

**Facsimile/Email Transmission**  
**WPP Australia, a division of**  
**WPP Holdings (Australia) Pty Limited**  
 ABN 86 000 029 630

Media Advertising, Market Research, Public Relations, Specialist Communications  
 Level 14, State Street Centre, 338 Pitt Street, Sydney NSW 2000, Australia  
 Telephone: + 61 2 9947 2282 Facsimile: + 61 2 9947 2220  
 Email: dpagano@wpp.com

<b>Date</b>	1 February 2011
<b>From</b>	Domenic Pagano
<b>To</b>	ASX Company Announcements Office, Sydney
<b>Fax</b>	1300 135 638
<b>To</b>	Mike Egan, Company Secretary, OOH!Media Group, Sydney
<b>By email</b>	mikee@oohmedia.com.au
<b>No of pages (including this page)</b>	4

**OOH MEDIA GROUP LIMITED (OOH)**

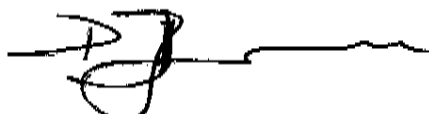
**ASX Code: OOH**

**Form 604 - Change in Substantial Holding from WPP**

Cavendish Square Holding BV (CSH) is a wholly owned subsidiary of (ultimately) WPP plc (WPP). WPP Holdings (Australia) Pty Limited (the sender of this letter) is WPP's main Australian holding company.

Attached is Form 604, "Notice of Change of Interests of Substantial Holder", on behalf of CSH. Please note that there has been no change in the number of shares in OOH held by CSH. The change of interests referred to in the attached Form 604 is as a result of CSH's percentage shareholding interest in OOH having changed following the issue of shares by OOH, as described in the Appendix 3B from OOH dated 31 January 2011.

Yours faithfully



**Domenic Pagano**  
**Legal Adviser**

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme OOHMEDIA GROUP LIMITED  
ACN/ARSN 091 780 924

**1. Details of substantial holder (1)**

Name CAVENDISH SQUARE HOLDING BV (CSH) (SEE ALSO ANNEXURE A)  
ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 31 / 01 / 2011 - SEE ANNEXURE A

The previous notice was given to the company on 20 / 01 / 2011

The previous notice was dated 20 / 01 / 2011

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
	119,000,000	24.78%	119,000,000	23.74%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
SEE ANNEXURE A	SEE ANNEXURE A	SEE ANNEXURE A	SEE ANNEXURE A	SEE ANNEXURE A	SEE ANNEXURE A

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
CSH	CSH	CSH	REGISTERED HOLDER OF RELEVANT SHARES/ SECURITIES	119,000,000 ORDINARY SHARES	119,000,000

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

**6. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
CSH	C/- WILHELMINAPLEIN 10, 3072 DE ROTTERDAM, THE NETHERLANDS

**Signature**

print name Domenic Pagano

capacity ATTORNEY

sign here




date

01 / 02 / 2011

**Annexure "A"**

This is Annexure "A" of 1 page referred to in the Form 604 signed by me and dated 1 February 2011.



Signature

Print Name: Domenic Pagano

Capacity: Attorney, under Power of Attorney

Date: 1 February 2011

Cavendish Square Holding BV (CSH) is a wholly owned subsidiary of (ultimately) WPP plc.

There has been no change in the number of shares in Ooh!Media Group Limited (OOH) held by CSH. The change of interests referred to in this Form 604 is as a result of the issue of further shares by OOH, as described in the Appendix 3B from OOH dated 31 January 2011.