

Notice reference number: **[Insert ref number]**

Notice date: 10/11/2014

**What's this about?**

Effective date: 10/11/2014

<input checked="" type="radio"/> ASX Trade	<input type="radio"/> ASX 24					
<input checked="" type="radio"/> Trading	<input type="radio"/> Clearing	<input type="radio"/> Settlement				
<input type="radio"/> Operations	<input type="radio"/> Technology	<input type="radio"/> Market Data	<input type="radio"/> Rules	<input checked="" type="radio"/> Compliance	<input type="radio"/> Risk	<input checked="" type="radio"/> Other

Title

APN Outdoor Group Limited– Admission and Commencement of Official Quotation

Description

It is anticipated that APN Outdoor Group Limited (the “Company”) will be admitted to the official list of ASX Limited (“ASX”) on the morning of Tuesday, 11 November 2014.

Official quotation of the Company’s shares is expected to commence at 12:00pm AEDT on Tuesday, 11 November 2014 on a conditional and deferred settlement basis. The Company is expected to raise approximately \$329,326,453 pursuant to the offer under the replacement prospectus dated 27 October 2014 issued by the Company and APN Outdoor SaleCo Pty Limited (the “Prospectus”) by the issue of 42,826,551 shares and transfer of 86,321,078 shares at an issue and sale price of \$2.55 per share.

Quoted Securities: 166,614,509 fully paid ordinary shares

ASX Code: APO

Time: 12:00pm AEDT

Date: 11 November 2014

ASX Trade Abbreviation: APNOUTDOOR

ISIN: AU000000APO2

Home Branch: Sydney

Industry Classification: 2540 Media

Registered and Corporate Office: Level 4  
33 Saunders Street, Pyrmont NSW, 2009

Phone: 8569 3000  
Website: [www.apnoutdoorcorporate.com/](http://www.apnoutdoorcorporate.com/)

Communication person with ASX: Wayne William Castle

Share Registry: Link Market Services Ltd  
Level 12  
680 George Street  
Sydney NSW 2000

Phone: 1300 554 474

<u>Balance Date:</u>	31 December
<u>CHESS:</u>	Participating. The Company will also operate an issuer sponsored sub-register.
<u>State of Incorporation:</u>	Victoria
<u>Activities:</u>	Provider of outdoor advertising
<u>Dividend Policy:</u>	Refer to section 4.9 on page 83 of the Prospectus
<u>Joint Lead Managers:</u>	Morgan Stanley Australia Securities Limited and UBS AG, Australia Branch
<u>ASX Restricted Securities:</u>	Nil
<u>Securities not quoted:</u>	943,940 options exercisable at \$2.55 expiring on 31 December 2018.

### CONDITIONAL AND DEFERRED SETTLEMENT TRADING

The Company has requested that a conditional trading market be provided pursuant to ASX Operating Rule 3330. The conditions for the conditional market specified by the Company are (i) settlement occurring under the underwriting agreement; and (ii) the issue by the Company and transfer by SaleCo of shares to successful applicants under the offer.

In accordance with ASX Operating Rule 3330, ASX has agreed to provide a conditional market in the Company's shares. The Company's shares will be placed in pre-open at 8:30am AEDT on Tuesday, 11 November 2014 and trading will commence on a conditional and deferred settlement basis at 12:00pm AEDT on Tuesday, 11 November 2014.

The letters "CT" will be displayed in the Basis of Quotation field of ASX Trade to facilitate identification of the Company's shares trading on a conditional basis. Market Participants should note that because no Special Market has been created within ASX Trade, Signal B trade messages will not contain explicit Conditional Trading Basis of Quotation. This information will be identified in the Daily Diary and ReferencePoint Master List.

The Company is required to advise ASX immediately of the fulfilment or non-fulfilment of the conditions for the conditional market. Notification as to when trading will become unconditional will be made in accordance with the ASX Operating Rules. The market will be advised by ASX market release when the conditions of the conditional market have been met and when the stock will commence trading on an unconditional basis. The market will not be purged.

In the case of fulfilment of the conditions, ASX will issue a further Notice to participants confirming trading arrangements and the date holding statements will be sent to successful applicants. At this stage, the conditions for the conditional market are expected to be met by 8:30am on Tuesday, 18 November 2014. The Company has agreed to send holding statements on Wednesday, 19 November 2014, which will mean that the first settlement date will be Tuesday, 25 November 2014.

### CONTRACT NOTES FOR CONDITIONAL SALES AND PURCHASES

While it is the Participant's responsibility to obtain their own advice concerning the appropriate words that should appear on a contract note for a conditional sale or purchase, the endorsement suggested below may be considered for contract notes for conditional transactions in the Company's shares.

*"This contract is conditional upon notification being received by ASX by close of business on Tuesday, 25 November 2014 that the conditions for the conditional market have been fulfilled. If the conditions are not fulfilled, this contract shall be cancelled without any liability whatsoever other than for the return of any money paid in connection with the settlement of the contract."*

Advice should also be provided to clients to ensure that they understand the full ramifications of Conditional Trading.

### INDICATIVE KEY DATES

This timetable has been prepared on the basis that the conditions for the conditional market are expected to be satisfied by 8:30am AEDT on Tuesday, 18 November 2014. If the conditions are not fulfilled by the close of business on Tuesday, 25 November 2014, shares will not be issued and transferred and all conditional trades that have occurred since Tuesday, 11 November 2014 will be cancelled.

If the conditions are not satisfied by 8:30am AEDT on Tuesday, 18 November 2014, but are satisfied prior to the close of business on Tuesday, 25 November 2014, the dates in the timetable will be revised and a new timetable will be released to the market.

Date	Event
Tuesday, 11 November 2014	Company admitted to the official list of ASX Commencement of Official Quotation on a conditional and deferred settlement basis – 12:00pm AEDT (ASX Code: APO)
Monday, 17 November 2014	Last day of conditional trading
Tuesday, 18 November 2014	Conditions for the conditional market expected to be fulfilled (confirmed prior to market open – by 8:30am AEDT) Trading to commence on a deferred settlement basis only (ASX Code: APO)
Wednesday, 19 November 2014	Holding statements sent to successful applicants Last day of deferred settlement trading
Thursday, 20 November 2014	First day of trading on a normal (T+3) basis (ASX Code: APO)
Tuesday, 25 November 2014	Settlement of all on-market trades conducted on a conditional and deferred settlement basis from 11 to 19 November 2014, and first settlement of trades conducted on a T+3 basis

#### What do I need to do and by when?

Please refer to the Prospectus and the Company's website for further information.

#### Need more information?

For further information, please call the APN Outdoor Offer Information Line on 1300 361 735 (within Australia) or +1300 361 735 (outside Australia) between 8.30am and 5.30pm AEDT (Sydney time) Monday to Friday.

Issued by  
Simon Daniels

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(02) 9227 0000

Disclaimer