



oOh!media Limited
ABN 69 602 195 380

25 June 2018

ASX Market Announcements
ASX Limited
Level 4, Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

oOh!media Limited (ASX Code: OML) – Notice under section 708AA(2)(f) of the Corporations Act

This notice is given by oOh!media Limited ABN 69 602 195 380 (**OML**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by the Australian Securities and Investments Commission Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**ASIC Instrument**). Where applicable, references in this notice to sections of the Corporations Act are to those sections as modified by the ASIC Instrument.

OML announced on Monday, 25 June 2018 an accelerated non-renounceable pro-rata entitlement offer of approximately 71,709,041 fully paid ordinary shares in OML (**New Shares**) to raise up to approximately \$329.9 million (**Entitlement Offer**).

Under the Entitlement Offer, eligible shareholders of OML will be entitled to subscribe for 1 New Share for every 2.3 ordinary shares they hold in OML as at 7.00 pm (Sydney, Australia time) on the record date, being Wednesday, 27 June 2018. Each New Share will be issued at an issue price of \$4.60.

With respect to the Entitlement Offer, OML advises that:

- (a) the New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act as modified by the ASIC Instrument;
- (c) as at the date of this notice, OML has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to OML; and
 - (ii) section 674 of the Corporations Act as it applies to OML;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act; and
- (e) the potential effect of the issue of New Shares on the control of OML and the consequences of that effect will depend on a number of factors, including investor demand and the extent to which eligible shareholders take up New Shares under the Entitlement Offer. However given

the structure of the Entitlement Offer as a fully underwritten pro-rata issue and the fact that (based on substantial holding notices that have been lodged on or prior to the date of this notice), no OML shareholder currently has voting power exceeding 15% in OML's issued shares, the Entitlement Offer is not expected to have a material effect or consequence on the control of OML.

Yours sincerely

A handwritten signature in cursive script that reads "Melissa Jones".

Melissa Jones
Company Secretary