

ASX Announcement
21 June 2018

Unsolicited and conditional acquisition proposal

SYDNEY: APN Outdoor Group Limited (ASX: **APO** or the **Company**) announces that it has received an unsolicited, non-binding and conditional acquisition proposal from JCDcaux SA (**JCD**) to acquire 100% of the issued share capital of APO at a price of \$6.52 per share (the **JCD Proposal**).

JCD Proposal

The price of \$6.52 per share under the JCD Proposal represents a modest premium of:

- 11.5% to the closing APO share price on 20 June 2018;
- 13.8% to the 5-day APO volume weighted average price (**VWAP**); and
- 14.4% to the 24-day APO VWAP (Company FY18 EBITDA Guidance, 28 May 2018).

The JCD Proposal is subject to a significant number of conditions, including:

- the granting of exclusivity for a period of six (6) weeks for JCD to undertake due diligence;
- implementation of the acquisition via a scheme of arrangement;
- negotiation and execution of a scheme implementation deed;
- a requirement that the APO Board agrees unanimously to recommend that shareholders vote in favour of the proposed scheme in the absence of a superior proposal, subject to the independent expert concluding that the scheme is in the best interests of APO shareholders;
- a requirement that APO does not proceed to acquire Adshel (see further below); and
- receipt of regulatory approvals including approvals from Australia's Foreign Investment Review Board and the Australian Competition & Consumer Commission.

Adshel Proposal

APO refers to its ASX announcement on 22 May 2018 advising that it had made a confidential, indicative and non-binding proposal to acquire 100% of Adshel in Australia and New Zealand at a headline enterprise value of \$500 million (**Adshel Proposal**).

APO continues to advance its due diligence in relation to the Adshel Proposal, with a view to agreeing a transaction with HT&E Limited (ASX: **HT1**).

APO believes that the Adshel Proposal is an attractive opportunity for the Company and its shareholders.

Despite the Adshel Proposal being at an advanced state, no agreement has been reached with HT1, and as such there is no certainty that the Adshel Proposal will result in a transaction.

Take No Action

The Board of APO has commenced an assessment of the JCD Proposal and will keep the market informed of any material developments in accordance with its continuous disclosure requirements.

APO shareholders do not need to take any action in relation to the JCD Proposal at this stage. There is no certainty that the JCD Proposal will result in a transaction.

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Advisers

Cadence Advisory and Morgan Stanley are acting as joint financial advisers and Allens as legal adviser to APO.

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About APN Outdoor

APN Outdoor is the leader in outdoor advertising across Australia and New Zealand, with over 40,000 high-impact connection points in iconic and influential locations.

With a comprehensive, quality network that reaches 97% of Australians every day, APN Outdoor delivers scale, impact and effectiveness. Our focus on insights, powered by data, provides an unparalleled understanding of audiences, including where to find them and how to connect with them. At the heart of our business are innovative media solutions that amplify, engage and inspire action – ensuring our advertisers achieve smarter impact. It's not outdoor without us.

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