

oOh!media Limited
ACN 602 195 380
ASX: OML

Pre-Quotation Disclosure

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with the admission to the official list and official quotation on a conditional and deferred settlement trading basis of the fully paid ordinary shares in oOh!media Limited (**oOh!media**).

Unless otherwise defined, capitalised terms used in this notice have the meaning given to them in the oOh!media replacement prospectus dated 5 December 2014, available at <http://www.oohmedia.com.au/>.

Basis of allocation and procedures for determining allocations

The basis of allocation and the procedures by which Applicants may determine their precise allocation of shares are described in the attached advertisement – see **Attachment 1**. This advertisement has been published in this morning's editions of the Australian Financial Review and The Australian.

As stated in the attached advertisement, Applicants under the Broker Firm Offer can confirm their allocation of Shares by telephoning their Broker. Applicants under the Priority Offer have been separately notified of their allocation of Shares.

Applicants can also telephone the oOh!media Offer Information Line on 1300 761 372 (within Australia) or +61 1300 761 372 (outside Australia) between 8.30am and 5.00pm, Monday to Friday.

All Applicants are responsible for determining and confirming the number of Shares allocated to them prior to selling any Shares. Applicants who sell Shares before receiving their initial holding statement do so at their own risk.

Conditions for the Conditional Market

The conditions for the conditional market as set out in the Prospectus are:

- Settlement has occurred; and
- oOh!media has issued Shares, and SaleCo has transferred Shares, to successful Applicants under the Offer (expected to be on or about 19 December 2014).

Normal settlement trading is expected to commence on or about 23 December 2014.

The number of shares issued under the Offer

The issue / transfer price for each Share under the Offer is \$1.93.

The number of shares issued and transferred under each part of the Offer is:

- Institutional Offer – 84,131,305
- Broker Firm Offer – 2,271,802
- Priority Offer – 185,198

Despatch date

The intended date for sending CHESS allotment notices, issuer or sponsored holdings statements and any refund money is Monday, 22 December 2014.

Indicative distribution schedule of shareholders and indicative statement of the 20 largest shareholders

Please refer to **Attachment 2** for an indicative distribution schedule of shareholders and an indicative statement of the 20 largest shareholders.

Escrowed shares

The following is a break-down of the number of shares subject to voluntary escrow, and the escrow period for each of the shareholders. Each escrowed shareholder may be released early from their escrow obligations in certain circumstances. See section 7.7 of the Prospectus for more information.

Existing Owner	Manager	Number of shares subject to voluntary escrow	Period of voluntary escrow
CHAMP Funds and WPP			
CHAMP Buyout III Pte Limited	N/A	16,796,279	Subject to the early release exceptions, Shares held by the Escrowed Shareholders will be escrowed until the date on which oOh!media's audited full-year results for the period ending 31 December 2015 are released to ASX.
P.T. Limited as trustee of the CHAMP Buyout III (WW) Trust	N/A	14,525,781	
Perpetual Trustee Company Limited as trustee of the CHAMP Buyout III Trust	N/A	11,997,509	<p>All of the Escrowed Shareholders may be released early from these escrow obligations to enable:</p> <ul style="list-style-type: none"> the Escrowed Shareholder to accept an offer under a takeover bid in relation to its Shares if at least half of the holders of the Shares which are the subject of the bid that are not held by the Escrowed Shareholders have accepted the takeover bid; or the Shares held by the Escrowed Shareholder to be transferred or cancelled as part of a scheme of arrangement under Part 5.1 of the Corporations Act. <p>In addition, CHAMP Funds and WPP will be released early from these escrow obligations to the extent required in order to dispose of up to 25% of the escrowed Shares after both of the following</p>
Perpetual Corporate Trust Limited as trustee of the CHAMP Buyout III (SWF) Trust	N/A	4,949,278	
Cavendish Square Holding BV	N/A	12,939,385	

Existing Owner	Manager	Number of shares subject to voluntary escrow	Period of voluntary escrow
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conditions have been satisfied:

- the half year results of the Company for the period ended 30 June 2015 have been released to ASX (Relevant Date); and
- the Company VWAP for any period of 20 consecutive trading days occurring after the Relevant Date is at least 20% higher than the Offer Price.

The Company VWAP in respect of any trading day prior to the Relevant Date is not relevant to determining whether the exception is available.

During the escrow period, the Escrowed Shareholders whose Shares are subject to escrow may deal in any of their Shares to the extent the dealing is required by applicable law (including an order of a court of competent jurisdiction).

Management

Brendon Jon Cook	N/A	22,222	Subject to the early release exceptions, Shares held by the Escrowed Shareholders will be escrowed until the date on which oOh!media's audited full-year results for the period ending 31 December 2015 are released to ASX.
Debra Cook	Brendon Jon Cook	500,000	
Outdoor Nominees Pty Limited ATF Cook Family Superannuation Fund	Brendon Jon Cook	177,777	All of the Escrowed Shareholders may be released early from these escrow obligations to enable: <ul style="list-style-type: none"> – the Escrowed Shareholder to accept an offer under a takeover bid in relation to its Shares if at least half of the holders of the Shares which are the subject of the bid that are
PMWM Pty Limited ACN 158 990 295 as trustee for the MC5 Trust ABN 38 336 943 709	Peter McClelland	115,941	

Existing Owner	Manager	Number of shares subject to voluntary escrow	Period of voluntary escrow
Michael Anderson	N/A	101,703	not held by the Escrowed Shareholders have accepted the takeover bid; or
Faurname Investments Pty Limited as trustee for The Faure Family Superannuation Fund	Tony Faure	88,888	<p>– the Shares held by the Escrowed Shareholder to be transferred or cancelled as part of a scheme of arrangement under Part 5.1 of the Corporations Act.</p> <p>During the escrow period, the Escrowed Shareholders whose Shares are subject to escrow may deal in any of their Shares to the extent the dealing is required by applicable law (including an order of a court of competent jurisdiction).</p>

Attachment 1

Allocation advertisement



IMPORTANT NOTICE TO ALL APPLICANTS UNDER THE oOh!media LIMITED (oOh!media) INITIAL PUBLIC OFFERING OF ORDINARY SHARES (OFFER)¹

oOh!media is pleased to announce that its initial public offering of ordinary shares (Shares) has successfully closed.

OFFER DETAILS

86.6 million Shares have been offered at A\$1.93 each (Offer Price). The final Offer size was A\$167.1 million and oOh!media's indicative market capitalisation is approximately A\$289.3 million².

ALLOCATION POLICY

The allocation policy for the Shares is described below:

- **Broker Firm Offer** – Shares which have been allocated to Brokers for allocation to their Australian resident retail clients will be issued to the Applicants who have received a valid allocation of Shares from those Brokers (subject to the right of oOh!media, oOh!media SaleCo Pty Ltd (SaleCo) and the Joint Lead Managers (J.P. Morgan Australia Limited and Macquarie Capital (Australia) Limited) to reject or scale back Applications which are for more than \$100,000). It will be a matter for those Brokers how they allocate Shares among their retail clients, and they (and not oOh!media, SaleCo or the Joint Lead Managers) will be responsible for ensuring that retail clients who have received an allocation from them, receive the relevant Shares.
- **Priority Offer** – Successful Applicants under the Priority Offer have been individually notified of their allocation, which was determined by oOh!media in consultation with the Joint Lead Managers.
- **Institutional Offer** – The allocation of Shares between the Institutional Offer, the Priority Offer and the Broker Firm Offer was determined by agreement between oOh!media and the Joint Lead Managers. oOh!media and the Joint Lead Managers had absolute discretion regarding the basis of allocation of Shares among Institutional Investors and there was no assurance that any Institutional Investor would be allocated any Shares, or the number of Shares for which it had bid. Allocations to Institutional Investors were determined pursuant to a Bookbuild held on 27 November 2014. Successful applicants under the Institutional Offer have been advised of their allocations.

TRADING ON ASX

Shares are expected to commence trading on ASX today, Wednesday, 17 December 2014 at 12.00pm (Sydney time), initially on a conditional and deferred settlement basis, under the ASX code of "OML".

Conditional trading will continue until oOh!media has advised ASX that settlement has occurred under the Offer, and oOh!media has issued Shares, and SaleCo has transferred Shares, to successful Applicants.¹

Trading on a normal settlement basis is expected to commence on Tuesday, 23 December 2014.

All Applicants are responsible for determining and confirming the number of Shares allocated to them prior to selling any Shares. Applicants who sell Shares before receiving their initial holding statement do so at their own risk.

HOLDING STATEMENTS AND REFUND CHEQUES

Holding Statements stating the number of Shares issued to each successful Applicant are expected to be dispatched by Monday, 22 December 2014. Any refunds are also expected to be dispatched by this date.

MORE INFORMATION

Applicants under the Broker Firm Offer wishing to confirm their allocations should contact their Broker.

Applicants under the Priority Offer wishing to confirm their allocations should contact the oOh!media Offer Information Line on 1300 761 372 (within Australia) or +61 1300 761 372 (outside Australia) between 8.30am and 5.00pm, Monday to Friday.

¹ Unless otherwise defined, capitalised terms in this notice have the same meaning given to them in the replacement Prospectus dated 5 December 2014.

² Based on the Offer Price and the total number of Shares on issue on Completion of the Offer. Shares may trade above or below the Offer Price post-listing.



Attachment 2

Indicative distribution schedule of shareholders and indicative statement of the 20 largest shareholders

1 Indicative distribution schedule of shareholders

RANGES	SHAREHOLDERS
1-1,000	16
1,001-5,000	170
5,001-10,000	24
10,001-100,000	84
100,000 and over	32
TOTAL	326

2 Indicative statement of the 20 largest shareholders

Rank	Shareholder	Shares	% of I/C
1	CHAMP BUYOUT III PTE LIMITED P.T. LIMITED AS TRUSTEE OF THE CHAMP BUYOUT III (WW) TRUST	16,796,279	11.2%
2	CAVENDISH SQUARE HOLDING BV	14,525,781	9.7%
3	PERPETUAL TRUSTEE COMPANY LIMITED AS TRUSTEE OF THE CHAMP BUYOUT III TRUST	12,939,385	8.6%
4	RBC INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED <BKCUST A/C>	11,997,509	8.0%
5	JP MORGAN NOMINEES AUSTRALIA LIMITED	10,526,131	7.0%
6	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	9,610,526	6.4%
7	CITICORP NOMINEES PTY LIMITED	9,595,497	6.4%
8	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	8,232,365	5.5%
9	NATIONAL NOMINEES LIMITED	6,558,800	4.4%
10	UBS NOMINEES PTY LTD	5,428,875	3.6%
11	PERPETUAL CORPORATE TRUST LIMITED AS TRUSTEE OF THE CHAMP BUYOUT III (SWF) TRUST	5,163,996	3.4%
12	BOND STREET CUSTODIANS LIMITED	4,949,278	3.3%
13	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 3	4,609,737	3.1%
14	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	4,454,774	3.0%
15	BNP PARIBAS NOMS PTY LTD <AGENCY LENDING DRP A/C>	2,856,441	1.9%
16	BUTTONWOOD NOMINEES PTY LTD	2,802,755	1.9%
17	DEUTSCHE SECURITIES AUSTRALIA LIMITED	2,694,300	1.8%
18	NATIONAL NOMINEES LIMITED <DB A/C>	2,642,486	1.8%
19	CREDIT SUISSE NOMINEES LIMITED	2,361,001	1.6%
20		2,145,908	1.4%
Top 20 holders of Shares			56.47%
Balance of Shares			43.53%
Total Shares on issue		149,882,534	