



ACN 602 195 380

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North Sydney NSW 2060

Australia

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20 March 2015

Dear Shareholder

I enclose a Notice of Meeting for the Annual General Meeting of oOh!media Limited, which is to be held at 10.00 am on Friday 8 May 2015 at Christie Conference Centre, Level 4, 100 Walker Street, North Sydney, New South Wales.

Please refer to the attached Notice of Annual General Meeting for a full listing of the items of business.

Further details of the resolutions are set out in the Explanatory Statement which accompanies and forms part of this Notice of the Annual General Meeting. Shareholders should consider this material before determining how they will vote at the Annual General Meeting.

For your convenience, a Proxy Form is attached, which you may use to appoint a proxy to attend the Annual General Meeting and vote on your behalf if you are unable to attend the Annual General Meeting in person.

The 2014 Annual Report can be accessed on our website: www.oohmedia.com.au, on the 'Reports and Results' page under the 'Investors' tab. If you have previously elected to receive a hard copy of the Annual Report, you will find it enclosed with this Notice of Annual General Meeting.

Yours sincerely

A handwritten signature in black ink, appearing to read "Michael Anderson", is written over a light blue rectangular background.

Michael Anderson
Chairman



oOh!media Limited

Notice of Annual General
Meeting and
Explanatory Statement

ACN 602 195 380

For the Meeting to be held on Friday 8 May 2015
at 10.00 am at Christie Conference Centre,
Level 4, 100 Walker Street, North Sydney,
New South Wales 2060

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the shareholders of oOh!media Limited (the “Company”) will be held at Christie Conference Centre, Level 4, 100 Walker Street, North Sydney, New South Wales on Friday 8 May 2015 at 10.00 am.

Business

Item 1: Reports

To receive and consider:

1. The annual Financial Report;
2. The Directors’ Report; and
3. The Auditor’s Report,

for the year ended 31 December 2014.

Item 2: Ordinary Resolutions

Resolution 1: Re-election of Mr Michael Anderson

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

That Mr Anderson, who retires in accordance with ASX Listing Rule 14.5 and rule 8.1(f) of the Company’s Constitution, and being eligible, is re-elected as a Director of the Company.

Resolution 2: Re-election of Mr Darren Smorgon

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

That Mr Smorgan, who retires in accordance with ASX Listing Rule 14.5 and rule 8.1(f) of the Company’s Constitution, and being eligible, is re-elected as a Director of the Company.

Resolution 3: Appointment of Auditor

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

That, for the purposes of section 327B(1) of the Corporations Act 2001 (Cth), KPMG of 10 Shelley Street, Sydney NSW, having been duly nominated by a shareholder of the Company and having consented in writing to act, be appointed as auditor of the Company.

Resolution 4: Remuneration Report

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

That the Remuneration Report included in the Directors’ Report provided to shareholders as part of the Annual Report of the Company for the year ended 31 December 2014 be adopted.

Note: This resolution is advisory only and does not bind the Directors or the Company.

NOTICE OF ANNUAL GENERAL MEETING

Voting Exclusion Statement for Resolution 4

In accordance with the Corporations Act 2001 (Cth) (Corporations Act), the Company will disregard any votes cast on Resolution 4:

- (a) By or on behalf of a member of the Company's key management personnel (KMP) named in the Remuneration Report or their closely related parties (such as close family members or any controlled entities), regardless of the capacity in which the votes are cast; and
- (b) As a proxy by a person who is a member of the KMP on the date of the Annual General Meeting or their closely related parties.

However, the Company will not disregard any votes if they are cast as proxy for a person entitled to vote on Resolution 4:

- (a) In accordance with a direction on the Proxy Form; or
- (b) By the Chairman of the meeting pursuant to an express authorisation to vote as the proxy decides, even though Resolution 4 is connected with the remuneration of the Company's KMP.

Explanatory Statement

Further information about each item of business is set out in the Explanatory Statement accompanying and forming part of this Notice of Annual General Meeting.

Entitlement to vote

The Directors have determined that those persons who are registered as holding shares in the Company at 7.00pm (Sydney time) on Wednesday 6 May 2015 will be entitled to attend and vote at the Annual General Meeting on 8 May 2015. Any share registers transferred after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on their behalf. A shareholder may appoint not more than two proxies.
2. A proxy need not be a shareholder of the Company, and can be either an individual or body corporate.
3. The Proxy Form that accompanies this Notice of Annual General Meeting should be used to appoint a proxy. If any shareholders are unable to attend the Annual General Meeting they are encouraged to appoint a proxy. Shareholders can direct their proxy how to vote by following the instructions on the Proxy Form, and are encouraged to do so.
4. A shareholder that is entitled to cast 2 or more votes may appoint up to 2 proxies. Where two proxies are appointed, the shareholder may specify the number or proportion of the votes that each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half the votes. Where both appointed proxies attend the meeting, neither proxy may vote on a show of hands.
5. If a shareholder appoints a body corporate as proxy, that body corporate will need to ensure that:
 - It appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
 - Provides satisfactory evidence of the appointment of its corporate representative prior to the commencement of the meeting.
6. Where a body corporate appoints a proxy, the Proxy Form must be signed by a duly appointed attorney or by a director jointly with either another director or a company secretary or, for a proprietary company that has a sole director who is also the sole company secretary, that director.

NOTICE OF ANNUAL GENERAL MEETING

Proxy voting by members of the KMP

If a shareholder appoints a member of the Company's KMP (which includes the Directors) or one of the KMP's closely related parties (such as close family members or any controlled entities) as their proxy, the proxy will not be able to cast the shareholder's votes on Resolution 4 (Remuneration Report), unless they are directed how to vote or the Chairman of the meeting is appointed as proxy.

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

The Chairman of the meeting intends to vote all available proxies in favour of each item of business.

Lodgement of Proxy Forms

To appoint a proxy, shareholders should complete the Proxy Form and return it (together with the original or a certified copy of the power of attorney or other authority, if any, under which a proxy is signed).

In order to be effective, the Proxy Form (and accompanying documents) must be received no later than 10.00am on Wednesday 6 May 2015 by one of the following methods:

- By lodging the Proxy Form online at www.linkmarketservices.com.au;
- By posting it in the reply paid envelope included with the Proxy Form;
- Returning it by hand or posting it or faxing it to the following address:

Online

www.linkmarketservices.com.au

By Mail

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

By Fax

+61 2 92870309

By Hand

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

All Enquiries to

Telephone: +61 1300 554 474

By order of the Board of Directors



Michael Egan

Company Secretary
20 March 2015

EXPLANATORY STATEMENT

Purpose of information

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Annual General Meeting dated 20 March 2015) is to provide shareholders with information regarding the business to be considered by shareholders at the 2015 Annual General Meeting and to allow shareholders to determine how they wish to vote on the proposed resolutions.

Item 1: Reports

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 31 December 2014 will be laid before the Annual General Meeting.

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

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

Resolution 1 and 2: Re-election of Mr Michael Anderson and Mr Darren Smorgon

ASX Listing Rule 14.5 requires a listed entity to hold an election of directors each year. In accordance with rule 8.1(f) of the Company's Constitution Mr Michael Anderson and Mr Darren Smorgon offer themselves for re-election.

Both Mr Michael Anderson and Mr Darren Smorgon became Directors on incorporation of the Company on 7 October 2014 and were elected as Directors by the Company's shareholders on 28 November 2014.

Details regarding the experience, qualifications and other information about Mr Michael Anderson and Mr Darren Smorgon are set out below.

The following information is provided in respect of Mr Anderson.

Biographical details for Mr Anderson and other material directorships held are set out on page 22 of the Annual Report and on the investor section of Company's website.

Mr Anderson has been a Director of the Company since 7 October 2014 and a Director of the predecessor company Outdoor Media Investments Limited since 25 July 2013.

The Board considers Mr Anderson to be an independent director.

Information in respect of Mr Smorgon is set out below.

Biographical details for Mr Smorgon and other material directorships held are set out on page 23 of the Annual Report and on the investor section of Company's website.

Mr Smorgon has been a Director of the Company since 7 October 2014 and a Director of the predecessor company Outdoor Media Investments Limited since 8 December 2011.

Mr Smorgon is not considered to be an independent director.

EXPLANATORY STATEMENT

Prior to submitting themselves for re-election, Mr Michael Anderson and Mr Darren Smorgon acknowledged to the Company that they would continue to have sufficient time to properly fulfil their responsibilities to the Company.

The Board conducted a formal performance appraisal of Mr Michael Anderson and Mr Darren Smorgon to determine whether to recommend their re-election to shareholders. The review considered Mr Michael Anderson and Mr Darren Smorgon's expertise, skills and experience, understanding of the Company's business, preparation for meetings, relationship with other Directors and management, awareness of ethical and governance matters and overall contribution as a Director. The Board determined that Mr Michael Anderson and Mr Darren Smorgon each provided a valuable contribution to the Board and therefore they are recommended to shareholders for re-election.

Board recommendations

The Directors, (Mr Michael Anderson abstaining) recommend that shareholders vote in favour of the re-election of Mr Michael Anderson as a Director.

The Directors, (Mr Darren Smorgon abstaining) recommend that shareholders vote in favour of the re-election of Mr Darren Smorgon as a Director.

Resolution 3: Appointment of Auditor

KPMG was appointed as the auditor of the Company by the Board (having received the required written consent from KPMG) in accordance with section 327A(1) of the Corporations Act on 5 November 2014, following the Company's incorporation.

In accordance with section 327A(2) of the Corporations Act, that appointment will lapse at the Company's first Annual General Meeting, and section 327B(1)(a) of the Corporations Act requires shareholders to approve the appointment of the auditor at the first Annual General Meeting. Accordingly, the Company is seeking shareholder approval of the appointment of KPMG as the Company's auditor.

KPMG has been duly nominated for appointment as the Company's auditor by a shareholder of the Company, as required by section 328B of the Corporations Act. A copy of the shareholder's written notice of nomination accompanies this Notice of Annual General Meeting is set out below.

13 March 2015

John Wigglesworth
KPMG
10 Shelley Street
Sydney
NSW 2000

Dear John
Notice of nomination of proposed auditor

Pursuant to Section 328B(1) of the Corporations Act 2001, I Michael Egan, being a member of oOh!media Limited, hereby give you notice of the nomination of KPMG of 10 Shelley Street, Sydney, NSW 2000 as auditor of oOh!media Limited.

Yours faithfully

Michael Egan

A large, stylized handwritten signature in black ink, appearing to be 'Michael Egan', written over the printed name.

EXPLANATORY STATEMENT

Board recommendations

The Directors recommend that shareholders vote in favour of the appointment of KPMG as auditor.

Resolution 4: Remuneration Report

The Corporations Act requires that listed companies include a Remuneration Report in their Directors' Report. The Remuneration Report includes information in respect of the Company's remuneration policies in respect of Directors and Group executives, including the relationship between remuneration policies and the Company's performance; prescribed details of Directors and Group executives; and details of securities included in the remuneration of Directors and Group executives.

The Remuneration Report for the Company for the year ended 31 December 2014 is included on pages 36-49 of the Annual Report of the Company.

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

Board recommendation

The Directors recommend that shareholders vote in favour of the resolution to adopt the Remuneration Report.



oOh!media Limited

ACN 602 195 380

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

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



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

PROXY FORM

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

APPOINT A PROXY

☐

the Chairman of the Meeting (mark box)

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Friday, 8 May 2015 at Christie Conference Centre, Level 4, 100 Walker Street, North Sydney NSW** (the **Meeting**) and at any postponement or adjournment of the Meeting.

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

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

VOTING DIRECTIONS

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

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

Resolutions

For Against Abstain*

1 Re-election of Mr Michael Anderson

☐☐☐

2 Re-election of Mr Darren Smorgon

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3 Appointment of Auditor

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4 Remuneration Report

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

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

OML PRX501B



YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Wednesday, 6 May 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MOBILE DEVICE

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

QR Code



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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

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

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