



oOh!media Limited  
ABN 69 602 195 380

11 April 2024

## ASX Release

### NOTICE OF 2024 ANNUAL GENERAL MEETING

oOh!media Limited (ASX:OML) (**oOh!** or **Company**) will hold its 2024 Annual General Meeting on Thursday, 16 May 2024. The Notice of Meeting, Voting Form and Question Form are attached to this announcement.

This announcement has been authorised for release to the ASX by the Board of Directors.

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#### About oOh!media

oOh!media is a leading Out of Home media company that is enhancing public spaces through the creation of engaging environments that help advertisers, landlords, leaseholders, community organisations, local councils and governments reach large and diverse public audiences.

The Company's extensive network of more than 37,000 digital and static asset locations includes roadsides, retail centres, airports, train stations, bus stops, office towers and universities.

Listed on the ASX, oOh! employs around 800 people across Australia and New Zealand and had revenues of \$634 million in 2023. It also owns the Cactus printing business.

The Company invests heavily in technology and is pioneering the use of sophisticated data techniques that enable clients to maximise their media spend through unrivalled and accurate audience targeting. Find out more at [oohmedia.com.au](http://oohmedia.com.au).

oOh!media

Notice of 2024  
Annual General Meeting



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11 April 2024

Dear Shareholder

On behalf of the Board of Directors of oOh!media Limited (**oOh!media**) I am pleased to invite you to oOh!media's 2024 Annual General Meeting (**Meeting**).

The Meeting will be held on Thursday, 16 May 2024 commencing at 11.00am (AEST) in person at **Level 2, 73 Miller Street, North Sydney, 2060**.

The Meeting will also be webcast live (audio webcast) at: <https://webcast.openbriefing.com/oml-agm-2024/>.

The Notice of Meeting, Voting Form and Question Form can be accessed at: <https://investors.oohmedia.com.au/investor-centre/?page=annual-general-meeting>. These documents have also been lodged with the ASX.

#### **Business of the Meeting**

Chief Executive Officer, Cathy O'Connor and I will comment briefly on the performance of oOh!media for the year ended 31 December 2023 at the Meeting. The Meeting will cover the items of business set out in the Notice of Meeting.

For further information please refer to the 2023 Annual Report, which is available on the oOh!media website at: <https://investors.oohmedia.com.au/investor-centre/>.

#### **Voting and asking questions at the Meeting**

To vote at the Meeting, you can attend in person and/or lodge a Voting Form in advance. Voting Forms must be received no later than 11.00am (AEST) on Tuesday, 14 May 2024. You can lodge your Voting Form online through oOh!media's registry website at: <https://investorcentre.linkgroup.com/Login/Login>. Further information on other methods for voting are outlined in the Notice of Meeting.

Subject to the abstentions noted in the Explanatory Memorandum, the Directors of oOh!media unanimously recommend that shareholders vote in favour of all resolutions.

We welcome the opportunity to engage with our shareholders and encourage you to submit any questions you may have relating to the business of the Meeting in advance of the Meeting by emailing the questions to [CompanySecretary@oohmedia.com.au](mailto:CompanySecretary@oohmedia.com.au) or submitting at <https://investorcentre.linkgroup.com/Login/Login> no later than 5.00pm (AEST) on Thursday, 9 May 2024. We will endeavour to address the frequently asked questions during our presentations and during question time at the Meeting.

At the conclusion of the Meeting, I invite you to join the Board and our leadership team for refreshments.

If you are unable to attend the Meeting, we encourage you to access the webcast online at: <https://webcast.openbriefing.com/oml-agm-2024/>.

Thank you for your continued support of oOh!media.

**Tony Faure**  
Chair

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# Notice of Annual General Meeting

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Notice is given that the 2024 Annual General Meeting (**Meeting** or **AGM**) of the shareholders of oOh!media Limited (**Company** or **oOh!media**) will be held:

Date: Thursday, 16 May 2024  
Time: 11.00am (AEST)  
Venue: Level 2, 73 Miller Street,  
North Sydney, 2060

Registration will commence at 10.00am (AEST). Please bring your Voting Form with you to facilitate registration.

If you are unable to attend the Meeting in person, you can still view the Meeting proceedings at: <https://webcast.openbriefing.com/oml-aggm-2024/> (however you will not be able to vote or ask questions at the Meeting to reduce the meeting related costs).

The Explanatory Notes and the Voting Form accompanying this Notice of Meeting are incorporated in, and comprise part of, this Notice of Meeting.

## Items of Business

### Item 1: Financial Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of oOh!media and the entities it controlled (also known as the Group) for the financial year ended 31 December 2023.

### Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, pass the following non-binding ordinary resolution of the Company:

That the Company's Remuneration Report included in the Directors' Report for the financial year ended 31 December 2023 is adopted.

#### Voting Exclusion Statement for Resolution 1

A vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of oOh!media's Key Management Personnel (**KMP**) whose remuneration details are included in the Remuneration Report for the year ended 31 December 2023; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- b. the vote is cast by the Chair of the Meeting and the appointment of the Chair as proxy:
  - i. does not specify the way the proxy is to vote on the resolution; and
  - ii. expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

In addition, a vote must not be cast on Resolution 1 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

"Key Management Personnel" and "closely related party" have the same meaning as set out in the *Corporations Act 2001* (Cth).

## **Resolution 2: Re-Election of Director – Mr. Tony Faure**

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

That Mr. Faure, who retires in accordance with clause 8.1 of the Company's Constitution and being eligible for election, is re-elected as a Director of the Company.

## **Resolution 3: Re-Election of Director – Mr. Andrew Stevens**

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

That Mr. Stevens, who retires in accordance with clause 8.1(d) of the Company's Constitution and being eligible for election, is re-elected as a Director of the Company.

## **Resolution 4: Approval of issue of securities under oOh!media's Equity Incentive Plan – Exception to Listing Rule 7.1**

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

That, for the purposes of ASX Listing Rule 7.2, exception 13 and all other purposes and on the terms described in the Explanatory Statement accompanying and forming part of this Notice of Meeting, the Company approves the issue of securities under the Equity Incentive Plan.

### **Voting exclusion statement for Resolution 4**

The Company will disregard any votes cast in favour of Resolution 4 by, or on behalf of, any person eligible to participate in the Equity Incentive Plan or an associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a. a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- b. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on Resolution 4 as the Chair decides; or
- c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 4; and
  - ii. the holder votes on Resolution 4 in accordance with directions given by the beneficiary to vote in that way.

In addition, a vote must not be cast on Resolution 4 as a proxy by a member of the KMP at the date of the Meeting, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Ms. O'Connor is the only Director eligible to participate in the Company's Equity Incentive Plan.



## Resolution 5: Grant of Performance Rights under the Equity Incentive Plan – Ms. Catherine O'Connor

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

That, for the purposes of ASX Listing Rule 10.14 and for all other purposes and on the terms described in the Explanatory Statement accompanying and forming part of this Notice of Meeting, the Company approves the participation in the oOh!media Limited Equity Incentive Plan by Ms. Catherine (Cathy) O'Connor, the grant of 504,340 Performance Rights to Ms. O'Connor under the oOh!media Limited Equity Incentive Plan and in consequence of the vesting of those Performance Rights the allocation of ordinary shares of the Company and the provision of benefits to Ms. O'Connor under the Equity Incentive Plan on the terms described in the Explanatory Memorandum accompanying the Notice of Meeting.

### Voting Exclusion Statement for Resolution 5

The Company will disregard any votes cast in favour of Resolution 5 by, or on behalf of, Ms. O'Connor or any of her associates.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- a. a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way; or
- b. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on Resolution 5 as the Chair decides; or
- c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 5; and
  - ii. the holder votes on Resolution 5 in accordance with directions given by the beneficiary to vote in that way.

In addition, a vote must not be cast on Resolution 5 as a proxy by a member of the KMP at the date of the Meeting, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Ms. O'Connor is the only Director eligible to participate in the Company's Equity Incentive Plan.

## Resolution 6: Grant of deferred restricted shares under the Equity Incentive Plan – Ms. Catherine O'Connor

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

That, for the purposes of ASX Listing Rule 10.14 and for all other purposes and on the terms described in the Explanatory Statement accompanying and forming part of this Notice, the Company approves the participation in the oOh!media Limited Equity Incentive Plan by Ms. Catherine (Cathy) O'Connor, the grant of restricted shares (Restricted Shares) to Ms. O'Connor under the oOh!media Limited Equity Incentive Plan and the provision of benefits to Ms. O'Connor under the Equity Incentive Plan on the terms described in the Explanatory Memorandum accompanying the Notice of Meeting.

### Voting Exclusion Statement for Resolution 6

The Company will disregard any votes cast in favour of Resolution 6 by, or on behalf of, Ms. O'Connor or any of her associates.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- a. a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with directions given to the proxy or attorney to vote on Resolution 6 in that way; or
- b. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on Resolution 6 as the Chair decides; or

- c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 6; and
  - ii. the holder votes on Resolution 6 in accordance with directions given by the beneficiary to vote in that way.

In addition, a vote must not be cast on Resolution 6 as a proxy by a member of the KMP at the date of the Meeting, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Ms. O'Connor is the only Director eligible to participate in the Company's Equity Incentive Plan.

By order of the Board of Directors.



**Melissa Jones, Company Secretary**

11 April 2024

# Notes

## Entitlement to attend

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* and ASX Settlement Operating Rule 5.6.1, the Directors have determined that persons who are registered holders of shares in the Company as at 7.00 pm (AEST) on Tuesday, 14 May 2024 will be entitled to attend and vote at the 2024 AGM as a Shareholder.

The following section sets out important information about the ways in which Shareholders can attend and vote at the AGM.

## Voting at the Meeting

Shareholders may attend the Meeting in person at Level 2, 73 Miller Street, North Sydney, 2060.

Shareholders have the option to view the live webcast (audio webcast) at: <https://webcast.openbriefing.com/oml-agm-2024/>.

Please note that shareholders will not be able to vote, ask questions or make comments via the webcast.

## Resolution by poll

In accordance with clause 7.6(b) of the Company's Constitution, the Chair intends to call a poll on each resolution proposed at the Meeting.

## Direct voting

In accordance with clause 7.8 of the Company's Constitution and to allow for shareholder participation, the Directors have:

- determined that at the Meeting a Shareholder who is entitled to vote on a Resolution at the Meeting is entitled to a direct vote in respect of that Resolution; and
- approved direct voting as permitted by the Company's Constitution.

Any Shareholder who submits a direct vote agrees to be bound by the oOh!media Constitution.

In accordance with clause 7.8 of the Company's Constitution, Shareholders may vote directly on the Resolutions to be considered at the Meeting.

## Direct voting before the Meeting

Shareholders who wish to exercise a direct vote before the Meeting should lodge a Voting Form by no later than **11.00am (AEST) on Tuesday, 14 May 2024**. Details of how to lodge your Voting Form are set out in the section below headed "Lodgment of Voting Forms".

Shareholders who do not lodge a valid Voting Form by this time will only be able to vote at the Meeting by appointing a proxy or attending and voting at the Meeting in person.

Shareholders who wish to exercise a direct vote before the Meeting should ensure that they tick box A on the Voting Form. If you tick box A to lodge a direct vote, you are voting directly on each Resolution and are not appointing a proxy to vote on your behalf. If you wish to appoint a proxy, please tick box B on the Voting Form and follow the instructions below under the heading "Appointment of Proxies".

## Proxies

- a. 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 up to two proxies.
- b. A proxy need not be a shareholder of the Company.
- c. If any shareholders are unable to attend the Meeting, they are encouraged to appoint a proxy or cast a direct vote prior to the Meeting. The Voting Form that accompanies this Notice of Meeting can be used to appoint a proxy or lodge a direct vote. Shareholders can direct their proxy how to vote by following the instructions on the Voting Form and are encouraged to do so.
- d. A shareholder that is entitled to cast two or more votes may appoint up to two 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 shareholder's votes.

- e. A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the *Corporations Act 2001* (Cth). The representative should lodge their properly executed letter or other document confirming its authority to act as the company's representative with their Certificate of Appointment of Corporate Representative form. A Certificate of Appointment of Corporate Representative form may be obtained from the Company's share registry or online at: <https://investorcentre.linkgroup.com> and must be received by the registry by 11.00am (AEST) on Tuesday, 14 May 2024. Details of how to lodge your form are set out in the section below headed "Lodgment of Voting Forms".
- f. Where a body corporate appoints a proxy, the Voting 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.

### Proxy voting by Key Management Personnel (KMP)

If a shareholder appoints a member of the Company's KMP (which includes each of the Directors) or one of the KMP's closely related parties (such as close family members and any companies the KMP controls) as their proxy, the proxy will not be able to cast the shareholder's votes on Resolutions 1, 4, 5 and 6 unless the shareholder directs the proxy how to vote or the Chair of the Meeting is appointed as the shareholder's proxy.

If the Chair 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 Voting Form for Resolutions 1, 4, 5 and 6 then by signing and submitting the Voting Form, the shareholder will be expressly authorising the Chair of the Meeting to exercise the proxy in respect of Resolutions 1, 4, 5 and 6 as the Chair decides, even though the item is connected with the remuneration of the Company's KMP.

The Chair of the Meeting intends to vote all available proxies able to be voted in favour of each item of business.

### Lodgment of Voting Forms

To direct vote before the Meeting or appoint a proxy, shareholders should complete the Voting Form and return it before the Meeting.

In order to be effective, the Voting Form (and accompanying documents) must be received no later than 11.00am on Tuesday, 14 May 2024 by one of the following methods:

- By lodging the Voting Form online at: <https://investorcentre.linkgroup.com>;
- By posting it in the reply paid envelope included with the Voting Form; or
- Returning it by posting it or faxing it to the following address: Link Market Services Limited Locked Bag A14, Sydney South NSW 1235 Fax: +61 2 9287 0309.

If a Voting Form is signed under a power of attorney, it must be accompanied by the original power of attorney under which the Voting Form is signed, or a certified copy of that power of attorney.

### Shareholder questions

Shareholders who are unable to attend the Meeting in-person or who may prefer to register questions in advance are invited to do so.

Please log onto <https://investorcentre.linkgroup.com>, select "Voting" then click "Ask a Question", or alternatively submit a Question Form. To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (AEST) on Thursday, 9 May 2024.

Questions will be collated and, during the Meeting, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

# Explanatory Statement

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## Purpose of Explanatory Statement

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

## Item 1: Financial Reports

As required by section 317 of the *Corporations Act 2001 (Cth)*, the Financial Report, Directors' Report and Auditor's Report of the Group for the financial year ended 31 December 2023 will be laid before the Meeting. The Company's Annual Report for the financial year ended 31 December 2023 is accessible on its website at: <https://oohmedia.com.au/>.

Shareholders will be provided with the opportunity to ask questions or make comments about the reports and 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 statements 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: Adoption of Remuneration Report

The *Corporations Act 2001 (Cth)* 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 relation to its Directors and Key Management Personnel, including the relationship between remuneration policies and the Company's performance; prescribed details

of Directors and Key Management Personnel; and details of securities included in the remuneration of Directors and Key Management Personnel.

The Remuneration Report for the Company for the financial year ended 31 December 2023 is included on pages 59 to 76 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 abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

## Resolution 2: Re-Election of Director Mr. Tony Faure

- Non-Executive Director since 28 November 2014
- Chair of the Board since 22 September 2017

Tony is currently an independent Non-executive Director and was appointed to the Board on 28 November 2014 and was last re-elected by the Company's shareholders in 2022.

Tony retires by rotation and offers himself for re-election.

A brief summary of Tony's qualifications and experience is provided below.

## Experience

Tony has deep experience in traditional and digital media and marketing, having run both small and large companies.

Tony has held the positions of Chief Executive Officer of ninemsn and Chief Executive Officer and Founder of Home Screen Entertainment, and positions at Yahoo! including Regional Vice President, South Asia and Managing Director of Yahoo! Australia and New Zealand. Tony was also an advisor to the Board of seek.com.

## Other current positions

Tony is currently the Chair and Non-executive Director of ASX Listed ReadyTech Holdings Limited.

Prior to submitting himself for election, Tony has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board supports the election of Tony as a Non-executive Director as he provides a valuable contribution to the Board and Company, specifically in media and media-related technology matters, and therefore is recommended to shareholders for election.

### Board Recommendation

The Directors (with Mr. Tony Faure abstaining) unanimously recommend that shareholders vote in favour of the election of Mr. Tony Faure as a Director.

## Resolution 3: Re-Election of Director Mr. Andrew Stevens

- Independent Non-Executive Director since 25 September 2020
- Member of the Audit, Risk & Compliance Committee
- Member of the Technology & Transformation Committee

Mr. Stevens was appointed as an Independent Non-Executive Director of the Company on 25 September 2020 and was last re-elected by the Company's shareholders in 2021. Andrew retires by rotation and offers himself for re-election.

A brief summary of Mr. Stevens' qualifications and experience is provided below.

## Experience

Andrew was Managing Director of IBM Australia and New Zealand from 2011 to 2014, having joined IBM when the company acquired PricewaterhouseCoopers Consulting (PwC) and previously holding senior roles including Managing Partner, Growth Markets for IBM's Global Business Services where he was responsible for the performance of the operations in Asia Pacific, Latin America, Central Europe, the Middle East, and Africa.

Andrew holds a Master of Commerce and Bachelor of Commerce from the University of New South Wales and is a Fellow of Chartered Accountants Australia and New Zealand.

## Other current positions

Andrew is currently the Chair of Industry Innovation and Science Australia and is the Data Standards Chair for the Consumer Data Right in Australia and is a Non-executive Director.

Andrew is currently a Non-executive Director of Stockland Group Limited (since 2017).

Prior to submitting himself for election, Andrew has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board supports the election of Andrew as a Non-Executive Director as Andrew provides a valuable contribution to the Board and Company, specifically in technology and financial matters, and therefore is recommended to shareholders for election.

### Board Recommendation

The Directors (with Mr. Andrew Stevens abstaining) unanimously recommend that shareholders vote in favour of the election of Mr. Stevens as a Director.

## Resolution 4: Approval of issue of securities under oOh!media's Equity Incentive Plan – Exception to Listing Rule 7.1

### The ASX Listing Rules

ASX Listing Rule 7.1 generally restricts listed companies from issuing more than 15% of their issued share capital in any 12 month period without shareholder approval.

However, there are exceptions to this restriction. Listing Rule 7.2, Exception 13(b) states that the general Listing Rule requirements for shareholder approval will not apply to an issue under an employee incentive scheme if, within three years before the date of the issue, shareholders approve the issue of securities under the scheme as an exception to the rule.

If the oOh!media Equity Incentive Plan is approved by shareholders, issues under the oOh!media Equity Incentive Plan over the next three years will fall under this ASX Listing Rule exception and will not affect the Company's ability to separately issue up to 15% of its total ordinary securities in any 12 month period (without having to obtain further shareholder approval).

However, the exception does not apply to Directors and their associates, who are deemed related parties of the Company, and issues to such persons will require separate approval under Listing Rule 10.14.

The issue of securities pursuant to the Equity Incentive Plan was last approved by Shareholders at the 2021 Annual General Meeting.

### The purpose of the oOh!media Equity Incentive Plan

The Company has established a long term incentive plan (**Equity Incentive Plan or Plan**) to assist in the motivation, retention and reward of eligible employees.

The Plan is designed to align the interests of employees with the interests of Shareholders by providing an opportunity for employees to receive an equity interest in the Company.

### Information provided for the purposes of the ASX Listing Rules

The following information is provided for the purpose of Listing Rule 7.2, Exception 13(b).

A summary of the terms of the Plan is set out in Attachment A.

The Company last received shareholder approval of the Equity Incentive Plan at its AGM held on 13 May 2021.

A total of 4,271,641 performance rights have been issued under the Plan since it was last approved at the Company's 2021 AGM.

If approval is obtained from Shareholders, the maximum number of equity securities (as defined by the ASX Listing Rules) proposed to be issued under the Equity Incentive Plan for the three years following the approval is 5% of the current number of fully paid ordinary shares on issue (which is 26,939,064 securities based on the current number of fully paid ordinary shares on issue, being 538,781,286).

The maximum number of equity securities is not intended to be a prediction of the actual number of equity securities to be issued under the Equity Incentive Plan but is specified for the purposes of setting a ceiling on the number of equity securities approved to be issued under and for the purposes of ASX Listing Rule 7.2, Exception 13(b).

It is not envisaged that the maximum number of equity securities for which approval is obtained will be issued immediately or even at all.

The Plan is designed to provide incentives to, and attract and retain, eligible employees, while aligning the interests of employees with the interests of shareholders.

The Directors consider that the Plan is a cost effective and efficient incentive for the Company as opposed to alternative forms of incentives such as increased cash-based remuneration.

If shareholders do not approve the Plan, this may impact the Company's ability to incentivise eligible employees and align their interests with those of shareholders. The Board would need to consider alternative remuneration arrangements, which may not be consistent with the Company's remuneration principles, include cash payments.

A voting exclusion statement is included under Resolution 4 in this Notice.

### Board Recommendation

The Directors (with Ms. Cathy O'Connor abstaining) unanimously recommend that shareholders vote in favour of the issue of securities under the Equity Incentive Plan.

## Resolution 5: Grant of Performance Rights Under The Equity Incentive Plan – Ms. Catherine O'Connor

Resolution 5 deals with the proposed grant of performance rights (Rights) to Ms. Cathy O'Connor, Chief Executive Officer and Managing Director, which on vesting, will result in the issue of fully paid ordinary shares (Shares) in the Company under the Equity Incentive Plan (Plan). The Company has agreed, subject to obtaining shareholder approval, to grant a total of 504,340 Rights to Ms. O'Connor. This award represents Ms. O'Connor's long-term incentive remuneration for the period 1 January 2024 to 31 December 2024, with a performance period of 3 years from 1 January 2024 to 31 December 2026.

If approval is granted, the Company will grant Ms. O'Connor 504,340 Rights under the Plan as soon as practicable following the Meeting and in any event within one year of the Meeting. Subject to the conditions outlined below, the Rights will allow Ms. O'Connor to obtain ordinary shares in the Company.

If Resolution 5 is not passed, the Company will not be able to grant Rights to Ms. O'Connor and the Company will need to consider alternative options to meet Ms. O'Connor's contractual entitlements and appropriately remunerate and incentivise Ms. O'Connor.

### ASX Listing Rule 10.14

Listing Rule 10.14 requires the approval of ordinary shareholders for directors to be able to be issued securities under an employee incentive scheme. Accordingly, approval for the grant of the Rights to Ms. O'Connor is required.

Approval of this resolution will result in the grant to Ms. O'Connor falling within exception 13 in Listing Rule 7.2. Therefore, the issue of Rights, and the Shares issued on vesting of any Rights, to Ms. O'Connor will not be included in the 15% calculation for the purposes of Listing Rule 7.1.

### Purpose of the Plan

The Company has established the Plan to assist in the motivation, retention and reward of senior management.

The Plan is designed to align the interests of executives and senior management with the interests of shareholders by providing an opportunity for the participants to receive an equity interest in the Company. Other members of senior management, selected by the Board, have been granted Rights under the Plan on similar terms to Ms. O'Connor.

Those Directors, who do not have an interest in the outcome of the relevant resolution, recommend that shareholders vote in favour of Resolution 5 for the reasons set out below:

1. the Directors consider that it is important for the Company to be able to attract and retain experienced executive Directors and that the proposed grant of Rights to Ms. O'Connor is appropriate taking into account her level of experience;
2. the Directors consider that the proposed number of Rights to be granted to Ms. O'Connor is appropriate to:
  - a. motivate her to pursue long term growth and success of the Company (within an appropriate control framework);
  - b. align the interests of key leadership with the long-term interests of the Company's shareholders; and
  - c. ensure a clear correlation between performance and remuneration, in accordance with the Company's remuneration policy; and
3. the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) note that equity-based remuneration can be an effective form of remuneration for executives.



## Proposed number of Rights

The number of Rights to be granted is calculated by dividing the total face value of the award by the 10 trading day Volume Weighted Average Market Price (VWAP) of ordinary shares in the Company following the release of the Company's FY23 annual financial results (being \$1.79), with the number of Rights granted rounded down to the next whole number.

504,340 Rights = \$902,769 (total face value) ÷ \$1.79 (VWAP)

The Rights will be granted for nil financial consideration.

## Details of the proposed grant of Rights

The Board intends to grant 504,340 Rights to Ms. O'Connor. The Rights will vest on the vesting date to the extent the Board determines the vesting conditions are satisfied.

## Vesting Conditions

The Rights are divided into three hurdles as follows:

- 1/3 will vest subject to achieving a Cumulative Free Cash Flow per share (**FCF**) hurdle;
- 1/3 will vest subject to achieving a Return on Invested Capital (**ROIC**) hurdle; and
- 1/3 will vest subject to achieving a Relative Total Shareholder Return (**RTSR**) hurdle.

Assessment of the vesting conditions will occur shortly after the end of the three-year performance period, starting 1 January 2024 and ending on 31 December 2026, and after the release of the Company's full year audited results for the preceding financial year.

## FCF Hurdle

1/3 of the Rights are subject to a FCF hurdle. The FCF hurdle is calculated based on the following formula:

(operating cash flow less capital expenditure and finance lease liabilities paid over CY24-CY26) / weighted number of issued shares<sup>1</sup>

The percentage of Rights that may vest if the FCF hurdle is satisfied, if any, will be determined by reference to the following vesting schedule, subject to any adjustments that the Board, in its discretion, considers appropriate:

Company's Free Cash Flow per share (cents/per share) CY24-CY26	% of rights that vest
Below 27.9	Nil
27.9	50% of target LTI
27.9-35.5	Straight line pro rata vesting between 50% and 100%
35.5	100% of target LTI
35.5-44.0	Straight line pro rata vesting between 100% and 150%
44.0 or above	Max 150% of target LTI

The 100% target represents the consensus (average) of sell side analyst forecasts excluding any outliers.

## ROIC Hurdle

1/3 of the Rights are subject to a ROIC hurdle. The ROIC hurdle is calculated based on the following formula:

CY26 Underlying pre-AASB16 EBITDA less fixed costs / invested capital<sup>2</sup>

The percentage of Rights that may vest if the ROIC hurdle is satisfied, if any, will be determined by reference to the following vesting schedule, subject to any adjustments that the Board, in its discretion, considers appropriate:

Company's Return on Invested Capital	% of rights that vest
Below 19.2%	Nil
19.2%	50% of target LTI
19.2%-20.6%	Straight line pro rata vesting between 50% and 100%
20.6%	100% of target LTI
20.6%-22.5%	Straight line pro rata vesting between 100% and 150%
22.5% or above	Max 150% of target LTI

The 100% target represents the consensus (average) of sell side analyst forecasts excluding any outliers.

<sup>1</sup> Weighted means the weighted shares on issue from 1 January 2024 to 31 December 2026.

<sup>2</sup> Invested capital is the average of opening and closing balances of invested capital for CY26.

The 100% target represents the consensus (average) of sell side analyst forecasts excluding any outliers.

### RTSR Hurdle

1/3 of the Rights are subject to the RTSR hurdle. The RTSR hurdle is assessed against the ASX Small Ordinaries Industrial Index (ASX:XSI). Shareholder return is calculated as aggregate dividends paid during the 3-year performance period plus the share price movement from the beginning to end of the performance period.

The percentage of Rights that may vest if the RTSR hurdle is satisfied, if any, will be determined by reference to the following vesting schedule, subject to any adjustments that the Board, in its discretion, considers appropriate:

Company's Relative TSR	% of rights that vest
Less than 50th percentile Relative TSR	Nil
50th percentile Relative TSR (threshold performance target)	50%
Between 50th and 75th percentile Relative TSR	Straight line pro rata vesting between 50% and 100%
At or above 75th percentile Relative TSR	100%

### Allocation of Shares following Vesting

The number of Rights that will vest (if any) will be determined based on the outcome of the assessment of the vesting conditions. Any unvested Rights that remain will lapse immediately.

Upon vesting, Ms. O'Connor will be allocated the relevant number of Shares on a one-for-one basis, being one share for each Right that vests. Any Shares allocated to Ms. O'Connor may be acquired on-market or issued by the Company. Rights may be satisfied in either Shares or an equivalent value cash payment in lieu of an allocation of Shares (calculated in accordance with the Plan Rules) as determined appropriate by the Board. It is the Board's current intention that any Shares that may be awarded to Ms. O'Connor will be issued by the Company.

### Information required by Listing Rule 10.15

Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided with regard to Resolution 5.

- Ms. Cathy O'Connor is the Managing Director of the Company. Ms. O'Connor is the only director in the Company who is eligible to participate in the Plan. Non-executive Directors are not eligible to participate.
- Ms. O'Connor will be granted 504,340 Rights and the Rights may convert into Shares on a one-for-one basis subject to the achievement of the 3, equally weighted, vesting conditions.
  - If the Company achieves an FCF of 44.0 cents/per share or above, the percentage of Rights that vest in respect of the FCF hurdle is 150%. This would mean that Ms. O'Connor would be eligible to receive a maximum of 252,169 shares in respect of the FCF hurdle.
  - If the Company achieves a ROIC of 22.5% or above, the percentage of Rights that vest in the ROIC hurdle is 150%. This would mean that Ms. O'Connor would be eligible to receive a maximum of 252,169 shares in respect of the ROIC hurdle.
  - If the Company achieves a RTSR of 75% or above, the percentage of Rights that vest in the RTSR hurdle is 100%. This would mean that Ms. O'Connor would be eligible to receive a maximum of 168,113.
  - The potential maximum total number of shares in respect the three hurdles is 672,451.
- Ms. O'Connor's current total remuneration package (for FY24) is comprised of:

Type	Value
Base Salary	\$1,200,000
Superannuation	\$132,000
Fixed Remuneration	\$1,332,000
Target STI	\$486,720
LTI Face Value	\$902,769

4. Ms. O'Connor was granted the following securities under the Equity Incentive Plan:
  - a. 518,238 Rights following shareholder approval at the 2023 AGM;
  - b. 443,892 Rights following shareholder approval at the 2022 AGM; and
  - c. 426,499 Rights following shareholder approval at the 2021 AGM.

These Rights were awarded for no financial consideration.

5. The Rights will be granted under the terms and conditions of the Plan. A summary of the key terms of the Plan can be found in Attachment A. The Company considers the grant of Rights under the Plan to be an appropriate way to align the interests of Executive KMP and other key employees with shareholders by focusing on long-term growth. The purpose of the Plan is to provide incentive to attract, retain and motivate eligible employees whose present and potential contributions are important to the success of the Company by offering them a chance to participate in the future performance of the Company.
6. The value the Company attributes to each Right is \$1.79, being the VWAP for the 10 trading days following the release of the Company's FY23 annual financial results.
7. The Company is expected to grant the Rights shortly after the Annual General Meeting but in any event, within one year after the Meeting.
8. The number of Rights has been determined by dividing the grant face value of \$902,769 by the VWAP for the 10 trading days following the release of the Company's FY23 annual financial results, being \$1.79. The Rights are being granted at no cost to Ms. O'Connor and if they vest, will vest at no cost.
9. There is no loan attaching to the offer under the Plan.
10. Details of any securities issued under the Plan will be published in the oOh!media Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was granted under ASX Listing Rule 10.14.
11. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

12. A Voting Exclusion Statement is set out under Resolution 5 in the Notice of Meeting.

#### Board Recommendation

The Directors (with Ms. Cathy O'Connor abstaining) unanimously recommend that shareholders vote in favour of Resolution 5 to approve the participation in the oOh!media Limited Equity Incentive Plan by Ms. O'Connor, grant of 504,340 Performance Rights to Ms. O'Connor under the oOh!media Limited Equity Incentive Plan and in consequence of the vesting of those Rights, of ordinary shares of the Company and the provision of benefits to Ms. O'Connor under the Equity Incentive Plan.

### Resolution 6: Grant of Deferred Restricted Shares Under The Equity Incentive Plan - Ms. Catherine O'Connor

As part of the Short-Term Incentive (STI) component of the proposed remuneration for FY24, the Company is proposing to grant Restricted Shares to the Managing Director, Ms. Catherine O'Connor under the Company's Plan on the basis set out below, subject to shareholder approval of Resolution 6.

The Company is proposing to issue the Restricted Shares consistent with the principles and objectives of the Company's remuneration policy and for the purpose of incentivising Ms. O'Connor to achieve the relevant performance measures attached to the Restricted Shares.

#### ASX Listing Rule 10.14

Listing Rule 10.14 requires the approval of ordinary shareholders for directors to be able to be issued securities under an employee incentive scheme. Accordingly, approval for the grant of the Rights to Ms. O'Connor is required.

Approval of this resolution will result in the grant to Ms. O'Connor falling within exception 13 in Listing Rule 7.2. Therefore, the issue of the Restricted Shares issued to Ms. O'Connor will not be included in the 15% calculation for the purposes of Listing Rule 7.1. If Resolution 6 is not passed, the Company will not be able to grant Restricted Shares to Ms. O'Connor and the Company will need to consider alternative options to meet Ms. O'Connor's contractual entitlements and appropriately remunerate and incentivise Ms. O'Connor.

### Details of Deferred Short-Term Incentive

The Company established the Deferred STI to enable a portion of executives annual cash STI bonus to be delivered as a grant of Restricted Shares in the Company, which may vest subject to satisfaction of the relevant vesting conditions over the vesting period.

The proposed granting of Restricted Shares to the Managing Director is an outcome of her STI achievement for FY24. The proposed award is intended to align Ms. O'Connor's interests with the interests of shareholders and encourage the achievement of the Company's performance goals and growth of the Company's business. Ms. O'Connor's target STI for FY24 is \$486,720.

The 2024 STI Company performance outcomes are based on two components with separate conditions which measure performance namely;

1. Individual performance is based on achievement against individual goals set with manager and manager evaluation of performance. For KMP this comprises 30% of the whole STI.
2. Company performance is based on achievement against three measures. For KMP this comprises 70% of the whole STI. Of this percentage, the three measures and their internal percentage weighting are:
  - a. 50% EBITDA margin
  - b. 30% Revenue Achievement
  - c. 20% Market share

### Information required by Listing Rule 10.15

Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided with regard to Resolution 6.

1. Ms. Cathy O'Connor is the Managing Director of the Company. Ms. O'Connor is the only director eligible to participate in the STI. Non-executive Directors are not eligible to participate.
2. The number of Restricted Shares to be granted to Ms. O'Connor cannot be determined at this time but will be calculated in accordance with the formula set out below:  
  
For example, Ms. O'Connor is eligible for a maximum FY2024 STI of \$730,080 (total STI payable at 150%), assuming Ms. O'Connor is awarded the total STI in about March 2025, \$240,926 of the STI (being 33% of the total

STI) will be deferred as Restricted Shares and the remaining STI paid in cash. The actual number of Restricted Shares to be awarded in March 2025 will be 33% of the actual \$ amount divided by the 10 day VWAP of the Company's shares following the release of the FY2024 results announcement.

3. Ms. O'Connor's current total remuneration package (for FY24) is comprised of:

Type	Value
Base Salary	\$1,200,000
Superannuation	\$132,000
Fixed Remuneration	\$1,332,000
Target STI	\$486,720
LTI Face Value	\$902,769

4. Ms. O'Connor was granted the following securities under the Equity Incentive Plan:
  - a. 518,238 Rights following shareholder approval at the 2023 AGM;
  - b. 443,892 Rights following shareholder approval at the 2022 AGM; and
  - c. 426,499 Rights following shareholder approval at the 2021 AGM.

These Rights were awarded for no financial consideration.
5. The Restricted Shares will be granted under the terms and conditions of the Equity Incentive Plan and STI. A summary of the key terms of the Equity Incentive Plan are set out in Attachment A and the key terms of the STI are set out in Attachment B.
6. The Company is expected to grant the Restricted Shares to Ms. O'Connor following the release of the FY24 annual financial results (and, in any event no later than three years after the date of Meeting).
7. The price at which the Company will issue the Restricted Shares will be determined by the 10 day VWAP of the Company's shares following the release of the Company's FY24 annual financial results.
8. There is no loan attaching to the offer under the STI.

9. Details of any securities issued under the STI will be published in the oOh!media Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was granted under ASX Listing Rule 10.14.
10. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the STI Plan after this Resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.
11. A Voting Exclusion Statement is set out under Resolution 6 in the Notice of Meeting.

**Board Recommendation**

The Directors (with Ms. Cathy O'Connor abstaining) unanimously recommend that shareholders vote in favour of Resolution 6 to approve the participation in the oOh!media Limited Equity Incentive Plan by Ms. O'Connor, grant of Restricted Shares to Ms. O'Connor under the oOh!media Limited Equity Incentive Plan.

**Attachment A: Summary of the key terms of the Equity Incentive Plan**

Defined terms have the same meaning as provided in the Equity Incentive Plan Rules, available here – <https://www.asx.com.au/asxpdf/20141217/pdf/42vjq3gfy86gl6.pdf>

**Purpose**

The purpose of the Equity Incentive Plan (Plan) is to allow the Board to make offers to Eligible Employees to acquire securities in oOh!media Limited (the Company) and to otherwise incentivise employees.

**Eligibility**

Offers may be made at the Board's discretion to employees of the Company or its related bodies corporate (including a Director employed in an executive capacity) or any other person who is declared by the Board to be eligible to receive a grant under the Plan.

**Types of securities**

The Plan Rules provide flexibility for the Company to grant one or more of the following securities as incentives, subject to the terms of individual offers:

1. performance rights;
2. options; or
3. restricted shares.

Options are an entitlement to receive a Share upon satisfaction of applicable conditions and payment of an applicable exercise price. Performance rights are an entitlement to receive a Share for no consideration upon satisfaction of applicable conditions. Restricted shares are Shares themselves granted for no consideration, but subject to restrictions on dealing or other benefits, which may be released over time or on meeting conditions.

Unless otherwise specified in the offer document, the Board has the discretion to settle performance rights or options with a cash equivalent payment.

**Offers under the Plan**

The Board may make offers at its discretion and any offer documents must contain the information required by the Plan Rules. The Board has the discretion to set the terms and conditions on which it will offer performance rights, options and restricted shares in individual offer documents.

## Issue price

Unless the Board determines otherwise, no payment is required for a grant of a performance right, option or restricted share under the Plan.

## Vesting

Vesting of performance rights, options and restricted shares under the Plan is subject to any vesting or performance conditions determined by the Board and specified in the offer documents. Options must be exercised by the employee and the employee is required to pay the exercise price before Shares are allocated. Subject to the Plan Rules and the terms of the specific offer document, any performance rights, options or restricted shares will either lapse or be forfeited if the relevant vesting and performance conditions are not satisfied.

## Restrictions

Any dealing in respect of an Incentive Security (performance right, option or restricted share) is prohibited unless:

1. the Board determines otherwise; or
2. the Dealing is required by law and the Participant has provided satisfactory evidence to the Company of that fact.

The Board may, at its discretion, impose restrictions on dealing in respect of any Shares allocated under the Plan and may implement any procedure it considers appropriate to enforce such restrictions.

Any dealing in any Company shares is also subject to the Company's Dealing in Securities Policy.

## Cessation of employment

Under the Plan Rules, the Board has a broad discretion in relation to the treatment of unvested entitlements on cessation of employment. It is intended that individual offer documents will provide more specific information on how the entitlements will be treated if the participating employee ceases employment before vesting.

## Clawback and preventing inappropriate benefits

The Plan Rules provide the Board with broad "clawback" powers even in respect of entitlements that have vested if, amongst other things, the participant has acted fraudulently or dishonestly, engaged in gross misconduct or has acted in a manner that has brought the Company or its related bodies corporate into disrepute, or there is a material financial misstatement, or the Company is required or entitled under law or company policy to reclaim remuneration from the participant, or the participant's entitlements vest as a result of the fraud, dishonesty or breach of obligations of any other person and the Board is of the opinion that the incentives would not have otherwise vested.

## Change of control

The Board may determine that all or a specified number of a participant's performance rights, options or restricted shares will vest or cease to be subject to restrictions on a change of control event in accordance with the Plan Rules.

## Power of the Board

The Plan is administered by the Board which has power to determine appropriate procedures for administration of the Plan including but not limited to implementing an employee share trust for the purposes of delivering and holding Shares on behalf of participants upon the grant of restricted shares or the vesting of rights or exercise of options.

Except as otherwise expressly provided in the Plan, the Board has absolute and unfettered discretion to act or refrain from acting under or in connection with the Plan and in the exercise of any power or discretion under the Plan.

The Board may grant additional rights or options or make any adjustments it considers appropriate to the terms of a right and/or option granted to that participant in order to minimise or eliminate any material advantage or disadvantage to a participant resulting from a corporate action by, or capital reconstruction in relation to, the Company, including but not limited to any return of capital.

## Dividends and other rights

Subject to the terms of any Trust Deed (if applicable) or offer, the following rules apply in respect of Shares allocated to, or on behalf of, a participant under the Plan (including Restricted Shares):

1. the participant is entitled to receive all dividends and other distributions or benefits payable to the participant or to the Trustee in respect of the Shares;
2. the participant is entitled to exercise, or to direct the Trustee in writing how to exercise, the voting rights attaching to the Shares, either generally or in a particular case;
3. any bonus shares that are issued in respect of the Shares will be issued to the participant, or to the Trustee on the participant's behalf, and will be held by the participant or Trustee as Shares subject to the same terms, conditions and restrictions on Dealing (if any) as the Shares in respect of which they were issued; and
4. if rights arise on a rights issue in respect of the Shares, the participant may deal with or exercise those rights, or instruct the Trustee (if applicable) in relation to those rights in accordance with the Trust Deed. If the Shares are held by the Trustee on the participant's behalf and the participant does not instruct the Trustee how to deal with the rights, the rights will be dealt with in accordance with the Trust Deed.

## Issuing of Shares

Any Shares issued under the Plan will rank equally in all respects with other Shares for the time being on issue by the Company. The Company will apply for quotation of Shares issued under the Plan within the period required by the Listing Rules.

## Legal compliance

Notwithstanding any rule in the Plan, securities will not be allocated, issued, acquired, transferred or otherwise dealt with under the Plan if to do so would:

1. contravene the *Corporations Act 2001* (Cth), the Listing Rules, or any other applicable laws (including any applicable foreign law); or
2. require the Company or its related bodies corporate to pay, provide, or procure the payment or provision of, any money or benefits to the Participant which would require shareholder approval under Part 2D.2, Division 2 of the *Corporations Act 2001* (Cth).

## Attachment B: Summary of the key terms for Deferred Short-Term Incentive

Design Feature	Key terms for Deferred STI
Participation / eligibility	Eligible employees ( <b>Participants</b> ) offered participation in the Deferred short-term incentive ( <b>DSTI</b> ) on an annual basis.
Vehicle for deferral	<ul style="list-style-type: none"> <li>Participants are required to defer part of their DSTI into restricted shares.</li> <li>Restricted shares (<b>RS</b>) are ordinary shares on OML (<b>Shares</b>) subject to disposal restrictions which lift subject to the vesting condition being met during the 1-year Restriction Period.</li> <li>A holder of a RS will have all shareholder rights as any other ordinary shareholder in OML (e.g., rights to dividend and voting) other than the RS may not be sold or otherwise disposed of until the RS vest (and any voluntary disposal restrictions (<b>Disposal Restriction</b>) ends.</li> <li>A Participant is not required to pay any cost to be granted RS.</li> </ul>
Number of RS granted	The number of RS to be granted will be determined based on 10-day volume weighted average price ( <b>VWAP</b> ) of a share following the release of the Company's FY24 annual financial results announcement (rounded down to the nearest whole number).
Vesting period (or Restriction Period)	The Restriction Period will commence on the grant date of the RS and ends on the first anniversary of the grant date; i.e., a 12 month Restriction Period applies.
Disposal Restrictions	<ul style="list-style-type: none"> <li>At the time of receiving their communication to participate in the 2024 Plan (including notification that 33% of their STI outcome will be delivered in the form of RS), participants may voluntarily elect for their RS (where the relevant conditions are met and an STI outcome is confirmed) to be subject to post-vesting Disposal Restrictions for up to 15 years from commencement of the annual performance period (commencing 1 January 2024).</li> <li>Where Shares are subject to a Trading Restriction, the Board will only lift the Trading Restriction in exceptional circumstances (e.g. as required by law or upon death).</li> </ul>
Cessation of employment	Where a Participant ceases employment all unvested RS will be forfeited, unless the Board determines otherwise.
Change of control	<ul style="list-style-type: none"> <li>Where a change of control event occurs, all unvested RS will vest upon completion of the change of control event unless the Board determines otherwise.</li> <li>Where a change of control event occurs, any vested RS subject to a Disposal Restriction will have the Disposal Restriction lifted upon completion of the change of control event unless the Board determines otherwise.</li> </ul>
Malus/Clawback	<p>RS (vested or otherwise), and including any proceeds received are subject to malus and clawback whereby the Board may adjust the number of RS held by a Participant or require the Participant to repay the company any benefits realised from RS where, in the Board's opinion, a Participant has</p> <ul style="list-style-type: none"> <li>Acted fraudulently or dishonestly.</li> <li>Engaged in gross misconduct.</li> <li>Done an act that has brought the Company into disrepute.</li> <li>Has breached their contract or duties / obligations to the Company</li> <li>Is convicted of an offence or has a judgement entered against them in connection with the affairs of the company</li> <li>Malus / clawback will also apply per rule 6 of the Equity incentive Plan Rules.</li> </ul>

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**oOh!media Limited**  
ABN 69 602 195 380

### LODGE YOUR VOTE

**ONLINE**  
<https://investorcentre.linkgroup.com>

**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  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150

**ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474



**X99999999999**

## VOTING FORM

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

### A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

in relation to the Annual General Meeting of the Company to be held at **11:00am (AEST) on Thursday, 16 May 2024**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

### B APPOINT A PROXY

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair 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 Chair 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 **11:00am (AEST) on Thursday, 16 May 2024 (the Meeting) at Level 2, 73 Miller Street, North Sydney, 2060** and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1, 4, 5 & 6:** If the Chair 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 Chair of the Meeting to exercise the proxy in respect of Resolutions 1, 4, 5 & 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

**The Chair 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

1 Adoption of Remuneration Report

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Re-election of Director – Mr. Tony Faure

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Re-election of Director – Mr. Andrew Stevens

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Approval of issue of securities under oOh!media's Equity Incentive Plan – Exception to Listing Rule 7.1

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Grant of Performance Rights under the Equity Incentive Plan – Ms. Catherine O'Connor

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6 Grant of deferred restricted shares under the Equity Incentive Plan – Ms. Catherine O'Connor

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf 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)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

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 PRX2401G**

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STEP 1 Please mark either A or B

STEP 2

STEP 3



## HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

### 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.**

### VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chair of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chair's decision as to whether a direct vote is valid is conclusive.

### VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair 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 CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolutions are 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 Voting 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 Voting Form and the second Voting 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" must be received at [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEST) on Tuesday, 14 May 2024**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

<https://investorcentre.linkgroup.com>

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).



#### 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 <https://investorcentre.linkgroup.com> 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 downloaded 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\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

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

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

For personal use only



**oOh!media Limited**  
ABN 69 602 195 380

**LODGE YOUR QUESTIONS**

**ONLINE**  
<https://investorcentre.linkgroup.com>

**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  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150

**ALL ENQUIRIES TO**  
Telephone: 1300 554 474 Overseas: +61 1300 554 474



**X99999999999**

**QUESTION FORM**

Please use this form to submit any questions about oOh!media Limited (“the Company”) that you would like us to respond to at the Company’s 2024 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company’s auditor it should be relevant to the content of the auditor’s report, or the conduct of the audit of the financial report.

This form must be received by the Company’s Share registrar, Link Market Services Limited, by **5:00pm (AEST) on Thursday, 9 May 2024**.

Questions will be collated. During the course of the Annual General Meeting, the Chair of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company’s auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

- Performance or financial reports
- Remuneration Report
- My question is for the auditor
- A resolution being put to the AGM
- Sustainability/Environment
- Future direction
- General suggestion
- Other

Large text entry area with horizontal lines for writing the question.

- Performance or financial reports
- Remuneration Report
- My question is for the auditor
- A resolution being put to the AGM
- Sustainability/Environment
- Future direction
- General suggestion
- Other

Large text entry area with horizontal lines for writing the question.

For personal use only

**QUESTIONS**

SAMPLE