Australian Government

Takeovers Panel

MEDIA RELEASE

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oOh!media Group Limited – Panel Receives Application

The Panel has received an application from oOh!media Group Limited (**OMG**) in relation to its affairs.

In August 2010, QMS Asia Pacific Outdoor Pte Ltd and PFG Investments Pty Ltd entered into a conditional call option deed, giving QMS a call option over 75 million shares in OMG. The call option was conditional on FIRB approval.

In December 2010, OMG issued 57,142,857 shares and in January 2011, issued 42,105,263 shares. The shares were placed to William Shaw Capital Pty Ltd (**WSC**), Evans & Partners Nominees and Macquarie Group Limited.

Between approximately 13 August 2010 and 19 January 2011, PFG's voting power in OMG changed from 5.75% to 16.12%. It disclosed the changes in substantial holding notices. On 22 March 2011, PFG disclosed that it had sold 75.8 million shares to QMS, pursuant to a call option exercise, at the same time disclosing the call option deed.

On the same day, 22 March 2011, QMS lodged a substantial holder notice disclosing it had acquired voting power in 15.12% in OMG (being 75.8m shares).

On 21 April 2011, QMS lodged a substantial holding notice disclosing that it had acquired voting power in 19.9% of OMG. The acquisition of the additional shares was by off-market transfer from WSC. At the same time QMS disclosed that it and WSC had entered into a conditional call option deed, giving QMS the right to acquire at least 45,161,432 shares in OMG. The call option was conditional on FIRB approval and OMG shareholders approval (or ASIC exemption).

OMG submits (among other things) that:

- The failure of QMS and PFG to disclose their call option deed contravened the substantial holding provisions and led to an inefficient, uncompetitive and uninformed market.
- The failure of QMS to obtain expeditiously shareholder approval for the acquisition of shares under its call option deed with WSC ensured that the

market remains ill-informed and inefficient and is an abuse of the exception in s609(7).[1]

OMG seeks finals orders, including to the effect that:

- shareholders who sold shares to PFG on or after the date of the August 2010 call option be given the choice to either terminate the sale or receive from PFG the difference between 30c and the consideration for the sale as compensation

- QMS pays OMG the sum of $9,774,436, being the difference between 30c and the price under the placement and

- QMS and WSC provide information that OMG reasonably requires to prepare the documents for shareholder approval of the acquisition of shares under the April 2011 call option and pay OMG the costs of convening and holding the meeting.

A sitting Panel has not been appointed at this stage and no decision has been made whether to conduct proceedings. The Panel makes no comment on the merits of the application.

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[1] Section 609(7) provides that a person does not have a relevant interest (for the purposes of the takeovers prohibition) merely because of an agreement if the agreement is conditional on shareholder approval or an ASIC exemption, does not confer any control over, or power to substantially influence, the exercise of a voting right attached to the securities and does not restrict disposal of the securities for more than 3 months from the date when the agreement is entered into