



oOh!media Limited
ABN 69 602 195 380

2 October 2026

ASX Release

Despatch of Scheme Booklet

oOh!media Limited (ASX:OML) (**oOh!** or **Company**) refers to its announcement on Monday, 28 September 2026 that the Supreme Court of New South Wales (**Court**) has approved the convening of a meeting of oOh! shareholders to consider and vote on the proposed acquisition of oOh! by OOH BidCo Pty. Ltd. (ACN 700 817 312) (**BidCo**), an entity owned and controlled by funds managed and/or advised by I Squared Capital and its affiliates (**I Squared**), by way of a Scheme of Arrangement (**Scheme**) and approving the distribution to oOh! shareholders of the scheme booklet providing information about the Scheme (**Scheme Booklet**).

Despatch of Scheme Booklet and Voting Form

oOh! confirms that the Scheme Booklet (including the Independent Expert's Report, Notice of Scheme Meeting and Online Meeting Guide) has now been despatched to oOh! shareholders in the manner described in the announcement made on Monday, 28 September 2026. A copy of the letter that accompanied the Scheme Booklet is attached to this announcement.

A personalised voting form for the Scheme meeting (or, for oOh! shareholders who have elected to receive communications electronically, a personalised voting link) accompanies the Scheme Booklet. A copy of the voting form that was sent to the relevant oOh! shareholders is also attached to this announcement.

oOh! Board's recommendation

The oOh! Board continues to unanimously¹ recommend that oOh! shareholders vote in favour of the Scheme, in the absence of a Superior Proposal (as defined in the amended Scheme Implementation Agreement) and subject to the independent expert continuing to conclude that the Scheme is in the best interests of oOh! shareholders.

Subject to those same qualifications, each of the oOh! directors (excluding the Excluded Director) will vote all the oOh! Shares held or controlled by them in favour of the Scheme.

¹ Excluding David Ferrarin, who has abstained from making a recommendation in respect of the Scheme due to a potential conflict of interest arising from his association with an entity that provided advisory services to I Squared. Mr Ferrarin did not participate in the provision of those services or oOh! Board's consideration of, or decision to enter into, the SIA. Further details of Mr Ferrarin's potential conflict are set out in the Scheme Booklet.



Further information

For more information, please refer to the Scheme Booklet. oOh! shareholders who have any questions relating to the Scheme should contact the Shareholder Information Line on 1300 911 275 (for callers within Australia) or +61 1300 911 275 (for callers outside Australia) between 9:00am and 5:00pm (Sydney time) Monday to Friday.

This announcement has been authorised for release to the ASX by the Company Secretary.

Investor contact

Chris Roberts
Chief Financial Officer
investors@oohmedia.com.au

Media contact

Tim Addington
0405 904 287
tim.addington@tagpr.com.au

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 digital and static asset locations across Australia and New Zealand includes roadsides, retail centres, airports, train stations, bus stops, office towers and universities.

Find out more at oohmedia.com.au

About I Squared Capital

I Squared Capital is a leading independent global infrastructure investor dedicated to the mid-market, managing over US\$60 billion in assets. Founded in 2012, I Squared has evolved into one of the most diverse infrastructure investors in the world, with investments across power & utilities; transportation & logistics; digital infrastructure; environmental infrastructure; and social infrastructure, providing essential services to millions of people worldwide. Today, the portfolio includes over 100 companies operating in more than 115 countries. Headquartered in Miami, the firm has offices in Abu Dhabi, London, Munich, New Delhi, São Paulo, Singapore, Sydney and Taipei.

Learn more at www.isquaredcapital.com



oOh!media Limited

ACN 602 195 380

Level 2, 73 Miller Street North Sydney NSW 2060

Australia

2 October 2026

Dear Shareholder

**oOh!media Limited (ASX: OML) - Scheme Meeting
IMPORTANT INFORMATION FOR OOH!MEDIA LIMITED SHAREHOLDERS**

oOh!media Limited (**oOh!** or the **Company**) is pleased to provide you with access to the scheme booklet in connection with the proposed scheme of arrangement between oOh! and the holders of its ordinary shares in relation to the proposed acquisition of oOh! by OOH BidCo Pty. Ltd (ACN 700 817 312), an entity owned and controlled by funds managed and/or advised by I Squared Capital and its affiliates (**Scheme**).

The Scheme Booklet contains important information about the Scheme, including the Notice of Scheme Meeting and information relevant to your decision on how to vote. You should read the Scheme Booklet carefully and in its entirety before deciding whether to vote for or against the Scheme.

Scheme Booklet

The Scheme Booklet is available electronically at: <https://investors.oohmedia.com.au/investor-centre/?page=announcements>

Scheme Meeting

The Scheme Meeting will be held as a hybrid meeting at **11:00am (Sydney time) on Monday, 2 November 2026**. Shareholders may attend, participate and vote at the Scheme Meeting in person at **Level 2, 73 Miller Street, North Sydney NSW 2060** or through the online meeting platform available at: <https://meetings.openbriefing.com/omlscheme26>

Further information about how to participate in and vote at the Scheme Meeting is set out in the Notice of Scheme Meeting contained in the Scheme Booklet.

Board recommendation

The oOh! Directors (excluding the Excluded Director) unanimously recommend that you vote in favour of the Scheme in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of oOh! Shareholders.

Subject to those same qualifications, each of the oOh! Directors (excluding the Excluded Director) intend to vote all the oOh! Shares held or controlled by them in favour of the Scheme.

Voting at the Scheme Meeting

Enclosed with this letter is your personalised Voting Form. You may vote directly or appoint a proxy by completing and submitting the Voting Form in accordance with the instructions on the form. You may also lodge your vote online at: au.investorcentre.mpsms.mufig.com

To be effective, your Voting Form must be received by the oOh! share registry by **11:00am (Sydney time) on Saturday, 31 October 2026**, being no later than 48 hours before the commencement of the Scheme Meeting.

If you wish to attend and vote at the Scheme Meeting in person, please bring your personalised Voting Form to assist with registration.

Scheme Resolution

At the Scheme Meeting, oOh! shareholders will be asked to consider and, if thought fit, pass the resolution set out in the Notice of Scheme Meeting in accordance with section 411(4)(a)(ii) of the *Corporations Act 2001* (Cth).

Further information

For further information about the Scheme or the Scheme Booklet, please contact the oOh! Shareholder Information Line on +61 1300 911 275 during the operating hours specified in the Scheme Booklet.

If you have questions regarding your oOh! shareholding or require assistance lodging your vote, please contact the oOh! share registry on +61 1300 911 275.

On behalf of the oOh! Board, thank you for your ongoing support. We encourage you to read the Scheme Booklet carefully and participate in the Scheme Meeting.

For personal use only

For personal use only

Yours sincerely



Philippa Kelly
Non-Executive Chair
oOh!media Limited



oOh!media Limited

ABN 69 602 195 380

LODGE YOUR VOTE



ONLINE

au.investorcentre.mpms.mufig.com



BY MAIL

oOh!media Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: (+61) 1300 911 275



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 Scheme
Meeting of the Company to be
held at **11:00am (AEDT) on
Monday, 2 November 2026**,
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 Scheme Meeting of the Company to be held at **11:00am (AEDT) on Monday, 2 November 2026**
(the Meeting) at Level 2, 73 Miller Street, North Sydney, 2060 and at any postponement or adjournment
of the Meeting.

Shareholders have the option to attend, participate and vote at the Meeting at the address mentioned
above or through the online meeting platform available at:

<https://meetings.openbriefing.com/OMLScheme26>

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 To consider and, if thought fit, to pass the following resolution in accordance with section 411(4)(a)(i) of the
Corporations Act:

"That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act:

(a) the scheme of arrangement proposed between oOh!media Limited and the holders of its fully paid ordinary shares,
as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this
meeting, is agreed to (with or without modifications, alterations or conditions as approved by the Court to which
oOh!media Limited and OOH BidCo Pty. Ltd. agree in writing); and

(b) the directors of oOh!media Limited are authorised, subject to the terms of the Scheme Implementation Agreement,
to (a) agree to any such modifications, alterations or conditions as are thought fit by the Court, and (b) subject to
approval of the Scheme by the Court, implement the Scheme with any of those modifications, alterations or
conditions".



* 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.

For Against Abstain*

☐	☐	☐
--------------------------	--------------------------	--------------------------

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 PRX2603N

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.

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 support@cm.mpms.mufig.com prior to admission in accordance with the Notice of Scheme Meeting. A form of the certificate may be obtained from the Company's share registry or online at au.investorcentre.mpms.mufig.com.

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 (AEDT) on Saturday, 31 October 2026**, 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

au.investorcentre.mpms.mufig.com

Login to the Investor Centre using the holding details as shown on the Voting/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 vote by scanning the QR code adjacent or enter the voting link

au.investorcentre.mpms.mufig.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/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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

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

For personal use only