value-added features and business agility. The first three measures each include the opportunity for a greater than 100% STI target award for overachievement, but the Strategic Priorities measure does not. All of the measures allow for a reduced award for a shortfall in achievement that is still above minimum thresholds. Subject to overriding Board discretion, no allocation applies for underachievement below the stated minimum thresholds. For further detail see page 48.

Component	Performance Measure	At Risk Portion	Link to Strategic Objectives
Long-Term Incentive (LTI) **A grant of performance rights by invitation to a defined set of senior leaders as approved by the Board and aligned to long-term shareholder value creation.**	There are three LTI performance hurdles, each measured over a 3-year performance period and each representing 1/3 of the award (at grant). The first is based on a **Cumulative Free Cash Flow per share (FCF)**, being calculated as: (operating cash flow CY23-CY25 less capital expenditure and finance lease liabilities paid over CY23-CY25) / weighted number of issued shares[4]. The second hurdle is based on a **Return on Invested Capital (ROIC)**, being calculated as: (CY25 adjusted underlying EBITDA) / invested capital[5]. The third hurdle is based on **Relative Total Shareholder Return[6] (TSR)** assessed against a defined comparator group from the ASX 200 index (excluding Financials, Industrials, Materials, Oil, Gas and Consumable Fuels).	CEO: **62% of FAR** (at grant) CFO: **52% of FAR** (at grant)	Aligns the interests of Executive KMP and other key employees with shareholders by focusing on long-term growth. The purpose of oOh!media's LTI Plan is to provide an incentive to attract, retain and motivate eligible employees whose present and potential contributions are important to the success of oOh!media by offering them a chance to participate in the future performance of the Company. All selected measures are objective and transparent. FCF aligns incentives with shareholder interests by measuring and rewarding oOh!media's ability to generate cash flow on a per share basis. The ROIC hurdle rewards employees for generating shareholder returns relative to the deployment of the Company's capital. Relative TSR[6] measures performance against peers and reflects investor returns generated by the Company compared to a broad index of other investment opportunities for shareholders. The number of rights that vest is a percentage of those targeted, based on the outcome of the three hurdles over the performance period of CY23 to CY25. For further detail see page 49.

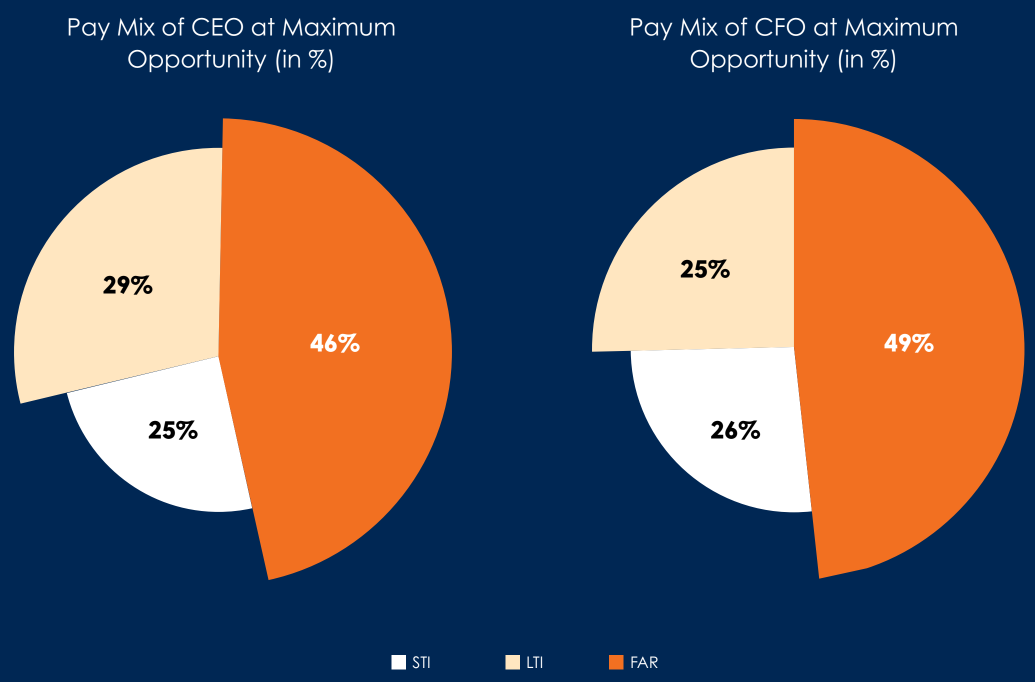
1. This is subject to Board discretion in exceptional circumstances.
2. For Australia this is measured principally using the Outdoor Media Association CY22 data and for New Zealand the figures are provided by the Out of Home Media Association Aotearoa (OOHMAA).
3. "Target STI" represents the amount payable at 100 percent achievement of STI measures outlined on page 48. Maximum STI is available on reaching a: set value above the Revenue budget, growing OOH market share and EBITDA margin and achievement of individual performance measures
4. "Weighted number of issued shares" refers to having regard to the weighted shares on issue from 1 January 2023 to 31 December 2025.
5. "Invested capital" refers to the Average of the opening and closing balances of invested capital for CY25. Fixed costs are fixed rent obligations previously realised in cost of goods sold and OPEX pre AASB16 resulting in an Adjusted Underlying EBITDA result. Invested capital is total equity plus net debt.
6. Relative TSR is calculated as aggregate dividends paid during the 3-year performanceperiod plus the share price movement from the beginning to end of the performance period.

3. Executive Remuneration Framework - In Detail

Consistent with oOh!media's remuneration philosophy and framework, annual adjustments for Executives in 2023 have focused on re-weighting towards at-risk components to align with the desired pay mix for Total Target Remuneration, with fixed remuneration at 50%, short-term incentives (STI) 25%, and long-term incentives 25%. The current median at-risk target for executives in 2023 is 20% for STI and 18.5% for LTI.

3.1 Pay Mix

The following charts show the remuneration mix (FAR, STI at maximum and LTI (face value at grant)) as a percentage of total remuneration for Executive KMP in CY23.



3.2 Fixed Annual Remuneration (FAR)

Fixed annual remuneration is made up of salary and other benefits including superannuation and is periodically benchmarked to ensure it remains market competitive. The Superannuation rate was 10.5% from 1 January – 30 June 2023 and then 11% from 1 July – 31 December 2023.

3.3 Short-Term Incentive (STI)

Purpose and Overview	**To reward the achievement of annual performance targets aligned with oOh!media's business strategy and objectives which deliver sustainable stakeholder outcomes, delivered in cash (67%) and deferred equity (33%).**
STI Funding	The pool to fund STI rewards is determined by the Group's financial performance before specific items.
Weighting of STI Measures	The Executive KMP STI is weighted 70% to company performance and 30% on individual performance.

STI Opportunity (at target and at maximum)	STI outcome is capped at 150% of the target.	**% of FAR**
	CEO	35% at target 53% at maximum
	CFO	36% at target 54% at maximum

	Weighting	**Measure**
Company Performance Measures (70% of the STI)	**45%**	**1. EBITDA Margin measure** 100% target is achieved if Adjusted Underlying EBITDA margin is 20.4% of revenue. A partial amount is awarded if the Adjusted Underlying EBITDA margin threshold of 18.4% of CY23 revenue is achieved. Achievement greater than target is pro rated and capped at 150% for achievement 2% or greater than target.

EBITDA Margin	STI % is
<18.4%	nil
18.4% [Threshold]	50%
18.4% - 20.3% [Below Target]	pro rata increase from 50-100%
Budget 20.4% [Target]	100% of target payout
20.4% - < 22.4% [Above Target]	pro rata increase from 100-150%
> 22.4% [Maximum]	150%

	Weighting	**Measure**
	30%	**2. Revenue budget measure** 100% of the target is met if the Company achieves its CY23 revenue budget, $656.9m. No payout is awarded if the company achieves less than 93.5% of the revenue budget. 25% payout is awarded based on 93.5% achievement of budget, with pro rated achievement up to 106.5% achievement on revenue budget, capped at 150% payout.
	15%	**3. OOH Market share measure** 100% of the target is achieved when oOh! maintains by the end of CY23 its OOH market share. At the end of CY22 it was 40.3%. No payout is awarded if the Company's CY23 market share is less than the Company's CY22 market share. 100% payout is achieved at the same market share of 40.3%, with pro-rated achievement to 130% payout at 41.3% market share (i.e. the Company achieves an increase of +1% market share). There is an uncapped 30% multiplier for each 1% of OOH market share gained above 41.3% market share.
	10%	**4. Strategic Priorities measure - Digital platform initiatives** 100% payout on the achievement of this initiative. No below target pro rata achievement or overachievement is paid.

Individual Objectives (30% of the STI)	**CEO & CFO**	The CEO and CFO's individual objectives relate to key strategic focus areas, please refer to page 52.
Deferred STI Payment	To enhance alignment of STI with shareholder expectations, 33% of annual STI outcome will be in deferred equity, specifically in 1-year Restricted Shares. This will increase the stake of executives on a medium-term share price that benefits both the shareholder and the executives upon disposal. Participants may voluntarily elect for the deferred portion to be subject to post-vesting disposal restrictions for up to 15 years from commencement of the annual performance period.	

Note: This is a summarised form of the STI metrics.

3.4 Long-Term Incentive (LTI)

Overview	**A grant of performance rights with a three-year performance period subject to performance against 3 LTI measures.**
Grant date	May 2023.
Award	The number of performance rights granted was a fixed dollar amount as determined by reference to the face value of the shares on the date of grant. The number of performance rights allocated to each Executive was the LTI value attributable to the individual divided by the 10-day VWAP following the release of oOh!media's CY22 annual financial results (being $1.59). Rights were granted for nil consideration.
LTI Opportunity (at grant)	One-third of the rights vest upon achieving 100% of each of the Cumulative FCF hurdle, the ROIC hurdle and the Relative TSR hurdle. Scaling of rights to vest addresses both some underperformance and, for FCF and ROIC, also overperformance, subject to maximum vesting at 150%.
Performance period	Three calendar years starting the year the LTI was granted, i.e. 1 January 2023 to 31 December 2025.
Vesting Dates	LTI performance rights granted in CY23, will vest, or not, following the publication of the 31 December 2025 audited Financial Statements to the Australian Securities Exchange.
Vesting Conditions	Each performance measure has a respective weighting of one-third each.

	Weighting	Measure
LTI Performance Measures	**33.3%**	**1. FCF** 100% target is achieved if FCF is 34.0 cents per share. A partial amount is awarded if the FCF threshold of 25.0 cents is achieved. Achievement greater than target is pro rated and capped at 150% for achievement >42.1.

Company's Cumulative FCF per share (cents/per share) CY23–CY25	% of rights that vest
< 25.0 [Below Threshold]	nil
25.0 [Threshold]	50% of target LTI
25.0 - 34.0	straight line pro rata vesting between 50% and 100%
34.0 [Target]	100% of target LTI
34.0 - 42.1 [Above Target]	straight line pro rata vesting between 100% and 150%
> 42.1[Maximum]	150% of target LTI

	Weighting	Measure
	33.3%	**2. ROIC** 100% of the target is met if the Company achieves its ROIC target of 20.3%. A partial award is made if the ROIC threshold of 17.5% is achieved. Achievements above target are pro rated and capped at 150% for achievement greater than 26.3%.

Company's ROIC	% of rights that vest
< 17.5% [Below Threshold]	nil
17.5% [Threshold]	50% of target LTI
17.5% - 20.3%	straight line pro rata vesting between 50% and 100%
20.3% [Target]	100% of target LTI
20.3% - 26.3% [Above Target]	straight line pro rata vesting between 100% and 150%
> 26.3%[Maximum]	150% of target LTI

	Weighting	Measure
	33.3%	**3. TSR** 100% of the target is met if the Company achieves its TSR target of above the 75th percentile. A partial award is made if the TSR threshold of 50th percentile is achieved. Achievement is capped at 100% of target.

Company's Relative TSR (rTSR)	% of rights that vest
Less than 50th percentile rTSR	nil
50th percentile rTSR	50%
Between 50th and 75th percentile rTSR	straight line pro rata vesting between 50% and 100%
At or above 75th percentile rTSR	100% of target LTI

Note: This is a summarised form of the LTI metrics

Cessation of Employment	If an Executive KMP ceases employment with oOh!media before the end of the performance period, their entitlement to rights (if any) will: • All lapse in the event of resignation or termination for cause, or • May be provided in full or pro-rated in the event of redundancy, ill health, death, or other circumstances, all of which must be approved by the Board.

4. Company Performance & Remuneration Outcomes

Our Business Performance

Financial highlights for CY23

	2023	2022	2021	2020	2019
Adjusted underlying EBITDA ($'000)	**130,174**	127,096	77,552	62,499[a]	138,987
Adjusted underlying EBITDA margin (%)	**20.5**	21.4	15.4	14.7	21.4
Profit/(loss) attributable to the owners of the Company ($'000)	**34,617**	31,516	(10,288)	(36,183)[a]	13,668[b]
Basic earnings/(loss) per share (cents)	**6.3**	5.3	(1.7)	(7.1)[a]	5[c]
Dividends – interim paid and final declared ($'000)	**28,286**	26,368	5,986	nil	26,566
Dividends per share – interim paid and final declared (cents)	**5.3**	4.5	1	nil	11
Share price – closing at balance date ($)	**1.66**	1.29	1.69	1.66	3.64
Change in share price over the year ($)	**0.37**	(0.41)	0.03	(1.98)	0.22
Free Cash Flow per share (cents per share)	**8.4**	11.5	8.7	16.4	14.5
Return on invested capital (%)	**15.66**	14.92	9.12	6.11	12.09

a. As a result of the IFRS IC agenda decision – *IAS 38 Intangible Assets*, the Group has changed its accounting policy, retrospectively adjusting the accounting for customisation costs for cloud computing arrangements. Refer Note 2 of the FY21 Consolidated Financial Statements.

b. As a result of the IFRS Interpretation Committee (IC) agenda decision, the Group has changed its accounting policy, retrospectively adjusting the deferred tax accounting for Brands. Refer to Note 10 of the Consolidated Financial Statements attached to the FY20 Annual Report.

c. CY19 basic earnings / (loss) per share have been adjusted to reflect the Group's capital raising during 2020.

Executive KMP Remuneration Outcomes

Under the terms of the STI plan, the revenue measure* achieved 60%, however, the Board exercised its discretion in not awarding the revenue measure after carefully scrutinising the drivers and quality of the results, and in particular after comparing the company's market share relative to the Out of Home share of media growth.

Scorecard Assessment

Measure	% Achievement
70% Company Performance Measures	
45% EBITDA Margin	98.9%
30% Revenue Measure*	0%
15% Market Share	0%
10% Strategic priorities	100%
Overall Company Performance	
Achievement against the corporate measures resulted in 54.5% of the potential full corporate scorecard for CY23 being awarded.	**54.5%**
30% Individual Performance (CEO)	**% Achievement**
Take an industry leadership role in building the OOH sector profile, successfully bid for tenders, define future growth opportunities and diversify revenue.	**80%**
30% Individual Performance (CFO)	**% Achievement**
Take an industry leadership role in building the OOH sector profile, successfully bid for tenders, define future growth opportunities and diversify revenue.	**88%**

CY23 Executive KMP STI Outcomes

The STI performance outcomes and awards for the KMP are provided in the following table.

KMP	STI Outcome ($)[a]		STI Cash ($)		STI Deferred Equity ($)[b]	STI as a % of maximum opportunity	STI as a % of target opportunity
CEO	290,879	=	194,889	+	95,990	41%	62%
CFO	110,849	=	74,269	+	36,580	43%	65%

a. Payable in Q1 2024.
b. STI Deferred Equity was introduced in CY23.

LTI Outcomes

2021 LTI Outcomes

The 2021 grant partially vested, as detailed below:

- Return on Invested Capital: ROIC was 15.6%, which translates to 108% achievement of this measure;
- Free Cash Flow: FCF was 8.2 cents per share, which translates to 75% achievement of this measure; and
- Total Shareholder Return: this measure was 47.3% which translates to a 0% achievement

Taken together, achievement against the LTI measures resulted in 61% of the full allocation for CY21 vesting.

5. Non-executive Director Remuneration

Overview & Arrangements

The Board aims to set Non-executive Directors' remuneration at a level that attracts and retains high calibre and talented Non-executive Directors. The total amount provided to all Non-executive Directors for their services as Directors, as fixed by oOh!media, must not exceed $1,400,000 in aggregate in any financial year, as approved at the 2020 AGM.

Following a review of Non-executive Director fees during CY22, the Board resolved to increase Board Chair and Member fees, as well as Chair and Member fees for both the Audit, Risk & Compliance Committee and Talent & Culture Committee (TCC) with the new fee structure for CY23 set out below.

Fees for the Technology & Transformation Committee (both Chair and Member) remained unchanged.

Non-executive Director fees

From 1 January 2023, the Directors' annual fee structure is as below:

	Chair fee[a]	**Member fee**[a]
Board[b]	$275,000[b]	$139,000
Audit, Risk & Compliance Committee	$27,500	$14,000
Talent & Culture Committee	$27,500	$14,000
Technology & Transformation Committee	$20,000	$10,000
Per diem fee[c]	-	$1,750

a. Inclusive of superannuation.

b. The Chair of the Board receives no extra member fees in addition to Board Chair fee.

c. To recognise excessive additional responsibility or time commitments, where relevant. Application of per diem is subject to oOh! Board Chair and TCC Chair approval. No per diem payments were made in CY23.

6. Statutory Tables

The following statutory remuneration disclosure table for KMP has been prepared in accordance with accounting standards and the *Corporations Act 2001* (Cth) requirements. The amounts shown relating to share-based remuneration are equal to the accounting expense recognised in oOh!media's Consolidated Financial Statements in respect of the LTI rights grant. These amounts do not reflect the actual realisable value received in CY23 year or in future years.

		Share Based							
		Short Term					Post-Employment		
Name	Year	Salary	STI Cash Bonus [b & e]	Non-monetary	STI Restricted Shares	LTI [a & b]	Super	Total	Total Performance Related % [b]
Non-executive Directors									
Tony Faure	2023	249,231	-	-	-	-	25,769	275,000	-
	2022	222,139	-	-	-	-	22,768	244,907	-
Philippa Kelly	2023	168,114	-	-	-	-	8,386	176,500	-
	2022	149,661	-	-	-	-	15,339	165,000	-
Timothy Miles [c]	2023	187,838	-	-	-	-	5,635	193,473	-
	2022	153,248	-	-	-	-	3,083	156,331	-
Joe Pollard	2023	138,150	-	-	-	-	14,850	153,000	-
	2022	131,520	-	-	-	-	13,480	145,000	-
Andrew Stevens	2023	147,179	-	-	-	-	15,821	163,000	-
	2022	150,017	-	-	-	-	7,483	157,500	-
David Wiadrowski	2023	180,334	-	-	-	-	0	180,334	-
	2022	163,205	-	-	-	-	4,038	167,244	-
Executive KMP									
Cathy O'Connor [d]	2023	1,302,655	194,889	14,743	44,918	517,378	26,346	2,100,929	36%
	2022	1,310,447	351,532	-	-	366,906	24,430	2,053,316	35%
Chris Roberts [d]	2023	453,627	74,269	-	17,118	128,750	26,346	700,110	31%
	2022	184,860	58,582	-	-	204,066	9,588	457,066	57%

a. Fair value of performance rights related to the LTI grants scheduled to vest in 2021, 2022 and 2023 respectively. The fair value of non-market hurdles has been assessed and adjusted for probability in accordance with accounting standards.
b. Performance-related percentage is calculated by adding cash and share-based remuneration amounts (all of which have performance hurdles that determine payment) and dividing by total remuneration.
c. Tim Miles' salary has been converted from New Zealand dollars to Australian dollars, exchange rate applied 1.086
d. Superannuation concessional contribution cap has been applied to Cathy O'Connor and Chris Roberts. Chris Roberts' salary for the CY22 reflects the duration during which he served as a KMP after assuming the role of Chief Financial Officer, effective from 1st August 2022.
e. For FY23, the STI Cash Bonus amount relates to performance in the 2023 Group Bonus Plan, which will be paid in Q1, 2024.

Director Shareholdings

The following table sets out the movement during the reporting period in the number of ordinary shares in oOh!media held directly, indirectly or beneficially, by Directors, including their related parties. The Board has a minimum investment policy for the Non-executive Directors requiring them to acquire on market shares totalling a minimum total acquisition cost of one times the base fee that is paid to Non-executive Directors ("Minimum Investment") within three years following the earlier of the date of their appointment or the adoption of the policy (February 2019).

Name of Director	Shares held at 1-Jan-23	Net change other	Held at 31-Dec-23	Met minimum share-holding requirement [a]	Required to meet minimum investment
Tony Faure	397,338	-	397,338	Yes	Feb-22
Philippa Kelly	132,000	28,000	160,000	Yes	Sep-22
Tim Miles	237,000	-	237,000	Yes	May-22
Joe Pollard	58,061	36,000	94,061	In Progress	Aug-24
Andrew Stevens[b]	100,000	-	100,000	No	Sep-23
David Wiadrowski	150,000	-	150,000	Yes	Nov-22
Cathy O'Connor	22,422	32,000	54,422	n/a	n/a
Chris Roberts	219,481	(87,000)	132,491	n/a	n/a

a. Based on cumulative acquisition cost of Minimum Investment.
b. Andrew Stevens has confirmed to the Board that he will acquire additional shares on-market to meet the Minimum Investment as soon as practicable.

Executive KMP: Movement in Rights Over Ordinary Shares

The following table sets out the movement during the reporting period in the number of rights over ordinary shares in oOh!media held directly, indirectly or beneficially, by Executive KMP or officers in oOh!media, including their related parties.

Executive KMP and Officers	Number held at 1 Jan 2023	Vesting conditions of those held at 1 Jan 2023	Number granted as remuneration during 2023	Vesting conditions of those granted during 2023	Number and value - vested and exercised	Number lapsed during 2023	Held at 31 December 2023 and not vested
Cathy O'Connor	870,391 (CY21 & CY22 LTI)	FCF ROIC TSR	518,238	FCF ROIC TSR	-	166,335 39% of CY21 LTI forfeited	1,222,294
Chris Roberts	328,462 (CY20, CY21 & CY22 LTI)	FCF ROIC TSR	157,233	FCF ROIC TSR	131,929	Total 46,696 incl. 35,485 39% of CY21 LTI forfeited	307,070

This table includes LTI forfeitures in relation to CY21 grant based on December 2023 test.

The rights over ordinary shares granted in the period were:

Executive KMP and Officers	Plan	Number of rights granted during 2023	Vesting conditions	Grant date	Face value at grant date	Fair value at grant date		Vesting date
						Total	Per right	
Cathy O'Connor	LTI Plan	**Total: 518,238**		May 2023	**Total: $824,000**	Total:	$503,727	Feb 2026
		1/3	FCF Cumulative		$274,666	$192,439	$1.11	
		1/3	ROIC		$274,666	$192,439	$1.11	
		1/3	TSR		$274,666	$118,849	$0.69	
Chris Roberts	LTI Plan	**Total: 157,233**		May 2023	**Total: $250,000**	Total:	$153,669	Feb 2026
		1/3	FCF Cumulative		$83,333	$58,438	$1.12	
		1/3	ROIC		$83,333	$58,438	$1.12	
		1/3	TSR		$83,333	$36,793	$0.70	

LTIs Affecting Future Periods

The outcome of each LTI grant may be reported in future years when it impacts the remuneration of the KMP at the end of the relevant performance period. The fair value of LTI performance rights that have been granted is amortised over the performance period. The following table summarises the maximum value of the LTIs that will be reported in the statutory remuneration tables in future years if the relevant performance conditions are met in full. The minimum value of the LTI grants is nil if the Company fails to meet any of the relevant performance conditions.

	Future expense by plan			Future expense by financial year		
Executive	CY22-24	CY23-25	Total	CY24	CY25	Total
Cathy O'Connor	$180,526	$303,745	$484,271	$332,398	$151,873	$484,271
Chris Roberts	$42,935	$92,706	$135,641	$89,288	$46,353	$135,641

7. Remuneration Governance

Board

The Board maintains overall responsibility for oversight of the Company's remuneration policy and the principles and processes which give effect to that policy. The Board approves, having regard to the recommendations of the TCC, the:

- Size, composition and criteria for membership of the Board, including review of Board succession plans, performance evaluation and the succession of the Chair, CEO and CFO, as well as Executive performance assessment processes and results;
- Company's remuneration, recruitment, retention and termination policies and procedures for senior management;
- Company's incentive strategy, performance targets and bonus payments, including major changes and developments to the Company's equity incentive plans; and
- Effectiveness of the Diversity, Equity & Inclusion Policy.

Talent & Culture Committee and Board Oversight

The TCC operates under a charter and set of responsibilities approved by the Board. The charter can be found on the Company's Governance page in the Investors section of the oOh!media website – www.oohmedia.com.au and further detail on the TCC's responsibilities can be found in the Company's most recent Corporate Governance Statement.

Service Agreements

oOh!media has entered into service agreements with each Executive. The Group retains the right to terminate a contract immediately by making payment equal to the agreed number of months' fixed annual remuneration in lieu of notice, including superannuation plus any statutory entitlements of accrued annual and long service leave.

The service contracts outline the components of compensation but do not prescribe how compensation levels are modified year-to-year. The TCC reviews compensation each year to take into account any changes in scope or nature of role or agreed objectives to determine and recommend any changes in line with the remuneration strategy and principles.

The key conditions of the service agreements of the Executive KMP are set out in the following table.

			Notice of termination		
Name	**Agreement commenced**	**Agreement expires**	**By Company**	**By Employee**	**Termination payments under the contract**
Cathy O'Connor	01-Jan-21	No expiry	12 months	12 months	12 Months FAR
Chris Roberts	01-Aug-22	No expiry	6 months	6 months	6 Months FAR

Non-executive Directors' terms of appointment have no fixed end date, no fixed notice of termination period, nor any agreed termination payments.

All Non-executive Directors may not hold office without re-election beyond the third Annual General Meeting following appointment or the meeting at which they were last elected.

Director Related Party Transactions

There were no director related party transactions in CY23.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Financial Statements

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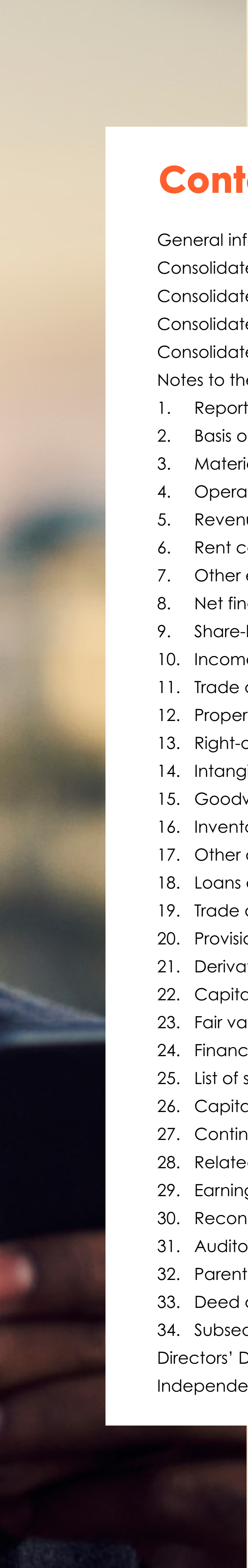
Financial Statements



Contents

General information

The Annual Financial Report covers oOh!media Limited and its controlled entities. The consolidated financial statements are presented in Australian currency.

oOh!media Limited is a listed company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 2, 73 Miller Street, North Sydney, New South Wales 2060

The Annual Financial Report was authorised for issue, in accordance with a resolution of the Directors. The Directors have the power to amend and reissue the Annual Financial Report.

Through the use of the internet, oOh!media Limited ensures that all corporate reporting is timely, complete and available to all users at minimum cost to the Company. All media releases, financial reports and other information are available at the Investors section on the website: www.investors.oohmedia.com.au

Consolidated statement of profit or loss and other comprehensive income / (loss)

for the year ended 31 December 2023

	Notes	Consolidated 31 Dec 23 $'000	31 Dec 22 $'000
Revenue	5	633,911	592,623
Cost of media sites and production [1]		(216,161)	(169,852)
Gross profit		**417,750**	**422,771**
Other income [2]	5	500	2,136
Operating expenditure			
Employee benefits expense		(100,290)	(102,686)
Depreciation and amortisation expense	12,13,14	(182,843)	(200,665)
Legal and professional fees		(7,358)	(6,389)
Advertising and marketing expenses		(7,345)	(7,674)
Other expenses	7	(25,015)	(20,103)
Total operating expenditure		**(322,851)**	**(337,517)**
Operating profit		**95,399**	**87,390**
Finance income		1,185	481
Finance costs [3]		(44,309)	(41,727)
Net finance costs	8	**(43,124)**	**(41,246)**
Share of profit / (loss) of equity-accounted investees, net of tax		(59)	11
Profit before income tax		**52,216**	**46,155**
Income tax (expense) / benefit	10	(17,599)	(14,639)
Profit after income tax		**34,617**	**31,516**
Attributable to:			
Owners of the Company		34,617	31,516
Profit for the period		**34,617**	**31,516**
Other comprehensive income / (loss)			
Items that may be subsequently classified to profit or loss:			
Effective portion of changes in fair value of cash flow hedges, net of tax		(1,115)	7,118
De-designation of interest rate derivatives to the Consolidated Income Statement, net of tax [3]		-	(1,376)
Foreign currency translation differences		(257)	(1,782)
Total comprehensive income / (loss) for the period		**33,245**	**35,476**
Attributable to:			
Owners of the Company		33,245	35,476
Total comprehensive income / (loss) for the period		**33,245**	**35,476**
Earnings per share attributable to the ordinary equity holders of the Company		**Cents**	**Cents**
Basic earnings / (loss) per share	29	6.3	5.3
Diluted earnings / (loss) per share	29	6.3	5.3

[1] Cost of media sites and production is shown net of negotiated rent abatements with lessors. Refer to Note 6 Rent concessions.
[2] Other income comprises a gain on lease modifications and gain on sale of assets. Refer to Note 5 Revenue and other income.
[3] Pursuant to AASB 9, a portion of the interest rate derivative was deemed ineffective, and a fair value gain was reclassified to profit or loss. Refer to Note 8 Net finance costs.

The above consolidated statement of profit or loss and comprehensive income / (loss) should be read in conjunction with the accompanying notes.

Consolidated statement of financial position

as at 31 December 2023

	Notes	Consolidated 31 Dec 23 $'000	31 Dec 22 $'000
Current assets			
Cash and cash equivalents		31,647	40,048
Trade and other receivables	11	117,216	113,044
Inventories	16	2,640	6,094
Other assets	17	13,514	14,290
Total current assets		**165,017**	**173,476**
Non-current assets			
Property, plant and equipment	12	149,561	151,359
Right-of-use assets	13	599,552	652,306
Intangible assets	14	723,634	745,414
Derivative assets	21	3,488	5,466
Deferred tax asset	10	13,232	-
Other assets	17	4,979	3,874
Total non-current assets		**1,494,446**	**1,558,419**
Total assets		**1,659,463**	**1,731,895**
Current liabilities			
Trade and other payables	19	61,530	49,936
Interest bearing lease liabilities	18	125,357	145,255
Provisions	20	4,541	3,420
Employee benefits		9,560	9,352
Income tax payable	10	20,305	22,884
Total current liabilities		**221,293**	**230,847**
Non-current liabilities			
Loans and borrowings	18	115,415	72,899
Provisions	20	9,424	8,424
Employee benefits		2,270	2,138
Interest bearing lease liabilities	18	566,068	609,742
Deferred tax liability	10	3,664	3,002
Total non-current liabilities		**696,841**	**696,205**
Total liabilities		**918,134**	**927,052**
Net assets		**741,329**	**804,843**
Equity			
Share capital	22(a)	804,049	864,104
Treasury shares		(4,683)	-
Reserves	22(b)	26,953	33,485
Accumulated losses		(84,085)	(91,841)
Equity attributable to the owners of the Company		**742,234**	**805,748**
Non-controlling interest	22(c)	(905)	(905)
Total equity		**741,329**	**804,843**

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

Consolidated statement of cash flows

for the year ended 31 December 2023

	Notes	Consolidated 31 Dec 23 $'000	31 Dec 22 $'000
Cash flows from operating activities			
Receipts from customers (inclusive of goods and services tax)		694,439	642,037
Payments to suppliers and employees (inclusive of goods and services tax)		(410,704)	(371,278)
Cash generated from operations		**283,735**	**270,759**
Interest paid		(41,884)	(40,232)
Interest received		1,071	481
Tax paid		(31,924)	(8,320)
Net cash generated from operating activities	30	**210,998**	**222,688**
Cash flows from investing activities			
Acquisition of property, plant and equipment	12	(33,444)	(23,952)
Acquisition of intangible assets	14	(6,305)	(3,085)
Loan to industry association		(2,282)	(3,109)
Disposal of subsidiary		-	1,193
Proceeds from sale of property, plant and equipment		131	63
Net cash used in investing activities		**(41,900)**	**(28,890)**
Cash flows from financing activities			
Payment of share buy back		(60,055)	(22,364)
Purchase of treasury shares		(9,661)	-
Proceeds from loans and borrowings		102,000	-
Repayment of loans and borrowings		(60,000)	(50,000)
Payment of transaction costs related to borrowings and derivatives		(87)	(1,402)
Payment of lease liabilities		(122,835)	(125,110)
Dividends paid in cash		(26,861)	(14,922)
Net cash used in financing activities		**(177,499)**	**(213,798)**
Net decrease in cash and cash equivalents		**(8,401)**	**(20,000)**
Cash and cash equivalents at beginning of period		40,048	60,048
Cash and cash equivalents at end of period		**31,647**	**40,048**

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

Consolidated statement of changes in equity

for the year ended 31 December 2023

Consolidated	Share capital	Treasury shares	Foreign currency translation reserve	Other equity reserve	Cash flow hedge reserve	Share-based payments reserve	Accumulated losses	Non-controlling interest	Total equity
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Balance as at 1 January 2022	886,468	-	794	16,608	(3,675)	11,789	(108,435)	(905)	802,644
Total comprehensive income for the period:									
Profit for the period after income tax	-	-	-	-	-	-	31,516	-	31,516
Other comprehensive income:									
Effective portion of changes in fair value of cash flow hedges	-	-	-	-	7,118	-	-	-	7,118
De-designation of interest rate derivatives to the Consolidated Income Statement, net of tax	-	-	-	-	(1,376)	-	-	-	(1,376)
Exchange differences on translation of foreign operations	-	-	(1,782)	-	-	-	-	-	(1,782)
Total comprehensive income / (loss) for the period	**-**	**-**	**(1,782)**	**-**	**5,742**	**-**	**31,516**	**-**	**35,476**
Transactions with owners, recorded directly in equity:									
Contributions and distributions									
Dividends paid	-	-	-	-	-	-	(14,922)	-	(14,922)
Share buy back	(22,364)	-	-	-	-	-	-		(22,364)
Equity-settled share-based payment transactions	-	-	-	-	-	4,009	-	-	4,009
Total transactions with owners of the Company	**(22,364)**	**-**	**-**	**-**	**-**	**4,009**	**(14,922)**	**-**	**(33,277)**
Balance at 31 December 2022	**864,104**	**-**	**(988)**	**16,608**	**2,067**	**15,798**	**(91,841)**	**(905)**	**804,843**
Balance as at 1 January 2023	**864,104**	**-**	**(988)**	**16,608**	**2,067**	**15,798**	**(91,841)**	**(905)**	**804,843**
Total comprehensive income for the period:									
Profit for the period after income tax	-	-	-	-	-	-	34,617	-	34,617
Other comprehensive income:									
Effective portion of changes in fair value of cash flow hedges	-	-	-	-	(1,115)	-	-	-	(1,115)
Exchange differences on translation of foreign operations	-	-	(257)	-	-	-	-	-	(257)
Total comprehensive income / (loss) for the period	**-**	**-**	**(257)**	**-**	**(1,115)**	**-**	**34,617**	**-**	**33,245**
Transactions with owners, recorded directly in equity:									
Contributions and distributions									
Dividends paid	-	-	-	-	-	-	(26,861)	-	(26,861)
Share buy back	(60,055)	-	-	-	-	-	-	-	(60,055)
Treasury shares acquired	-	(9,661)	-	-	-	-	-	-	(9,661)
Shares vested and issued to employees	-	4,978	-	-	-	(4,978)	-	-	-
Equity-settled share-based payment transactions	-	-	-	-	-	(182)	-	-	(182)
Total transactions with owners of the Company	**(60,055)**	**(4,683)**	**-**	**-**	**-**	**(5,160)**	**(26,861)**	**-**	**(96,759)**
Balance at 31 December 2023	**804,049**	**(4,683)**	**(1,245)**	**16,608**	**952**	**10,638**	**(84,085)**	**(905)**	**741,329**

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Notes to the consolidated financial statements

1. Reporting entity

oOh!media Limited is a company domiciled in Australia. The Company was incorporated on 7 October 2014 and listed on the Australian Securities Exchange (ASX) on 17 December 2014. The Company's registered office and principal place of business is at Level 2, 73 Miller Street, North Sydney, NSW 2060.

The Annual Financial Report (consolidated financial statements) of the Company as at and for the year ended 31 December 2023 comprises the Company and its subsidiaries (together referred to as the Group, and individually as Group entities), and the Group's interests in associates and joint ventures. The comparative information represents the financial position of the Company as at 31 December 2022 and the Group's performance for the period 1 January 2022 to 31 December 2022.

The Group is a for-profit entity and is primarily involved in outdoor media, production and advertising in Australia and New Zealand.

2. Basis of accounting

a) Statement of compliance

The consolidated financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards (AASBs) adopted by the Australian Accounting Standards Board (AASB) and the *Corporations Act 2001 (Cth)*. The consolidated financial statements comply with International Financial Reporting Standards (IFRS) adopted by the International Standards Board (IASB).

These consolidated financial statements were approved and authorised for issue by the Board of Directors on 19 February 2024.

b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following item in the consolidated statement of financial position:

- Derivative financial instruments are measured at fair value.

c) Functional and presentation currency

These consolidated financial statements are presented in Australian dollars, which is the Company's functional currency. The Company is of a kind referred to in ASIC Corporations Instrument 2016/191 dated 1 April 2016 and in accordance with the instrument, all financial information presented in Australian dollars has been rounded to the nearest thousand unless otherwise stated.

d) Going concern

The consolidated financial statements have been prepared on a going concern basis, which contemplates the continuity of normal business activities and realisation of assets and settlement of liabilities in the ordinary course of business. The Group has an excess of current liabilities over current assets totalling $56,276,000, principally due to current lease obligations stemming from the Group's significant lease portfolio. The Group is generating positive operating cash flows and there is no indication that the Group will not be able to meet its obligations as and when they fall due and is forecast to continue doing so.

e) Use of judgements and estimates

In preparing these consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of the Group's accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

i. Judgements

Key judgements include the forecast performance of the Group, which at the time of this report has inherent uncertainty. These key judgements relate to the carrying value of the tangible and intangible assets and were made based on the internal and external available information. Should actual performance differ significantly from these assumptions there may be material changes to the carrying value of the assets listed above for future reporting periods. Assumptions with regards to the recoverability of goodwill allocated to Cash Generating Units are included in Note 15 Goodwill.

ii. Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the year ending 31 December 2023 are included in the following notes:

- Note 15 Goodwill: key assumptions underlying recoverable amounts for impairment testing; and
- Note 18 Loans and borrowings: lease terms.

iii. Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and which reports directly to the Chief Financial Officer.

The finance team reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of IFRS, including the level in the fair value hierarchy in which such valuations should be classified. Significant valuation issues are reported to the Group's Audit, Risk & Compliance Committee.

When measuring the fair value of an asset or a liability, the Group uses observable market data as much as possible.

If the inputs used to measure the fair value of an asset or a liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values is included Note 23 Fair values.

f) Changes in accounting policies

The accounting policies adopted in this report have been consistently applied to each entity in the Group and are consistent with those of the previous year.

g) New standards and interpretations

Material accounting policy information

The Group adopted Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) from 1 January 2023. The amendments require the disclosure of 'material', rather than 'significant', accounting policies. The amendments did not result in any changes to the accounting policies in the financial statements.

The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements. Management reviewed the accounting policies and made updates to the information disclosed in Note 3 Material accounting policies (2022: Significant accounting policies) in certain instances in line with the amendments.

Deferred tax related to assets and liabilities arising from a single transaction

The Group has adopted Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12) from 1 January 2023. The amendments narrow the scope of the initial recognition exemption to exclude transactions that give rise to equal and offsetting temporary differences, for example leases and provisions for make good. For leases and provisions for make good, the Group is required to recognise the associated deferred tax assets and liabilities from the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to retained earnings or other components of equity at that date. For all other transactions, the Group applies the amendments to transactions that occur on or after the beginning of the earliest period presented. This has no impact on the Group's financial position and no impact on opening retained earnings as at 1 January 2022.

3. Material accounting policies

Accounting policies can be found throughout the notes to these financial statements, beneath the appropriate note disclosure. For changes in the accounting policy in the period refer to Note 2(f) Changes in accounting policies.

a) Basis of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of oOh!media Limited and the results of subsidiaries. oOh!media Limited and its subsidiaries together are referred to in these consolidated financial statements as 'the Group'.

i. Subsidiaries

Subsidiaries are entities controlled by the Group. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

ii. Investments in equity-accounted investees

The Group's interest in equity-accounted investees represents its interest in a joint venture. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities. The Group's interest in associates and the joint venture are accounted for using the equity method. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit or loss and other comprehensive income of equity-accounted investees, until the date on which significant influence or joint control ceases.

iii. Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in that investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

iv. Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

b) Foreign currency translation - refer to Note 22 Capital and reserves

i. Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

ii. Foreign operations

The results and financial position of foreign operations (none of which have the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- Income and expenses for each statement of comprehensive income are translated at average exchange rates unless this is not a reasonable approximation of the:
  - Cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions;
  - All resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of any net investment in foreign operations, and of borrowings and other financial instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is sold, ceases operation or any borrowings forming part of the net investment are repaid, a proportionate share of such exchange differences are recognised in the statement of comprehensive income, as part of the gain or loss on sale where applicable. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

c) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. Operating cash flows are recognised inclusive of the associated GST. In this case, it is recognised as part of the cost of acquisition of the asset or as part of the expense. Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the balance sheet.

d) **Glossary** – refer to glossary of defined terms

4. Operating segments

a) Basis for segmentation

The Group operates as a single segment providing a range of Out-of-Home advertising solutions.

b) Reconciliation of Adjusted Underlying EBITDA

The Board and executive management review the Adjusted Underlying Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) to monitor business performance because they believe that it provides a better representation of financial performance in the ordinary course of business.

	31 Dec 23 $'000	31 Dec 22 $'000
Adjusted Underlying EBITDA	**130,174**	**127,096**
Fixed rent obligations [1]	147,568	158,823
Underlying EBITDA	**277,742**	**285,919**
Other Income [2]	500	2,136
Statutory EBITDA	**278,242**	**288,055**
Share of (loss) / profit of equity-accounted investees, net of tax	(59)	11
Amortisation	(25,936)	(23,597)
Depreciation	(156,907)	(177,068)
Net finance costs	(43,124)	(41,246)
Profit before income tax	**52,216**	**46,155**

(1) Includes rent of $136,940,000 excluded from Cost of media sites and production and $10,628,000 from Other expenses under AASB 16. No abatements for fixed rent were received in the year up to 31 December 2023 which qualified for practical expedients relief (2022: $10,850,000). Refer to Note 6 Rent concessions.

(2) See Note 5 Revenue and other income for more details.

5. Revenue and other income

Revenue by Product

Key information relating to the Group's financial performance is detailed below. This is also included in management reports reviewed by the Group's Chief Operating Decision Maker (the Board).

	31 Dec 23 $'000	31 Dec 22 $'000
Road	218,358	191,094
Street Furniture and Rail [(1)]	197,688	196,520
Retail	145,227	142,913
Fly	43,712	33,822
City & Youth	17,656	17,445
Other [(2)]	11,270	10,829
Revenue from continuing operations	**633,911**	**592,623**

[(1)] Street and Rail revenue includes advertising, production, sale of street furniture, and cleaning and maintenance revenue.
[(2)] Other revenues include subsidiary entity Cactus.

With regards to the timing of satisfaction of performance obligations, 78% (2022: 77%) of the Group's revenue was recognised over time and 22% (2022: 23%) was recognised at a point in time.

Other income

	31 Dec 23 $'000	31 Dec 22 $'000
Gain on lease modification	270	2,136
Gain on sale of assets	230	-
Other income	**500**	**2,136**

Accounting policy: Revenue recognition

Revenue is recognised at the fair value of the consideration received or receivable, net of the amount of goods and services tax. Revenue from core operating activities consists of Out Of Home advertising revenues based on fixed price contracts. Revenue from Out Of Home advertising is recognised equally on a pro rata basis over the period in which the advertising is on display. Revenue for media production work is recognised on completion of the assignment. Revenue is recognised on a gross basis with commissions payable to advertising and media agencies recognised as expenses in 'Cost of media sites and production'.

In accordance with AASB 15, the Group has applied the exemption not to disclose revenue from unfulfilled performance obligations, as performance obligations form part of a contract that has an original term of one year or less.

Contract balances

The timing of revenue recognition, invoicing, and cash collections results in accounts receivable, un-invoiced receivables (contract assets), and customer advances (contract liabilities) on the consolidated statement of financial position. Media contracts are all billed in accordance with agreed-upon contractual terms and pricing, either upfront, at periodic intervals (e.g. lunar period) or upon achievement of contractual milestones. These assets and liabilities are reported on the consolidated statement of financial position on a contract-by-contract basis at the end of each reporting period. Changes in the contract asset and liability balances were not materially impacted by any other factors during the year ended 31 December 2023.

Revenue recognised in 2023 that was included in the contract liability balance at the beginning of the year was $10,031,000.

6. Rent concessions

	31 Dec 23 $'000	31 Dec 22 $'000
Fixed rent abatements - COVID-19 practical expedient [1]	-	10,850
Variable rent	-	(3,528)
Net rent abatement	**-**	**7,322**
Net cost reduction	**-**	**7,322**

[1] Following the IFRC decision, the Group have taken up the practical expedients detailed under AASB 16 Lease (para 16A), allowing the Group not to assess whether eligible rent concessions that are a direct consequence of the COVID-19 pandemic are lease modifications.

Rent abatements – COVID-19 practical expedient

No fixed rent abatements were received during 2023. In 2022, commercial partners provided rent relief due to the impact of COVID-19, either as a waiver, or as a conversion to variable rent.

7. Other expenses

	31 Dec 23 $'000	31 Dec 22 $'000
Office expenses	2,417	2,355
Information technology and communications expenses	10,068	9,055
Taxes and charges	2,098	988
Insurances	3,378	3,775
Loss on disposal of assets	3,159	231
Travel and entertainment	3,875	3,510
Other expenses	20	189
Other expenses	**25,015**	**20,103**

8. Net finance costs

	31 Dec 23 $'000	31 Dec 22 $'000
Finance income	**(1,185)**	**(481)**
Interest expense on bank borrowings	9,802	9,976
Amortisation of debt facility establishment costs	685	735
Interest expense on lease liabilities	34,448	33,382
Hedge ineffectiveness	(626)	(990)
De-designation of cash flow hedges	-	(1,376)
Finance costs	**44,309**	**41,727**
Net finance costs	**43,124**	**41,246**

Accounting policy: Finance income and finance costs

i) Finance income

Finance income is recognised as income in the period in which it is earned. Finance income includes interest income, which is recognised on a time proportion basis using the effective interest method.

ii) Finance costs

Finance costs are recognised as expenses in the period in which they are incurred using the effective interest method. Finance costs include interest on bank borrowings, ancillary costs incurred in connection with arrangement of borrowings, and interest expense on lease liabilities. Refer to Note 18 Loans and borrowings.

9. Share-based payments

Description of the share-based payment arrangements

As at 31 December 2023, the Group had the following share-based payment arrangements:

a) Short term incentive plan (STIP)

For the year ended December 2023, the Group introduced an equity-based deferral scheme reflecting market practice and to enhance alignment of the STIP with shareholder expectations. The plan applies to the Executive leadership team and CEO, whereby 33% of each executive's annual STI outcome will be deferred in lieu of cash payment and converted into rights to receive oOh! shares with a vesting date of 18 February 2025; specifically in 1-year Restricted Shares. Participants may voluntarily elect for the deferred portion to be subject to post-vesting disposal restrictions for up to 15 years from commencement of the annual performance period. The number of rights to be granted will be determined based on a 10-day volume weighted average price (VWAP) of a share following the release of the Group's annual financial results. All rights are redeemable on a one-for-one basis for oOh! shares, subject to the achievement of performance hurdles.

As at 31 December 2023, no rights had been issued as these only crystallised when the Board ratified the recommendation by the Talent and Culture Committee on 19 February 2024.

b) Long term incentive plan (LTIP)

Generally, participation in the LTIP is limited to a defined set of senior leaders of the Group. All rights are redeemable on a one-for-one basis for oOh! shares, subject to the achievement of performance hurdles.

Performance rights granted to senior executives that existed during the period are as follows:

	Grant date	Vesting date	Number granted
Tranche #7	30 Nov 20	28 Feb 23	3,453,482
Tranche #8	10 May 21	28 Feb 24	1,344,890
Tranche #9a	05 May 22	28 Feb 25	988,395
Tranche #9b	16 May 22	28 Feb 25	443,892
Tranche #10a	11 May 23	28 Feb 26	518,238
Tranche #10b	22 May 23	28 Feb 26	976,226
Total performance rights			**7,725,123**

Vesting conditions for the performance rights are as follows:

Tranche #7: Three LTI performance hurdles, each measured over a 3-year performance period ended 31 December 2022 and each representing 1/3 of the target award:

- Free Cash Flow per share (FCF), achievement of 6.33 cents per share, calculated as: (operating cash flow less capital expenditure and lease liabilities paid in CY22) / weighted number of issued shares.
- Return on Invested Capital (ROIC), achievement of 12.9%, calculated as CY22 Adjusted Underlying EBITDA / invested capital.
- Relative Total Shareholder Return (TSR) assessed against the ASX200 index (excluding Financials, Industrials, Materials and Oil, Gas and Consumable Fuels).

Tranche #8: Three LTI performance hurdles, each measured over a 3-year performance period ending 31 December 2023 and each representing 1/3 of the target award:

- Free Cash Flow per share (FCF), achievement of 12.7 cents per share, calculated as: (operating cash flow less capital expenditure and lease liabilities paid in CY23) / weighted number of issued shares.
- Return on Invested Capital (ROIC), achievement of 15.3%, calculated as CY23 Adjusted Underlying EBITDA / invested capital.
- Relative Total Shareholder Return (TSR) assessed against the ASX200 index (excluding Financials, Industrials, Materials and Oil, Gas and Consumable Fuels).

Tranche #9a&b: Three LTI performance hurdles, each measured over a 3-year performance period ending 31 December 2024 and each representing 1/3 of the target award:

- Cumulative Free Cash Flow per share (CFCF), achievement of 24.8 cents per share, calculated as (operating cash flow CY22-CY24 less capital expenditure and lease liabilities paid over CY22-CY24) / weighted number of issued shares.
- Return on Invested Capital (ROIC), achievement of 16.5%, calculated as CY24 Adjusted Underlying EBITDA / invested capital.
- Relative Total Shareholder Return (TSR) assessed against the ASX200 index (excluding Financials, Industrials, Materials and Oil, Gas and Consumable Fuels).

Tranche #10a&b: Three LTI performance hurdles, each measured over a 3-year performance period ending 31 December 2025 and each representing 1/3 of the target award:

- Cumulative Free Cash Flow per share (CFCF), achievement of 34.0 cents per share, calculated as (operating cash flow CY23-CY25 less capital expenditure and lease liabilities paid over CY23-CY25) / weighted number of issued shares.
- Return on Invested Capital (ROIC), achievement of 20.3%, calculated as CY25 Adjusted Underlying EBITDA / invested capital.
- Relative Total Shareholder Return (TSR) assessed against the ASX200 index (excluding Financials, Industrials, Materials and Oil, Gas and Consumable Fuels).

Long-term incentive plan - performance rights

A total of 3,191,012 of Tranche #7 performance rights vested in 28 February 2023, as all vesting conditions were satisfied. The performance rights of Tranche #7 vested at 92% based upon the Board's determination of the achievement of the ROIC at 127%, FCF at 150% and TSR at nil versus the set targets. The share price on the vesting date was $1.56. Details in relation to grants issued in the year ended 31 December 2023 are detailed in the table below. As the performance rights entitle the holder of the rights to receive a share for no consideration at a future date, the exercise price is considered to be nil.

Tranche #10a and #10b were issued in May 2023.

Reconciliation of performance rights

The number of performance rights on issue during the year ended 31 December 2023 are illustrated below:

	Number of rights **#**	Face Value **$'000**
Outstanding at 1 January 2023	6,230,659	10,852
Exercised during the period	(3,191,012)	(4,116)
Granted during the period	1,494,464	1,319
Forfeited	(88,778)	(121)
Lapsed	(262,470)	(339)
Outstanding at 31 December 2023	**4,182,863**	**7,595**
Exercisable at 31 December 2023	**-**	**-**

Measurement of fair values

The fair value of the share-based payment plan was measured based on the Monte Carlo and Binomial models. The inputs used in the measurement of the fair values at grant date were as follows:

Fair value of performance rights and assumptions	**Tranche #7**	**Tranche #8**	**Tranche #9a**	**Tranche #9b**	**Tranche #10a**	**Tranche #10b**
Share price at grant date	$1.74	$1.62	$1.67	$1.52	$1.26	$1.26
5-day VWAP at grant date	$1.70	-	-	-	-	-
20-day VWAP at 31 Dec 20	-	$1.76	-	-	-	-
20-day VWAP at 31 Dec 21	-	-	$1.69	$1.69	-	-
10-day VWAP at 3 Mar 23	-	-	-	-	$1.59	$1.59
Fair value at grant date (EPS hurdle)	-	-	-	-	-	-
Fair value at grant date (TSR hurdle)	$0.58	$1.01	$1.01	$0.86	$0.69	$0.70
Fair value at grant date (FCF hurdle)	$1.64	$1.58	-	-		
Fair value at grant date (ROC hurdle)	-	-	$1.54	$1.40	$1.11	$1.12
Fair value at grant date (ROIC hurdle)	$1.64	$1.58	$1.54	$1.40	$1.11	$1.12
Exercise price	Nil	Nil	Nil	Nil	Nil	Nil
Expected volatility	60.0%	50.0%	40.0%	45.0%	45.0%	45.0%
Expected life	3 years	3 years	3 years	3 years	3 years	3 years
Expected dividends	1.00%	1.00%	3.00%	3.00%	4.50%	4.50%
Risk-free interest rate (based on government bonds)	0.11%	0.11%	2.96%	2.84%	3.05%	3.29%

Accounting policy: Employee benefits

i) Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

ii) Long service leave

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service.

Expected future payments are discounted using market yields at the reporting date on corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows. Benefits falling more than 12 months after the end of the reporting period are classified as non-current.

iii) Termination benefits

Termination benefits are payable when employment is terminated before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to either terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal or to providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value and classified as non-current.

iv) Defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognised as an asset to the extent a cash refund or reduction of future payments is available.

Employee benefits expense includes contributions to defined contribution plans of $8,974,000 for the current reporting period (2022: $8,732,000).

10. Income tax

a) Tax recognised in profit or loss

	31 Dec 23 $'000	31 Dec 22 $'000
Current tax expense		
Current tax expense	28,462	22,423
Adjustment for prior periods	1,230	(548)
Total current tax expense	**29,692**	**21,875**
Deferred tax (benefit)/expense		
Origination and reversal of temporary difference	(12,093)	(7,236)
Total deferred tax benefit	**(12,093)**	**(7,236)**
Total income tax expense	**17,599**	**14,639**

Tax recognised in other comprehensive income (OCI)

	2023			2022		
	Before tax	Tax (expense)/ benefit	Net of tax	Before tax	Tax (expense)/ benefit	Net of tax
	$'000	$'000	$'000	$'000	$'000	$'000
Changes in fair value of cash flow hedges	**(1,592)**	**477**	**(1,115)**	**8,203**	**(2,461)**	**5,742**

Reconciliation between income tax expense and pre-tax profit

	31 Dec 23 $'000	31 Dec 22 $'000
Profit after income tax for the year	34,617	31,516
Total income tax expense	17,599	14,639
Profit before income tax	**52,216**	**46,155**
Tax using the Company's domestic tax rate 30% (2022: 30%)	15,665	13,847
Effect of tax rate in foreign jurisdictions	(193)	(219)
Non-deductible expenses	879	1,681
Non-assessable income	-	(119)
Effect of share of loss / (profit) of equity-accounted investees	18	(3)
Effect of prior year adjustment for upfront payments for street furniture contracts [1]	1,871	-
Over provided in prior years	(641)	(548)
Total income tax expense	**17,599**	**14,639**

[1] Effect of non-deductible upfront payments on street furniture contracts recognised in the profit or loss of prior periods and discussed further in this note under Contingent liability below.

The effective tax rate is calculated as Company income tax expense divided by profit before income tax, adjusted for post-tax share of results of equity-accounted investees.

	31 Dec 23 $'000	31 Dec 22 $'000
Profit from ordinary activities before income tax	52,216	46,155
Add / (less): Post-tax share of results of equity-accounted investees	59	(11)
Profit before income tax	**52,275**	**46,144**
Income tax expense	17,599	14,639
Effective tax rate	**33.7%**	**31.7%**

b) Recognised deferred tax assets and liabilities

	2023			
	Balance 1 Jan 23 $'000	Recognised in profit or loss $'000	Recognised in OCI $'000	Balance 31 Dec 23 $'000
Property, plant and equipment	1,389	2,278	-	3,667
Right-of-use asset [1]	(194,933)	19,831	-	(175,102)
Cash flow hedges	(1,640)	117	477	(1,046)
Capital costs deductible over 5 years	1,112	(770)	-	342
Accrued expenses	3,421	854	-	4,275
Provisions	4,042	432	-	4,474
Employee benefits provision	3,446	102	-	3,548
Licences acquired	(35,231)	5,452	-	(29,779)
Other intangibles	(2,416)	(1,926)	-	(4,342)
Unearned revenue	2,122	(183)	-	1,939
Leases	215,686	(14,094)	-	201,592
Total tax assets / (liabilities)	**(3,002)**	**12,093**	**477**	**9,568**

[1] The Company has reversed a deferred tax liability of $2,577,000 previously recognised for the unamortised balance of upfront payments on street furniture contracts and disclosed under right-of-use assets. This is discussed further in this note under Contingent liability.

	2022			
	Balance 1 Jan 22 $'000	Recognised in profit or loss $'000	Recognised in OCI $'000	Balance 31 Dec 22 $'000
Property, plant and equipment	2,394	(1,005)	-	1,389
Right-of-use asset	(216,233)	21,300	-	(194,933)
Cash flow hedges	1,530	(709)	(2,461)	(1,640)
Capital costs deductible over 5 years	2,245	(1,133)	-	1,112
Accrued expenses	4,095	(674)	-	3,421
Provisions	5,101	(1,059)	-	4,042
Employee benefits provision	3,171	275	-	3,446
Licences acquired	(40,573)	5,342	-	(35,231)
Other intangibles	(3,198)	782	-	(2,416)
Unearned revenue	819	1,303	-	2,122
Leases	232,872	(17,186)	-	215,686
Total tax assets / (liabilities)	**(7,777)**	**7,236**	**(2,461)**	**(3,002)**

Recognised in the consolidated statement of financial position as follows:	31 Dec 23 $'000	31 Dec 22 $'000
Deferred tax assets	13,232	2,008
Deferred tax liabilities	(3,664)	(5,010)
Net deferred tax asset / (liability)	**9,568**	**(3,002)**
Unrecognised deferred tax assets		
Deductible temporary differences	62,586	62,586

Contingent liability

There are no contingent liabilities as at 31 December 2023. The prior year's contingent liability related to historic upfront payments which created an uncertain tax position. This crystalised in the current period in a settlement with the Australian Taxation Office (ATO). The Company previously treated upfront payments for street furniture contracts as deductible when paid. For accounting purposes, the payments are amortised over the terms of the contracts. During the year, the Company reached an agreement with the ATO to treat a proportion of the payments as non-deductible. The Company has recognised a current tax liability of $4,448,000 payable to the ATO in 2024. The Company has recognised tax expense of $1,871,000 for non-deductible amortisation included in the profit or loss of prior periods and has reversed a deferred tax liability of $2,577,000 for the unamortised balance of these payments at 31 December 2022.

Accounting policy: Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or items recognised directly in equity or in other comprehensive income (OCI).

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends. Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered, or liabilities are settled, based on those tax rates which are enacted or substantially enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

With regards to measuring deferred tax consequences on licences and brands, management considers the tax consequences of recovery through use and then disposal separately. Under this approach the tax base from use (nil as the licences and brands are not depreciable for tax) is considered separate from the tax base from disposal (capital gains tax value). This results in a taxable temporary difference (deferred tax liability) on revenue account and a deductible temporary difference (deferred tax asset) on capital account. As it is not currently probable that future capital gains will be made, the deferred tax asset has not been recognised.

Tax consolidation legislation

oOh!media Limited and its wholly owned Australian controlled subsidiaries apply the tax consolidation legislation.

The deferred tax balances recognised by the parent entity and the consolidated entity in relation to wholly owned entities joining the tax consolidated group are initially measured and remeasured based on the carrying amounts of the assets and liabilities of those entities at the level of the tax consolidated group and their tax values, as applicable under the tax consolidation legislation.

oOh!media Limited, as the head entity in the tax consolidated group, recognises current and deferred tax amounts relating to transactions, events and balances of the controlled entities in this group as if those transactions, events and balances were its own, in addition to the current and deferred tax amounts arising in relation to its own transactions, events and balances. Amounts receivable or payable under a tax funding agreement with the tax consolidated entities are recognised as tax-related amounts receivable or payable. Expenses and revenues arising under the tax funding agreement are recognised as a component of income tax (expense) / benefit.

In accordance with Urgent Issues Group Interpretation 1052 "Tax Consolidation Accounting", the controlled entities in the tax consolidated group account for their own deferred tax balances, except for those relating to tax losses.

11. Trade and other receivables

	31 Dec 23 $'000	31 Dec 22 $'000
Trade receivables	117,925	114,187
Allowance for impairment of receivables	(709)	(1,144)
	117,216	**113,043**
Other receivables	-	1
Total trade and other receivables	**117,216**	**113,044**

Information on the Group's exposure to credit and market risks, and impairment losses for trade and other receivables are included in Note 24 Financial risk management.

Accounting policy: Trade receivables

All trade debtors are recognised at the amount receivable as they are due for settlement no more than 45 days from the date of recognition. Recoverability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. A provision for doubtful receivables is calculated using an expected credit losses provision matrix. The provision matrix is based on the Group's historical observed default rates, adjusted for forward looking estimates. The historical observed default rates are updated to reflect current and forecast credit conditions on each reporting date. Provisions for specific receivables are recognised in addition to the general provision originating from the expected credit losses matrix.

The amount of the provision is recognised in the consolidated statement of financial position with a corresponding charge recognised in the consolidated statement of profit or loss and other comprehensive income.

12. Property, plant and equipment

Reconciliation of carrying amount

	2023		
	Leasehold improvements $'000	Plant & equipment $'000	Total $'000
Cost			
Balance as at 1 January 2023	13,016	387,182	400,198
Additions	375	33,069	33,444
Disposals	-	(22,514)	(22,514)
Reclassification	78	(1,433)	(1,355)
Effects of movement in exchange rates	(2)	(177)	(179)
As at December 2023	**13,467**	**396,127**	**409,594**
Accumulated depreciation			
Balance as at 1 January 2023	(9,695)	(239,144)	(248,839)
Depreciation for the year	(447)	(32,656)	(33,103)
Disposals	-	21,818	21,818
Effects of movements in exchange rates	-	91	91
As at December 2023	**(10,142)**	**(249,891)**	**(260,033)**
Carrying amount at 31 December 2023	**3,325**	**146,236**	**149,561**

	2022		
	Leasehold improvements $'000	Plant & equipment $'000	Total $'000
Cost			
Balance as at 1 January 2022	12,753	383,445	396,198
Additions	481	23,471	23,952
Disposals	(19)	(13,018)	(13,037)
Reclassification	(185)	(5,829)	(6,014)
Effects of movement in exchange rates	(14)	(887)	(901)
As at December 2022	**13,016**	**387,182**	**400,198**
Accumulated depreciation			
Balance as at 1 January 2022	(8,985)	(218,787)	(227,772)
Depreciation for the year	(703)	(32,480)	(33,183)
Disposals	28	11,621	11,649
Reclassification	(39)	99	60
Effects of movements in exchange rates	4	403	407
As at December 2022	**(9,695)**	**(239,144)**	**(248,839)**
Carrying amount at 31 December 2022	**3,321**	**148,038**	**151,359**

Accounting policy: Plant and equipment

Plant and equipment are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of comprehensive income during the financial period in which they are incurred.

Within the Group, depreciation is calculated on a straight-line basis to write-off the cost of each item of plant and equipment over its estimated remaining useful life (less the estimated residual value). Estimates of remaining useful lives are made on a regular basis for all assets, with annual reassessments for major items. The expected useful lives are as follows:

- Leasehold improvements 2-10 years; and
- Plant and equipment 2-20 years.

Gains and losses on disposals are determined by comparing proceeds with carrying amounts. These are included in the statement of comprehensive income.

Accounting policy: Maintenance and repairs

Certain plant and equipment are required to be overhauled on a regular basis. This is managed as part of an ongoing major cyclical maintenance program. The costs of this maintenance are charged as expenses as incurred, except where they relate to the replacement of a component of an asset, in which case the costs are capitalised and depreciated over their useful lives. Other routine operating maintenance, repair costs and minor renewals are charged as expenses as incurred.

13. Right-of-use assets

	31 Dec 23 $'000	31 Dec 22 $'000
Balance as at 1 January	652,306	723,862
Depreciation for the year	(123,804)	(143,885)
Additions, modifications and remeasurements	74,417	74,299
Disposals	(3,367)	(1,970)
As at 31 December	**599,552**	**652,306**

Based on the total number of active leases, 89% of right-of-use assets are property leases where the Company has site structures. The remainder are warehouses, offices, and miscellaneous leases.

Accounting policy: Right-of-use - intangible assets

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses and adjusted for certain remeasurements of the lease liability. The right-of-use assets are depreciated over the lease term using the straight-line method.

Lease modification is a change in the scope of a lease, or the consideration for a lease, that was not part of its original terms and conditions. Common lease modifications include, for example: increasing the scope of the lease by adding the right to use one or more underlying assets; decreasing the scope of the lease by removing the right to use one or more underlying assets or shortening the contractual lease term; increasing the scope of the lease by extending the contractual lease term; and changing the consideration in the lease by increasing or decreasing the lease payments. Changes that result from renegotiations and changes to the terms of the original contract are lease modifications.

When the right to use one or more underlying assets is removed, a corresponding adjustment is made to decrease the carrying amount of the right-of-use asset to reflect the lease. The Group shall then recognise in profit or loss (if any) relating to the termination of the lease and making corresponding adjustments to the lease liabilities.

14. Intangible assets

Reconciliation of carrying amount

	2023				
	Brands $'000	**Goodwill $'000**	**Licences $'000**	**Software $'000**	**Total $'000**
Cost					
Balance as at 1 January 2023	9,000	614,362	258,144	44,504	926,010
Additions	-	-	-	6,305	6,305
Disposals	-	-	(4,492)	-	(4,492)
Effects of movement in exchange rates	-	-	(98)	(2)	(100)
As at December 2023	**9,000**	**614,362**	**253,554**	**50,807**	**927,723**
Accumulated depreciation and impairments					
Balance as at 1 January 2023	(6,456)	(7,179)	(143,713)	(23,248)	(180,596)
Amortisation for the year	(525)	-	(18,384)	(7,027)	(25,936)
Disposals	-	-	2,417	-	2,417
Effects of movements in exchange rates	-	-	25	1	26
As at December 2023	**(6,981)**	**(7,179)**	**(159,655)**	**(30,274)**	**(204,089)**
Carrying amount at 31 December 2023	**2,019**	**607,183**	**93,899**	**20,533**	**723,634**

	2022				
	Brands $'000	**Goodwill $'000**	**Licences $'000**	**Software $'000**	**Total $'000**
Cost					
Balance as at 1 January 2022	9,000	614,362	258,774	42,375	924,511
Additions	-	-	-	3,085	3,085
Reclassification	-	-	(81)	(968)	(1,049)
Effects of movement in exchange rates	-	-	(549)	12	(537)
As at December 2022	**9,000**	**614,362**	**258,144**	**44,504**	**926,010**
Accumulated depreciation and impairments					
Balance as at 1 January 2022	(5,951)	(7,179)	(125,409)	(18,664)	(157,203)
Amortisation for the year	(505)	-	(18,488)	(4,604)	(23,597)
Reclassification	-	-	14	-	14
Effects of movements in exchange rates	-	-	170	20	190
As at December 2022	**(6,456)**	**(7,179)**	**(143,713)**	**(23,248)**	**(180,596)**
Carrying amount at 31 December 2022	**2,544**	**607,183**	**114,431**	**21,256**	**745,414**

Accounting policy: Intangible assets

i) Goodwill

Goodwill represents the excess of the purchase consideration over the fair value of the identifiable net assets acquired. Goodwill acquired in business combinations is not amortised. Instead, goodwill is tested for impairment annually, or more frequently, if events or changes in circumstances indicate that it might be impaired and is carried at cost less accumulated impairment losses. Goodwill is allocated to cash generating units for impairment testing. Refer to Note 15 Goodwill for further information.

ii) Brands

Brands represent acquired business names, trade marks, trade names, domain names and logos. Brands are amortised over their expected useful life.

iii) Licences

Licences represent the rights and relationships associated with acquired site leases and the associated new business revenue streams. Licences are amortised over their expected useful life.

iv) Software

Software that is acquired by the Group and has a finite useful life is measured at cost less accumulated amortisation and any accumulated impairment losses.

v) Amortisation

Amortisation is calculated to write-off the cost of intangible assets less estimated residual values using the straight-line method over their estimated useful lives and is recognised in the consolidated statement of profit or loss and comprehensive income. The estimated useful lives are as follows:

- Brands 2-15 years;
- Licences 11-15 years; and
- Software 3-7 years.

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

15. Goodwill

Cash generating units (CGUs) for the purpose of goodwill impairment testing have been identified as follows for the year ended 31 December 2023: Australia, New Zealand and Cactus. The independence of cash inflows is assessed in identifying CGUs.

Goodwill is allocated to CGUs as shown below:

	Australia $'000	New Zealand $'000	Cactus $'000	Total $'000
Goodwill	527,389	76,877	2,917	607,183

The recoverable amount of the goodwill allocated to the Group's CGUs was determined using the value in use approach. This was determined by discounting five years of future cash flows expected to be generated from the continuing use of the units followed by a terminal value.

For the year ended 31 December 2023, the carrying value of assets allocated to each CGU is supported by their recoverable amount and no impairment loss was recorded.

The key assumptions of the impairment testing are:

- Annual revenue based on the latest management forecast of continued share gains from other media over the forecast period, resulting in normalised compound annual growth rates from 2024 to 2028 for Australia of 7.8% (2022: 7.6%), New Zealand of 10.1%, (2022: 10.0%) and 6.4% for Cactus (2022: 6.2%);
- EBITDA margins improving based on revenue growth assumptions, offset by lease renewal outcomes, and other cost increases in line with expected CPI;
- Terminal growth rate: Australia and New Zealand 3.0%, and Cactus 2.0% (unchanged from 2022);
- Discount rate post-tax: Australia 10.3% (2022: 10.1%), New Zealand 11.1% (2022: 11.6%), Cactus 11.2% (2022: 11.9%)

Management's best estimate of the impact of future trends in the media industry are based on historical and projected data from both external and internal sources. These assessments include assumptions for structural growth in the Out of Home industry, which is in line with the OMA's January 2023 published projection of industry revenue growth of 9% CAGR over this period, and a stretch goal of 11% CAGR.

Sensitivity analysis undertaken on the assumptions mentioned above indicate that no reasonably possible change would result in an impairment.

Accounting policy: Impairment of assets

Non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

The carrying value of assets allocated to each CGU is supported by their recoverable amount.

16. Inventories

	31 Dec 23 $'000	31 Dec 22 $'000
Gross value of inventories	3,061	6,746
Provision for obsolescent stock	(421)	(652)
Net value of inventories	**2,640**	**6,094**

Cost of inventory recognised in the consolidated statement of profit and loss as cost of sales in 2023 was $3,239,000 (2022: $3,899,000). This includes write downs or reversals of inventory in 2023 of $741,000 (2022: $290,000).

Accounting policy: Inventories

Inventories are measured at the lower of original cost and replacement cost. The cost of inventories are based on a first in first out methodology.

17. Other assets

	31 Dec 23 $'000	31 Dec 22 $'000
Current		
Prepayments	11,280	4,531
Contract assets	1,987	9,510
Other assets	247	249
Total current other assets	**13,514**	**14,290**
Non-current		
Other assets	4,979	3,874
Total non-current other assets	**4,979**	**3,874**
Total other assets	**18,493**	**18,164**

18. Loans and borrowings

	31 Dec 23 $'000	31 Dec 22 $'000
Current		
Interest bearing lease liabilities	125,357	145,255
Total current borrowings	**125,357**	**145,255**
Non-current		
Bank loan	117,000	75,000
Unamortised borrowing costs	(1,585)	(2,101)
Interest bearing lease liabilities	566,068	609,742
Total non-current borrowings	**681,483**	**682,641**
Total loans and borrowings	**806,840**	**827,896**

Bank loans represent debt facilities from a syndicate of lending banks, with a facility limit of $350,000,000. The banking syndicate has security over all assets of the Company and its subsidiaries. The debt facilities expire in June 2026.

Information about the Group's exposure to interest rate, foreign currency and liquidity risks is included in Note 24 Financial risk management.

Accounting Policy: Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are derecognised when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Lease liabilities

	31 Dec 23 $'000	31 Dec 22 $'000
Within one year	133,264	148,399
Later than one year but not later than five years	411,762	410,104
Later than five years	287,982	325,213
Total undiscounted lease liabilities at 31 December (1)	**833,008**	**883,716**
Current	125,357	145,255
Non-current	566,068	609,742
Lease liabilities included in the statement of financial position at 31 December	**691,425**	**754,997**

(1) Lease terms range from 1 to 20 years, with the assumption that all options will be taken up. The average lease term option is 5 years. The weighted average incremental borrowing rate applied is 5.15%.

Variable rent payments not included in the measurement of the lease liabilities listed above for the year ended 31 December 2023 were $58,542,000 (2022: $46,477,000). Variable rent payments relate to advertising revenue booked onto sites as required under the contracts.

Lease liability rollforward

	31 Dec 23 $'000	Restated (1) 31 Dec 22 $'000
Balance as at 1 January	754,997	828,171
Additions to lease liabilities	69,639	72,221
Lease payments	(164,166)	(173,742)
Derecognition of lease liabilities	(3,637)	(4,106)
Interest for the year	34,448	33,382
Effect of movements of exchange rates	144	(929)
As at 31 December	**691,425**	**754,997**

(1) The Group has reclassified amounts between movement categories for the comparative period which has resulted in changes to the amounts previously disclosed for additions to lease liabilities, lease payments and derecognition of lease liabilities to align to the current year presentation. There has been no impact to the opening and closing lease liabilities balances previously reported for the comparative period.

Accounting policy: Interest bearing lease liabilities

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The lease liability is initially measured at the present value of the lease payments at the commencement date, discounted using the Group's incremental borrowing rate. The lease liability is subsequently increased by the interest cost on the lease liability (recognised in Finance costs on the income statement) and decreased by lease payments made.

Lease modification is a change in the scope of a lease, or the consideration for a lease, that was not part of its original terms and conditions. Common lease modifications include, for example: increasing the scope of the lease by adding the right to use one or more underlying assets; decreasing the scope of the lease by removing the right to use one or more underlying assets or shortening the contractual lease term; increasing the scope of the lease by extending the contractual lease term; and changing the consideration in the lease by increasing or decreasing the lease payments. Changes that result from renegotiations and changes to the terms of the original contract are lease modifications. Changes in the assessment of whether an extension option is reasonably certain to be exercised is a lease modification and the Group has applied judgement to determine whether it is reasonably certain to exercise an extension option.

When the right to use one or more underlying assets is removed, a corresponding adjustment is made to decrease the carrying amount of the lease liabilities to reflect the lease modification. The Group shall then recognise in profit or loss (if any) relating to the termination of the lease and making corresponding adjustments to the right-of-use asset.

19. Trade and other payables

	31 Dec 23 $'000	31 Dec 22 $'000
Trade payables	123	2,096
Accrued expenses	50,133	35,209
Contract liability	6,323	10,031
Other payables	4,951	2,600
Total trade and other payables	**61,530**	**49,936**

Information about the Group's exposure to currency and liquidity risks is included in Note 24 Financial risk management.

Accounting policy: Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year, which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Contract liabilities are recognised within trade payables where invoices are issued in advance of the period in which the revenue is earned.

20. Provisions

	Make good $'000
2023	
Balance as at 1 January 2023	11,844
Provisions used during the year	(1,101)
Provisions made during the year	3,514
Provisions released during the year	(288)
Effects of movement in exchange rates	(4)
As at 31 December 2023	**13,965**
Current provisions	4,541
Non-current provisions	9,424
As at 31 December 2023	**13,965**
2022	
Current provisions	3,420
Non-current provisions	8,424
As at 31 December 2022	**11,844**

Accounting policy: Make good provisions

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

A make good provision is recognised for the costs of restoration or removal in relation to plant and equipment and site leases where there is a legal or constructive obligation. The provision is initially recorded when a reliable estimate can be determined and discounted to present value. The unwinding of the effect of discounting on the provision is recognised as a finance cost. At the time of initial recognition of the make good provision, a corresponding asset is recognised as part of plant and equipment. During subsequent remeasurement, any reassessment to the make good provision is adjusted to plant, property and equipment.

21. Derivative assets and liabilities

	31 Dec 23 $'000	31 Dec 22 $'000
Interest rate derivative asset	3,488	5,466
Total derivative assets	**3,488**	**5,466**

Information about the fair value of derivative instruments is included in Note 23 Fair values.

22. Capital and reserves

a) Contributed equity

	31 Dec 23 number	31 Dec 22 number	31 Dec 23 $'000	31 Dec 22 $'000
Opening balance as at 1 January	581,083,960	598,645,873	864,104	886,468
Share buyback	(42,302,674)	(17,561,913)	(60,055)	(22,364)
Issued and paid up share capital	538,781,286	581,083,960	804,049	864,104
Weighted average number of shares	**551,772,084**	**595,353,161**		

Ordinary shares

The Company does not have authorised capital or par value in respect of its issued shares. All issued shares are fully paid. The holders of these shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at general meetings of the Company.

b) Reserves

Nature and purpose of reserves

	31 Dec 23 $'000	31 Dec 22 $'000
Foreign currency translation reserve	(1,245)	(988)
Other equity reserve	16,608	16,608
Cash flow hedge reserve	952	2,067
Share-based payments reserve	10,638	15,798
Total reserves	**26,953**	**33,485**

Foreign currency translation reserve - The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations in New Zealand. Refer to Note 3 Material accounting policies.

Other equity reserve - The other equity reserve mostly represents the difference between the issued capital in Outdoor Media Investments Limited (OMI) and the consideration paid to acquire OMI on 18 December 2014. The transaction was accounted for as a common control transaction as disclosed in the consolidated financial statements for the year ended 31 December 2014. The other equity reserve reflects the share price movements for former OMI owners who remained as oOh!media Limited (OML) owners.

Cash flow hedge reserve - The hedging reserve comprises the effective portion of the cumulative net change in the fair value of hedging instruments used in cash flow hedges pending subsequent recognition in profit or loss as the hedged cash flows affect profit or loss. Refer to Note 23 Fair values.

Share-based payments reserve - The share-based payments reserve is used to record the value of share-based payments provided to employees as part of their remuneration and the expense relating to cancelled shares under the legacy share-based payments plan. The current balance relates to unexercised rights issued to senior executives and managers. A portion of this reserve may be reversed against contributed equity if the underlying rights are exercised and results in shares being issued.

c) Non-controlling interest (NCI)

Non-controlling interest	31 Dec 23 $'000	31 Dec 22 $'000
Balance at 1 January	(905)	(905)
Balance at 31 December	**(905)**	**(905)**

d) Equity – dividends

	Amount per share cents	Total value ($)
Dividends paid during 2023 [1]		
Interim 2023 dividend	1.75	9,428,658
Final 2022 dividend	3.0	17,432,519
Total reserves		**26,861,177**
Dividends paid during 2022 [1]		
Interim 2022 dividend	1.5	8,935,744
Final 2021 dividend	1.0	5,986,459
Total reserves		**14,922,203**

(1) All dividends were fully franked.

After the reporting date, a final dividend of 3.5 cents per qualifying ordinary share amounting to $18,857,000 has been declared by the Board of directors. The dividends have not been recognised as liabilities and there are no tax consequences in 2023.

	31 Dec 23 $'000	31 Dec 22 $'000
Adjusted franking account balance	82,089	60,599
Impact on franking account balance of dividends proposed after the reporting date but not recognised as a liability	(8,082)	(7,471)
Franking credits available to shareholders of the Company for subsequent financial years based on a tax rate of 30%	**74,007**	**53,128**

The ability to utilise franking credits is dependent upon the ability to declare dividends. In accordance with the tax consolidation legislation, the Company, as the head entity in the tax-consolidated group, has assumed the benefit of the $74,007,000 (2022: $53,128,000) franking credits.

e) Capital management policy

The Board's policy is to retain a strong capital base relative to normal trading conditions including media advertising industry cycles to maintain investor and creditor confidence and to sustain future development of the business. Capital consists of share capital, retained earnings and the non-controlling interest of the Group.

The Board seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a capital position.

Accounting policy: Share capital

Ordinary shares

Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction are accounted for in accordance with AASB 112 *Income Taxes.*

23. Fair values

Accounting classifications and fair values

a) Fair values vs carrying amounts

The fair values of financial assets and liabilities equals the carrying amounts shown in the statement of financial position. The fair value of interest rate derivatives is determined as the present value of future contracted cash flows and credit adjustments.

b) Interest rates used for determining fair value

The interest rates used to discount estimated cash flows, where applicable, are based on the government yield curve at the end of the reporting period plus an appropriate credit spread, and were as follows:

	31 Dec 23	31 Dec 22
Interest rate derivatives	1.8% - 2.8%	1.8% - 2.8%
Bank loan interest calculated as BBSY + margin	5.996% - 6.6507%	2.065% - 5.5647%
Leases	1.60% - 9.78%	1.45% - 9.78%

c) Fair values hierarchy

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e. derived from prices); and
Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The table below analyses financial instruments carried at fair value, by the levels in the fair value hierarchy. The different levels have been defined as below. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Consolidated	31 Dec 23			31 Dec 22		
	Carrying value $'000	Level 2 $'000	Level 3 $'000	Carrying value $'000	Level 2 $'000	Level 3 $'000
Financial liabilities measured at fair value						
Interest rate derivatives	3,488	3,488	-	5,466	5,466	-
Interest rate derivatives (liability)/asset	**3,488**	**3,488**	**-**	**5,466**	**5,466**	**-**

d) Valuation techniques

The fair value of Level 2 interest rate derivatives is determined as the present value of future contracted cash flows and credit adjustments. Cash flows are discounted using standard valuation techniques at the applicable market yield, having regard to the timing of the cash flows.

24. Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses derivative financial instruments such as interest rate swaps to hedge certain risk exposures. Derivatives are exclusively used for hedging purposes, i.e., not as trading or other speculative instruments. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rates, foreign exchange and other price risks and aging analysis for credit risk.

(a) Credit risk

Credit risk is the financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customers.

i) Management of credit risk

Credit risk is managed on a Group basis. Credit risk arises from cash and cash equivalents, derivative financial instruments and deposits with banks, as well as credit exposures to agency and direct clients, including outstanding receivables and committed transactions. The interest rate derivative financial instruments are contracted with credit worthy counterparties that are large banks, primarily members of the Group's syndicated debt facility.

The Group has no significant concentrations of credit risk because the advertising agencies carry the majority of customer default risk. The Group has policies in place to ensure that sales of media and services are made to customers with appropriate credit histories based on enquires through the Group's credit department. Ongoing customer credit performance is monitored on a regular basis.

Under the Company's leasing arrangements financial guarantees are given to certain parties. Such guarantees are provided under the Group's banking facilities.

ii) Cash and cash equivalents

The Group held cash and cash equivalents of $31,647,000 at 31 December 2023 (31 December 2022: $40,048,000). The cash and cash equivalents are held with credit worthy counterparties that are large banks, primarily members of the Group's syndicated debt facility.

iii) Derivatives

Interest rate derivatives are subject to credit risk in relation to the relevant counterparties, which are large banks and members of the Group's syndicated debt facility. The credit risk on derivative contracts is limited to the net amount to be received from counterparties on contracts that are favourable to the consolidated entity.

iv) Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	31 Dec 23 $'000	31 Dec 22 $'000
Cash and cash equivalents	31,647	40,048
Trade receivables	117,216	113,043
Contract assets	1,987	9,510
Other receivables	-	1
Total financial assets	**150,850**	**162,602**

v) Receivables

The aging of trade receivables at the end of the reporting date that were not impaired was as follows:

	31 Dec 23 $'000	31 Dec 22 $'000
Neither past due nor impaired	111,328	110,141
Past due 0-30 days	2,729	1,264
Past due 31-60 days	1,547	336
Past due 61-90 days	567	180
Past due 91+ days	1,045	1,122
Trade receivables	**117,216**	**113,043**

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

	31 Dec 23 $'000	31 Dec 22 $'000
Balance at 1 January	1,144	1,145
Impairment loss recognised	399	488
Amounts written off	(834)	(489)
Balance at 31 December	**709**	**1,144**

Other than those receivables specifically considered in the above allowance for impairment, the Group does not believe there is a material credit quality issue with the remaining trade receivables balance.

(b) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure that, as far as possible, it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

i) Management of liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

ii) Financing arrangements

The Group had access to the following undrawn borrowing facilities at the end of the reporting date:

	31 Dec 23 $'000	31 Dec 22 $'000
Facility	350,000	350,000
Less: Bank debt	117,000	75,000
Less: Bank guarantees	38,066	36,380
Undrawn revolving facility	**194,934**	**238,620**

iii) Maturities of financial liabilities

The table below analyses the Group's financial liabilities, net and gross settled derivative financial instruments in relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. For interest rate derivatives, the cash flows have been estimated using forward interest rates applicable at the reporting date.

	2023			
	Carrying amount $'000	**Contractual cash flows $'000**	**12 months or less $'000**	**Greater than 1 year $'000**
Non-derivatives				
Bank debt	117,000	(129,577)	(5,031)	(124,546)
Lease liabilities	691,425	(833,008)	(133,264)	(699,744)
Trade and other payables	61,530	(61,530)	(61,530)	-
Total non-derivatives	**869,955**	**(1,024,115)**	**(199,825)**	**(824,290)**
Derivatives				
Interest rate derivatives used for hedging	**(3,488)**	**4,005**	**2,280**	**1,725**

	2022			
	Carrying amount $'000	**Contractual cash flows $'000**	**12 months or less $'000**	**Greater than 1 year $'000**
Non-derivatives				
Bank debt	75,000	(95,020)	(4,449)	(90,571)
Lease liabilities	754,997	(954,515)	(155,580)	(798,935)
Trade and other payables	49,936	(49,936)	(49,936)	-
Total non-derivatives	**879,933**	**(1,099,471)**	**(209,965)**	**(889,506)**
Derivatives				
Interest rate derivatives used for hedging	**(5,466)**	**5,598**	**1,961**	**3,636**

The contractual cashflows for the bank debt includes commitment fees for undrawn debt and fees for active bank guarantees. The Group's banking facilities loan agreement includes a change of control clause that triggers a review in the event of a change of control. The banking syndicate could cancel the facility as a result of such review. As at 31 December 2023 balance date, no change of control event is anticipated and therefore the bank debt is assessed as non-current in line with the existing maturity dates of the facility.

(c) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

i) Management of currency risk

The Group operates in New Zealand and therefore is exposed to foreign exchange transaction risks with respect to the New Zealand dollar. Foreign exchange transaction risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the entity's functional currency and through net investments in foreign operations. The risk is measured using cash flow forecasting. The Group has an accounting exposure to movements in the AUD/NZD exchange rate in consolidating the NZD net assets of oOh!media Street Furniture New Zealand, and its subsidiaries at each balance date. Any such movements are booked to the Group's foreign currency translation reserve (FCTR).

Based on the exposure, the Group has not deemed it necessary to hedge this exposure in the period or the prior period.

ii) Interest rate risk

The Group's main interest rate risk arises from long-term borrowings. Borrowings issued at variable interest rates expose the Group to cash flow interest rate risk. Borrowings issued at fixed rates expose the Group to fair value interest rate risk.

The Group's interest rate policy is to fix estimated interest rate risk exposure at a minimum of 50% for a period of at least 12 months or as otherwise determined by the Board.

The Group manages its cash flow interest rate risk by using floating to fixed interest rate derivatives. Such interest rate derivatives have the economic effect of converting borrowings from floating rates to fixed rates. Generally, the Group raises long-term borrowings at floating rates and hedges them into fixed rates using a mixture of swaps and options. Under the interest rate derivatives, the Group agrees with other parties to exchange, monthly or quarterly, the difference between fixed contract rates and floating rate interest amounts calculated by reference to the agreed notional principal amounts.

At the reporting date the interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group was as follows:

	31 Dec 23 $'000	31 Dec 22 $'000
Fixed rate instruments		
Financial liabilities (1)	691,425	754,997
Variable rate instruments		
Financial assets (2)	31,647	40,048
Financial liabilities (3)	117,000	75,000

(1) Fixed rate instruments are leases
(2) Financial assets are cash
(3) Financial liabilities are borrowings

Cash flow hedges

The amounts at the reporting date relating to items designated as hedged items were as follows:

	Change in value used for calculating hedge ineffectiveness	
	31 Dec 23	31 Dec 22
Interest rate risk	$'000	$'000
Variable rate instruments	(1,978)	10,568

See also Note 23 Fair values where we have stated the designated portion of the derivative and see contractual cash flows on profile and timing of interest rate derivatives.

In accordance with AASB 9 *Financial Instruments*, there has been a rebalancing of the interest rate derivative (hedging instrument). $90,000,000 of the hedging instrument remains effective, with $60,000,000 designated as ineffective as at 31 December 2023.

The amounts relating to items designated as hedging instruments and hedge ineffectiveness are as follows:

	31 Dec 23			During the period - 2023	
		Carrying amount			
	Nominal amount	Assets	Liabilities	Changes in the value of the hedging instrument recognised in OCI	Hedge ineffectiveness recognised in profit and loss
	$'000	$'000	$'000	$'000	$'000
Interest rate derivatives	90,000	3,488	-	1,592	(626)

iii) Cash flow sensitivity analysis for variable rate instruments

A change of 100 basis points in interest rates at the reporting date would have increased / (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables and foreign currency rates remain constant. The analysis was performed on the same basis as 2022.

	2023			
	Profit or loss		Equity	
	100 BP increase	100 BP decrease	100 BP increase	100 BP decrease
	$'000	$'000	$'000	$'000
Variable rate instruments	(1,170)	1,170	(1,170)	1,170
Interest rate derivatives	-	-	1,500	(1,500)
Cash flow sensitivity (net)	(1,170)	1,170	330	(330)

	2022			
	Profit or loss		Equity	
	100 BP increase	100 BP decrease	100 BP increase	100 BP decrease
	$'000	$'000	$'000	$'000
Variable rate instruments	(750)	750	(750)	750
Interest rate derivatives	-	-	1,500	(1,500)
Cash flow sensitivity (net)	(750)	750	750	(750)

Accounting policy: Financial instruments

(a) Initial recognition and measurement

Trade receivables and debt securities are initially recognised when they are originated. Other financial assets/liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

Trade receivables are initially measured at the transaction price. Financial assets / liabilities are initially measured at fair value (together with any transaction costs which are directly attributable to the acquisition of the asset, or cost of the liability).

Classification and subsequent remeasurement

Three principal classification categories for financial assets exist:

- i) measured through amortised cost;
- ii) fair value through other comprehensive income (FVOCI); and
- iii) fair value to the consolidated statement of profit or loss (FVTPL).

Financial assets are classified according to the business model in which the asset is managed and according to its contractual cash flow characteristics. They will not subsequently be reclassified unless the Group changes its business model for managing financial assets. If the business model changes, all financial assets would be reclassified on the first day of the reporting period after which the change took place.

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold assets to collect contractual cash flows and contractual terms give rise to cash flows of principal and interest on specific dates. When assessing whether cash flows represent solely principal and interest, the Group considers factors which may affect the timing and amount of the cash flows, such as contingent events, contractual terms and prepayment or extensions features.

All derivative financial assets are measured as FVTPL. At inception, the Group may also irrevocably designate that a financial asset be measured as FVTPL, even though it would otherwise be measured as amortised cost or FVOCI, if such an election eliminates (or significantly reduces) an accounting mismatch which would otherwise occur.

Subsequent remeasurement of	Remeasured at	Gains / Losses	Other considerations
Financial assets at FVTPL	Fair value	Profit or loss	Does not apply to hedging instruments (refer to (d) below)
Financial assets at amortised cost	Amortised cost using the effective interest method	Profit or loss	Amortised cost is reduced by any impairment losses
Financial liabilities at FVTPL	Fair value	Profit or loss	Does not apply to hedging instruments (refer to (d) below)
Financial liabilities at amortised cost	Amortised cost using the effective interest method	Profit or loss	-

(b) Derecognition

Financial assets

The Group will de-recognise a financial asset when any of the following occur:

- expiration of the contractual right to receive cash flow from the asset; or
- a transaction occurs which results in the Group transferring substantially all the risks and rewards of ownership of the asset and therefore it also transfers the right to receive cash flows from the asset; or
- although the Group does not transfer the risks and rewards of ownership, it no longer retains control of the asset.

Financial liabilities

The Group will derecognise a financial liability when any of the following occur:

- contractual obligations are discharged, cancelled or expire; or
- the terms are modified, such that the cash flows are also modified. In this situation, a new financial liability would be recognised, at fair value, based on the modified terms.

(c) Offsetting

The Group may only offset financial assets and liabilities (or present them on a net basis) in circumstances where there is a legally enforceable right to do so and the Group intends to settle the asset and liability on a net basis, or simultaneously.

(d) Derivative financial instruments and hedge accounting

The Group holds derivative financial instruments to hedge its interest rate risk exposure. Derivatives are initially measured at fair value. Subsequent changes in fair value are recognised in OCI.

The Group designates certain instruments as cash flow hedges to minimise the variability in cash flows associated with highly probable forecast transactions arising from changes in interest rates.

The risk management objective and strategy for undertaking a hedge, are documented at the inception of the hedging relationship. The Group also documents the economic relationship between the hedged item and the hedging instrument (including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset).

The accounting policy for cash flow hedges is as follows:

- When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the hedging reserve. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in profit or loss.
- The amount accumulated in equity is retained in OCI and reclassified to profit or loss in the same period or periods during which the hedged item affects profit or loss.

If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, or the designation is revoked, then hedge accounting is discontinued prospectively. If the forecast transaction is no longer expected to occur, then the amount accumulated in equity is reclassified to profit or loss.

25. List of subsidiaries and equity accounted investees

Subsidiaries and equity accounted investees

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in Note 3(a):

		Ownership %	
Name of entity	**Country of**	**2023**	**2022**
Outdoor Media Operations Pty Ltd	Australia	100%	100%
oOh!media Group Pty Limited	Australia	100%	100%
oOh!media Street Furniture Pty Limited	Australia	100%	100%
oOh!media Operations Pty Limited	Australia	100%	100%
oOh!media Produce Pty Limited	Australia	100%	100%
oOh!media Assets Pty Limited	Australia	100%	100%
oOh!media Factor Pty Limited	Australia	100%	100%
oOh!media Digital Pty Limited	Australia	100%	100%
oOh!media Retail Pty Limited	Australia	100%	100%
oOh!media Lifestyle Pty Limited	Australia	100%	100%
oOh!media Shop Pty Limited	Australia	100%	100%
oOh!media Roadside Pty Limited	Australia	100%	100%
oOh!media MEP Pty Limited	Australia	100%	100%
oOh!media Regional Pty Limited	Australia	100%	100%
Red Outdoor Pty Ltd	Australia	100%	100%
Closebuys Pty Limited	Australia	83%	83%
oOh!media Café Screen Pty Limited	Australia	100%	100%
Eye Corp Pty Limited	Australia	100%	100%
Eye Corp Australia Pty Ltd	Australia	100%	100%
oOh!media Fly Pty Limited	Australia	100%	100%
Eye Drive Sydney Pty Ltd	Australia	100%	100%
Eye Outdoor Pty Limited	Australia	100%	100%
Eye Mall Media Pty Limited	Australia	100%	100%
Eye Drive Melbourne Pty Ltd	Australia	100%	100%
oOh!media Study Pty Limited	Australia	100%	100%
Outdoor Plus Pty Limited	Australia	100%	100%
Eye Shop Pty Limited	Australia	100%	100%
Homemaker Media Pty Ltd	Australia	100%	100%
oOh!media Office Pty Ltd	Australia	100%	100%
Inlink Office Pty Ltd	Australia	100%	100%
Inlink Café Pty Ltd	Australia	100%	100%
Inlink Fitness Pty Ltd	Australia	100%	100%
Executive Channel International Pty Ltd	Australia	100%	100%
Executive Channel Pty Ltd	Australia	100%	100%
InTheMix dot com dot au Pty Ltd	Australia	100%	100%
Thought By Them Pty Ltd	Australia	100%	100%
QJump Australia Pty Limited	Australia	100%	100%
Fasterlouder Pty Limited	Australia	100%	100%
Sound Alliance Nominees Pty Ltd	Australia	100%	100%
Cactus Imaging Pty Ltd	Australia	100%	100%
Cactus Holdings Pty Ltd	Australia	100%	100%
oOh!media Locate Pty Ltd	Australia	100%	100%
oOh!media Street Furniture New Zealand Limited	New Zealand	100%	100%
oOh!media New Zealand Limited	New Zealand	100%	100%
oOh!media Retail New Zealand Limited	New Zealand	100%	100%
oOh!media Study New Zealand Limited	New Zealand	100%	100%
Calibre Audience Measurement Limited	New Zealand	33.3%	33.3%

26. Capital commitments

The Group entered into contracts to purchase plant and equipment in 2023 for $18,023,000 (2022: $17,721,000).

27. Contingencies

Contingent liabilities

	31 Dec 23 $'000	31 Dec 22 $'000
Bank guarantees [1]	38,264	36,584
Bank guarantees	**38,264**	**36,584**

[1] Bank guarantees of $198,000 (2022: $204,000) are not included in and do not form part of the debt facility per Note 24 Financial risk management.

Bank Guarantees are issued to lessors as part of the Group's commercial lease obligations.

Contingent assets and liabilities

There are no material contingent assets or liabilities as at 31 December 2023.

28. Related parties

(a) Parent entity and ultimate controlling party

As at 31 December 2023, the parent entity of the Group is oOh!media Limited.

(b) Subsidiaries

Interest in subsidiaries is set out in Note 25 List of subsidiaries and equity accounted investees.

(c) Transactions with Key Management Personnel

i) Key Management Personnel compensation

The Key Management Personnel compensation comprised:

	31 Dec 23 $	31 Dec 22 $
Short term employee benefits	3,096,286	3,207,193
Termination benefits	-	-
Post-employment benefits	123,153	118,287
Share-based benefits	708,164	805,108
	3,927,603	**4,130,588**

Key Management Personnel also participate in the Group's share plans, details of which are discussed in Note 9 Share-based payments. Included in the above is Non-executive Director compensation of $1,070,846 (2022: $1,009,386) and post-employment benefits of $70,461 (2022: $66,192).

ii) Directors' related party transactions

No director related party transactions occurred during the period.

29. Earnings per share

The table below shows the calculation of basic and diluted earnings per share for 2023 and 2022.

	31 Dec 23 $'000	31 Dec 22 $'000
Profit attributable to ordinary shareholders	34,617	31,516
Net profit after income tax attributable to equity holders of the parent	**34,617**	**31,516**

	Number of shares	
Weighted average number of shares outstanding - basic		
Opening issued ordinary shares balance	581,083,960	598,645,873
Unallocated treasury shares	(2,380,714)	-
Share buy back	(29,311,876)	(3,292,712)
Weighted average number of ordinary shares at 31 December - basic	**549,391,370**	**595,353,161**
Weighted average number of shares outstanding - diluted		
Weighted average number of shares outstanding - basic	549,391,370	595,353,161
Effect of performance rights on issue	1,538,280	4,941,319
Weighted average number of ordinary shares at 31 December - diluted	**550,929,650**	**600,294,480**

	31 Dec 23 cents	31 Dec 22 cents
Basic profit earnings per share	6.3	5.3
Diluted profit earnings per share	6.3	5.3

30. Reconciliation of cash flows from operating activities

	31 Dec 23 $'000	31 Dec 22 $'000
Cash flows from operating activities		
Profit after income tax for the year	34,617	31,516
Adjustments for:		
Depreciation	156,907	177,068
Amortisation	25,936	23,597
Hedge ineffectiveness	626	(2,366)
Borrowing costs	1,211	1,289
Share of loss / (profit) of equity-accounted investees, net of tax	59	(11)
Covid-19 Fixed rent abatements	-	(10,850)
Net exchange differences	662	2,925
Equity-settled share-based payment transactions	(182)	4,009
	219,836	**227,177**
Changes in:		
Trade receivables	(4,172)	(13,217)
Deferred tax balances	(12,570)	(4,775)
Other operating assets	2,451	11,500
Trade payables	11,594	(204)
Other provisions	2,459	(2,496)
Provision for income taxes payable	(2,579)	13,657
Other operating liabilities	(6,021)	(8,954)
Net cash inflows from operating activities	**210,998**	**222,688**

Accounting policy: Cash and cash equivalents

For cash flow statement presentation purposes, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and other highly liquid investments with original maturities of three months or less that are readily convertible to cash on hand and are subject to an insignificant risk of change in value, net of outstanding bank overdrafts.

31. Auditor's remuneration

	31 Dec 23 $	31 Dec 22 $
Audit and assurance services		
KPMG Australia		
Audit and review of financial statements	871,261	673,770
Other assurance services	2,050	131,087
Total audit and assurance services	**873,311**	**804,857**
Other services		
KPMG Australia		
Taxation compliance and advisory services	158,447	473,978
Total other services	**158,447**	**473,978**
Total auditor's remuneration	**1,031,758**	**1,278,835**

32. Parent entity disclosures

As at and throughout the financial year ended 31 December 2023, the parent entity of the Group was oOh!media Limited (2022: oOh!media Limited).

(a) Financial position

	31 Dec 23 $'000	31 Dec 22 $'000
Financial position of parent entity at year end		
Current assets	117,512	99,641
Non-current assets	828,085	888,140
Total assets	**945,597**	**987,781**
Current liabilities	20,305	22,884
Non-current liabilities	103,944	72,536
Total liabilities	**124,249**	**95,420**
Net assets	**821,348**	**892,361**
Total equity of parent entity comprising of:		
Contributed equity	804,049	864,104
Treasury shares	(4,683)	-
Reserves	21,982	28,257
Total equity	**821,348**	**892,361**

(b) Comprehensive income

Result of parent entity		
Profit for the year:		
Dividends received from subsidiary	26,861	14,922
Other comprehensive (loss) / income	(1,115)	5,742
Total comprehensive income for the year	**25,746**	**20,664**

(c) Parent entity capital commitments for acquisition of property, plant and equipment

The parent entity did not have any capital commitments for the acquisition of property, plant or equipment as at 31 December 2023 (2022: Nil).

(d) Guarantees and contingent liabilities

Please refer to Note 27 Contingencies, for information on the guarantees and contingent liabilities of the parent entity.

33. Deed of cross guarantee

On 20 April 2018, the wholly owned subsidiaries listed below entered into a Deed of Cross Guarantee with oOh!media Limited in accordance with ASIC Corporations (Wholly Owned Companies) Instrument 2016/785 thereby relieving them from the *Corporations Act 2001* requirements for preparation, audit and lodgement of financial reports, and Directors' reports.

The effect of the Deed is that the Company guarantees to each creditor payment in full of any debt of the others.

The subsidiaries subject to the Deed are:

Outdoor Media Operations Pty Ltd
oOh!media Group Pty Limited
oOh!media Operations Pty Limited
oOh!media Produce Pty Limited
oOh!media Assets Pty Limited
oOh!media Factor Pty Limited
oOh!media Digital Pty Limited
oOh!media Locate Pty Ltd
oOh!media Retail Pty Limited
oOh!media Lifestyle Pty Limited
oOh!media Shop Pty Limited
oOh!media Roadside Pty Limited
oOh!media MEP Pty Limited
oOh!media Regional Pty Limited
Red Outdoor Pty Ltd
Eye Corp Pty Limited
Eye Corp Australia Pty Ltd
oOh!media Fly Pty Limited
Eye Drive Sydney Pty Ltd
Eye Outdoor Pty Limited
Eye Mall Media Pty Limited
Eye Drive Melbourne Pty Ltd
oOh!media Study Pty Limited
Outdoor Plus Pty Limited
Eye Shop Pty Limited
Homemaker Media Pty Ltd
oOh!media Office Pty Ltd
Inlink Office Pty Ltd
Inlink Café Pty Ltd
Inlink Fitness Pty Ltd
Executive Channel International Pty Ltd
Executive Channel Pty Ltd
Cactus Imaging Holdings Pty Ltd
Cactus Imaging Pty Ltd
oOh!media Café Screen Pty Limited
oOh!media Street Furniture Pty Limited
Fasterlouder Pty Limited
Thought By Them Pty Ltd
QJump Australia Pty Limited
Sound Alliance Nominees Pty Ltd
InTheMix dot com dot au Pty Ltd

A consolidated statement of profit and loss and other comprehensive income and consolidated statement of financial position, comprising the Company and controlled entities which are a party to the Deed, after eliminating all transactions between parties to the Deed of Cross Guarantee, for the year ended 31 December 2023 is set out as follows:

Consolidated statement of profit or loss and other comprehensive income and retained earnings

	31 Dec 23 $'000	31 Dec 22 $'000
Revenue	579,920	540,545
Cost of sales	(188,765)	(145,418)
Gross profit	**391,155**	**395,127**
Other income	269	2,136
Operating expenses, depreciation and amortisation	(304,789)	(320,527)
Finance income	-	415
Finance costs and foreign exchange costs	(43,733)	(41,725)
Profit before tax	**42,902**	**35,426**
Tax expense	(15,441)	(11,782)
Profit after tax	**27,461**	**23,644**
Effective portion of changes in fair value of cash flow hedges, net of tax	(1,115)	7,118
De-designation of interest rate derivatives to the Consolidated Income Statement, net of tax	-	(1,376)
Other comprehensive (loss) / income for the period, net of tax	**(1,115)**	**5,742**
Total comprehensive income for the period, net of tax	**26,346**	**29,386**

Consolidated statement of financial position

Assets	31 Dec 23 $'000	31 Dec 22 $'000
Cash and cash equivalents	23,424	28,532
Trade and other receivables	98,639	57,002
Inventories	2,466	5,937
Other current assets	9,985	14,634
Current assets	**134,514**	**106,105**
Property, plant and equipment	131,850	135,000
Right-of-use asset	590,494	641,112
Intangible assets	634,647	653,887
Investments	129,152	129,152
Derivative assets	3,488	5,466
Deferred tax asset	16,896	2,008
Other non-current assets	5,011	3,847
Non-current assets	**1,511,538**	**1,570,472**
Total assets	**1,646,052**	**1,676,577**
Liabilities		
Trade and other payables	53,846	44,490
Interest bearing lease liabilities	121,487	141,570
Provisions	4,191	3,117
Employee benefits	9,465	9,225
Income tax payable	18,827	20,184
Current liabilities	**207,816**	**218,586**
Loans and borrowings	115,415	73,513
Provisions	7,929	6,975
Employee benefits	2,270	2,140
Interest bearing lease liabilities	558,696	599,729
Deferred tax liabilities	3,664	-
Non-current liabilities	**687,974**	**682,357**
Total liabilities	**895,790**	**900,943**
Net assets	**750,262**	**775,634**
Equity		
Share capital	804,049	864,104
Reserves	23,040	34,638
Minority interest	10	10
Accumulated losses	(76,837)	(123,118)
Total equity	**750,262**	**775,634**

34. Subsequent events

Since the end of the financial year, and after the approval of these consolidated financial statements, the Board has declared a fully franked dividend of 3.5 cents per ordinary share, amounting to $18,857,000 in respect of the year ended 31 December 2023 (31 December 2022: $17,433,000). This dividend is payable on 21 March 2024. The financial effect of this dividend has not been brought to account in the consolidated financial statements for the year ended 31 December 2023 and will be recognised in subsequent financial reports.

No other matter or circumstance at the date of this report has arisen since 31 December 2023 that has significantly affected or may affect:

(a) the operations of the Group;

(b) the results of those operations in future financial years; or

(c) the Group's state of affairs in the future financial years.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ONLY

Directors' Declaration

06

Directors' Declaration

In accordance with a resolution of the Directors of oOh!media Limited ('the Company'), we state that:

1. In the Directors opinion:

   a. the consolidated financial statements and notes of the Group that are set out on pages 60 to 101, for the year ended 31 December 2023, are in accordance with the *Corporations Act 2001* (Cth), including:

      i. giving a true and fair view of the Group's financial position as at 31 December 2023 and of its performance for the year ended on that date; and
      ii. complying with Australian Accounting Standards and the *Corporations Regulations 2001* (Cth); and

   b. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

2. There are reasonable grounds to believe that oOh!media Limited and the controlled entities will be able to meet any obligations or liabilities to which they are or may become subject to by virtue of the Deed of Cross Guarantee between oOh!media Limited and those controlled entities pursuant to ASIC Corporations (Wholly-owned companies) instrument 2016/785 (Instrument).

3. The Directors have been given the declarations required by section 295A of the *Corporations Act 2001* (Cth) from the Chief Executive Officer and the Chief Financial Officer for the financial year ended 31 December 2023.

4. The Directors draw attention to Note 2(a) to the consolidated financial statements, which includes a statement of compliance with International Financial Reporting Standards.

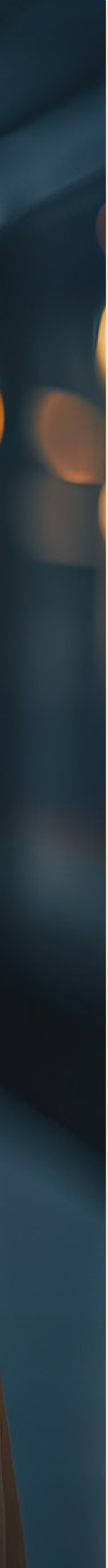
On behalf of the Board

Tony Faure
Chairman

19 February 2024
Sydney


AO
new balance
new balance
AO
new balance
oOh!


LET'S CLEAN UP
OUR
BACKYARD
Drumstick
oOh!



Independent Auditor’s Report

07

Independent Auditor's Report

To the shareholders of oOh!media Limited

Report on the audit of the Financial Report

Opinion

We have audited the ***Financial Report*** of oOh!media Limited (the Company).

In our opinion, the accompanying Financial Report of the Company is in accordance with the *Corporations Act 2001*, including:

- giving a true and fair view of the ***Group***'s financial position as at 31 December 2023 and of its financial performance for the year ended on that date; and
- complying with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The ***Financial Report*** comprises:

- Consolidated statement of financial position as at 31 December 2023.
- Consolidated statement of profit or loss and other comprehensive income / (loss), Consolidated statement of changes in equity, and Consolidated statement of cash flows for the year then ended.
- Notes including a summary of material accounting policies.
- Directors' Declaration.

The ***Group*** consists of the Company and the entities it controlled at the year-end or from time to time during the financial year.

Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report.

We are independent of the Group in accordance with the *Corporations Act 2001* and the ethical requirements of the *Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the Financial Report in Australia. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Key Audit Matters

The ***Key Audit Matters*** we identified are:

- Lease accounting
- Recoverable amount of goodwill

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the Financial Report of the current period.

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These matters were addressed in the context of our audit of the Financial Report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Lease accounting

Refer to Notes 13 and 18 to the Financial Report

The key audit matter	How the matter was addressed in our audit
The accounting requirements of AASB 16 *Leases* are inherently complex, where specific and individualised lease-features drive different accounting outcomes, increasing the need for interpretation and judgement. This increases our audit effort and is a key audit matter. We focused on: • High volume of leases – the Group has a high volume of individualised lease agreements required to be assessed in determining the lease liability and right-of-use asset. A focus for us was the completeness of the lease population and the accuracy of multiple and varied inputs which may drive different accounting outcomes, including key terms of the lease agreements, such as key dates, fixed rent payments, renewal options and incentives. • Complex modelling process – the Group developed a lease calculation model, which is largely manual and complex, and therefore is at greater risk for potential error and inconsistent application. • Relative magnitude – the size of balances has a significant financial impact on the Group's financial position and performance. The most significant areas of judgement we focused on were in assessing the Group's: • Incremental borrowing rates used – these reflect the Group's entity specific credit risk and vary based on each lease term. The Group periodically engages an external expert to assist with determining each of the Group's incremental borrowing rates. • Lease terms where leases have renewal options – assessing the Group's judgement of whether it is reasonably certain renewal options will be exercised impacts the	Our procedures included: • We considered the appropriateness of the Group's accounting policies against the requirements of the accounting standard and our understanding of the business and industry practice. • We obtained an understanding of the Group's processes used to calculate the lease liability, right-of-use asset, depreciation and interest expense. • We assessed the completeness of the Group's leases by checking actual lease payments throughout the period against expected lease payments per the Group's lease calculation model. • We compared the Group's inputs in the lease calculation model, such as, key dates, fixed rent payments, renewal options and incentives, for consistency to the relevant terms of a sample of underlying signed lease agreements. • We assessed the Group's estimate of whether it is reasonably certain to exercise lease renewal options. We compared key management judgement for consistency to board approved plans, strategies and past practices. • We assessed the scope, competency and objectivity of the external expert engaged by the Group to assist determining the Group's incremental borrowing rates. We checked key inputs into the incremental borrowing rate to published authoritative sources. • Working with our modelling specialists, we assessed the integrity of the Group's lease calculation model used, including the accuracy of the underlying calculation formulas.

KPMG

measurement of the lease, therefore is important to the accuracy of the accounting. We involved our senior audit team members in assessing these areas.	We assessed the disclosures in the financial report using our understanding obtained from our testing and against the requirements of the accounting standard.

Recoverable amount of goodwill ($607 million)	
Refer to Notes 14 and 15 to the Financial Report	
The key audit matter	**How the matter was addressed in our audit**
The Group's annual testing of goodwill for impairment is a key audit matter, given the size of the balance (being 37% of total assets) and the degree of judgement applied by the Group. We focused on the significant forward-looking assumptions the Group applied in its discounted cash flow models ("DCF models"), including: • Forecast cash flows – there is inherent uncertainty around future cash flows due to the short term, non-recurring nature of customer contracts, as well as continued uncertainty due to volatile macroeconomic conditions affecting the Group's customers. These conditions increase the risk of inaccurate forecasts or a significantly wider range of possible outcomes for us to consider. • Forecast growth rates, including long-term growth rates into perpetuity – in addition to the uncertainties described above, the Group's DCF models are sensitive to small changes in these assumptions, reducing available headroom. • Discount rate – these are complex in nature and vary according to the conditions and environment the specific Cash Generating Unit (CGU) is subject to from time to time. We involved our valuations specialists with this assessment. The Group uses complex DCF models to perform their annual testing of goodwill for impairment. The DCF models are largely manually developed, use adjusted historical performance, and a range of internal and external sources as inputs to the assumptions. Complex modelling, including judgemental	Working with our valuation specialists, our procedures included: • We considered the appropriateness of the value in use method applied by the Group to perform the annual test of goodwill for impairment against the requirements of the accounting standards. • We considered the Group's determination of their CGUs based on our understanding of the operations of the Group's business against the requirements of the accounting standards. • We assessed the integrity of the DCF models used, including the accuracy of the underlying calculation formulas. • We compared the forecast cash flows contained in the DCF models to Board approved forecasts. • We assessed the Group's underlying methodology for the allocation of corporate costs to the forecast cash flows contained in the DCF models, for consistency with our understanding of the business and the criteria in the accounting standards. • We assessed the Group's allocation of corporate assets to CGUs for reasonableness and consistency based on the requirements of the accounting standards. • We challenged the Group's significant forecast cash flows for CGUs with high growth forecasts. We compared key events to the Board-approved plan and strategy. We assessed the accuracy of previous Group forecasts to inform our evaluation of forecasts incorporated in the models. We applied increased scepticism to forecasts in the areas

allocations of corporate assets and costs to CGUs, using forward-looking assumptions tend to be prone to greater risk for potential bias, error and inconsistent application. These conditions necessitate additional scrutiny by us, in particular to address the objectivity of sources used for assumptions, and their consistent application.	where previous forecasts were not achieved. We compared forecast growth rates to published studies of industry trends and expectations of forecast advertising spend and considered differences for the Group's operations. We used our knowledge of the Group, their past performance, business and customers, and our industry experience. • We independently developed a discount rate range using publicly available market data for comparable entities, adjusted by risk factors specific to the Group and the industry it operates in. • We considered the sensitivity of the DCF models by varying key assumptions, such as forecast growth rates, long-term growth rates into perpetuity and discount rates, within a reasonably possible range. We did this to identify any CGU at higher risk of impairment and those assumptions at a higher risk of bias or inconsistency in application and to focus our further procedures. • We assessed the Group's reconciliation of differences between the year-end market capitalisation and the carrying amount of the net assets by comparing the implicit earnings multiples from the DCF models to market multiples of comparable entities. • We assessed the disclosures in the financial report using our understanding obtained from our testing against the requirements of the accounting standards. multiples from the DCF models to market multiples of comparable entities. We assessed the disclosures in the financial report using our understanding obtained from our testing against the requirements of the accounting standards.

Other Information

Other Information is financial and non-financial information in oOh!media Limited's annual report which is provided in addition to the Financial Report and the Auditor's Report. The Directors are responsible for the Other Information.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the Financial Report, our responsibility is to read the Other

Information. In doing so, we consider whether the Other Information is materially inconsistent with the Financial Report, or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We are required to report if we conclude that there is a material misstatement of this Other Information and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor's Report we have nothing to report.

Responsibilities of the Directors for the Financial Report

The Directors are responsible for:

- preparing the Financial Report that gives a true and fair view in accordance with *Australian Accounting Standards* and the *Corporations Act 2001*
- implementing necessary internal control to enable the preparation of a Financial Report that gives a true and fair view and is free from material misstatement, whether due to fraud or error
- assessing the Group and Company's ability to continue as a going concern and whether the use of the going concern basis of accounting is appropriate. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Group and Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objective is:

- to obtain reasonable assurance about whether the Financial Report as a whole is free from material misstatement, whether due to fraud or error; and
- to issue an Auditor's Report that includes our opinion.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Financial Report.

A further description of our responsibilities for the audit of the Financial Report is located at the *Auditing and Assurance Standards Board* website at: https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf. This description forms part of our Auditor's Report.

Report on the Remuneration Report

Opinion

In our opinion, the Remuneration Report of oOh!media Limited for the year ended 31 December 2023, complies with *Section 300A* of the *Corporations Act 2001*.

Directors' responsibilities

The Directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with *Section 300A* of the *Corporations Act 2001*.

Our responsibilities

We have audited the Remuneration Report included in pages 40 to 57 of the Directors' Report for the year ended 31 December 2023.

Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with *Australian Auditing Standards*.

KPMG

KPMG

Kristen Peterson

Partner

Sydney

19 February 2024

Glossary

08

Glossary

Term	Meaning/definition
AASB	Australian Accounting Standards Board
AGM	Annual General Meeting
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange, as operated by ASX Limited ABN 98 008 624 691
AUD, A$, $ or Australian dollar	The lawful currency of the Commonwealth of Australia
Auditor	KPMG
Australian Accounting Standards	Australian Accounting Standards and other authoritative pronouncements issued by the Australian Accounting Standards Board and Urgent Issues Group Interpretations
Board or Board of Directors	The board of Directors of oOh!media Limited
CAGR	Compound Annual Growth Rate
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CGU	Cash Generating Unit
Company	oOh!media Limited ACN 602 195 380
Company Secretary	The Company Secretary of oOh!media as appointed from time-to-time
Constitution	The constitution of the Company
Corporations Act	Corporations Act 2001 (Cth)
CY18	Financial year ended 31 December 2018
CY19	Financial year ended 31 December 2019
CY20	Financial year ended 31 December 2020
CY21	Financial year ended 31 December 2021
CY22	Financial year ended 31 December 2022
CY23	Financial year ended 31 December 2023
Digital revenue	Revenue from digital advertising display panels
Director	Each of the Directors of oOh!media as appointed to the position from time-to-time
EBIT	Earnings before interest and taxation
EBITDA	Earnings before interest, taxation, depreciation and amortisation
EPS	Earnings Per Share
Escrow	An 'escrow' is a restriction on sale, disposal or encumbering of, or certain other dealings in respect of, the shares concerned for the period of the escrow, subject to exceptions set out in the escrow arrangement
FAR	Fixed annual remuneration
FCTR	Foreign Currency Translation Reserve
FMCG	Fast moving consumer goods
Group	oOh!media Limited and its subsidiaries
GST	Goods and services or similar tax imposed in Australia and New Zealand
IASB	International Accounting Standards Board
IFRS	International Financial Reporting Standards
KMP	Key Management Personnel
KPI	Key Performance Indicator
KPMG	KPMG ABN 51 194 660 183

Term	Meaning/definition
Listing	The admission of oOh!media to the Official List of the ASX
Listing Rules	The Official Listing Rules of ASX
LTI	Long term incentive as payable under the LTI Plan
LTI Plan	oOh!media's long-term incentive plan, as amended by oOh!media from time-to-time
Management	The management of oOh!media
MD	Managing Director
MOVE	Measurement of Outdoor Visibility and Exposure, Australia's national Out of Home audience measurement system
n/a	Not applicable
NCI	Non-controlling Interest
NED	Non-executive Director
NPAT	Net profit after tax
NPATA	Net profit after tax before amortisation of acquired intangibles
NZD	New Zealand Dollars
OCI	Other Comprehensive Income
OFR	Operating and Financial Review
OMA	Outdoor Media Association, the peak national industry body that represents most of Australia's traditional and digital outdoor media display companies and production facilities, as well as some media display asset owners.
Officer	An Officer of the Company
OMI	Outdoor Media Investments Limited ABN 32 156 446 187
OML	oOh!media Limited ACN 602 195 380
oOh!	oOh!media Limited ACN 602 195 380
oOh!media	oOh!media Limited ACN 602 195 380
Out of Home	Out of Home, also commonly referred to as out of home or outdoor advertising, represents the media sector of the advertising industry that communicates with people when they are out of their home
Registry	Link Market Services Limited ABN 54 083 214 537
Rights	Rights to shares granted pursuant to the LTI Plan
Senior Executive	The senior executive management of oOh!media
Share of security	A fully paid ordinary share in oOh!media
Share registry	Link Market Services Limited ABN 54 083 214 537
Shareholder	The registered holder of a Share
SMI	Standard Media Index
STI	Short term incentive payable under the STI Plan
STI Plan	oOh!media's short term incentive plan, as amended by oOh!media from time-to-time
TSR	Total Shareholder Return
VWAP	Volume weighted average price
WHS	Workplace health & safety
WHSE&S	Work, health, safety, environment & sustainability
WSE	Wellbeing, safety & environment

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