OOH and M&A – 2016 Reflection and 2017 Look Forward

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Peter J. Solomon Company Overview

Providing Sound, Unbiased Advice to Clients Since 1989

PJSC has completed over \$180 billion of M&A, restructuring and financing advisory assignments

Transaction experience balanced between buy-side, sellside and financing assignments

PJSC focuses on a diverse set of industry verticals, including Retail, Technology, Media & Telecommunications, Consumer Products, Energy, Infrastructure and Healthcare

In June 2016, PJSC sold a 51% stake in the firm to Natixis, a French financial services firm owned by Groupe BPCE, France's second largest financial institution. The remaining 49% of PJSC's ownership continues to be held by existing partners, resulting in an entrepreneurially-spirited company with a global M&A and financing platform and an increased breadth of product offerings

Mergers & Acquisitions Advisory

PJSC

Advisor to Boards of

Directors

Advisor on Public and Private Capital Raising

Restructuring / Recapitalization Advisory

PJSC has been an advisor on large strategic transactions, including over \$20 billion in recent transactions

What PJSC Covers in OOH / DOOH / Digital Signage / Retail Tech in the Americas



What PJSC Covers in OOH / DOOH / Digital Signage / Retail Tech in Europe, Africa and Asia Pacific



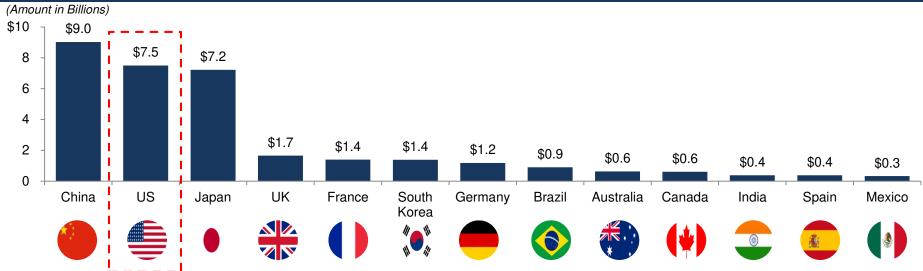




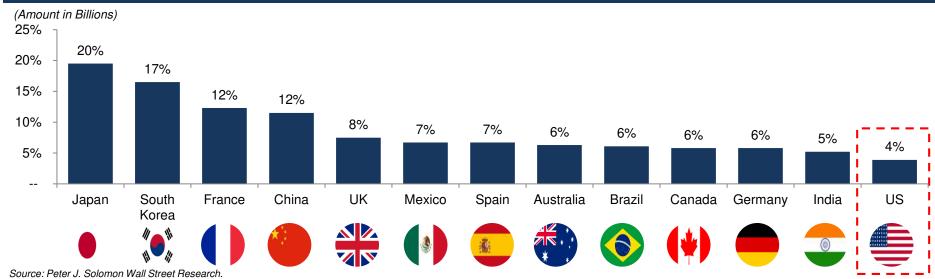
Global OOH Media Industry

US Market Penetration Opportunity Provides Potential for Massive US Growth

2016 Estimated OOH Media Markets Spending



2016 Estimated Share in OOH Media Markets



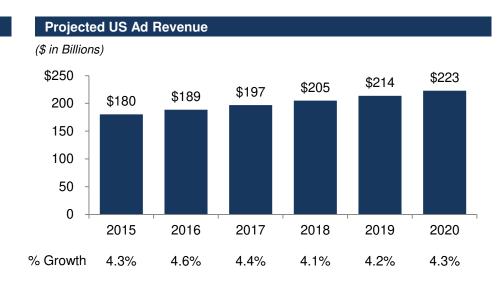
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US Total Media Ad Spend

US Advertising Revenue Projected to Have Steady Growth

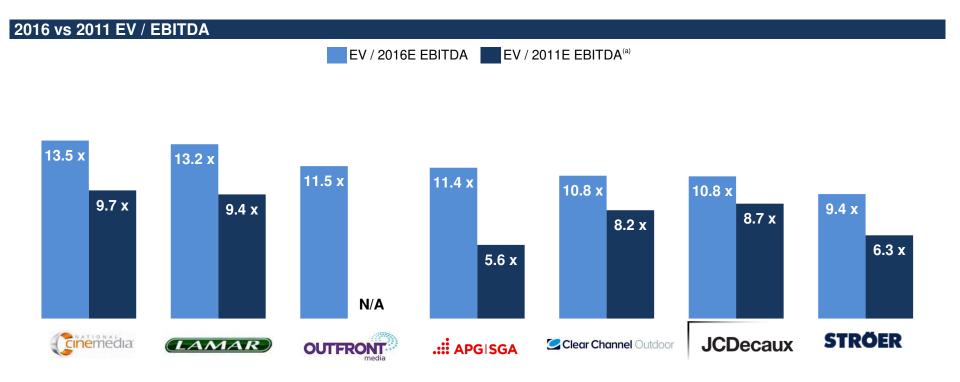
Media Spending Trends

- Digital media category projected to grow the fastest, up 15% in 2016
 - On track to equal TV ad sales for first time ever
 - Digital ad sales estimated to capture half of market share by 2020
- Total ad sales up 6% overall in first half of 2016 when political and Olympics advertising are removed
 - Growth in first half driven by national TV (+5%),
 digital media (+18%) and out of home (+4%)
 - In September, OOH grew by 10%
 - Radio sales declined 2%, while print dropped
 9% in the first half of 2016
- Digital audio ad sales projected to grow at a 13% CAGR from 2016-2020



EV / EBITDA Multiples Over Time

Valuations for OOH companies have increased over the past 5 years as the industry becomes more attractive



Source: Wall Street research as of October 19, 2016.
(a) EV / 2011E EBITDA multiples from Wall Street Research in October 2011.

Precedent Global Out of Home Transactions - 2016



Date				Implied _	EV as a r	nultiple of
Announced	Target	Target Country	Acquiror	EV (\$mm)	Sales	LTM EBITDA
Oct-16	Airport Media	United Kingdom	Primesight	NA	NA	NA
Oct-16	Cinema Scene Marketing	United States	Vision Media Management	NA	NA	NA
Sep-16	C2C Outdoor	United States	Dentsu	NA	NA	NA
Sep-16	Outdoor Network	South Africa	Provantage Media Group	NA	NA	NA
Jul-16	Metrospace / iOM	Australia	APN Outdoor Group	\$35	2.7 ×	c NA
Jul-16	PetCARE TV	United States	Health Media Network	NA	NA	NA
Jun-16	Clear Channel Turkish Operations	Turkey	Umut Senol	NA	NA	NA
Mar-16	Master Ad	Thailand	VGI Global Media	71	3.5	14.7 x
Feb-16	QuickService Technologies	Canada	Panasonic Canada	NA	NA	NA
Jan-16	Healthline Media	United States	Summit Partners	95	NA	NA
Jan-16	Clear Channel Outdoor (a)	United States	Ashby Street Outdoor, Independent Operators	108	5.3	11.0
Jan-16	Clear Channel Outdoor (D)	United States	Lamar	459	6.0	12.5
Jan-16	Cogeco Metromedia	Canada	Bell Media	NA	NA	NA

Median	4.4 x	12.5 x

Source: Company filings, FactSet, SDC, MergerMarket and Wall Street Research.

⁽a) Fort Smith, AR, Portland, OR and Wichita, KS markets.

⁽b) Reno, NV, Seattle, WA, Des Moines, IA, Cleveland, OH and Memphis, TN markets.

Case Study: Clear Channel Outdoor US Assets Sold in 2016





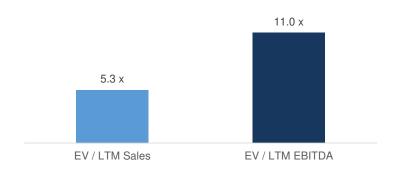
- Lamar Advertising, acquired Clear Channel Outdoor's out of home assets in 5 midsized US markets
 - Seattle / Tacoma, WA, Cleveland, OH, Des Moines, IA, Memphis, TN and Reno, NV
- Transaction size: \$458.5 million
- Transaction covers over 5,500 billboards and posters, including 132 digital displays



Clear Channel



- Ashby Street Outdoor, founded in 2011 and covering the Northwest Arkansas, Eastern Oklahoma and Wichita, Kansas markets, acquired Clear Channel Outdoor's Fort Smith, AR and Wichita, KS businesses
- Acquisition tripled the size of Ashby Street Outdoor
- Ashby Street Outdoor now operates ~2000 faces, including 75 digital faces



Other 2016 Transactions



- Primesight acquired Airport Media, which is the exclusive provider of digital, classic and experiential advertising opportunities within London Gatwick and London Luton airports
- Primesight now covers four of the top five airports in the UK



- Vision Media Management acquired Cinema Scene Marketing, which delivers promotional marketing and media solutions to cinema clients
- Vision Media Management provides marketing and fulfillment services



- Dentsu acquired C2C Outdoor, a boutique out of home agency
- C2C Outdoor will be powered by Posterscope US, Dentsu's out of home agency





- Provantage Media Group merged its assets with Outdoor Network and will be the major shareholding in Outdoor Network
- Provantage Media Group is a key operator in the South African airport and transit space
- Outdoor Network is prominent in the South African billboard and street furniture space



 APN Outdoor acquired the assets of Metrospace and iOM, two Australian billboard operators





- Health Media Network acquired the rights to PetCARE TV from Saddle Ranch Media
- Health Media Network is a digital Point of Care media company which is in over 12,000 medical offices and healthcare systems in the US
- PetCARE TV provides informative and entertaining educational programming to pet owners across the US

Source: Capital IQ and other publicly available information.

Other 2016 Transactions





 Clear Channel sold its Turkish assets to Turkish investor Umut Senol





- VGI Global Media acquired the remaining interest in Master Ad, an out of home operator in Thailand
- VGI Global Media is the media and advertising arm of Thailand's mass transit operator BTS Group

Panasonic



- Panasonic Canada acquired Quickservice Technologies, which provides security and point of sale software, hardware, and integration services to the QSR industry
- Panasonic Canada provides a full spectrum of professional services and technology for customers in the Quick Service Restaurant Sector (QSR)



 Healthline Media, a consumer health information site, received a \$95M investment from global growth equity investor, Summit Partners

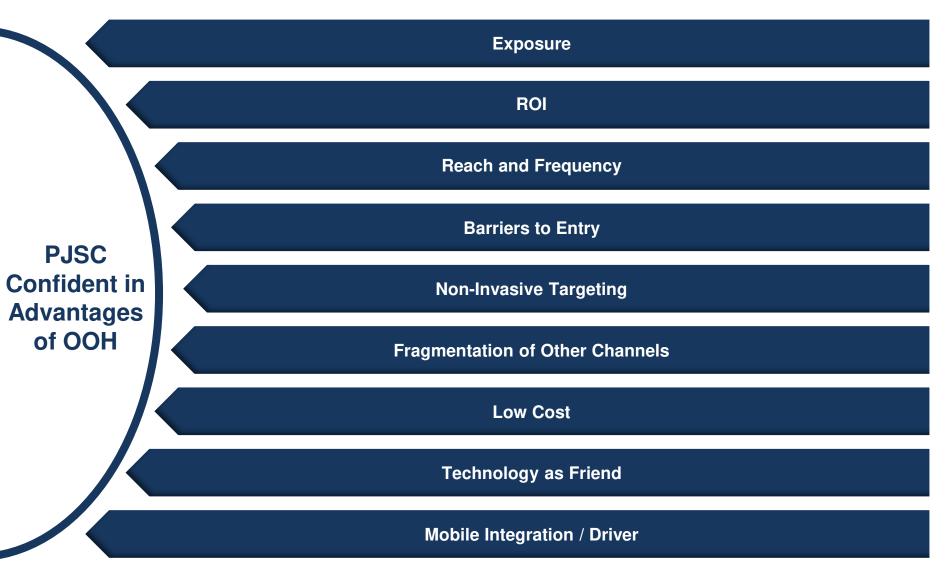
Bell Media (()) COGECO

- Bell Media acquired Cogeco Metromedia, an out of home advertising company specializing in the Montreal public transit sector
- Bell Media is a Canadian media company with assets in television, radio, OOH (Astral Out of Home) and digital media

Source: Capital IQ and other publicly available information.

2017 A Look Ahead

OOH vs Other Media Channels



Source: PJSC Wall Street research.

OOH as Primer for Mobile Engagement

Industry is just scratching surface re: Mobile / Digital ad bucket and Mobile OOH integration is an untapped opportunity

■ "Research has shown consumers are 48 percent more likely to click a mobile ad after being exposed to the same ad on out of home first"

■ "By keeping location as the connecting thread and grounding campaigns in out of home, we are seeing average lifts of 30-50 percent in mobile engagement metrics, CTR and SAR"

• "A billboard coupled with a mobile advertising campaign drives direct, immediate consumer action, whether that's generating likes on Facebook or foot traffic to their establishment"

New Technologies Impacting Future of OOH

Consumer engagement, measurement and ease of buying OOH media in real time will propel growth and provide new revenue streams

Technologies that are Value Drivers

- Beacons
- Augmented Reality
- User Generated Content
- Programmatic Buying and Automated Trading
- Geofenced messages and location based tech
- Dynamic Creative Optimization



- Provide accountability
- Improve the audience / consumer experience
- Increase advertising effectiveness through engagement
- Refresh and differentiate the advertising
- Create new revenue streams
- Make it easy to buy

iHeartMedia Radio Parent Business Update

New Efforts to Drive Business Expansion

- 23% quarterly growth in registered users and 16% quarterly growth in total listening hours
- Recent addition of upgraded pay offerings:
 - User ability to replay songs and create playlists from live radio (similar to Spotify and Apple Music)
 - New pay offerings come as music streaming increasingly competitive with Pandora and Amazon

Programmatic Buying to Fuel Radio Growth

- Recently launched programmatic private marketplace for US digital radio
 - Provides buyers with access to iHeart's radio inventory
 - Allows third-parties to collect audience trend data and develop targeted advertising

Projected Radio Performance

■ iHeart 2016E Revenue growth of 1.4% and 2016E EBITDA growth of 1.3%

iHeart has over \$20 billion, or approximately 11x 2016E EBITDA, in debt outstanding – \$239 million due in 2017, \$1.3 billion due in 2018 and \$8.3 billion due in 2019

iHeart's Options Regarding Clear Channel Outdoor

Recent CCO Actions Towards the end of 2015, iHeart sold CCO assets to Lamar and Ashby Street

Potential Future Actions

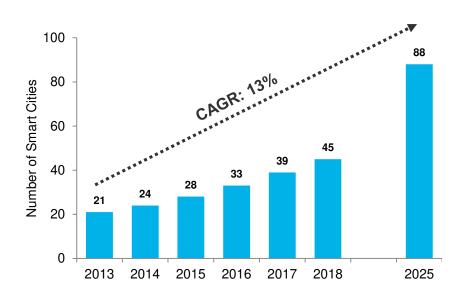
- iHeart currently has \$1.1 billion in cash, which should help sustain the company until the end of 2017, at which point it could need to take additional steps to meet its later obligations
 - We expect the market to be reluctant towards carrying high leverage levels
- The market will be focused on the ability to refinance \$8.3 billion of 2019 debt maturities

Smart Cities Opportunity

Cities Under Pressure Creating Massive Opportunity

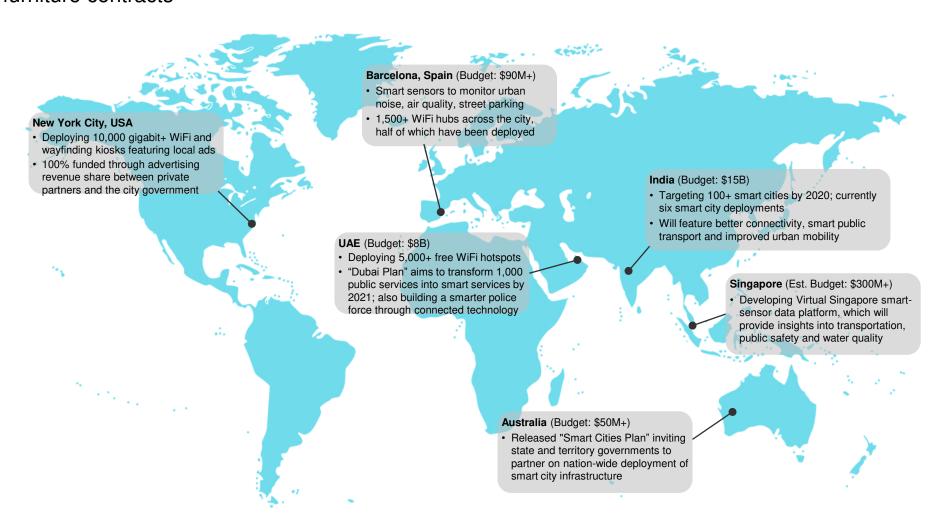
Smart Cities are a \$1.5 trillion market opportunity which could benefit OOH media operators with municipal assets and experience

- As city populations increase, existing civic transportation and communication systems and infrastructure will become inadequate or inefficient in managing the stress and complex needs of the modern inhabitant
- Cities face increasing pressure to manage complexity, increase efficiency, reduce expenses and improve quality of life



Ongoing Smart City Projects – Growth Area for Out of Home

Major cities and governments are making significant investments in Smart Cities research and technology, creating massive media opportunities for those with transit advertising and street furniture contracts



Appendix

OOH Trading Universe

Equity Trading Comparables

(Amounts in Millions, Except Per Share Data)

Trading and Valuation Data											
	Stock Price	Market	Enterprise	LTM	EV / Sales	E	V / EBITDA	A .	EV / (E	EBITDA - C	apex)
Company	10/19/2016	Cap	Value	Leverage	LTM	LTM	2016E	2017E	2015A	2016E	2017E
APG I SGA	\$412.50	\$1,237	\$1,145		3.6 x	14.7 x	11.4 x	14.9 x	16.0 x	11.4 x	14.9 x
Clear Channel Outdoor	6.00	2,160	7,025	6.0 x	2.5 x	8.2 x	10.8 x	10.5 x	16.8 x	15.7 x	16.0 x
JCDecaux	31.43	6,681	7,283	1.2 x	1.9 x	11.1 x	10.8 x	9.9 x	15.7 x	18.8 x	16.5 x
Lamar	64.72	6,308	8,658	3.2 x	6.0 x	14.5 x	13.2 x	12.9 x	17.9 x	15.9 x	15.5 x
National Cinemedia	14.11	1,935	3,088	4.6 x	7.0 x	15.3 x	13.5 x	12.4 x	15.0 x	14.4 x	13.2 x
OUTFRONT	21.92	3,024	5,147	5.1 x	3.4 x	12.1 x	11.5 x	11.1 x	14.2 x	13.6 x	12.9 x
Ströer	42.30	2,338	2,847	1.7 x	2.7 x	12.5 x	9.4 x	8.3 x	25.7 x	14.7 x	12.1 x
			Median	3.2 x	3.4 x	12.5 x	11.4 x	11.1 x	16.0 x	14.7 x	14.9 x

O	perating	Metrics
_	~	

	Re	Revenue Growth			EBITDA Growth			EBITDA Margin			Capex as % of Revenue	
Company	2015A	2016E	2017E	2015A	2016E	2017E	2015A	2016E	2017E	2015A	2016E	
APG I SGA	0.6%	(1.4%)	(0.6%)	5.1%	27.1%	(23.2%)	24.8%	31.9%	24.7%			
Clear Channel Outdoor	(5.2%)	(2.3%)	1.5%	(10.9%)	2.0%	3.2%	22.7%	23.7%	24.1%	7.4%	8.3%	
JCDecaux	14.0%	7.1%	4.1%	4.0%	(3.4%)	8.4%	19.4%	17.5%	18.2%	7.5%	7.2%	
Lamar	5.2%	11.0%	3.4%	6.0%	15.9%	2.6%	41.8%	43.7%	43.4%	7.4%	7.3%	
National Cinemedia	13.3%	(0.0%)	7.5%	12.4%	5.2%	8.7%	48.8%	51.3%	51.9%	3.1%	3.0%	
OUTFRONT	11.8%	(0.0%)	2.0%	4.8%	5.6%	3.7%	27.9%	29.5%	30.0%	4.4%	4.2%	
Ströer	14.2%	36.2%	8.6%	43.9%	55.4%	14.1%	21.5%	24.6%	25.8%	8.8%	8.2%	
Median	11.8%	(0.0%)	3.4%	5.1%	5.6%	3.7%	24.8%	29.5%	25.8%	7.4%	7.2%	

Source: Company filings and Capital IQ as of October 19, 2016. (a) EBITDA based on company defined Operating Margin.

Side-By-Side Comparison of Global Outdoor Companies

Non - US US CLEAR MEDIA STRÖER **JCDecaux** cinemedia ... APGISGA Clear Channel Outdoor LAMAR OUTFRONT 白馬戶外媒體 凝 Provides digital and Operates as an Provides out of home Specializes in street Geographic presence US-based, focused Operates the largest Presence in most analogue out of home outdoor media and online advertising furniture, European in most major markets primarily on higher digital in-theatre media American markets solutions primarily in company in the services primarily in billboards and margin local billboard network in North Operates in 23 Operates in all 50 of Switzerland and People's Republic of Germany, Turkey, transport markets America countries the largest metro Serbia Poland, and rest of France, China, 20,361 all digital markets in the US. Displays: 320,000 US, UK, France. Europe Operates 51% owned by Germany, Spain, displays, including Canada and Mexico Italy, Spain, - ~144.000 iHeartMedia 1,617 theaters approximately 154,000 Traditional posters. Columbia, US, UK, Russia, Ireland, Billboards Displays: 380,000+ advertisements at bus India, Japan, Korea, Description advertising spaces Provides bus shelter Peru, Chile, etc. 700,000 million shelters and digital - ~42,000 Transit ~60,000 Billboards etc. (75 countries) and billboard patrons attended Extensive coverage in and interactive - ~134,000 Logo ~320.000 Transit advertising solutions Displays: 1,100,000+ movies shown in solutions 45 of the top 50 DMAs theaters in which NCM Digital: 2,300 Digital: ~680 Advertising - 395,770 Transit in the US Markets approximately has exclusive cinema (Billboards) Billboards network of 733,555 Billboards Displays: 650,000+ 300,000 outdoor advertising approximately and Street agreements in place advertising spaces - Digital (US): 45.000 panels Furniture 1.200+ (Billboards) covering 26 cities Operates in 49 of top in Mainland China Digital: 10,000 50 US market areas - Digital (Billboards and Street (International): Furniture Panels) 6,600+ (Billboards) EV: \$2.9bn EV: \$7.0bn EV: \$8.7bn EV: \$3.1bn FV: \$1.2bn EV: \$0.5bn EV: \$7.3bn EV: \$5.2bn Financial Metrics 2015 Revenue: 2015 Revenue: 2015 Revenue: 2015 North America 2015 US Revenue: 2015 Revenue: 2015 Revenue: 2015 Revenue: \$315mm \$236mm \$895mm Revenue: \$258mm \$1,349mm \$1.353mm \$446mm \$1.514mm 2015 EBITDA: 2015 EBITDA: 2015 EBITDA: 2015 EBITDA: \$78mm 2015 EBITDA: 2015 ROW Revenue: 2015 ROW Revenue: 2015 EBITDA: \$193mm \$2940mm \$102mm \$1.457mm \$592mm \$210mm \$422mm 2015 EBITDA Margin: 2015 EBITDA Margin: 2015 EBITDA Margin: 2015 EBITDA: 2015 EBITDA: 2015 EBITDA Margin: 2015 EBITDA Margin: 2015 EBITDA Margin: 43% 20% \$699mm \$637mm 47% 2015 EBITDA Margin: 2015 EBITDA Margin: Local / National Rev: Local / National Rev: Local / National Rev: 45%/55% 79%/21% 27%/73% Key Local / National Rev: Local / National Rev: 20%/80% 60%/40% Historical average quarterly revenue contribution Q1: 24% Q1: 23% Q1: 20% Q1:23% Q1: 22% Q1: 22% Q1: 16% Q1: 21% Revenue Analysis O2: 24% O2: 23% O2: 26% O2: 23% O2: 26% O2: 26% O2: 26% O2: 25% Q3: 26% Q3: 27% Q3: 24% Q3: 27% Q3: 25% Q3: 26% Q3: 29% Q3: 25% Q4: 26% Q4: 27% Q4: 30% Q4: 27% Q4: 27% Q4: 26% Q4: 28% Q4: 29% Revenue mix by geography US and Canada: Switzerland: 97% China: 100% Germany: 83% North America.: 7% US: 48% US: 100% Americas: 91% 100% ROW: 3% ROW: 0% **ROW: 17%** ROW: 93% ROW: 52% ROW: 0% ROW: 9%

ROW: 0%

Source: Capital IQ as of October 19, 2016.

Side-By-Side Comparison of Global Outdoor Companies (cont.)

			Non - US				US	
	.:ii APG∣SGA	CLEAR MEDIA 白馬戶外媒體	STRÖER	JCD ecaux	Clear Channel Outdoor	(LAMAR)	Cine media	OUTFRONT
Revenue Growth	 CY 2015: (0%) y/y 1H '16: (6%) y/y 	■ CY 2015: 4% y/y ■ 1H '16: 4% y/y	 CY 2015: 3% y/y 1H '16: 38% y/y 	■ CY 2015: 14% y/y ■ 1H '16: 11% y/y	 CY 2015: (5%) y/y 1H '16: (2%) y/y 	 CY 2015: 5% y/y 1H '16: 12% y/y 	 CY 2015: 13% y/y 1H '16: (3%) y/y 	■ CY 2015: 12% y/y ■ 1H '16: 0% y/y
EBITDA Growth	 CY 2015: 5% y/y 1H '16: (6%) y/y 	■ CY 2015: 12% y/y ■ 1H '16: 4% y/y	 CY 2015: 44% y/y 1H '16: 43% y/y 	CY 2015: 4% y/y 1H '16: (17%) y/y	■ CY 2015: (11%) y/y ■ 1H '16 (3%) y/y	■ CY 2015: 6% y/y ■ 1H '16: 12%	CY 2015: 13% y/y 1H '16: (12%) y/y	■ CY 2015: 5% y/y ■ 1H '16: 2% y/y
EBITDA Margin	■ CY 2015: 25% ■ 1H '16: 25%	■ CY 2015: 43% ■ 1H '16: 40%	• CY 2015: 20% • 1H '16: 23%	CY 2015: 19% 1H '16: 11%	■ CY 2015: 23% ■ 1H '16: 21%	■ CY 2015: 42% ■ 1H '16: 42%	■ CY 2015: 47% ■ 1H '16: 44%	■ CY 2015: 28% ■ 1H '16: 29%
CY+1 Estimates	Revenue: \$314M EBITDA: \$100M	■ Revenue: NA ■ EBITDA: NA	 Revenue: \$1,230M EBITDA: \$302M 	 Revenue: \$3,863M EBITDA: \$676M 	Revenue: \$2,741MEBITDA: \$650M	Revenue: \$1,502MEBITDA: \$656M	Revenue: \$447MEBITDA: \$229M	Revenue: \$1,513MEBITDA: \$446M

Source: Wall Street Research and Company filings.

Side-By-Side Comparison of Global Outdoor Companies (cont.)

Non - US



CLEAR MEDIA 白馬戶外媒體 🔀

STRÖER

Clear Channel Outdoor

(LAMAR)

cinemedia: OUTFRONT

Organic growth

in Q2 2016 vs.

3.6% in Q1'16.

1.4% in Q4'15

Q3'15. Seguential

improvement was

led by strength in

domestic billboard

performance and

improvements in

national

Capital

liahtina

advertising

expenditures

technology in

and increased

billboards

static billboards

spending to digital

On April 1, 2016,

OUTFRONT sold

equity interests in

assets for ~\$80M

Latin American

increased 8% in

1H 2016 driven by

installation of LED

and 0.3% in

was up 4.3% y/y

- 1H 2016 groupwide sales revenue declined 2% to CHF 150M
 - Revenue decline in Switzerland followed the expiration of a large contract with Geneva Airport in June 2015
 - Improved economic conditions in Serbia drove higher international sales growth
- EBITDA declined to CHF37M on an adjusted basis
- EBITDA margin remained flat y/y in 1H 2016

- 1H 2016 revenue grew by 4% to HK\$890M
 - Driven by revenue growth of +11% v/v in its three biggest operating cities (Guangzhou, Shanghai and Beijing)
 - Higher contribution from major ecommerce clients (28% of revenue in 1H'16 compared to 13% in 1H'15)
- Grew EBITDA by 4% to HK \$357M
- Significant increase in rental costs for core bus shelter ad business (+12%)
 - Installed 3.000 panels y/y and now operate 47,000 panels across 26 cities

- Revenue grew by ~40% 1H 2016 over 1H 2015
- Fueled by organic and non-organic growth in the digital segment as well as strong Germany OOH performance
- Acquired ~60% stake in Social Media Interactive GmbH in two step process to take steps towards becoming a digital multi-channel media company
- Strong 1H 2016 results with revenue of €502M, operational EBITDA of €114.6M and organic revenue growth of ~9%
- Lowered leverage ratio from 1.9 in 1H 2015 to 1.5 in 1H 2016
- For 2016. management anticipates revenue of €1.1B - €1.2B and operational EBITDA of over €280M

JCDecaux

1H 2016 adjusted

revenue increased 11% to €748.5 (comprised of €333M in Street Furniture, €312M in Transport and €103M in Billboard) compared to

€649.0, carried by

strong billboard

and transport

- gains Won contract of Tokvo's advertising bus shelters for 15 vears, holding a strategic position in the 3rd largest
- Adjusted organic growth in Q3 2016 expected to be low-single digit

market

Integrating OUTFRONT Media business in LatAm to strengthen top market positioning in that region

- In Q2 2016, revenue declined 1.5%, negatively affected by a 4.6% decline in the Americas segment
- In Q2 2016. added ~550 digital displays
- Won multi-year contract with Minneapolis-St. Paul International Airport to provide first digital ad network to 36M annual passengers

In Q1 2016.

Introduced a data analytics solution that uses aggregated, anonymous, statistical insights from third-party data providers to enable marketers to better target their campaigns and programmatic initiatives aimed at making it easier for agencies and advertisers to buy inventor

- In Q2 2016, digital same-board vields were also up +5.1% y/y, demonstrating continued sequential improvement from +3.4% in Q1'16. +0.5% in Q4'15 and (2.6%) in Q3'15,
- Acquisition of Alliance Airports in July 2015 led to 44% y/y increase in transit revenue
- Despite high exposure to local ads at 80%, the national segment arew 9% vs just 1.9% for the local segment
- On January 7, 2016, Lamar acquired certain assets of Clear Channel Outdoor in five US markets for an aggregate cash purchase price of \$458.5M: Lamar financed the acquisition using \$160M of revolver borrowings and a \$300M term loan

Total revenue in Q2 2016, mainly due to a national advertising revenue

US

- growth of 5.4% was helped by expansion of local sales force and diversification of client base
- Q2 2016, and 22 new national
- 2016, the Company expects total revenue to be down 1% to up 1% (prior: up 4-6%) and adj. EBITDA to be down 4% to flat
- Revenue guidance cut largely due to Q3 Olympics headwinds. increased Q4 conservatism and fewer larger value contracts

- decreased 5% v/v 6.2% decrease in
- Local revenue
- There were five new clients during clients in 1H 2016
- For the full year (prior: up 4-8%)
 - \$40M in debt was paid down in Q2 2016. bringing down net leverage ratio from 5x in Q1 to 4.8x in Q2

Source: Wall Street Research and Company filings.

Thank You!

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