Clear Channel Outdoor Holdings, Inc.
Form DEFM14C
April 02, 2019
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14C INFORMATION

Information Statement Pursuant to Section 14(c) of the

Securities Exchange Act of 1934

Check the appropriate box:

Preliminary Information Statement

Definitive Information Statement

Confidential, for use of the Commission Only (as permitted by Rule 14c-5(d)(2)))

CLEAR CHANNEL OUTDOOR HOLDINGS, INC.

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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April 2, 2019

Dear Clear Channel Outdoor Holdings, Inc. Stockholder:

On March 27, 2019, Clear Channel Outdoor Holdings, Inc. (CCOH) and its immediate parent company, Clear Channel Holdings, Inc. (CCH), entered into a merger agreement (the Merger Agreement) providing for the merger (the Merger) of CCOH with and into CCH as part of a series of transactions to separate the business of CCOH from its ultimate parent company, iHeartMedia, Inc. (iHeartMedia). The separation will occur in conjunction with iHeartMedia s emergence from bankruptcy proceedings under Chapter 11 of the United States Bankruptcy Code. The separation is expected to be effected pursuant to the separation agreement described in the enclosed information statement/prospectus.

Before the Merger, CCH will transfer all of its subsidiaries that operate the iHeartMedia radio businesses to iHeart Operations, Inc., a newly formed subsidiary of CCH, and distribute the common stock of that subsidiary to iHeartCommunications, Inc. (iHeartCommunications), all shares of Class A Common Stock of CCOH (the CCOH Class A Common Stock) and Class B Common Stock of CCOH (the CCOH Class B Common Stock and together with the CCOH Class A Common Stock, the CCOH Common Stock) held by any subsidiary of CCH will be transferred to CCH and all outstanding shares of CCOH Class B Common Stock will be converted into CCOH Class A Common Stock pursuant to the provisions of CCOH s certificate of incorporation. In the Merger, CCOH will merge with and into CCH, with CCH surviving the Merger and changing its name to Clear Channel Outdoor Holdings, Inc. (the Surviving Corporation or New CCOH), and shares of CCOH Class A Common Stock (other than shares of CCOH Class A Common Stock held by CCH or any direct or indirect wholly-owned subsidiary of CCH) will be converted into an equal number of shares of common stock of New CCOH (New CCOH Common Stock). The shares of CCOH Class A Common Stock held by CCH and its subsidiaries will be canceled and retired, and no shares of New CCOH Common Stock will be exchanged for such shares. The outstanding shares of CCH immediately before the Merger will convert into a number of shares of New CCOH Common Stock equal to the number of shares of CCOH Common Stock held by CCH immediately before the Merger. As a result, immediately after the Merger, New CCOH will have a single class of common stock, the pre-Merger CCOH Class A common stockholders (other than CCH and its subsidiaries) will own the same percentage of New CCOH that they owned of CCOH immediately before the Merger and all of the remaining 325,726,917 outstanding shares of New CCOH Common Stock will be held by iHeartCommunications. The New CCOH Common Stock held by iHeartCommunications will be transferred by iHeartCommunications to certain holders of claims under the plan of reorganization in the iHeartMedia bankruptcy case (the Separation). CCH intends to apply to list the New CCOH Common Stock on the New York Stock Exchange under the symbol CCO prior to the effective date of the Merger.

On March 25, 2019, a special committee of CCOH s board of directors and the CCOH board of directors approved the Separation and the Merger Agreement. A copy of the Merger Agreement is included with the attached information statement/prospectus as Annex A.

In addition, on March 25, 2019, the CCOH board of directors approved the nomination of the individuals named in this information statement/prospectus for election to the New CCOH board of directors, subject to and effective upon the completion of the Merger, and recommended the election of these nominees to the stockholders of CCOH.

Please note that NO action is needed on your part in connection with these transactions. We are not asking you for a proxy and you are requested not to send us a proxy. This is not a notice of a meeting of stockholders and no annual or special stockholder meeting will be held to consider any matter described herein.

On March 27, 2019, the subsidiaries of iHeartCommunications, which at that time beneficially owned 100% of the CCOH Class B Common Stock and 10,726,917 shares of CCOH Class A Common Stock, which collectively represented approximately 99% of the voting power of CCOH s stockholders, approved the following actions by written consent in lieu of a stockholder meeting pursuant to Section 228 of the General Corporation Law of the State of Delaware and Section 2.11 of CCOH s bylaws: (1) the adoption of the Merger Agreement, the approval of the Merger and the approval of the transactions contemplated thereby, and (2) the election of the nine (9) nominees named in this information statement/prospectus to the New CCOH board of directors to take office upon completion of the Merger, subject to the completion of the Merger. These actions by written consent are sufficient to approve the transactions and elections without any further action by CCOH s stockholders. As a result, no other votes are necessary with respect to the matters described in this letter and your approval is not required and is not being requested. As required by Section 228(e) of the DGCL, this information statement/prospectus is being furnished to our stockholders of record as of March 27, 2019, as notice of the action taken by written consent.

The accompanying information statement/prospectus will provide you with information regarding the transactions, including details about the Merger and the Separation from iHeartMedia. We urge you to read the accompanying information statement/prospectus carefully.

The Merger involves risks, some of which may be significant, and its completion is subject to several conditions that either must be satisfied or waived. We discuss these risks and conditions in greater detail in the accompanying information statement/prospectus and urge you to read the sections entitled Risk Factors Risks Relating to the Transactions beginning on page 18 and The Merger Agreement Conditions to the Merger beginning on page 85.

Under applicable securities regulations, the Merger may not be completed until 20 calendar days after the date of mailing of the attached information statement/prospectus to holders of the CCOH Class A Common Stock. Therefore, notwithstanding the execution and delivery of the written consents by the holders of the shares of CCOH Common Stock representing the majority of the voting power of the CCOH Common Stock, the Merger may not be completed until that time has elapsed, and therefore, the earliest possible date on which the Merger can be completed is April 25, 2019, subject to the satisfaction or waiver of all other conditions to the Merger contained in the Merger Agreement described in the enclosed document.

Thank you for your continued support.

Sincerely,

Robert H. Walls, Jr.

Secretary

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS INFORMATION STATEMENT/PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This information statement/prospectus is dated April 2, 2019 and is first being mailed to holders of the CCOH Class A Common Stock on or about April 5, 2019.

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ADDITIONAL INFORMATION

The accompanying document is the information statement of CCOH for use in providing information about the actions taken by the Principal CCOH Stockholders (as defined below) and a prospectus of CCH relating to the conversion of shares of CCOH Class A Common Stock into shares of New CCOH Common Stock in connection with the Merger. This information statement/prospectus does not contain all of the information included in the registration statement or in the exhibits to the registration statement to which the accompanying information statement/prospectus relates. This information is available to you without charge upon your written or oral request. You can obtain documents filed as exhibits to the registration statement and the accompanying information statement/prospectus (other than certain exhibits or schedules to these documents) by requesting them in writing or by telephone from CCOH at the following address and telephone number:

Clear Channel Outdoor Holdings, Inc.

20880 Stone Oak Parkway

San Antonio, Texas 78258

Attention: General Counsel

Telephone: (210) 822-2828

A copy of CCOH s Annual Report on Form 10-K for the fiscal year ended December 31, 2018 accompanies this information statement/prospectus.

If you would like to request any documents, please do so by April 24, 2019. See Where You Can Find More Information in the accompanying information statement/prospectus for further information regarding how you may obtain additional information.

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QUESTIONS AND ANSWERS ABOUT THE TRANSACTIONS

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US ONE.

Q: What is the Merger?

A: CCH and CCOH has entered into an agreement and plan of merger (the Merger Agreement) pursuant to which CCOH will merge with and into CCH (the Merger) with CCH being the surviving corporation. The Merger is one step in a series of transactions (the Transactions) to effect the separation of CCOH from iHeartMedia, Inc. (iHeartMedia) in conjunction with iHeartMedia s emergence from bankruptcy proceedings under Chapter 11 of the United States Bankruptcy Code filed in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the Bankruptcy Court).

Q: How will the Separation from iHeartMedia occur?

A: First, Broader Media, LLC (Broader Media), a wholly-owned subsidiary of CCH, will distribute the 100,000,000 shares of Class B common stock of CCOH (the CCOH Class B Common Stock) it holds to CCH (the Broader Media Distribution) and CC Finco, LLC (CC Finco), a wholly-owned subsidiary of CCH, will distribute the 10,726,917 shares of Class A common stock of CCOH (the CCOH Class A Common Stock and together with the CCOH Class B Common Stock, the CCOH Common Stock) it holds to CCH (the CC Finco Distribution), and all of the shares of CCOH Class B Common Stock then held by CCH will be converted into CCOH Class A Common Stock pursuant to the provisions of CCOH s certificate of incorporation prior to the Merger. As a result, all of iHeartMedia s ownership of CCOH will be held directly by CCH. Second, CCH will separate its ownership of the businesses that comprise the iHeartMedia radio businesses (the Radio Distribution) by (i) transferring assets and liabilities of the respective businesses as described in this information statement/prospectus under The Separation Agreement, (ii) transferring its interest in all of its subsidiaries other than CCOH to iHeart Operations, Inc., a newly formed corporation (Radio Newco), in exchange for newly-issued common stock and preferred stock of Radio Newco, (iii) selling Radio Newco preferred stock to one or more third parties for cash and (iv) distributing the common stock of Radio Newco and the proceeds of the sale of Radio Newco preferred stock to iHeartCommunications, Inc., the current indirect parent company of CCH and CCOH and an indirect, wholly-owned subsidiary of iHeartMedia (iHeartCommunications). Following the Radio Distribution, the iHeartMedia radio business will be operated by certain subsidiaries of Radio Newco as well as other subsidiaries of iHeartCommunications, and not by CCH, and CCH will have no material assets other than the stock of CCOH. Third, pursuant to the Merger Agreement by and between CCH and CCOH, CCOH will merge with and into CCH, with CCH surviving the Merger and changing its name to Clear Channel Outdoor Holdings, Inc. (the Surviving Corporation or New CCOH), and shares of CCOH Class A Common Stock (other than shares of CCOH Class A Common Stock held by CCH or any direct or indirect wholly-owned subsidiary of CCH) will be converted into an equal number of shares of common stock of New CCOH (New CCOH Common Stock). The shares of CCOH Common Stock held by CCH will be canceled and retired, and no shares of New CCOH Common Stock will be exchanged for such shares. The shares of CCH common stock outstanding immediately before the Merger, all held by iHeartCommunications, will convert into a number of shares of New CCOH Common Stock equal to the number of shares of CCOH Common Stock held by CCH immediately before the Merger. As a result, immediately after the Merger, New CCOH will have a single class of common stock, the pre-Merger CCOH Class A common stockholders (other than CCH and its subsidiaries) will own the same percentage of New CCOH that they owned of CCOH immediately before the Merger, which is approximately 10.9% as of the date of this information statement/prospectus, and all of the remaining 325,726,917 outstanding shares of New CCOH Common Stock will be held directly by iHeartCommunications. Fourth, New CCOH will sell preferred stock (the New CCOH Preferred Stock) to third parties for cash. Fifth, the New CCOH Common Stock held by iHeartCommunications will be transferred by iHeartCommunications to certain holders of claims in the iHeart Chapter 11 Cases pursuant to the plan of reorganization in the iHeartMedia bankruptcy case (the iHeartMedia Plan of Reorganization), and New CCOH will become an independent public company no longer controlled by iHeartCommunications (the Separation). For a more complete description of the transaction steps, please see the Restructuring Transactions Memorandum to be attached as Exhibit A to the Separation Agreement, which is attached as Annex B to this information statement/prospectus.

Q: What will holders of CCOH Class A Common Stock receive in the Transactions?

A: The holders of CCOH Class A Common Stock (other than CCH or any direct or indirect wholly-owned subsidiary of CCH) will be entitled to receive one share of New CCOH Common Stock for each share of CCOH Class A Common Stock they own at the effective time of the Merger (the Effective Time). CCH intends to apply to list the shares of New CCOH Common Stock on the New York Stock Exchange (NYSE) under the symbol CCO.

Q: What are the material United States Federal income tax consequences to holders of CCOH Class A Common Stock resulting from the Merger?

A: The Merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code), and, as to CCH, as a complete liquidation of CCOH to which Section 332 of the Code applies, and it is a condition to CCH s and CCOH s obligations to complete the Merger that each of them receives a legal opinion from its tax counsel or another tax advisor that the Merger will be treated as a reorganization within the meaning of Section 368(a) of the Code. However, neither CCH nor CCOH has requested or received a ruling from the Internal Revenue Service the (IRS) that the Merger will qualify as a reorganization. U.S. holders of CCOH Common Stock generally are not expected to recognize any gain or loss upon the exchange of CCOH Common Stock for New CCOH Common Stock pursuant to the Merger. We urge you to consult with your tax advisor regarding the specific tax consequences of the Merger to you.

See Material United States Federal Income Tax Consequences of the Merger beginning on page 119.
The Separation will not be a taxable event for the holders of the New CCOH Common Stock following the Merger, other than iHeartCommunications.

Q: Why have I received this information statement/prospectus?

A: This information statement/prospectus is an information statement of CCOH for use in providing information about the actions taken by three subsidiaries of iHeartCommunications, which at the time of such actions beneficially owned 100% of the CCOH Class B Common Stock and 10,726,917 shares of CCOH Class A Common Stock (the Principal CCOH Stockholders), which collectively represented approximately 99% of the voting power of CCOH s stockholders, and a prospectus of CCH relating to the conversion of shares of CCOH Class A Common Stock into shares of New CCOH Common Stock in connection with the Merger. Pursuant to Section 14(c) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and Section 228 of the General Corporation Law of the State of Delaware (the DGCL), CCOH is required to provide an information statement to all of its stockholders, as of the close of business on the March 27, 2019 (the Record Date), to notify them that on March 27, 2019, the Principal CCOH Stockholders took certain actions that would normally require a meeting of the stockholders, by written consent in lieu of a stockholder meeting, as permitted under the bylaws of CCOH and the DGCL.

Q: What actions did the Principal CCOH Stockholders approve?

A: The Principal CCOH Stockholders, acting by written consent in lieu of a stockholder meeting, approved the following actions (together, the Stockholder Actions):

(1) the adoption of the Merger Agreement, the approval of the Merger and the approval of the transactions contemplated thereby, and

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(2) the election of C. William Eccleshare, John Dionne, Lisa Hammitt, Andrew Hobson, Thomas C. King, Joe Marchese, W. Benjamin Moreland, Mary Teresa Rainey and Jinhy Yoon as directors of New CCOH to take office upon completion of the Merger, subject to the completion of the Merger (the New CCOH Board Nominees).

Q: How many votes were needed for the approval or authorization of the Stockholder Actions?

A: Under Section 228 of the DGCL, action required or permitted to be taken at a meeting of the stockholders may be taken without a meeting upon the written consent of the holders of outstanding shares of voting capital stock, having not less than the minimum number of votes which would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

Under the DGCL and CCOH s organizational documents, the approval of the holders of a majority of the voting power of the outstanding shares of CCOH s common stock, voting (or consenting in writing in lieu thereof) together as a single class, is required to adopt the Merger Agreement, approve the Merger and approve the transactions contemplated thereby. Under CCOH s organizational documents, directors are elected by a plurality of votes cast, which means that if a board consists of nine (9) directorships such as the New CCOH board, the nine (9) nominees who receive the highest number of votes will be elected.

Each share of CCOH Class A Common Stock is entitled to one vote, and each share of CCOH Class B Common Stock is entitled to 20 votes, on matters submitted to a vote of stockholders. As of the Record Date, 50,581,618 shares of CCOH Class A Common Stock were issued and outstanding, 315,000,000 shares of CCOH Class B Common Stock were issued and outstanding and no shares of preferred stock were issued or outstanding. As of the Record Date, the Principal CCOH Stockholders held 10,726,917 shares of CCOH Class A Common Stock and 315,000,000 shares of Class B Common Stock. Accordingly, the vote of the Principal CCOH Stockholders was sufficient to approve the Stockholder Actions.

Q: Will there be an annual meeting of stockholders in 2019?

A: No. The CCOH board of directors (the CCOH Board) believes it would not be in the best interest of CCOH and its stockholders to incur the costs of holding an annual meeting or of soliciting proxies from additional stockholders in connection with these actions. Based on the foregoing, the CCOH Board has determined not to call an in-person annual meeting of stockholders, and none will be held during 2019 and in lieu thereof, the Principal CCOH Stockholders adopted the Stockholder Actions by written consent. New CCOH plans to convene an annual meeting of stockholders following the conclusion of the fiscal year ending December 31, 2019.

Q: Is there anything that holders of CCOH Class A Common Stock need to do now?

A: No. Since the subsidiaries of iHeartCommunications that own a majority of the voting power of the outstanding CCOH Common Stock have already approved the Stockholder Actions by written consent in lieu of a stockholder meeting, no other votes are necessary to approve the Stockholder Actions, and your approval is not required and is not being requested. However, holders of the CCOH Class A Common Stock are urged to read this information statement/prospectus carefully and in its entirety, which contains important information about the Merger, the Separation, the CCOH business and New CCOH.

Q: Can CCOH stockholders dissent and require appraisal of their shares?

A: No. CCOH stockholders do not and will not have dissenters or appraisal rights under Delaware law in connection with the Merger.

Q: Are there any conditions to consummation of the Merger?

A: Yes. Consummation of the Merger (the Closing) is subject to the satisfaction or waiver of certain conditions that are contained in the Merger Agreement. These include: (i) (x) the affirmative vote or written consent of the holders of the shares representing the majority of the voting power of the CCOH Common Stock to adopt the Merger Agreement, to approve the Merger and to approve the consummation of the transactions contemplated thereby (the CCOH Stockholder Approval) and (y) the affirmative vote or written consent of the holders of shares of CCH common stock entitled to vote to adopt the Merger Agreement, to approve the Merger and to approve the consummation of the transactions contemplated thereby (the CCH Stockholder Approval), which conditions have been satisfied, (ii) no order, writ, judgment, injunction, decree, stipulation, determination or award entered by or with any governmental authority or other legal restraint or prohibition preventing the Merger or the transactions contemplated by the Merger Agreement will be in effect, (iii) the effectiveness of the registration statement of which this information statement/prospectus is a part, covering the shares of New CCOH Common Stock to be issued in the Merger, (iv) a period of at least 20 calendar days will have elapsed from the date this information statement/prospectus was first mailed to CCOH s stockholders, (v) the approval of the Merger Agreement by the Bankruptcy Court, which condition has been satisfied, (vi) the Radio Distribution, the Broader Media Distribution and the CC Finco Distribution will have occurred, (vii) the conversion of all outstanding shares of CCOH Class B Common Stock into shares of CCOH Class A Common Stock will have occurred, (viii) that, as a condition to CCH s obligation to consummate the Merger, CCH will have received a tax opinion issued by its tax counsel or another tax advisor, (ix) that, as a condition to CCOH s obligation to consummate the Merger, CCOH will have received a tax opinion issued by its tax counsel or another tax advisor, (x) the approval by the NYSE for listing of the New CCOH Common Stock (xi) all conditions precedent to the effectiveness of the iHeartMedia Plan of Reorganization will have been satisfied prior to or contemporaneously with the closing of the Merger, and (xii) other customary conditions.

See The Merger Agreement Conditions to the Merger beginning on page 85.

Q: When will the Transactions be completed?

A: We expect to complete the Transactions in the second quarter of 2019.

Q: Are there risks associated with the Merger?

A: Yes. You should read the section entitled Risk Factors beginning on page 18 carefully and in its entirety.

Q: Should I send in my CCOH stock certificate now?

A: No. Holders of CCOH Class A Common Stock in certificated form (a Certificate) should not send in their Certificates at this time. After the Effective Time, Computershare Trust Company, N.A. (the Transfer Agent) will mail to each holder of record holding a Certificate a customary letter of transmittal (a Letter of Transmittal) and instructions for surrendering the Certificates in exchange for shares of New CCOH Common Stock. Upon surrender of Certificates for cancellation to the Transfer Agent, and upon delivery of a Letter of Transmittal, duly executed and in proper form with respect to such Certificates, and such other documents as may reasonably be required by the Transfer Agent, the holder of such Certificates will receive shares of New CCOH Common Stock in book-entry form.

See Information about the Transactions Procedures for Surrender of Certificates beginning on page 70.

Q: How will the Merger affect my options to purchase CCOH Class A Common Stock?

A: Prior to the Closing, CCH and CCOH will each adopt resolutions and take all necessary actions such that the Surviving Corporation will adopt the (i) Clear Channel Outdoor Holdings, Inc. 2005 Stock Incentive Plan, and (ii) Clear Channel Outdoor Holdings, Inc. 2012 Amended and Restated Stock Incentive Plan (each such plan as amended or amended and restated through the Effective Time, a CCOH Equity Incentive Plan). At the Effective Time, each option to purchase shares of CCOH Class A Common Stock granted pursuant to a

CCOH Equity Incentive Plan (a CCOH Stock Option) that is outstanding and unexercised as of immediately prior to the Effective Time will be converted into and become an option to purchase shares of New CCOH Common Stock (a New CCOH Stock Option). Each New CCOH Stock Option will continue to have, and be subject to, the same terms and conditions applied to the CCOH Stock Option immediately prior to the Effective Time. The Compensation Committee of the CCOH Board has not made a determination that a change in control (for purposes of the CCOH Stock Option agreements) will occur as a result of the Separation.

See The Merger Agreement Treatment of CCOH Equity Incentive Plans beginning on page 82.

Q: How will the Merger affect my restricted stock units in CCOH?

A: At the Effective Time, each right or award to receive a share of CCOH Class A Common Stock or benefits measured by the value of such share pursuant to any CCOH Equity Incentive Plan (a CCOH Restricted Stock Unit) that is outstanding as of immediately prior to the Effective Time (but excluding any CCOH Restricted Stock Unit or portion thereof that becomes vested as a result of the consummation of the Merger and is settled in shares of CCOH Class A Common Stock that, in turn, convert into the right to receive New CCOH Common Stock) will be assumed by the Surviving Corporation and will be converted into a right or award to acquire or receive a share of New CCOH Common Stock or benefits measured by the value of such share of New CCOH Common Stock pursuant to any CCOH Equity Incentive Plan (a New CCOH Restricted Stock Unit). Each New CCOH Restricted Stock Unit as so assumed and converted will continue to have, and will be subject to, the same terms and conditions as applied to the CCOH Restricted Stock Unit immediately prior to the Effective Time. As of the Effective Time, each such New CCOH Restricted Stock Unit as so assumed and converted will represent the right to receive a corresponding number of shares of New CCOH Common Stock. The Compensation Committee of the CCOH Board has not made a determination that a change in control (for purposes of the CCOH Restricted Stock Unit agreements) will occur as a result of the Separation.

See The Merger Agreement Treatment of CCOH Equity Incentive Plans beginning on page 82.

Q: How will the Merger affect my CCOH restricted stock awards?

A: At the Effective Time, each restricted share of CCOH Class A Common Stock granted pursuant to a CCOH Equity Incentive Plan (a CCOH Restricted Stock Award) that is outstanding immediately prior to the Effective Time will be assumed by the Surviving Corporation and will be converted into the right to receive a corresponding number of shares of restricted New CCOH Common Stock (a New CCOH Restricted Stock Award). Each unvested converted CCOH Restricted Stock Award so assumed and converted will continue to have, and will be subject to, the same terms and conditions as applied to the CCOH Restricted Stock Award immediately prior to the Effective Time. The Compensation Committee of the CCOH Board has not made a determination that a change in control (for purposes of the CCOH Restricted Stock Award agreements) will occur as a result of the Separation.

See The Merger Agreement Treatment of CCOH Equity Incentive Plans beginning on page 82.

Q: Who Can Answer My Questions?

A: If you have any questions about the Transactions or desire additional copies of the information statement/prospectus, please contact:

Clear Channel Outdoor Holdings, Inc.

20880 Stone Oak Parkway

San Antonio, Texas 78258

Attention: General Counsel

Telephone: (210) 822-2828

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Q: Where Can I Find More Information About CCH and CCOH?

A: You can find more information about CCOH in the section entitled Information About CCOH beginning on page 122 and Information about CCH on page 141 of this information/prospectus statement and from the various sources described under Where You Can Find More Information beginning on page 278.

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SUMMARY

This summary, together with the section titled Questions and Answers About the Transactions immediately preceding this summary, provides a summary of the material terms of the Transactions. These sections highlight selected information contained in this information statement/prospectus and may not include all the information that is important to you. To better understand the Transactions, and the risks associated with the Transactions, and for a more complete description of the legal terms of the Transactions, you should read this entire information statement/prospectus and the other documents referred to in this information statement/prospectus carefully. In addition, see Where You Can Find More Information.

This document constitutes (i) an information statement of CCOH for use in providing information about the Merger and the related Transactions and (ii) a prospectus of CCH relating to the conversion of CCOH Class A Common Stock into shares of New CCOH Common Stock in connection with the Merger. Except as expressly stated or the context otherwise requires, references to the Company, we, us and our refer, prior to the Transactions, to CCH and, after the Transactions, to New CCOH.

The Companies

Clear Channel Outdoor Holdings, Inc.

Clear Channel Outdoor Holdings, Inc., a Delaware corporation (CCOH), provides clients with advertising opportunities through billboards, street furniture displays, transit displays and other out-of-home advertising displays, such as wallscapes and spectaculars, which it owns or operates in key markets worldwide. CCOH s business consists of two reportable operating segments: Americas and International. As of December 31, 2018, CCOH owned or operated over 450,000 advertising displays worldwide. For the year ended December 31, 2018, CCOH generated consolidated revenue of approximately $2.7 billion, with $1.2 billion and $1.5 billion from its Americas and International segments, respectively.

CCOH was incorporated in August 1995 under the name Eller Media Company. In 1997, Clear Channel Communications, Inc., now iHeartCommunications, Inc. (iHeartCommunications), CCOH s parent company, acquired Eller Media Company. Eller Media Company changed its name to Clear Channel Outdoor Holdings, Inc. in August 2005.

On November 11, 2005, CCOH became a publicly traded company through an initial public offering, or IPO, in which CCOH sold 10%, or 35.0 million shares, of its Class A common stock (the CCOH Class A Common Stock). As of December 31, 2018, iHeartCommunications, indirectly through its subsidiaries, owned all of the shares of Class B common stock of CCOH (the CCOH Class B Common Stock and together with the CCOH Class A Common Stock, the CCOH Common Stock) and 10,726,917 CCOH Class A Common Stock, collectively representing approximately 89.1% of the outstanding shares CCOH Common Stock and approximately 99% of the total voting power of the CCOH Common Stock.

CCOH Class A Common Stock trades on the NYSE under the symbol CCO. The principal executive offices of CCOH are located at 20880 Stone Oak Parkway, San Antonio, Texas 78258, its telephone number is (210) 822-2828 and its website is www.clearchanneloutdoor.com.

Clear Channel Holdings, Inc.

Clear Channel Holdings, Inc., a Delaware corporation (CCH), is a wholly-owned subsidiary of iHeartCommunications and the owner, directly and indirectly through its subsidiaries, of all of the outstanding CCOH Class B Common Stock and 10,726,917 shares of CCOH Class A Common Stock. CCH was incorporated in Nevada in April 1994 and converted into a Delaware corporation in March 2019.

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On March 14, 2018, iHeartMedia, iHeartCommunications and certain of iHeartMedia s direct and indirect domestic subsidiaries, including CCH (collectively, the Debtors), filed voluntary petitions for relief (the iHeart Chapter 11 Cases) under Chapter 11 of the United States Bankruptcy Code (the Bankruptcy Code) in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the Bankruptcy Court). CCOH and its direct and indirect subsidiaries did not file voluntary petitions for relief under the Bankruptcy Code and are not Debtors in the iHeart Chapter 11 Cases. The Debtors are operating their businesses as debtors-in-possession under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Bankruptcy Court.

On April 28, 2018, the Debtors filed a plan of reorganization (as amended, the iHeartMedia Plan of Reorganization) and a related disclosure statement (as amended, the Disclosure Statement) with the Bankruptcy Court. Thereafter, the Debtors filed a second, third and fourth amended Plan of Reorganization and amended versions of the Disclosure Statement. On September 20, 2018, the Bankruptcy Court entered an order approving the Disclosure Statement and related solicitation and notice procedures for voting on the iHeartMedia Plan of Reorganization. On October 10, 2018, the Debtors filed a fifth amended Plan of Reorganization and a supplement to the Disclosure Statement (the Disclosure Statement Supplement). On October 18, 2018, the Bankruptcy Court entered an order approving the Disclosure Statement Supplement and the continued solicitation of holders of general unsecured claims for voting on the iHeartMedia Plan of Reorganization. The deadline for holders of claims and interests to vote on the iHeartMedia Plan of Reorganization was November 16, 2018. More than 90% of the votes cast by holders of claims and interests entitled to vote thereon accepted the iHeartMedia Plan of Reorganization.

On January 22, 2019, the Debtors filed a modified fifth amended Plan of Reorganization and the Bankruptcy Court entered an order confirming the iHeartMedia Plan of Reorganization. The iHeartMedia Plan of Reorganization is subject to certain conditions to its effectiveness, including the receipt of certain governmental approvals. Although the timing of when and if all such conditions will be satisfied or otherwise waived is inherently uncertain, iHeartMedia currently anticipates the iHeartMedia Plan of Reorganization will become effective and iHeartMedia will emerge from Chapter 11 during the second quarter of 2019.

CCH intends to apply to list the New CCOH Common Stock on the NYSE under the symbol CCO. The principal executive offices of CCH are located at 20880 Stone Oak Parkway, San Antonio, Texas 78258, its telephone number is (210) 822-2828 and its website is www.clearchanneloutdoor.com.

The Transactions

The transactions (the Transactions) consist of a series of transactions to effect the Separation in conjunction with iHeartMedia s emergence from bankruptcy proceedings under Chapter 11 of the Bankruptcy Code. Prior to the Transactions, CCH will be released from its guarantees of all of iHeartCommunications prepetition indebtedness and its guarantee of the iHeartCommunications debtor-in-possession credit facility (the Guarantee Release). CCH will not be a guarantor of any debt issued by iHeartCommunications following the consummation of the Transactions.

The Transactions will consist of the following principal steps:

First, Broader Media will distribute the 100,000,000 shares of CCOH Class B Common Stock it holds to CCH, CC Finco will distribute the 10,726,917 shares of CCOH Class A Common Stock it holds to CCH and all of the shares of CCOH Class B Common Stock then held by CCH will be converted into CCOH Class A Common Stock pursuant to the provisions of CCOH s certificate of incorporation prior to the Merger. As a result, all of iHeartMedia s ownership of CCOH will be held directly by CCH.

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Second, CCH will complete the Radio Distribution by (i) transferring assets and liabilities of the respective businesses as described in this information statement/prospectus under The Separation Agreement, (ii) transferring its interest in all of its subsidiaries other than CCOH to Radio Newco in exchange for newly-issued common stock and preferred stock of Radio Newco, (iii) selling Radio Newco preferred stock to one or more third parties for cash and (iv) distributing the common stock of Radio Newco and the proceeds of the sale of Radio Newco preferred stock to iHeartCommunications. Following the Radio Distribution, the iHeartMedia radio business will be operated by certain subsidiaries of Radio Newco as well as other subsidiaries of iHeartCommunications, and not by CCH, and CCH will have no material assets other than the stock of CCOH.

Third, pursuant to the Merger Agreement by and between CCH and CCOH, CCOH will merge with and into CCH with CCH surviving the Merger and changing its name to Clear Channel Outdoor Holdings, Inc., and shares of CCOH Class A Common Stock (other than shares of CCOH Class A Common Stock held by CCH or any direct or indirect wholly-owned subsidiary of CCH) will be converted into an equal number of shares of New CCOH Common Stock. The shares of CCOH Common Stock held by CCH or any of its subsidiaries will be canceled and retired, and no shares of New CCOH Common Stock will be exchanged for such shares. The shares of CCH common stock outstanding immediately before the Merger will convert into a number of shares of New CCOH Common Stock equal to the number of shares of CCOH Common Stock held by CCH or any of its subsidiaries immediately before the Merger. As a result, immediately after the Merger, New CCOH will have a single class of common stock, the pre-Merger CCOH Class A common stockholders (other than CCH and its subsidiaries) will own the same percentage of New CCOH that they owned of CCOH immediately before the Merger, which is approximately 10.9% as of the date of this information statement/prospectus, and all of the remaining 325,726,917 outstanding shares of New CCOH Common Stock will be held directly by iHeartCommunications.

Fourth, New CCOH will sell the shares of New CCOH Preferred Stock to third parties for cash.

Fifth, the New CCOH Common Stock held by iHeartCommunications will be transferred by iHeartCommunications to certain holders of claims in the iHeart Chapter 11 Cases pursuant to the iHeartMedia Plan of Reorganization, and New CCOH will become an independent public company no longer controlled by iHeartCommunications.

See Information About the Transactions Overview. For a more complete description of the transaction steps, please see the Transaction Steps Memorandum attached as Exhibit A to the Separation Agreement, which is attached as Annex B to this information statement/prospectus.

The Separation Agreement

iHeartMedia, iHeartCommunications, CCH and CCOH have entered into a Settlement and Separation Agreement (the Separation Agreement) governing the terms of the separation of New CCOH as the surviving corporation under the Merger and each subsidiary of New CCOH after giving effect to the Transactions (New CCOH together with its subsidiaries, the Outdoor Group) from iHeartMedia and each of its subsidiaries immediately after giving effect to the Transactions (including Radio Newco and its subsidiaries) (collectively, the iHeart Group).

The Separation Agreement provides that on or before the date of the Closing of the Merger Agreement (the Closing Date), (i) iHeartMedia and iHeartCommunications will cause each relevant member of the iHeart Group to assign, transfer, convey and deliver to iHeartCommunications, and iHeartCommunications will transfer to CCH or the relevant member of the Outdoor Group, any and all direct or indirect title and interest in the assets that are primarily related to or used primarily in connection with the business of the Outdoor Group (after giving effect to the Transactions) (the Outdoor Business and such assets, the Outdoor Assets), excluding certain

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excluded assets, and (ii) CCH and CCOH will cause each relevant member of the Outdoor Group to transfer to the relevant member of the iHeart Group any and all direct or indirect title and interest in the assets of the business conducted by the iHeart Group after giving effect to the Transactions, including the radio business (the iHeart Business and such assets, the iHeart Assets).

At the same time as the transfer of the Outdoor Assets from the iHeart Group to the Outdoor Group, the members of the Outdoor Group will assume the liabilities associated with the Outdoor Business, subject to certain exceptions as set forth in the Separation Agreement. At the same time as the transfer of the iHeart Assets from the Outdoor Group to the iHeart Group, the members of the iHeart Group will assume the liabilities associated with the iHeart Business as set forth in the Separation Agreement.

The Separation Agreement provides for cancellation of the note payable by iHeartCommunications to CCOH (the Due from iHeartCommunications Note) and that any agreements or licenses requiring royalty payments to the iHeart Group by the Outdoor Group for trademarks or other intellectual property will terminate effective as of December 31, 2018. It also provides that the iHeart Group will agree to waive: (i) the set-off for the value of the intellectual property transferred, including royalties on any intellectual property and license fees from the petition date through December 31, 2018 and (ii) the repayment of the post-petition intercompany balance outstanding in favor of iHeartCommunications as of December 31, 2018. As a result, iHeartMedia will make a net payment to CCOH of $10.2 million promptly after the effective date of the iHeartMedia Plan of Reorganization (the Effective Date). In addition, any intercompany balance that accrues under the existing Corporate Services Agreement (and after the termination of the royalty payments as set forth above) in favor of iHeartCommunications or CCOH from January 1, 2019 through the Effective Date, as applicable, will be paid by CCOH or iHeartCommunications, respectively, within five (5) business days following the Effective Date. New CCOH will receive (i) the trademarks listed on the schedules to the Separation Agreement and (ii) reimbursement of the reasonable expenses of legal counsel and financial advisors incurred on or prior to the Closing Date of the CCOH Board or the special committee of the CCOH Board, in each case, to the extent incurred in connection with the Separation. The Separation Agreement contemplates that CCOH will receive approximately $149.0 million on account of its claim under the Due from iHeartCommunications Note pursuant to the iHeartMedia Plan of Reorganization.

See The Settlement and Separation Agreement.

The Merger Agreement

CCH and CCOH have entered into an agreement and plan of merger (the Merger Agreement). Subject to the terms and conditions of the Merger Agreement, CCOH will merge with and into CCH, with CCH being the Surviving Corporation, and each share of CCOH Class A Common Stock issued and outstanding immediately prior to the effective time of the Merger (the Effective Time) (other than shares of CCOH Class A Common Stock held by CCH or any direct or indirect wholly-owned subsidiary of CCH) will be converted into one (1) share of New CCOH Common Stock. The shares of CCOH Common Stock held by CCH and its subsidiaries (the Excluded Shares) will be canceled and retired, and no shares of New CCOH Common Stock will be exchanged for such shares. All of the outstanding shares of CCH common stock outstanding, all held by iHeartCommunications, immediately before the Merger will convert into 325,726,917 shares of New CCOH Common Stock. As a result, immediately after the Merger, New CCOH will have a single class of common stock, the pre-Merger CCOH Class A common stockholders (other than CCH and its subsidiaries) will own the same percentage of New CCOH that they owned of CCOH immediately before the Merger, which is approximately 10.9% as of the date of this information statement/prospectus, and all of the remaining 325,726,917 outstanding shares of New CCOH Common Stock will be held by iHeartCommunications. CCH intends to apply to list the New CCOH Common Stock on the NYSE under the symbol CCO.

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The market price of shares of New CCOH Common Stock when CCOH stockholders receive those shares after the Merger is completed could be greater than, less than or the same as the market price of shares of CCOH Common Stock on the date of this information statement/prospectus or immediately prior to the Effective Time.

See The Merger Agreement. A copy of the Merger Agreement is attached as Annex A to this information statement/prospectus.

Transition Services Agreement

Pursuant to a Transition Services Agreement that will be entered into on the Closing Date between iHeartMedia Management Services, Inc. (iHM Management Services), iHeartMedia, iHeartCommunications and CCOH (the Transition Services Agreement), iHM Management Services will provide, or cause iHeartMedia, iHeartCommunications, Radio Newco or any member of the iHeart Group to provide, certain administrative and support services and other assistance to New CCOH and its subsidiaries for one year from the Effective Date, subject to certain rights of New CCOH to extend for up to one additional year. The Transition Services Agreement will replace the existing Corporate Services Agreement between CCOH and iHeartCommunications.

New Tax Matters Agreement

The New Tax Matters Agreement that will be entered into on the Closing Date by and among iHeartMedia, iHeartCommunications, Radio Newco, CCOH, CCH and Clear Channel Outdoor, Inc. (the New Tax Matters Agreement) will allocate the responsibility of iHeartMedia and its subsidiaries, on the one hand, and New CCOH and its subsidiaries, on the other, for the payment of taxes arising prior and subsequent to, and in connection with, the Transactions.

Board and Management of the Surviving Corporation after the Merger

Pursuant to the iHeartMedia Plan of Reorganization, a board selection committee consisting of certain holders of interests and creditors in the iHeart Chapter 11 Cases selected C. William Eccleshare, John Dionne, Lisa Hammitt, Andrew Hobson, Thomas C. King, Joe Marchese, W. Benjamin Moreland, Mary Teresa Rainey and Jinhy Yoon (the New CCOH Director Nominees) to be nominated and elected to the board of directors of New CCOH (the New CCOH Board). CCH will cause these directors to be appointed to the CCH Board upon the Effective Time, and pursuant to the Merger Agreement, the initial directors of the Surviving Corporation immediately following the Effective Time will be the directors of CCH upon the Effective Time.

We expect that Mr. Eccleshare will serve as the Chief Executive Officer of New CCOH, Brian Coleman will serve as the Chief Financial Officer of New CCOH and Lynn Feldman will serve as the Executive Vice President, General Counsel and Secretary of New CCOH following the Separation. Mr. Eccleshare currently serves as Chairman and Chief Executive Officer of Clear Channel International, Mr. Coleman currently serves as iHeartMedia s and CCOH s Senior Vice President and Treasurer and Ms. Feldman currently serves as Executive Vice President, General Counsel and Corporate Secretary for Clear Channel Outdoor Americas. New CCOH expects to continue to identify replacements for other key positions. See Management of New CCOH After the Transactions.

Written Consent of the Holders of the CCOH Common Stock

On March 27, 2019, pursuant to section 228 of the General Corporation Law of the State of Delaware (the DGCL) and the bylaws of CCOH, the subsidiaries of iHeartCommunications that hold the shares of CCOH

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Common Stock representing the majority of the voting power of the CCOH Common Stock entitled to vote on the adoption of the Merger Agreement (the Principal CCOH Stockholders) acted by written consent to (1) adopt the Merger Agreement, approve the Merger and approve the transactions contemplated thereby and (2) elect C. William Eccleshare, John Dionne, Lisa Hammitt, Andrew Hobson, Thomas C. King, Joe Marchese, W. Benjamin Moreland, Mary Teresa Rainey and Jinhy Yoon as directors of New CCOH to take office upon completion of the Merger, subject to the completion of the Merger (collectively, the Stockholder Actions). As required by Section 228(e) of the DGCL, this information statement/prospectus is being furnished to our stockholders of record as of March 27, 2019, as notice of the action taken by written consent in lieu of a meeting of stockholders.

See Written Consent of the Principal CCOH Stockholders.

On March 27, 2019, iHeartCommunications, as the sole stockholder of CCH, delivered a written consent to CCH to (1) adopt the Merger Agreement, approve the Merger and approve the consummation of the transactions contemplated thereby and (2) elect C. William Eccleshare, John Dionne, Lisa Hammitt, Andrew Hobson, Thomas C. King, Joe Marchese, W. Benjamin Moreland, Mary Teresa Rainey and Jinhy Yoon as directors of New CCOH, subject to and effective upon the completion of the Merger.

Accounting Treatment

For accounting purposes, the Merger is a business combination to be accounted for as a reorganization of entities under common control. The accounting treatment for such events is similar to the former pooling of interests method. Accordingly, the financial position and results of operations of CCOH will be included in the carve-out financial statements of the Outdoor Business of CCH on the same basis as currently presented and as if the entities were combined into a single reporting entity for all periods presented.

Material United States Federal Income Tax Consequences of the Merger

The Merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code), and, as to CCH, as a complete liquidation of CCOH to which Section 332 of the Code applies, and it is a condition to CCH s and CCOH s obligations to complete the Merger that each of them receives a legal opinion from its tax counsel or another tax advisor that the Merger will be treated as a reorganization within the meaning of Section 368(a) of the Code. However, neither CCH nor CCOH has requested or received a ruling from the IRS that the Merger will qualify as a reorganization. U.S. holders of CCOH Common Stock generally are not expected to recognize any gain or loss upon the exchange of CCOH Class A Common Stock for New CCOH Common Stock pursuant to the Merger. We urge you to consult with your tax advisor regarding the specific tax consequences of the Merger to you. See Material United States Federal Income Tax Consequences of the Merger.

The Separation will not be a taxable event for the holders of common stock of New CCOH following the Merger, other than iHeartCommunications.

Listing of New CCOH Common Stock

Pursuant to the Merger Agreement, it is a condition to CCOH s obligations to effect the Merger that the shares of New CCOH Common Stock issued in the Merger have been approved for listing on the NYSE, subject to official notice of issuance. CCH intends to apply to list the New CCOH Common Stock on the NYSE under the symbol CCO.

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Risk Factors

An investment in New CCOH Common Stock is subject to all of the risks associated with an investment in CCOH Common Stock, as well as a number of additional risks, including risks related to the Separation. The following list of risk factors is not exhaustive. Please read the information in the section captioned Risk Factors beginning on page 18 of this information statement/prospectus for a more thorough description of these and other risks.

- The risk that the iHeart Chapter 11 Cases and the Separation may result in unfavorable tax consequences for New CCOH and impair its ability to utilize federal income tax net operating loss carryforwards in future years.

- The risk that New CCOH may be more susceptible to adverse events as a result of the Separation.

- The risk that New CCOH may be unable to make, on a timely or cost effective basis, the changes necessary to operate as an independent publicly-traded company, and New CCOH may experience increased costs after Separation.

- The risk that the Separation will result in changes in New CCOH s management team and the loss of other key employees, and the composition of the board of directors will be different than the current composition of the board of directors.

- The risk that substantial sales of New CCOH Common Stock may occur following the Separation, which could cause the market price of the New CCOH Common Stock to decline.

- The risk that some of the contracts contain provisions requiring the consent of third parties in connection with the Merger, and that if the consents are not obtained, the contracts could be terminated.

- Risks associated with weak or uncertain global economic conditions and their impact on the level of expenditures on advertising.

- Risks associated with New CCOH s ability to service its debt obligations and to fund its operations and capital expenditures.

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CORPORATE STRUCTURE

Corporate Structure Before the Transactions

The following chart summarizes our corporate structure and principal indebtedness as of December 31, 2018:

(1) On June 14, 2018, iHeartCommunications refinanced its receivables based credit facility with a new $450.0 million debtor-in-possession credit facility (the DIP Facility), which matures on the earlier of the emergence date from the iHeart Chapter 11 Cases or June 14, 2019. The DIP Facility also includes a feature to convert into an exit facility at emergence, upon meeting certain conditions. As of December 31, 2018, iHeartCommunications had a borrowing limit of $450.0 million under the DIP Facility, had no outstanding

borrowings, had $70.2 million of outstanding letters of credit and had an availability block requirement of $37.5 million, resulting in $342.3 million of excess availability.

(2) In connection with the iHeart Chapter 11 Cases, iHeartCommunications ceased making principal and interest payments on the $6.3 billion outstanding under the Senior Secured Credit Facilities, the $1,999.8 million outstanding under the 9.0% Priority Guarantee Notes due 2019, the $1,750.0 million outstanding under the 9.0% Priority Guarantee Notes due 2021, the $870.5 million of 11.25% Priority Guarantee Notes due 2021, the $1,000.0 million outstanding under the 9.0% Priority Guarantee Notes due 2022, the $950.0 million outstanding under the 10.625% Priority Guarantee Notes due 2023, the $1,781.6 million outstanding under the 14.0% Senior Notes due 2021, the $475.0 million outstanding under iHeartCommunications legacy notes (the Legacy Notes) and certain other debt. Any efforts to enforce the payment obligations under these debt instruments are automatically stayed and the creditors rights of enforcement in respect thereof are subject to the applicable provisions of the Bankruptcy Code.

(3) On March 18, 2019, CCH converted from a Nevada corporation to a Delaware corporation.

(4) Pursuant to an order entered by the Bankruptcy Court, as of March 14, 2018, the balance of the intercompany note issued by iHeartCommunications to CCOH (the Due from iHeartCommunications Note) was frozen, and following March 14, 2018, intercompany allocations that would have been reflected in adjustments to the balance of the Due from iHeartCommunications Note are instead reflected in an intercompany balance that accrues interest at a rate equal to the interest under the Due from iHeartCommunications Note. As of December 31, 2018, CCOH owed $21.6 million to iHeartCommunications under this intercompany arrangement with iHeartCommunications. At December 31, 2018, the principal amount outstanding under the Due from iHeartCommunications Note was $1,031.7 million. CCOH did not expect that it would be able to recover all of the amounts owed to it under the Due from iHeartCommunications Note upon the implementation of the iHeartMedia Plan of Reorganization (or any other plan of reorganization that is ultimately accepted by the requisite vote of creditors and approved by the Bankruptcy Court). As a result, CCOH recognized a loss of $855.6 million on the Due from iHeartCommunications Note during the fourth quarter of 2017 to reflect the estimated recoverable amount of the note, based on management s best estimate of the cash settlement amount. In addition, upon the filing of the iHeart Chapter 11 Cases on March 14, 2018, CCOH ceased recording interest income on the Due from iHeartCommunications Note, which amounted to $21.3 million for the period from January 1, 2018 to March 14, 2018, as the collectability of the interest was not considered probable. As a result of the $855.6 million allowance on the Due from iHeartCommunications Note recognized during the fourth quarter of 2017 and the $21.3 million reserve recognized in relation to interest incurred during the pre-petition period in the three months ended March 31, 2018, the outstanding principal amount of $1,031.7 million was reduced to $154.8 million as of December 31, 2018 on CCOH s consolidated balance sheet. Pursuant to the Settlement Agreement (as defined below), CCOH agreed that it will recover 14.44%, or approximately $149.0 million, in cash on our allowed claim of $1,031.7 million under the Due from iHeartCommunications Note.

(5) On June 1, 2018, Clear Channel Outdoor, Inc., a subsidiary of CCOH (CCO), refinanced CCOH s senior revolving credit facility with receivables-based credit facility that provides for revolving credit commitments of up to $75.0 million. On June 29, 2018, CCO entered into an amendment providing for a $50.0 million incremental increase of the facility, bringing the aggregate revolving credit commitments to $125.0 million. The facility has a five-year term, maturing in 2023. As of December 31, 2018, the facility had $94.4 million of letters of credit outstanding and a borrowing limit of $125.0 million, resulting in $30.6 million of excess availability.

(6) Clear Channel Worldwide Holdings, Inc. s, a subsidiary of CCOH (CCWH), Series A Senior Notes due 2022 (the Series A Senior Notes) and Series B Senior Notes due 2022 (the CCWH Series B CCWH Senior Notes and together with the CCWH Series A Senior Notes, the CCWH Senior Notes).

(7) CCWH s Series A Senior Subordinated Notes due 2020 (the Series A CCWH Subordinated Notes) and Series B Senior Subordinated Notes due 2020 (the Series B CCWH Subordinated Notes and together with the Series A CCWH Subordinated Notes, the CCWH Subordinated Notes) are guaranteed by CCOH,

CCO and certain subsidiaries of CCOH. On February 4, 2019, CCWH delivered a conditional notice of redemption calling all of its outstanding CCWH Subordinated Notes for redemption on March 6, 2019. The redemption was conditioned on the closing of the offering of $2,235.0 million of newly-issued 9.25% Senior Subordinated Notes due 2024 (the New CCWH Subordinated Notes). At the closing of such offering on February 12, 2019, CCWH deposited with the trustee for the CCWH Subordinated Notes a portion of the proceeds from the new notes in an amount sufficient to pay and discharge the principal amount outstanding, plus accrued and unpaid interest on the CCWH Subordinated Notes to, but not including, the redemption date. CCWH irrevocably instructed the trustee to apply such funds to the full payment of the CCWH Subordinated Notes on the redemption date. Concurrently therewith, CCWH elected to satisfy and discharge the indentures governing the CCWH Subordinated Notes in accordance with their terms and the trustee acknowledged such discharge and satisfaction. As a result of the satisfaction and discharge of the indentures, CCWH and the guarantors of the CCWH Subordinated Notes have been released from their remaining obligations under the indentures and the CCWH Subordinated Notes. We refer to the refinancing of the CCWH Subordinated Notes and the issuance of the New CCWH Subordinated Notes as the CCWH Refinancing.

(8) On December 16, 2015, Clear Channel International B.V., an international subsidiary of ours (CCIBV), issued $225.0 million aggregate principal amount of 8.75% Senior Notes due 2020 (the CCIBV Senior Notes). On August 14, 2017, CCIBV issued an additional $150.0 million aggregate principal amount of CCIBV Senior Notes, bringing the total amount outstanding under the CCIBV Senior Notes as of December 31, 2018 to $375.0 million.

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Corporate Structure After Giving Effect to the Transactions

The following chart summarizes our corporate structure and principal indebtedness as of December 31, 2018, after giving effect to the CCWH Refinancing, the Radio Distribution, the Merger and the Separation.

(1) The iHeartMedia Plan of Reorganization contemplates that prior to the Separation, CCH, the parent company of CCOH and a subsidiary of iHeartCommunications, will (i) transfer all of its subsidiaries other than CCOH to iHeart Operations, Inc. (Radio Newco), (ii) sell Radio Newco preferred stock to one or more third parties for cash and (iii) distribute the common stock of Radio Newco to the creditors of iHeartCommunications (the Radio Distribution). CCOH then will merge with and into CCH, with CCH as the surviving company, which will be renamed Clear Channel Outdoor Holdings, Inc. Immediately following the Merger, the existing public stockholders of CCOH will own the same percentage of the surviving corporation as they did in CCOH prior to the Merger, and iHeartCommunications will distribute the shares of the surviving company that it holds to certain creditors in the iHeart Chapter 11 Cases.

(2) The iHeartMedia Plan of Reorganization contemplates that New CCOH will issue preferred stock to one or more third party investors (the Preferred Stock Issuance). It is expected that an aggregate amount of $45 million in preferred stock will be issued. Each share of preferred stock will have a liquidation preference equal to $1,000 per share, plus accumulated and unpaid dividends and holders will be entitled to receive

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such liquidation preference before any distributions on or redemptions of any junior securities in connection with any liquidation. Dividends on the preferred stock are expected to begin to accrue and compound quarterly plus accrued and unpaid dividends, cumulative from the date of original issuance. See Description of New CCOH Preferred Stock.

(3) Prior to the Separation, CCO will convert from a Delaware corporation to a Delaware limited liability company.

(4) See footnote (5) to the organizational chart under Corporate Structure Before the Transactions above.

(5) In anticipation of the Separation, iHeartCommunications will provide Clear Channel Outdoor, LLC (CCOL), which will be a direct subsidiary of New CCOH following the Merger, with a revolving credit facility that provides for borrowings, at CCOL s option, of up to $200.0 million, with any borrowings bearing interest at a rate equal to the prime lending rate (the iHeartCommunications Line of Credit). The iHeartCommunications Line of Credit will be unsecured and will not be guaranteed by CCOH or any of its subsidiaries. The facility will have a three year maturity and may be terminated by CCOL earlier at its option. We will enter into this facility upon consummation of the iHeart Chapter 11 Cases and the concurrent Separation.

(6) See footnote (6) to the organizational chart under Corporate Structure Before the Transactions above.

(7) See footnote (7) to the organizational chart under Corporate Structure Before the Transactions above.

(8) See footnote (8) to the organizational chart under Corporate Structure Before the Transactions above.

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SUMMARY HISTORICAL FINANCIAL DATA OF THE OUTDOOR BUSINESS OF CCH

The following table sets forth summary historical financial data as of the dates and for the periods indicated. The summary historical financial data for the years ended December 31, 2016, 2017, and 2018 and as of December 31, 2017 and 2018 , is derived from the audited carve-out financial statements of the Outdoor Business of CCH included in this information statement/prospectus. The summary historical financial data as of December 31, 2016 is derived from the audited carve-out financial statements of the Outdoor Business of CCH which are not included in this information statement/prospectus.

The financial statements of the Outdoor Business of CCH consist of a carve-out of the financial statements of the entities and businesses of CCH that operate the Outdoor Business. After the subsidiaries of CCH (other than CCOH and its subsidiaries) are distributed to a wholly-owned subsidiary of iHeartMedia, CCOH will be merged with and into CCH and CCH will change its name to Clear Channel Outdoor Holdings, Inc. By the time the shares of New CCOH are distributed to certain creditors of iHeartMedia and to the public stockholders of CCOH, the only assets, liabilities and operations of New CCOH will be those of the Outdoor Business. There will be no remaining assets or obligations, either recognized or unrecognized, within New CCOH that are unrelated to the Outdoor Business after the Merger and Separation. Accordingly, these carve-out financial statements include the operations, assets and liabilities of the Outdoor Business of CCH, and exclude the radio businesses that have historically been reported as part of iHeartMedia s IHM segment (the Radio Businesses) and the subsidiaries of CCH (other than CCOH and its subsidiaries) prior to the Merger and the Separation. In addition, the carve-out financial statements exclude amounts attributable to CCH, which is a holding company with no independent assets or operations.

CCH believes that carve-out financial statements of the Outdoor Business of CCH would be more useful to users compared to consolidated financial statements of CCH that include the Radio Business and other non-Outdoor subsidiaries. This conclusion was based on the fact that investors would not receive shares in New CCOH until after the Radio Distribution. Accordingly, the Radio Businesses are not relevant to their investment decisions.

The preparation of carve-out financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires management to make estimates, judgments, and assumptions that affect the amounts reported in the carve-out financial statements and accompanying notes. CCH bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from those estimates.

In addition, the carve-out financial statements of the Outdoor Business of CCH may not be indicative of New CCOH s future performance and do not necessarily reflect what its consolidated results of operations, financial position and cash flows would have been had CCH consisted only of the Outdoor Business and operated as a separate, stand-alone public company without a controlling interest held by iHeartCommunications during the periods presented. These carve-out financial statements of the Outdoor Business of CCH give effect to allocations of expenses from iHeartCommunications. These allocations were made on a specifically identifiable basis or using relative percentages of headcount or other methods management considered to be a reasonable reflection of the utilization of services provided, however, they may not be indicative of the actual results of the Outdoor business of CCH had CCH consisted only of the Outdoor Business of CCH and had been operating as a separate, stand-alone public company for the periods presented.

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The summary historical financial data of the Outdoor Business of CCH should be read in conjunction with Risk Factors and the carve-out financial statements of the Outdoor Business of CCH and the related notes thereto included in this information statement/prospectus. The amounts in the tables may not add due to rounding.

(Dollars in thousands)	**Years Ended December 31,**		
	2016	**2017**	**2018**
Results of Operations Data:			
Revenue	$ 2,679,822	$ 2,588,702	$ 2,721,705
Operating expenses:			
Direct operating expenses	1,418,319	1,409,767	1,470,668
Selling, general and administrative expenses	515,421	499,213	522,918
Corporate expenses(1)	117,436	143,678	152,090
Depreciation and amortization	344,124	325,991	318,952
Impairment charges(2)	7,274	4,159	7,772
Other operating income, net	354,688	26,391	2,498
Operating income	631,936	232,285	251,803
Interest expense, net	375,029	379,701	388,133
Interest income on Due from iHeart Communications, net	50,309	68,871	393
Loss on Due from iHeartCommunications		(855,648)	
Equity in earnings (loss) of nonconsolidated affiliates	(1,689)	(990)	904
Other income (expense), net	(70,151)	28,755	(35,297)
Income (loss) before income taxes	235,376	(906,428)	(170,330)
Income tax benefit (expense)	(77,499)	280,218	(32,515)
Net income (loss)	157,877	(626,210)	(202,845)
Amount attributable to noncontrolling interest	22,807	18,138	15,395
Net income (loss) attributable to the majority owners of the Outdoor Business of CCH	$ 135,070	$ (644,348)	$ (218,240)
Cash Flow Data:			
Cash paid for interest (3)	$ 368,051	$ 374,309	$ 375,489
Capital expenditures(4)	229,772	224,238	211,079
Net cash flows provided by operating activities	308,510	160,118	187,275
Net cash flows provided by (used for) investing activities	574,080	(154,522)	(203,592)
Net cash flows provided by (used for) financing activities	(726,499)	(379,513)	40,686
Other Financial Data:			
OIBDAN(5)	$ 638,937	$ 545,634	$ 584,546
Balance Sheet Data:			
Current assets	$ 1,330,977	$ 974,172	$ 1,015,800
Property, plant and equipment, net	1,412,833	1,395,029	1,288,938
Total assets	5,708,370	4,670,782	4,522,028
Current liabilities	641,718	657,512	729,816

Long-term debt, net of current maturities	5,110,020	5,266,153	5,277,108
Total company deficit	(947,312)	(1,858,294)	(2,101,652)

(1) Includes non-cash compensation expense.

(2) The Outdoor Business of CCH recorded non-cash impairment charges of $7.3 million, $4.2 million and $7.8 million for the years ended December 31, 2016, 2017 and 2018, respectively.

(3) Cash paid for interest, a non-GAAP financial measure, includes cash paid for interest expense and excludes amortization of deferred financing costs and original issue discount. The most directly comparable GAAP financial measure is interest expense, as presented in this table.

(4) Capital expenditures include additions to property, plant and equipment and do not include any proceeds from disposal of assets, nor any expenditures for business combinations.

(5) We define OIBDAN as operating income adjusted to exclude non-cash compensation expenses, included within corporate expenses, as well as the following line items presented in its statement of operations: depreciation and amortization, impairment charges and other operating income (expense), net. OIBDAN is a non-GAAP financial measure. Generally, a non-GAAP financial measure is a numerical measure of a company s performance, financial position or cash flows that either excludes or includes amounts that are not normally included or excluded in the most directly comparable measure calculated and presented in accordance with GAAP. OIBDAN does not represent, and should not be considered as, an alternative to operating income or cash flow from operations, as determined under GAAP. We believe that OIBDAN provides investors with helpful information with respect to our operations. We believe that OIBDAN is relevant and useful for investors because it allows investors to view performance in a manner similar to the method used by our management. It helps improve investors ability to understand our operating performance and makes it easier to compare our results with other companies that have different capital structures, stock option structures or tax rates. In addition, we believe OIBDAN is among the primary measures used externally by our investors, analysts and peers in our industry for purposes of valuation and comparing our operating performance to that of other companies in our industry.

OIBDAN should not be considered as an alternative to net income, operating income or any other performance measures derived in accordance with GAAP or as an alternative to cash flow from operating activities as a measure of our liquidity. Our presentation of OIBDAN should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

OIBDAN has limitations as an analytical tool and should not be considered in isolation or as substitutes for an analysis of our results as reported under GAAP. Some of the limitations of this measure are:

- it does not reflect our historical cash expenditures, future requirements for capital expenditures or contractual commitments;
- it does not reflect changes in, or cash requirements for, our working capital needs;
- it does not reflect our tax expense or the cash requirements to pay our taxes;
- it does not reflect our interest expense or the cash requirements necessary to service interest or principal payments on our debt;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and OIBDAN does not reflect any cash requirements for such replacements;

it is not adjusted for all non-cash income or expense items that are reflected in our statements of cash flows; and

it does not reflect limitations on or costs related to transferring earnings from our subsidiaries to us.

In addition, other companies in our industry may calculate OIBDAN differently than we do, limiting its usefulness as a comparative measure. Because of these limitations, OIBDAN should not be considered as a measure of discretionary cash available to us to invest in the growth of our business or as a measure of cash that will be available to us to meet our obligations. You should compensate for these limitations by relying primarily on our GAAP results and using OIBDAN only supplementally.

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The following table summarizes the calculation of OIBDAN and provides a reconciliation to operating income for the periods indicated.

	Years Ended December 31,		
(Dollars in thousands)	**2016**	**2017**	**2018**
Operating income	$ 631,936	$ 232,285	$ 251,803
Depreciation and amortization	344,124	325,991	318,952
Impairment charges	7,274	4,159	7,772
Other operating income, net	(354,688)	(26,391)	(2,498)
Non-cash compensation expense	10,291	9,590	8,517
OIBDAN	$ 638,937	$ 545,634	$ 584,546

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SUMMARY UNAUDITED PRO FORMA

CARVE-OUT FINANCIAL DATA

The following table shows summary unaudited pro forma carve-out financial data of New CCOH after giving effect to the Transactions, and is based upon the historical carve-out financial data of the Outdoor Business of CCH included elsewhere in this information statement/prospectus. The unaudited pro forma carve-out financial data has been prepared to reflect the CCWH Refinancing and the Transactions, including the Radio Distribution, the Merger, the Separation and the related transactions. The Merger will be accounted for as a reorganization of entities under common control. The unaudited pro forma carve-out statements of operations information, which have been prepared for the year ended December 31, 2018, give effect to the CCWH Refinancing and the Transactions as if they had occurred on January 1, 2018. The unaudited pro forma combined balance sheet data has been prepared as of December 31, 2018, and gives effect to the CCWH Refinancing and the Transactions as if they had occurred on that date. The summary unaudited pro forma carve-out financial data has been derived from and should be read in conjunction with the carve-out financial statements of the Outdoor Business of CCH and the related notes and the unaudited pro forma carve-out financial statements, including the notes thereto, of the Outdoor Business of CCH included elsewhere in this information statement/prospectus.

The unaudited pro forma carve-out financial data is presented for informational purposes only and is not necessarily indicative of the financial position or results of operations that would have been achieved had the transactions been completed at the dates indicated above. In addition, the unaudited pro forma carve-out financial data does not purport to project the future financial position or results of operations of New CCOH after completion of the Transactions. You should not rely on the unaudited pro forma carve-out financial data as being indicative of the results that would have been achieved had CCH been separated from iHeartMedia during the periods presented or of the future results of New CCOH.

(Dollars in thousands)	**Year Ended December 31, 2018 (unaudited)**
Results of Operations Data:	
Revenue	$ 2,721,705
Operating income	281,384
Net loss	(211,123)
Balance Sheet Data:	
Working capital	$ 497,519
Total assets	4,663,957
Long term debt, including current portion of long-term debt	5,291,569
Total company deficit	(2,081,988)

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RISK FACTORS

You should carefully consider the following risks, together with the other information contained in this information statement/prospectus and the annexes hereto. The risks described below are not the only risks facing CCH and CCOH, and following completion of the Transactions, New CCOH. Additional risks and uncertainties not currently known or that are currently deemed to be immaterial may also materially and adversely affect the company s business operations or the price of New CCOH Common Stock following completion of the Transactions.

Risks Relating to the Transactions

The Transactions could result in significant tax liability to New CCOH.

The Radio Distribution and the Separation are intended to be taxable transactions. The gain or loss recognized with respect to these transactions will depend on, among other things, (a) the value and tax basis of the assets transferred in the Radio Distribution and the value and tax basis of the New CCOH Common Stock on the Effective Date (such values will be determined by reference to, among other things, the trading value of the iHeartMedia equity and New CCOH Common Stock following the Effective Date); (b) complex modeling considerations under certain U.S. Department of Treasury regulations; (c) the amount of cancellation of indebtedness income realized in connection with the iHeart Chapter 11 Cases; and (d) the extent to which any excess loss accounts (as defined under applicable Treasury regulations) are taken into account. The extent to which any related taxable gain or loss will result in any cash tax liabilities will depend on whether the tax attributes of iHeartMedia and its subsidiaries, including the net operating losses (NOLs) of iHeartMedia and its subsidiaries (including CCOH and its subsidiaries), are sufficient to offset any net taxable gain attributable to the transactions.

Because certain of the factors that will determine whether the Transactions will give rise to any cash tax liability cannot be known until the Effective Date, we cannot say with certainty whether any such cash tax liability will be owed. To the extent the Transactions do give rise to any cash tax liability, New CCOH, iHeartCommunications, iHeartMedia and various other entities would be jointly and severally liable under applicable law for any such amounts. The parties intend that the allocation of such liabilities among the various members of the iHeartMedia Group and New CCOH will be addressed by the New Tax Matters Agreement. See Additional Agreements New Tax Matters Agreement.

The Merger is expected to, but may not, qualify as a reorganization within the meaning of Section 368(a) of the Code.

The parties expect the Merger to be treated as a reorganization within the meaning of Section 368(a) of the Code, and the obligation of each of CCH and CCOH to effect the Merger is conditioned upon the receipt of U.S. federal income tax opinions to that effect from their respective tax counsels or accounting advisors. These tax opinions represent the legal judgment of counsel or the relevant accounting advisor rendering the opinion and are not binding on the IRS or the courts. If the Merger does not qualify as a reorganization, then a holder of CCOH Class A Common Stock may be required to recognize any gain or loss with respect to the receipt of New CCOH Common Stock in the Merger. Tax matters are very complicated and the consequences of the Merger to any particular CCOH stockholder will depend on that stockholder s particular facts and circumstances. For further information, please refer to Material United States Federal Income Tax Consequences of the Merger. We urge you to consult your own tax advisor to determine the particular tax consequences of the Merger to you.

The iHeart Chapter 11 Cases may give rise to unfavorable tax consequences for New CCOH.

Although CCOH and its direct and indirect subsidiaries did not file Chapter 11 cases as part of the iHeart Chapter 11 Cases, the consummation of the iHeart Chapter 11 Cases may have an adverse impact on New CCOH

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and its subsidiaries. The Radio Distribution and the Separation are intended to be taxable transactions and the Merger is expected to, but may not, qualify as a reorganization within the meaning of Section 368(a) of the Code. There is a risk that the Radio Distribution and Separation will give rise to a U.S. federal income tax liability to one or more members of iHeartMedia or its subsidiaries after the Separation (collectively, the iHeartMedia Group). If such liability were to arise, New CCOH, iHeartCommunications, iHeartMedia and various other entities would be jointly liable under applicable law for such tax liability and, while we would not anticipate that any such tax liability would be asserted against us in the first instance, we may ultimately be liable for such liability if iHeartMedia and its subsidiaries fail to satisfy such liability. Similar principles may apply for foreign, state and local income tax purposes where CCOH filed combined, consolidated or unitary returns with iHeartMedia or its subsidiaries for federal, foreign, state and local income tax purposes. In addition, the iHeartMedia Group and New CCOH and its subsidiaries may be required to reduce certain of their tax attributes, including their NOLs, as a result of any cancellation of indebtedness income realized by the Debtors in connection with the iHeart Chapter 11 Cases.

Transfers of equity, issuances of equity in connection with the iHeart Chapter 11 Cases and cancellation of indebtedness income realized by the Debtors in the iHeart Chapter 11 Cases may impair New CCOH s and its subsidiaries ability to utilize their federal income tax NOL carryforwards in future years.

Under federal income tax law, a corporation is generally permitted to deduct from taxable income NOLs carried forward from prior years. We are attributed a portion of the U.S. federal NOL carryforward of the iHeartMedia consolidated group. Our ability to utilize these NOL carryforwards to offset future taxable income and to reduce federal income tax liability is subject to certain requirements and restrictions. If CCOH and its subsidiaries experience an ownership change, as defined in section 382 of the Code, then their ability to use their NOL carryforwards may be substantially limited, which could have a negative impact on their financial position and results of operations. Generally, there is an ownership change if one or more shareholders owning 5% or more of a corporation s common stock have aggregate increases in their ownership of such stock of more than 50 percentage points over the prior three-year period. Following the implementation of the iHeartMedia Plan of Reorganization in the iHeart Chapter 11 Cases, it is expected that CCOH and its subsidiaries will experience an ownership change. Under section 382 of the Code, absent an applicable exception, if a corporation undergoes an ownership change, the amount of federal income tax NOL carryforwards existing prior to the change that it could utilize to offset its taxable income in future taxable years generally is subject to an annual limitation to an amount equal to the value of its stock immediately prior to the ownership change multiplied by the long-term tax-exempt rate, subject to adjustments to reflect the differences between the fair market value of the corporation s assets and the tax basis in such assets and various other complex rules and adjustments. Because the value of CCOH s stock can fluctuate materially, it is possible an ownership change would materially limit New CCOH s ability to utilize CCOH s substantial federal income tax NOL carryforwards in the future. In addition, CCOH s and New CCOH s NOLs may be subject to reduction as a result of any cancellation of indebtedness income realized by the Debtors in connection with the iHeart Chapter 11 Cases. Accordingly, there can be no assurance that New CCOH and its subsidiaries will be able to utilize their federal income tax NOL carryforwards to offset future taxable income.

New CCOH may be more susceptible to adverse events as a result of the Separation.

New CCOH may be unable to achieve some or all of the benefits that New CCOH expects to achieve as an independent company in the time New CCOH expects, if at all. By separating from iHeartMedia, New CCOH may be more susceptible to market fluctuations and have less leverage with suppliers, and New CCOH may experience other adverse events. The completion of the Separation will also require significant amounts of New CCOH s management s time and effort, which may divert management s attention from operating and growing our business.

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New CCOH may be unable to make, on a timely or cost-effective basis, the changes necessary to operate as an independent publicly-traded company, and New CCOH may experience increased costs after the Separation.

iHeartMedia currently provides CCOH with various corporate services. The Transition Services Agreement will provide that iHM Management Services will provide, or will cause other members of the iHeart Group to provide, certain administrative and support services and other assistance to the Outdoor Group, which the Outdoor Group will utilize in the conduct of their businesses as such business was conducted prior to the Separation generally for one year (subject to certain rights of New CCOH to extend for up to an additional year). Following the Separation and the expiration of the Transition Services Agreement, New CCOH will need to provide internally or obtain from unaffiliated third parties the services CCOH currently receives from Management Services and the iHeart Group. CCOH negotiated its arrangements with iHeartCommunications in the context of a parent-subsidiary relationship prior to the IPO and CCOH is negotiating the terms of the Transition Services Agreement in the context of iHeart Chapter 11 Cases. New CCOH may be unable to replace these services in a timely manner or on terms and conditions as favorable as those CCOH currently receives from Management Services and the iHeart Group. New CCOH may be unable to successfully establish the infrastructure or implement the changes necessary to operate independently or may incur additional costs. If New CCOH fails to obtain the services necessary to operate effectively or if New CCOH incurs greater costs in obtaining these services, its business, financial condition and results of operations may be adversely affected.

The Separation will result in changes in CCOH s management team and may result in the loss of other key employees.

CCOH s business is dependent upon the performance of its management team and other key individuals. Five of CCOH s executive officers currently serve as executive officers of iHeartMedia, including our CEO and CFO, who serve as the CEO and CFO of iHeartMedia, respectively. These executive officers have historically provided services to CCOH pursuant to the Corporate Services Agreement, which will be terminated upon consummation of the Separation. We expect that Mr. Eccleshare will serve as the Chief Executive Officer of New CCOH, Brian Coleman will serve as the Chief Financial Officer of New CCOH and Lynn Feldman will serve as the Executive Vice President, General Counsel and Secretary of New CCOH following the Separation. Mr. Eccleshare currently serves as Chairman and Chief Executive Officer of Clear Channel International, Mr. Coleman currently serves as iHeartMedia s and CCOH s Senior Vice President and Treasurer and Ms. Feldman currently serves as Executive Vice President, General Counsel and Corporate Secretary for Clear Channel Outdoor Americas. Even though CCH has been able to identify these individuals, New CCOH will need to identify replacements for other key positions. Competition for these key individuals is intense. In addition, many of CCOH s key employees are at-will employees who are under no obligation to remain with us, and may decide to leave as a result of the uncertainty surrounding the business following the Separation or for a variety of personal or other reasons beyond our control. If members of CCOH s management or key individuals decide to leave in the future, if New CCOH decides to make further changes to the composition of, or the roles and responsibilities of, these individuals, or if New CCOH is not successful in attracting, motivating and retaining other key employees, New CCOH s business could be adversely affected.

Upon completion of the Separation, the composition of our board of directors will be different than the current composition of our board of directors.

In connection with the Separation, members of our board of directors will be replaced with new directors who have been selected by a committee consisting of certain holders of interests and creditors in the iHeart Chapter 11 Cases. New CCOH s new board of directors will not have the same level of experience with our historical operations as our current board. New CCOH s new board of directors may pursue business plans and growth strategies that differ from our existing business plans and growth strategies. Any new business plans or growth strategies implemented by the new board of directors, including plans to address our capital structure and reduce our leverage, if unsuccessful, may lead to material unanticipated problems, expenses, liabilities, competitive responses, loss of customer and other business relationships, and an adverse impact on operations and financial results.

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CCOH s historical financial information is not necessarily representative of the results we would have achieved as an independent public company and may not be a reliable indicator of our future results.

The historical financial information included in this information statement/prospectus does not necessarily reflect the results of operations and financial position we would have achieved as an independent public company not controlled by iHeartMedia during the periods presented, or those that we will achieve in the future.

Prior to the Separation, CCOH operates as part of iHeartMedia s broader corporate organization, and subsidiaries of iHeartMedia perform various corporate functions for CCOH. CCOH s historical financial information reflects allocations of corporate expenses from iHeartMedia for these and similar functions. These allocations may not reflect the costs we will incur for similar services in the future as an independent publicly-traded company.

CCOH s historical financial information does not reflect changes that we expect to experience in the future as a result of the Separation from iHeartMedia, including changes in our capital structure, tax structure and new personnel needs. As part of iHeartMedia, CCOH enjoyed certain benefits from iHeartMedia s operating diversity, size and purchasing power and we will lose these benefits after the Separation. As an independent entity, we may be unable to purchase goods or services and technologies, such as insurance and health care benefits and computer software licenses, on terms as favorable to us as those we obtained as part of iHeartMedia prior to the Separation.

Following the Separation, we will also be responsible for the additional costs associated with being an independent publicly-traded company, including costs related to corporate governance, investor and public relations and public reporting. In addition, certain costs incurred by subsidiaries of iHeartMedia, including executive oversight, accounting, treasury, tax, legal, human resources, occupancy, procurement, information technology and other shared services, have historically been allocated to CCOH by iHeartMedia; but these allocations may not reflect the future level of these costs to us as we begin to provide these services ourselves. Therefore, CCOH s historical financial statements may not be indicative of our future performance as an independent publicly-traded company. We cannot assure you that our operating results will continue at a similar level when we are an independent publicly-traded company. For additional information about our past financial performance and the basis of presentation of CCOH s financial statements, see Selected Historical Financial Data of the Outdoor Business of Clear Channel Holdings, Inc. Unaudited Pro Forma Carve-Out Financial Statements of the Outdoor Business of Clear Channel Holdings, Inc., Management s Discussion and Analysis of Financial Condition and Results of Operations of the Outdoor Business of CCH and the historical financial statements of the Outdoor Business of CCH and the notes thereto included elsewhere in this information statement/prospectus.

To service our debt obligations and to fund our operations and our capital expenditures, we require a significant amount of cash to meet our needs, which depends on many factors beyond our control.

Our ability to service our debt obligations and to fund our operations and our capital expenditures for display construction, renovation or maintenance requires a significant amount of cash. Our primary sources of liquidity are currently cash on hand, cash flow from operations, the intercompany arrangements provided for in the cash management order approved in the iHeart Chapter 11 Cases and our receivables-based credit facility. Following the Transactions, the intercompany arrangements with iHeartCommunications will cease, and we expect to have the iHeartCommunications Line of Credit and the proceeds from the issuance of the New CCOH Preferred Stock as sources of liquidity.

Our primary uses of liquidity are for our working capital, capital expenditure, debt service and other funding requirements. A substantial amount of our cash requirements are for debt service obligations. During 2018, we spent $375.5 million of cash on interest on our debt. We anticipate having approximately $346.3 million of cash interest payment obligations in 2018. Our significant interest payment obligations reduce our financial flexibility, make us more vulnerable to changes in operating performance and economic downturns generally, reduce our liquidity over time and could negatively affect our ability to obtain additional financing in the future.

Our ability to fund our working capital, capital expenditures, debt service and other obligations depends on our future operating performance and cash from operations and our ability to manage our liquidity following the Separation, which are in turn subject to prevailing economic conditions and other factors, many of which are beyond our control. In addition, the purchase price of possible acquisitions, capital expenditures for deployment of digital billboards and/or other strategic initiatives could require additional indebtedness or equity financing. Historically, our cash management arrangement with iHeartCommunications has been our only committed external source of liquidity. Following the Separation, we will be dependent upon our ability to generate cash or obtain additional financing to meet our liquidity needs. If we are unable to obtain adequate financial support following the Separation, we will likely need to obtain additional financing from banks or other lenders, or through public offerings or private placements of debt or equity, strategic relationships or other arrangements, or from a combination of these sources. There can be no assurance that financing alternatives will be available to us in sufficient amounts or on terms acceptable to us in the future due to market conditions, our financial condition, our liquidity constraints, our lack of history operating as a company independent from iHeartCommunications or other factors, many of which are beyond our control. Even if financing alternatives are available to us, we may not find them suitable or at comparable interest rates to the indebtedness being refinanced, and our annual cash interest payment obligations could increase further. In addition, the terms of our existing or future debt agreements may restrict us from securing financing on terms that are available to us at that time. Consequently, there can be no assurance that such financing, if permitted under the terms of our financing agreements, will be available on terms acceptable to us or at all. The inability to obtain additional financing in such circumstances could have a material adverse effect on our financial condition and on our ability to meet our obligations or pursue strategic initiatives. Additional indebtedness could increase our leverage and make us more vulnerable to economic downturns and may limit our ability to withstand competitive pressures.

In addition to the need to refinance our various indebtedness at or before maturity, if we are unable to generate sufficient cash through our operations, we could face substantial liquidity problems, which could have a material adverse effect on our financial condition, on our ability to meet our obligations and on the value of our company following the Separation.

Some of our contracts contain provisions requiring the consent of third parties in connection with the Merger or the Separation. If these consents are not obtained, the contracts could be terminated, which could have a material adverse impact on our financial results.

Some of our contracts, including certain contracts with municipalities and transit authorities, contain provisions that require the consent of certain third parties to the Merger or the Separation. Failure to obtain consents on commercially reasonable and satisfactory terms may result in the termination of the contracts, the need to renegotiate or amend the contracts or legal action to determine the obligations of the parties. We may not be able to replace some or all of the revenue lost upon the termination of a contract, which could have a material adverse impact on our financial results.

Substantial sales of New CCOH Common Stock may occur following the Separation, which could cause the market price of the New CCOH Common Stock to decline.

Holders of claims in the iHeart Chapter 11 Cases receiving New CCOH Common Stock pursuant to the iHeartMedia Plan of Reorganization (other than recipients that are affiliates of New CCOH) generally may sell those shares immediately in the public market. It is likely that some holders of claims receiving New CCOH Common Stock pursuant to the iHeartMedia Plan of Reorganization will sell such New CCOH Common Stock if, for reasons such as its business profile or market capitalization as an independent company, stock of New CCOH does not fit their investment objectives, or, in the case of index funds, New CCOH is not a participant in the index in which they are investing. The sales of significant amounts of New CCOH Common Stock or the perception in the market that this will occur may decrease the market price of the New CCOH Common Stock.

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The market price of the New CCOH Common Stock may decline compared to the historical market price of CCOH s common stock as a result of the Transactions.

The market price of the New CCOH Common Stock may decline compared to the historical market price of CCOH s common stock as a result of the Transactions if New CCOH does not achieve the perceived benefits of the Transactions as rapidly or to the extent anticipated by financial or industry analysts, or the effect of the Transactions on New CCOH s financial results is not consistent with the expectations of financial or industry analysts.

CCOH is currently a controlled company within the meaning of the NYSE Listing Rules, but New CCOH is not expected to retain that status following the Separation. However, during the phase-in period New CCOH may continue to rely on exemptions from certain corporate governance requirements that provide protection to stockholders of other companies.

Because iHeartMedia currently controls a majority of the combined voting power of all classes of CCOH s outstanding voting stock, CCOH has been a controlled company under NYSE corporate governance listing standards. Under the NYSE Listing Rules, a company of which more than 50% of the voting power is held by another person or group of persons acting together is a controlled company and may elect not to comply with certain NYSE corporate governance requirements, including the requirements that:

- a majority of the board of directors consist of independent directors;
- the nominating and governance committee be composed entirely of independent directors with a written charter addressing the committee s purpose and responsibilities; and
- the compensation committee be composed entirely of independent directors with a written charter addressing the committee s purpose and responsibilities.

Following the Separation, iHeartMedia will cease to control a majority of the combined voting power of all classes of New CCOH s outstanding voting stock. Accordingly, we are not expected to continue to be a controlled company within the meaning of the rules of the NYSE Listing Rules. Under NYSE Listing Rules, a company that ceases to be a controlled company must comply with the independent board committee requirements as they relate to the nominating and corporate governance and compensation committees on the following phase-in schedule: (1) one independent committee member at the time it ceases to be a controlled company; (2) a majority of independent committee members within 90 days of the date it ceases to be a controlled company; and (3) all independent committee members within one year of the date it ceases to be a controlled company. Additionally, the NYSE Listing Rules provide a 12-month phase-in period from the date a company ceases to be a controlled company to comply with the majority independent board requirement. During these phase-in periods, holders of New CCOH Common Stock will not have the same protections afforded to stockholders of companies of which the majority of directors are independent. Additionally, if, within the phase-in periods, we are not able to recruit additional directors who would qualify as independent, or otherwise comply with NYSE Listing Rules, we may be subject to delisting procedures by the NYSE. Furthermore, a change in the board of directors and committee membership may result in a change in corporate strategy and operation philosophies, and may result in deviations from CCOH s current strategies or the strategies established by our board of directors following the Separation.

The holders of New CCOH Preferred Stock will have rights that are senior to the rights of a holder of New CCOH Common Stock.

As part of the Transactions, New CCOH will issue the New CCOH Preferred Stock to third party investors. Although the terms of the New CCOH Preferred Stock have yet to be fully negotiated, the New CCOH Preferred Stock is expected to provide that, in the event of New CCOH s bankruptcy, dissolution or liquidation, the holders of New CCOH Preferred Stock must be satisfied before any distributions can be made to the holders of New CCOH Common Stock. As a result of the New CCOH Preferred Stock s superior rights relative to the New

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CCOH Common Stock, the right of holders of New CCOH Common Stock to receive distributions from New CCOH may be diluted and may be limited by such rights. Should New CCOH default or fail to pay dividends, in cash, on the New CCOH Preferred Stock for twelve consecutive quarters, the holders of the New CCOH Preferred Stock will have the right to appoint one director to the New CCOH Board.

While the Transactions are pending, CCOH is subject to business uncertainties and contractual restrictions that could disrupt CCOH s business.

Although CCOH and its subsidiaries are not Debtors in the iHeart Chapter 11 Cases, CCOH has experienced and may continue to experience disruption of its current plans and operations due to the iHeart Chapter 11 Cases and the Transactions, which could have an adverse effect on CCOH s business and financial results. Employees and other key personnel may have uncertainties about the effect of the proposed Transactions, and those uncertainties may impact the ability to retain, recruit and hire key personnel to manage and run the business while the Transactions are pending or if they are not completed. Furthermore, some of our customers and vendors may be hesitant to transact with the business of New CCOH following the Transactions in light of uncertainties about the ability of New CCOH s businesses to perform following the Separation. If New CCOH is unable to reassure customers and vendors to continue transacting with the New CCOH following the Separation, New CCOH s financial results may be adversely affected.

The proposed Transactions may also prevent CCOH from pursuing otherwise attractive business opportunities, result in CCOH s inability to respond effectively to competitive pressures, industry developments and future opportunities and may otherwise harm CCOH s business, financial results and operations.

The Merger is subject to various closing conditions and there can be no assurances as to whether and when it may be completed.

The Closing of the Merger is subject to a number of conditions, many of which are not within CCH s or CCOH s control, and failure to satisfy such conditions may prevent, delay or otherwise materially adversely affect the completion of the Transactions. The conditions include (i) (x) the affirmative vote or written consent of the holders of the shares representing the majority of the voting power of the CCOH Common Stock to adopt the Merger Agreement, to approve the Merger and to approve the consummation of the transactions contemplated thereby (the CCOH Stockholder Approval) and (y) the affirmative vote or written consent of the holders of shares of CCH common stock entitled to vote to adopt the Merger Agreement, to approve the Merger and to approve the consummation of the transactions contemplated thereby (the CCH Stockholder Approval), which conditions have been satisfied, (ii) no order, writ, judgment, injunction, decree, stipulation, determination or award entered by or with any governmental authority or other legal restraint or prohibition preventing the Merger or the transactions contemplated by the Merger Agreement will be in effect, (iii) the effectiveness of the registration statement of which this information statement/prospectus is a part, covering the shares of New CCOH Common Stock to be issued in the Merger, (iv) a period of at least 20 calendar days will have elapsed from the date this information statement/prospectus was first mailed to CCOH s stockholders, (v) the approval of the Merger by the Bankruptcy Court, which condition has been satisfied, (vi) the Radio Distribution, the Broader Media Distribution and the CC Finco Distribution will have occurred, (vii) the conversion of all outstanding shares of CCOH Class B Common Stock held by CCH into shares of CCOH Class A Common Stock will have occurred, (viii) that, as a condition to CCH s obligation to consummate the Merger, CCH will have received a tax opinion issued by its tax counsel or another tax advisor, (ix) that, as a condition to CCOH s obligation to consummate the Merger, CCOH will have received a tax opinion issued by its tax counsel or another tax advisor, (x) the approval by the NYSE for listing of the New CCOH Common Stock, (xi) all conditions precedent to the effectiveness of the iHeartMedia Plan of Reorganization will have been satisfied prior to or contemporaneously with the closing of the Merger and (xii) other customary conditions.

CCH and CCOH cannot predict with certainty whether and when any of the required conditions to the Closing will be satisfied. If any event occurs delaying or preventing the Transactions, such delay or failure to complete the Transactions may cause uncertainty or other negative consequences that may materially and

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adversely affect CCOH s business, financial performance and operating results and the price per share for CCOH s Common Stock. There can be no assurance that the conditions to the Merger will be satisfied or waived in a timely manner or at all.

CCOH directors and officers may have interests in the Merger different from the interests of CCOH stockholders.

CCOH directors and executive officers may have interests in the Merger that are different from, or are in addition to, those of the CCOH stockholders. These interests may include, but are not limited to, the interests of certain directors of CCOH in the iHeart Chapter 11 Cases and in the releases of claims pursuant to the Settlement Agreement, the continued employment of certain executive officers of CCOH by New CCOH, the treatment in the Merger of equity awards held by CCOH directors and executive officers, and provisions in the Separation Agreement regarding continued insurance to CCOH directors and officers.

CCH may be subject to claims that will not be discharged in the iHeart Chapter 11 Cases.

The Bankruptcy Code provides that the confirmation of a plan of reorganization discharges a debtor from substantially all debts arising prior to commencement of Chapter 11 proceedings. With few exceptions, all claims that arose prior to the filing of the iHeart Chapter 11 Cases (i) will be subject to compromise and/or treatment under the iHeartMedia Plan of Reorganization or (ii) will be discharged in accordance with the Bankruptcy Code and the terms of the iHeartMedia Plan of Reorganization. However, there can be no assurance that the aggregate amount of such claims that are not subject to treatment under the iHeartMedia Plan of Reorganization or that are not discharged will not be material. CCOH is not a Debtor in the iHeart Chapter 11 Cases and its debts will not be discharged pursuant to the iHeartMedia Plan of Reorganization.

In connection with the Separation, the iHeart Group will indemnify us and we will indemnify the iHeart Group for certain liabilities. There can be no assurance that the indemnities from the iHeart Group will be sufficient to insure us against the full amount of such liabilities.

Pursuant to agreements that we entered into with the iHeart Group in connection with the Separation, the iHeart Group agreed to indemnify us for certain liabilities, and we agreed to indemnify the iHeart Group for certain liabilities. For example, we will indemnify the iHeart Group for liabilities arising from or accruing prior to the Closing Date to the extent such liabilities related to the business, assets and liabilities of the Outdoor Group as well as liabilities relating to a breach of the Separation Agreement. However, third parties might seek to hold us responsible for liabilities that the iHeart Group agreed to retain, and there can be no assurance that the iHeart Group will be able to fully satisfy their respective indemnification obligations under these agreements. In addition, indemnities that we may be required to provide to the iHeart Group could be significant and could adversely affect our business.

If the Separation is deemed to indirectly trigger a change of control of Clear Media Limited, CCOH s subsidiary which is listed on the Hong Kong stock exchange, the persons who acquire control of CCOH in the Separation would be required to make a mandatory offer for 49.58% of the shares of Clear Media Limited, which could have a negative impact on the value of CCOH s investment in Clear Media Limited.

An indirect wholly-owned subsidiary of CCOH owns 50.42% of the issued share capital of Clear Media Limited (Clear Media), a company whose shares are listed on The Stock Exchange of Hong Kong. Pursuant to the iHeartMedia Plan of Reorganization, the shares of New CCOH that will be held by subsidiaries of iHeartCommunications immediately following completion of the Merger will be transferred to certain holders of claims in the iHeart Chapter 11 Cases in the Separation.

Pursuant to the mandatory offer and chain principle provisions under the Hong Kong Code on Takeovers and Mergers, if a person or group of persons acting in concert acquires or consolidates control of a listed company, directly or indirectly, then the person or group of persons acquiring control is required to make a mandatory offer to acquire shares from all other shareholders of the listed company, unless certain exceptions apply. Although we believe that such a mandatory offer should not be required on the basis that (i) CCOH s ownership interest in Clear Media is not significant in relation to CCOH, (ii) the main purpose of the acquisition of New CCOH Common Stock under the iHeartMedia Plan of Reorganization is not to secure control of Clear Media and (iii) no holders of claims who will receive shares of New CCOH Common Stock have been identified to us as acting in concert to obtain control of CCOH, if it should later be determined that the Separation does trigger a change in control under the chain principle provisions and the indirect holding of CCOH in Clear Media is significant to CCOH or the main purpose of the acquisition of New CCOH Common Stock under the iHeartMedia Plan of Reorganization is to secure control of Clear Media, the person or group of persons that acquired control would be required to make a mandatory offer for 49.58% of shares of Clear Media. A mandatory offer may result in the reduction or loss of Clear Media s public float. There is the possibility that after any such mandatory offer, trading in Clear Media s public shares may be suspended due to insufficient publicly held shares, which could negatively affect the price of Clear Media s shares and, in turn, the value of New CCOH s investment in Clear Media.

Risks Relating to the Business

Our results have been in the past, and could be in the future, adversely affected by economic uncertainty or deteriorations in economic conditions.

We derive revenues from the sale of advertising. Expenditures by advertisers tend to be cyclical, reflecting economic conditions and budgeting and buying patterns. Periods of a slowing economy or recession, or periods of economic uncertainty, may be accompanied by a decrease in advertising. For example, the global economic downturn that began in 2008 resulted in a decline in advertising and marketing by our customers, which resulted in a decline in advertising revenues across our businesses. This reduction in advertising revenues had an adverse effect on our revenue, profit margins, cash flow and liquidity. Global economic conditions have been slow to recover and remain uncertain. If economic conditions do not continue to improve, economic uncertainty increases or economic conditions deteriorate again, global economic conditions may once again adversely impact our revenue, profit margins, cash flow and liquidity. Furthermore, because a significant portion of our revenue is derived from local advertisers, our ability to generate revenues in specific markets is directly affected by local and regional conditions, and unfavorable regional economic conditions also may adversely impact our results. In addition, even in the absence of a downturn in general economic conditions, an individual business sector or market may experience a downturn, causing it to reduce its advertising expenditures, which also may adversely impact our results.

We face intense competition in the outdoor advertising business.

We operate in a highly competitive industry, and we may not be able to maintain or increase our current advertising revenues. We compete for advertising revenue with other outdoor advertising businesses, as well as with other media, such as radio, newspapers, magazines, television, direct mail, mobile devices, satellite radio and Internet-based services, within their respective markets. Market shares are subject to change for various reasons including through consolidation of our competitors through processes such as mergers and acquisitions, which could have the effect of reducing our revenue in a specific market. Our competitors may develop technology, services or advertising media that are equal or superior to those we provide or that achieve greater market acceptance and brand recognition than we achieve. It also is possible that new competitors may emerge and rapidly acquire significant market share in any of our business segments. The advertiser/agency ecosystem is diverse and dynamic, with advertiser/agency relationships subject to change. This could have an adverse effect on us if an advertiser client shifts its relationship to an agency with whom we do not have as good a relationship. An increased level of competition for advertising dollars may lead to lower advertising rates as we attempt to retain customers or may cause us to lose customers to our competitors who offer lower rates that we are unable or unwilling to match.

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The success of our street furniture and transit products businesses is dependent on our obtaining key municipal concessions, which we may not be able to obtain on favorable terms.

Our street furniture and transit products businesses require us to obtain and renew contracts with municipalities and transit authorities. Many of these contracts, which require us to participate in competitive bidding processes at each renewal, typically have terms ranging up to 15 years and have revenue share, capital expenditure requirements and/or fixed payment components. Competitive bidding processes are complex and sometimes lengthy and substantial costs may be incurred in connection with preparing bids.

Our competitors, individually or through relationships with third parties, may be able to provide different or greater capabilities or prices or benefits than we can provide. In the past we have not been, and most likely in the future will not be, awarded all of the contracts on which we bid. The success of our business also depends generally on our ability to obtain and renew contracts with private landlords. There can be no assurance that we will win any particular bid, be able to renew existing contracts (on the same or better terms, or at all) or be able to replace any revenue lost upon expiration or completion of a contract. Our inability to renew existing contracts may also result in significant expenses from the removal of our displays. Furthermore, if and when we do obtain a contract, we are generally required to incur significant start-up expenses. The costs of bidding on contracts and the start-up costs associated with new contracts we may obtain may significantly reduce our cash flow and liquidity.

This competitive bidding process presents a number of risks, including the following:

- we expend substantial cost and managerial time and effort to prepare bids and proposals for contracts that we may not win;

- we may be unable to estimate accurately the revenue derived from and the resources and cost structure that will be required to service any contract we win or anticipate changes in the operating environment on which our financial proposal was based; and

- we may encounter expenses and delays if our competitors challenge awards of contracts to us in competitive bidding, and any such challenge could result in the resubmission of bids on modified specifications, or in the termination, reduction or modification of the awarded contract.

Our inability to successfully negotiate, renew or complete these contracts due to third-party or governmental demands and delay and the highly competitive bidding processes for these contracts could affect our ability to offer these products to our clients, or to offer them to our clients at rates that are competitive to other forms of advertising, without adversely affecting our financial results.

Our financial performance may be adversely affected by many factors beyond our control.

Certain factors that could adversely affect our financial performance by, among other things, decreasing overall revenues, the numbers of advertising customers, advertising fees or profit margins include:

unfavorable fluctuations in operating costs, which we may be unwilling or unable to pass through to our customers;

our inability to successfully adopt or our being late in adopting technological changes and innovations that offer more attractive advertising alternatives than what we offer, which could result in a loss of advertising customers or lower advertising rates, which could have a material adverse effect on our operating results and financial performance;

unfavorable shifts in population and other demographics, which may cause us to lose advertising customers as people migrate to markets where we have a smaller presence or which may cause advertisers to be willing to pay less in advertising fees if the general population shifts into a less desirable age or geographical demographic from an advertising perspective;

- adverse political effects and acts or threats of terrorism or military conflicts; and
- unfavorable changes in labor conditions, which may impair our ability to operate or require us to spend more to retain and attract key employees.

In addition, on June 23, 2016, the United Kingdom (the U.K.) held a referendum in which voters approved an exit of the U.K. from the European Union (the E.U.), commonly referred to as Brexit . International outdoor is currently headquartered in the U.K. and transacts business in many key European markets. The U.K. is currently negotiating the terms of its exit from the E.U. In November 2018, the U.K. and the E.U. agreed upon a draft Withdrawal Agreement that sets out the terms of the U.K. s departure. Significant uncertainty, however, continues to surround the terms (and timing) under which the U.K. will leave the E.U. and the consequent impact on the economies of the U.K., the E.U. and other countries. This uncertainty may cause our customers to closely monitor their costs and reduce the amount they spend on advertising. Any of these or similar effects of Brexit could adversely impact our business, operating results, cash flows and financial condition.

Future dispositions, acquisitions and other strategic transactions could pose risks.

We frequently evaluate strategic opportunities both within and outside our existing lines of business. We expect from time to time to pursue strategic dispositions of certain businesses, as well as acquisitions. These dispositions or acquisitions could be material. Dispositions and acquisitions involve numerous risks, including:

- our dispositions may negatively impact revenues from our national, regional and other sales networks;
- our dispositions may make it difficult to generate cash flows from operations sufficient to meet our anticipated cash requirements, including our debt service requirements;
- our acquisitions may prove unprofitable and fail to generate anticipated cash flows;
- to successfully manage our large portfolio of outdoor advertising and other businesses, we may need to:
  - recruit additional senior management as we cannot be assured that senior management of acquired businesses will continue to work for us and we cannot be certain that our recruiting efforts will succeed, and
  - expand corporate infrastructure to facilitate the integration of our operations with those of acquired businesses, because failure to do so may cause us to lose the benefits of any expansion that we decide to undertake by leading to disruptions in our ongoing businesses or by distracting our management;
- we may enter into markets and geographic areas where we have limited or no experience;

we may encounter difficulties in the integration of operations and systems; and

our management s attention may be diverted from other business concerns.

Dispositions and acquisitions of outdoor advertising businesses may require antitrust review by U.S. federal antitrust agencies and may require review by foreign antitrust agencies under the antitrust laws of foreign jurisdictions. We can give no assurances that the DOJ, the FTC or foreign antitrust agencies will not seek to bar us from disposing of or acquiring outdoor advertising businesses or impose stringent undertaking on our business as a condition to the completion of an acquisition in any market where we already have a significant position.

Government regulation of outdoor advertising may restrict our outdoor advertising operations.

U.S. federal, state and local regulations have a significant impact on the outdoor advertising industry and our business. One of the seminal laws is the Highway Beautification Act (HBA), which regulates outdoor advertising on controlled roads in the United States. The HBA regulates the size and location of billboards, mandates a state compliance program, requires the development of state standards, promotes the expeditious removal of illegal signs and requires just compensation for takings. Construction, repair, maintenance, lighting, upgrading, height, size, spacing, the location and permitting of billboards and the use of new technologies for changing displays, such as digital displays, are regulated by federal, state and local governments. From time to time, states and municipalities have prohibited or significantly limited the construction of new outdoor advertising structures. Changes in laws and regulations affecting outdoor advertising, or changes in the interpretation of those laws and regulations, at any level of government, including the foreign jurisdictions in which we operate, could have a significant financial impact on us by requiring us to make significant expenditures or otherwise limiting or restricting some of our operations. Due to such regulations, it has become increasingly difficult to develop new outdoor advertising locations.

From time to time, certain state and local governments and third parties have attempted to force the removal of our displays under various state and local laws, including zoning ordinances, permit enforcement and condemnation. Similar risks also arise in certain of our international jurisdictions. Certain zoning ordinances provide for amortization which is the required removal of legal non-conforming billboards (billboards which conformed with applicable laws and regulations when built, but which do not conform to current laws and regulations) or the commercial advertising placed on such billboards after a period of years. Pursuant to this concept, the governmental body asserts that just compensation is earned by continued operation of the billboard over that period of time. Although amortization is prohibited along all controlled roads, amortization has been upheld along non-controlled roads in limited instances where permitted by state and local law. Other regulations limit our ability to rebuild, replace, repair, maintain and upgrade non-conforming displays. In addition, from time to time third parties or local governments assert that we own or operate displays that either are not properly permitted or otherwise are not in strict compliance with applicable law. If we are increasingly unable to resolve such allegations or obtain acceptable arrangements in circumstances in which our displays are subject to removal, modification or amortization, or if there occurs an increase in such regulations or their enforcement, our operating results could suffer.

A number of state and local governments have implemented or initiated taxes, fees and registration requirements in an effort to decrease or restrict the number of outdoor signs and/or to raise revenue. From time to time, legislation also has been introduced in international jurisdictions attempting to impose taxes on revenue from outdoor advertising or for the right to use outdoor advertising assets. In addition, a number of jurisdictions have implemented legislation or interpreted existing legislation to restrict or prohibit the installation of digital billboards, and we expect these efforts to continue. The increased imposition of these measures, and our inability to overcome any such measures, could reduce our operating income if those outcomes require removal or restrictions on the use of preexisting displays or limit growth of digital displays. In addition, if we are unable to pass on the cost of these items to our clients, our operating income could be adversely affected.

International regulation of the outdoor advertising industry can vary by municipality, region and country, but generally limits the size, placement, nature and density of out-of-home displays. Other regulations limit the subject matter, animation and language of out-of-home displays. Our failure to comply with these or any future international regulations could have an adverse impact on the effectiveness of our displays or their attractiveness to clients as an advertising medium and may require us to make significant expenditures to ensure compliance and avoid certain penalties or contractual breaches. As a result, we may experience a significant impact on our operations, revenue, international client base and overall financial condition.

Regulations and consumer concerns regarding privacy and data protection, or any failure to comply with these regulations, could hinder our operations.

We utilize demographic and other information from and about consumers, business partners and advertisers that we collect directly or receive from third-party vendors. We are subject to numerous federal, state and foreign laws and regulations relating to consumer protection, information security, data protection and privacy, among other things. Many of these laws are still evolving, new laws may be enacted and any of these laws could be amended or interpreted in ways that could adversely affect our business. In addition, changes in consumer expectations and demands regarding privacy and data protection could restrict our ability to receive, collect, use, disclose and derive economic value from demographic and other information related to our consumers, business partners and advertisers, or to transfer employee data within the corporate group. Such restrictions could limit our ability to offer tailored advertising opportunities to our business partners and advertisers. Although we have implemented and are implementing policies and procedures designed to comply with these laws and regulations, any failure or perceived failure by us to comply with our policies or applicable regulatory requirements related to consumer protection, information security, data protection and privacy could result in a loss of confidence in us, damage to our brands, the loss of consumers, business partners and advertisers, as well as proceedings against us by governmental authorities or others, which could hinder our operations and adversely affect our business.

We are subject to numerous federal, state and foreign laws and regulations relating to consumer protection, information security, data protection and privacy, among other things. Many of these laws are still evolving, new laws may be enacted and any of these laws could be amended or interpreted by the courts or regulators in ways that could harm our business. For example, any efforts required to comply with the European General Data Protection Regulation (the GDPR), effective as of May 2018, or the new California Consumer Privacy Act (the CCPA), which is effective as of January 2020, may entail substantial expenses, may divert resources from other initiatives and projects, and could limit the services we are able to offer. In addition, changes in consumer expectations and demands regarding privacy and data protection could restrict our ability to use, disclose and derive economic value from demographic and other information related to our consumers, business partners and advertisers, or to transfer employee data within the corporate group. Such restrictions could limit our ability to offer targeted advertising opportunities to our business partners and advertisers. Although we have implemented and are implementing policies and procedures designed to comply with these laws and regulations, any failure or perceived failure by us to comply with our policies or applicable regulatory requirements related to consumer protection, information security, data protection and privacy could result in a loss of confidence in us, damage to our brands, consumers, business partners and advertisers, as well as proceedings against us by governmental authorities or others, which could hinder our operations and adversely affect our business.

If our security measures are breached, we could lose valuable information, suffer disruptions to our business, and incur expenses and liabilities including damages to our relationships with business partners and advertisers.

Although we have implemented physical and electronic security measures that are designed to protect against the loss, misuse and alteration of our websites, digital assets and proprietary business information as well as, consumer, business partner and advertiser personally identifiable information, no security measures are perfect and impenetrable and we may be unable to anticipate or prevent unauthorized access. A security breach could occur due to the actions of outside parties, employee error, malfeasance or a combination of these or other actions. If an actual or perceived breach of our security occurs, we could lose competitively sensitive business information or suffer disruptions to our business operations, information processes or internal controls. In addition, the public perception of the effectiveness of our security measures or services could be harmed; we could lose consumers, business partners and advertisers. In the event of a security breach, we could suffer financial exposure in connection with penalties, remediation efforts, investigations and legal proceedings and changes in our security and system protection measures. Currently, not all of our systems are fully compliant with the new GDPR standards and, as a result, we may face additional liability in the event of a security breach. The scope of many of the requirements under the GDPR remain unclear. Future case law may determine that the steps we are taking to comply with the GDPR may not be sufficient.

Restrictions on outdoor advertising of certain products may restrict the categories of clients that can advertise using our products.

Out-of-court settlements between the major U.S. tobacco companies and all 50 states, the District of Columbia, the Commonwealth of Puerto Rico and other U.S. territories include a ban on the outdoor advertising of tobacco products.

Other products and services may be targeted in the U.S. in the future, including alcohol products. Most E.U. countries, among other nations, also have banned outdoor advertisements for tobacco products and regulate alcohol advertising. Localized restrictions on the location of advertising for High Fat, Salt and Sugar (HFSS) foods have been implemented in the U.K. Regulations vary across the countries in which we conduct business. Any significant reduction in advertising of products due to content-related restrictions could cause a reduction in our direct revenues from such advertisements and an increase in the available space on the existing inventory of billboards in the outdoor advertising industry.

Environmental, health, safety and land use laws and regulations may limit or restrict some of our operations.

As the owner or operator of various real properties and facilities, we must comply with various foreign, federal, state and local environmental, health, safety and land use laws and regulations. We and our properties are subject to such laws and regulations relating to the use, storage, disposal, emission and release of hazardous and non-hazardous substances and employee health and safety as well as zoning restrictions. Historically, we have not incurred significant expenditures to comply with these laws. However, additional laws which may be passed in the future, or a finding of a violation of or liability under existing laws, could require us to make significant expenditures and otherwise limit or restrict some of our operations.

We are exposed to foreign currency exchange risks because a portion of our revenue is received in foreign currencies and translated to U.S. dollars for reporting purposes.

We generate a portion of our revenues in currencies other than U.S. dollars. Changes in economic or political conditions, including Brexit, in any of the foreign countries in which we operate could result in exchange rate movement, new currency or exchange controls or other currency restrictions being imposed. Because we receive a portion of our revenues in currencies from the countries in which we operate, exchange rate fluctuations in any such currency could have an adverse effect on our profitability. A portion of our cash flows are generated in foreign currencies and translated to U.S. dollars for reporting purposes, and certain of the indebtedness held by our international subsidiaries is denominated in U.S. dollars, and, therefore, significant changes in the value of such foreign currencies relative to the U.S. dollar could have a material adverse effect on our financial condition and our ability to meet interest and principal payments on our indebtedness.

Given the volatility of exchange rates, we cannot assure you that we will be able to effectively manage our currency transaction and/or translation risks. It is possible that volatility in currency exchange rates will have a material adverse effect on our financial condition or results of operations. We expect to experience economic losses and gains and negative and positive impacts on our operating income as a result of foreign currency exchange rate fluctuations.

Doing business in foreign countries exposes us to certain risks not expected to occur when doing business in the United States.

Doing business in foreign countries carries with it certain risks that are not found when doing business in the United States. These risks could result in losses against which we are not insured. Examples of these risks include:

- potential adverse changes in the diplomatic relations of foreign countries with the United States;
- new or increased tariffs or unfavorable changes in trade policy;
- hostility from local populations;

the adverse effect of foreign exchange controls;

government policies against businesses owned by foreigners;

investment restrictions or requirements;

expropriations of property without adequate compensation;

the potential instability of foreign governments;

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- the risk of insurrections;
- risks of renegotiation or modification of existing agreements with governmental authorities;
- difficulties collecting receivables and otherwise enforcing contracts with governmental agencies and others in some foreign legal systems;
- withholding and other taxes on remittances and other payments by subsidiaries;
- changes in tax structure and level; and
- changes in laws or regulations or the interpretation or application of laws or regulations.

Our International operations involve contracts with, and regulation by, foreign governments. We operate in many parts of the world that experience corruption to some degree. Although we have policies and procedures in place that are designed to promote legal and regulatory compliance (including with respect to the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act), our employees, subcontractors and agents could take actions that violate applicable anti-corruption laws or regulations. Violations of these laws, or allegations of such violations, could have a material adverse effect on our business, financial position and results of operations.

We may not be able to generate sufficient cash to service all of our indebtedness and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful

We have a substantial amount of indebtedness. At December 31, 2018, we had $5.3 billion of total indebtedness outstanding, including: (1) $2.7 billion aggregate principal amount of CCWH Senior Notes, net of unamortized discounts of $3.4 million, which mature in November 2022; (2) $2.2 billion aggregate principal amount of CCWH Subordinated Notes, which were scheduled to mature in March 2020 prior to their redemption in 2019; (3) $377.7 million aggregate principal amount outstanding of international subsidiary senior notes, net of unamortized premiums of $2.7 million, which mature in December 2020; and (4) $3.9 million of other debt. On February 12, 2019, CCWH refinanced its CCWH Subordinated Notes, which were scheduled to mature in March 2020, with an aggregate principal amount of $2,235 million of New CCWH Subordinated Notes, which mature in February 2024.

This large amount of indebtedness could have negative consequences for us, including, without limitation:

- requiring us to dedicate a substantial portion of our cash flow to the payment of principal and interest on indebtedness, thereby reducing cash available for other purposes, including to fund operations and capital expenditures, invest in new technology and pursue other business opportunities;
- limiting our liquidity and operational flexibility and limiting our ability to obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions and general corporate or other purposes;

- limiting our ability to adjust to changing economic, business and competitive conditions;

- requiring us to defer planned capital expenditures, reduce discretionary spending, sell assets, restructure existing indebtedness or defer acquisitions or other strategic opportunities;

- limiting our ability to refinance any of the indebtedness or increasing the cost of any such financing;

- making us more vulnerable to an increase in interest rates, a downturn in our operating performance, a decline in general economic or industry conditions or a disruption in the credit markets; and

- making us more susceptible to negative changes in credit ratings, which could impact our ability to obtain financing in the future and increase the cost of such financing.

If compliance with the debt obligations materially hinders our ability to operate our business and adapt to changing industry conditions, we may lose market share, our revenue may decline and our operating results may suffer.

Our ability to make scheduled payments on our debt obligations depends on our financial condition and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We may not be able to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures, sell assets or operations, seek additional capital or refinance our indebtedness. We may not be able to take any of these actions, and these actions may not be successful or permit us to meet our scheduled debt service obligations. Furthermore, these actions may not be permitted under the terms of our existing or future debt agreements.

Our ability to refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and increase our debt service obligations and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments may restrict us from adopting some of these alternatives. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. Our operations and our ability to successfully refinance or extend our debt may also be negatively affected by the iHeart Chapter 11 Cases and the Separation. If we cannot make scheduled payments on our indebtedness we will be in default under one or more of our debt agreements and, as a result we could be forced into bankruptcy or liquidation.

The documents governing our indebtedness contain restrictions that limit our flexibility in operating our business

Our material financing agreements contain various covenants restricting, among other things, our ability to:

- make acquisitions or investments;
- make loans or otherwise extend credit to others;
- incur indebtedness or issue shares or guarantees;
- redeem, repurchase or retire our subordinated debt;
- create liens;
- enter into transactions with affiliates;
- sell, lease, transfer or dispose of assets;
- merge or consolidate with other companies; and

make a substantial change to the general nature of our business.

These restrictions could affect our ability to operate our business and may limit our ability to react to market conditions or take advantage of potential business opportunities as they arise. For example, such restrictions could adversely affect our ability to finance our operations, make strategic acquisitions, investments or alliances, restructure our organization or finance our capital needs. Additionally, our ability to comply with these covenants and restrictions may be affected by events beyond our control. These include prevailing economic, financial and industry conditions. If we breach any of these covenants or restrictions, we could be in default under the agreements governing our indebtedness and, as a result, we would be forced into bankruptcy or liquidation.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements made by us or on our behalf. Except for the historical information, this information statement/prospectus contains various forward-looking statements which represent our expectations or beliefs concerning future events, including, without limitation, our future operating and financial performance, our ability to comply with the covenants in the agreements governing our indebtedness, the availability of capital and the impact of the proposed Separation from iHeartMedia. Statements expressing expectations and projections with respect to future matters are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We caution that these forward-looking statements involve a number of risks and uncertainties and are subject to many variables which could impact our future performance. These statements are made on the basis of management s views and assumptions, as of the time the statements are made, regarding future events and performance. There can be no assurance, however, that management s expectations will necessarily come to pass. Actual future events and performance may differ materially from the expectations reflected in our forward-looking statements. We do not intend, nor do we undertake any duty, to update any forward-looking statements.

A wide range of factors could materially affect future developments and performance, including but not limited to:

- the risk that the iHeart Chapter 11 Cases and the Separation may result in unfavorable tax consequences for New CCOH and impair its ability to utilize federal income tax net operating loss carryforwards in future years;

- the risk that New CCOH may be more susceptible to adverse events as a result of the Separation;

- the risk that New CCOH may be unable to make, on a timely or cost effective basis, the changes necessary to operate as an independent publicly-traded company, and New CCOH may experience increased costs after Separation;

- the risk that the Separation will result in changes in New CCOH s management team and the loss of other key employees, the composition of the board of directors will be different than the current composition of the board of directors;

- the risk that substantial sales of New CCOH Common Stock may occur following the Separation, which could cause the market price of the New CCOH Common Stock to decline;

- risks associated with New CCOH s ability to service its debt obligations and to fund its operations and capital expenditures;

- risks associated with weak or uncertain global economic conditions and their impact on the level of expenditures on advertising, including the effects of Brexit;

industry conditions, including competition;

our ability to obtain key municipal concessions for our street furniture and transit products;

fluctuations in operating costs;

technological changes and innovations;

shifts in population and other demographics;

other general economic and political conditions in the United States and in other countries in which we currently do business, including those resulting from recessions, political events and acts or threats of terrorism or military conflicts;

changes in labor conditions and management;

the impact of future dispositions, acquisitions and other strategic transactions;

- legislative or regulatory requirements;
- regulations and consumer concerns regarding privacy and data protection, and breaches of information security measures;
- increases in tax laws or regulations;
- a breach of security measures;
- restrictions on outdoor advertising of certain products;
- capital expenditure requirements;
- fluctuations in exchange rates and currency values;
- risks of doing business in foreign countries;
- new or increased tariffs or unfavorable changes in trade policy;
- the impact of our substantial indebtedness, including the effect of our leverage on our financial position and earnings;
- the restrictions contained in the agreements governing our indebtedness limiting our flexibility in operating our business; and
- certain other factors set forth under Risk Factors in this information statement/prospectus.

This list of factors that may affect future performance and the accuracy of forward-looking statements is illustrative and is not intended to be exhaustive. Accordingly, all forward-looking statements should be evaluated with the understanding of their inherent uncertainty.

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SELECTED HISTORICAL FINANCIAL DATA OF THE OUTDOOR BUSINESS OF CLEAR CHANNEL HOLDINGS, INC.

The following table sets forth selected historical financial data of the Outdoor Business of CCH for the periods indicated. We have derived the selected financial data for the years ended December 31, 2014 and 2015 from the unaudited carve-out financial statements of the Outdoor Business of CCH for such years. We have derived the selected financial data for the years ended December 31, 2016, 2017 and 2018 from the audited carve-out financial statements of the Outdoor Business of CCH for such years.

The financial statements of the Outdoor Business of CCH consist of a carve-out of the financial statements of the entities and businesses of CCH that operate in the Outdoor Business. After the subsidiaries of CCH (other than CCOH and its subsidiaries) are distributed to a wholly-owned subsidiary of iHeartMedia, CCOH will be merged with and into CCH and CCH will change its name to Clear Channel Outdoor Holdings, Inc. (New CCOH). By the time the shares of New CCOH are distributed to certain creditors of iHeartMedia and to the public stockholders of CCOH, the only assets, liabilities and operations of New CCOH will be those of the Outdoor Business. There will be no remaining assets or obligations, either recognized or unrecognized, within New CCOH that are unrelated to the Outdoor Business after the Merger and Separation. Accordingly, these carve-out financial statements include the operations, assets and liabilities of the Outdoor Business of CCH, and exclude the radio businesses that have historically been reported as part of iHeartMedia s IHM segment (the Radio Businesses) and the subsidiaries of CCH (other than CCOH) prior to the Merger and the Separation. In addition, the carve-out financial statements exclude amounts attributable to CCH, which is a holding company with no independent assets or operations.

CCH believes that carve-out financial statements of the Outdoor Business of CCH would be more useful to users compared to financial statements of CCH that include the Radio Business and other non-Outdoor subsidiaries. This conclusion was based on the fact that investors would not receive shares in New CCOH until after the Radio Businesses have been distributed. Accordingly, the Radio Businesses are not relevant to their investment decisions.

The preparation of carve-out financial statements in conformity with GAAP requires management to make estimates, judgments, and assumptions that affect the amounts reported in the carve-out financial statements and accompanying notes. CCH bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from those estimates.

In addition, the carve-out financial statements of the Outdoor Business of CCH may not be indicative of New CCOH s future performance and do not necessarily reflect what its consolidated results of operations, financial position and cash flows would have been had CCH consisted only of the Outdoor Business and operated as a separate, stand-alone public company for which a controlling interest was not held by iHeartCommunications during the periods presented. These carve-out financial statements of the Outdoor Business of CCH give effect to allocations of expenses from iHeartCommunications. These allocations were made on a specifically identifiable basis or using relative percentages of headcount or other methods management considered to be a reasonable reflection of the utilization of services provided, however, they may not be indicative of the actual results of the Outdoor Business of CCH had CCH consisted only of the Outdoor Business of CCH and had been operating as a separate, stand-alone public company for the periods presented.

The audited carve-out financial statements of the Outdoor Business of CCH as of December 31, 2017 and 2018 and for each of the three years in the period ended December 31, 2018 have been included elsewhere in this information statement/prospectus.

The selected historical data presented below should be read in conjunction with the sections entitled Risk Factors, Management s Discussion and Analysis of Financial Condition and Results of Operations of the

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Outdoor Business of CCH and the carve-out financial statements of the Outdoor Business of CCH and related notes and other financial data included elsewhere in this information statement/prospectus.

(Dollars in thousands)	**Years Ended December 31,**				
	2014	**2015**	**2016**	**2017**	**2018**
	(unaudited)	*(unaudited)*			
Results of Operations Data:					
Revenue	$ 2,961,107	$ 2,806,204	$ 2,679,822	$ 2,588,702	$ 2,721,705
Operating expenses:					
Direct operating expenses	1,600,602	1,485,835	1,418,319	1,409,767	1,470,668
Selling, general and administrative expenses	551,107	527,821	515,421	499,213	522,918
Corporate expenses(1)	131,008	116,523	117,436	143,678	152,090
Depreciation and amortization	406,243	375,962	344,124	325,991	318,952
Impairment charges(2)	3,530	21,631	7,274	4,159	7,772
Other operating income (expense), net	7,259	(4,824)	354,688	26,391	2,498
Operating income	275,876	273,608	631,936	232,285	251,803
Interest expense, net	353,563	355,917	375,029	379,701	388,133
Interest income on Due from iHeartCommunications, net	60,179	61,439	50,309	68,871	393
Loss on Due from iHeartCommunications				(855,648)	
Equity in earnings (loss) of nonconsolidated affiliates	3,789	(289)	(1,689)	(990)	904
Other income (expense), net	15,185	12,387	(70,151)	28,755	(35,297)
Income (loss) before income taxes	1,466	(8,772)	235,376	(906,428)	(170,330)
Income tax benefit (expense)	8,967	(49,943)	(77,499)	280,218	(32,515)
Net income (loss)	10,433	(58,715)	157,877	(626,210)	(202,845)
Amount attributable to noncontrolling interest	26,864	24,629	22,807	18,138	15,395
Net income (loss) attributable to the majority owners of the Outdoor Business of CCH	$ (16,431)	$ (83,344)	$ 135,070	$ (644,348)	$ (218,240)
Balance Sheet Data:					
Current assets	$ 1,038,411	$ 1,556,884	$ 1,330,977	$ 974,172	1,015,800
Property, plant and equipment, net	1,905,651	1,627,986	1,412,833	1,395,029	1,288,938
Total assets	6,279,011	6,295,975	5,708,370	4,670,782	4,522,028
Current liabilities	723,472	920,613	641,718	657,512	729,816
Long-term debt, net of current maturities	4,880,526	5,106,513	5,110,020	5,266,153	5,277,108
Total company deficit	(162,594)	(578,637)	(947,312)	(1,858,294)	(2,101,652)

(1) Includes non-cash compensation expense.
(2) We recorded non-cash impairment charges of $3.5 million, $21.6 million, $7.3 million, $4.2 million and $7.8 million during the years ended December 31, 2014, 2015, 2016, 2017 and 2018, respectively.

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CAPITALIZATION

The following table sets forth our cash and cash equivalents, total debt, total company deficit and total capitalization as of December 31, 2018 on an actual basis and on a pro forma basis to give effect to the CCWH Refinancing and the Transactions as if they had occurred as of such date. You should read this table in conjunction with the information contained in Risk Factors and Unaudited Pro Forma Carve-Out Financial Statements of the Outdoor Business of Clear Channel Holdings, Inc. included in this information statement/prospectus and the carve-out financial statements of the Outdoor Business of CCH and the related notes thereto, which are included in this information statement/prospectus.

	As of December 31, 2018	
(in thousands)	**The Outdoor Business of CCH Actual**	**New CCOH Pro Forma**
Cash and cash equivalents	$ 182,456	$ 392,987
Debt:		
Clear Channel Worldwide Holdings Senior Notes:		
6.50% Series A Senior Notes due 2022	735,750	735,750
6.50% Series B Senior Notes due 2022	1,989,250	1,989,250
Clear Channel Worldwide Holdings Senior Subordinated Notes:		
7.625% Series A Senior Subordinated Notes due 2020 (1)	275,000	
7.625% Series B Senior Subordinated Notes due 2020 (1)	1,925,000	
9.25% Senior Subordinated Notes due 2024 (1)		2,235,000
Receivables-based credit facility due 2023 (2)		
Clear Channel International B.V. Senior Notes due 2020	375,000	375,000
Other debt	3,882	3,882
Original issue discount	(739)	(739)
Long-term debt fees	(25,808)	(46,574)
Total Debt	5,277,335	5,291,569
Preferred stock, par value $.01 per share		45,000
Company Deficit:		
Noncontrolling interest	160,362	160,362
Majority owner s net investment	(1,917,525)	
New CCOH common stock, par value $.01 per share		3,655
Additional paid-in capital		3,079,740
Accumulated deficit		(4,981,256)
Accumulated other comprehensive income	(344,489)	(344,489)
Total Company Deficit	(2,101,652)	(2,081,988)
Total Capitalization	$ 3,175,683	$ 3,209,581

(1) In February 2019, CCWH refinanced its $275.0 million aggregate principal amount of Series A CCWH Subordinated Notes and $1,925.0 million aggregate principal amount of Series B CCWH Subordinated Notes with the proceeds of $2,235.0 million aggregate principal amount of New CCWH Subordinated Notes.

(2) The receivables-based credit facility provides for borrowings up to $125.0 million. As of December 31, 2018, we had $94.4 million of letters of credit outstanding, and a borrowing limit of $125.0 million, resulting in $30.6 million of excess availability under the receivables-based credit facility.

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UNAUDITED PRO FORMA CARVE-OUT FINANCIAL STATEMENTS OF THE OUTDOOR BUSINESS OF CLEAR CHANNEL HOLDINGS, INC.

The following unaudited pro forma carve-out financial statements have been developed by applying pro forma adjustments to the historical carve-out financial statements of the Outdoor Business of CCH included in this information statement/prospectus. The unaudited pro forma carve-out balance sheet as of December 31, 2018 gives effect to the CCWH Refinancing and the Transactions as if they had occurred on December 31, 2018. The unaudited pro forma carve-out statement of operations for the year ended December 31, 2018 gives effect to the CCWH Refinancing and the Transactions as if they had occurred on January 1, 2018. All pro forma adjustments and underlying assumptions are described more fully in the notes to the unaudited pro forma carve-out financial statements.

The unaudited pro forma carve-out financial information presented in this information statement/prospectus is for illustrative purposes only and is not necessarily indicative of the financial position or results of operations that would have been realized if the CCWH Refinancing and the Transactions were completed on the dates indicated, nor is it indicative of future operating results or financial position. The pro forma adjustments are based upon available information and certain assumptions that management believes to be reasonable. Because the Transactions have not been completed as of the date of this information statement/prospectus, the estimates and assumptions regarding the impact of the Transactions are preliminary. The actual impact of the Transactions will be determined when effectuated, and management expects the actual impacts to differ from the estimates and assumptions used in these unaudited pro forma carve-out financial statements and these differences could be material. Furthermore, the ability of New CCOH to realize the benefits of the Transactions remains subject to a number of risks and uncertainties. See Risk Factors.

The unaudited pro forma carve-out statement of operations does not include the effects of nonrecurring impacts arising directly as a result of the Transactions. The unaudited pro forma carve-out balance sheet as of December 31, 2018 and the unaudited pro forma carve-out statement of operations for the year ended December 31, 2018 have been derived from the audited historical carve-out financial statements of the Outdoor Business of CCH included in this information statement/prospectus. The amounts in the tables may not add due to rounding.

You should read these unaudited pro forma carve-out financial statements in conjunction with:

- the accompanying notes to the unaudited pro forma carve-out financial statements;
- the audited historical carve-out financial statements of the Outdoor Business of CCH as of and for the year ended December 31, 2018 included in this information statement/prospectus; and
- Management s Discussion and Analysis of Financial Condition and Results of Operations of the Outdoor Business of CCH included in this information statement/prospectus.

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OUTDOOR BUSINESS OF CLEAR CHANNEL HOLDINGS, INC.

UNAUDITED PRO FORMA CARVE-OUT BALANCE SHEET

As of December 31, 2018

(dollars in thousands)

	Historical	Transaction Adjustments		Pro Forma
ASSETS				
Cash and cash equivalents	$ 182,456	$ 210,531	A, B, C, F	$ 392,987
Accounts receivable, net of allowance	706,309			706,309
Prepaid expenses	95,734			95,734
Other current assets	31,301			31,301
Total Current Assets	1,015,800	210,531		1,226,331
PROPERTY, PLANT AND EQUIPMENT				
Structures, net	1,053,016			1,053,016
Other property, plant and equipment, net	235,922			235,922
INTANGIBLE ASSETS AND GOODWILL				
Indefinite-lived intangibles permits	971,163			971,163
Other intangible assets, net	252,862	86,156	D	339,018
Goodwill	706,003			706,003
OTHER ASSETS				
Due from iHeartCommunications	154,758	(154,758)	B	
Other assets	132,504			132,504
Total Assets	**$ 4,522,028**	**$ 141,929**		**$ 4,663,957**
CURRENT LIABILITIES				
Accounts payable	$ 113,714	$		113,714
Accrued expenses	530,823	(1,004)	F	529,819
Deferred income	85,052			85,052
Current portion of long-term debt	227			227
Total Current Liabilities	729,816	(1,004)		728,812
Long-term debt	5,277,108	14,234	F	5,291,342
Due to iHeartCommunications post-petition	21,591	(21,591)	C	
Deferred income taxes	335,015	85,626	H	420,641
Other long-term liabilities	260,150			260,150
Commitments and contingent liabilities				
Preferred stock, par value $.01 per share		45,000	A	45,000
COMPANY DEFICIT				

Noncontrolling interest	160,362			160,362
Majority owner s net investment	(1,917,525)	1,917,525	E, G	
New CCOH common stock, par value $.01 per share		3,655	E	3,655
Additional paid-in capital		3,079,740	E, G	3,079,740
Accumulated deficit		(4,981,256)	B, C, D, F, G	(4,981,256)
Accumulated other comprehensive income	(344,489)			(344,489)
Total Company Deficit	(2,101,652)	19,664		(2,081,988)
Total Liabilities and Company Deficit	**$ 4,522,028**	**$ 141,929**		**$ 4,663,957**

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OUTDOOR BUSINESS OF CLEAR CHANNEL HOLDINGS, INC.

UNAUDITED PRO FORMA CARVE-OUT STATEMENT OF OPERATIONS

For the Year Ended December 31, 2018

(dollars in thousands)

	Historical	Transaction Adjustments		Pro Forma
Revenue	$ 2,721,705	$		$ 2,721,705
Operating expenses:				
Direct operating expenses (excludes depreciation and amortization)	1,470,668			1,470,668
Selling, general and administrative expenses (excludes depreciation and amortization)	522,918			522,918
Corporate expenses (excludes depreciation and amortization)	152,090	(38,571)	J	113,519
Depreciation and amortization	318,952	8,990	K	327,942
Impairment charges	7,772			7,772
Other operating income, net	2,498			2,498
Operating income	251,803	29,581		281,384
Interest expense, net	388,133	40,225	L	428,358
Interest income on Due from iHeartCommunications Note	393	(393)	I	
Equity in earnings of nonconsolidated affiliates	904			904
Other expense, net	(35,297)			(35,297)
Loss before income taxes	(170,330)	(11,037)		(181,367)
Income tax expense	(32,515)	2,759	M	(29,756)
Net loss	(202,845)	(8,278)		(211,123)
Less amount attributable to noncontrolling interest	15,395			15,395
Net loss to the Outdoor Business of Clear Channel Holdings, Inc.	$ (218,240)	$ (8,278)		$ (226,518)

NOTES TO UNAUDITED PRO FORMA CARVE-OUT FINANCIAL STATEMENTS

NOTE 1: BASIS OF PRESENTATION

The unaudited pro forma carve-out financial statements have been developed by applying pro forma adjustments to the historical carve-out financial statements of the Outdoor Business of CCH included in this information statement/prospectus. The unaudited pro forma carve-out balance sheet as of December 31, 2018 gives effect to the Transactions as if they occurred on December 31, 2018. The unaudited pro forma carve-out statement of operations for the year ended December 31, 2018 gives effect to the Transactions as if they occurred on January 1, 2018.

As more fully discussed elsewhere in this information statement/prospectus, the Separation of the Outdoor Business of CCH will be effectuated through the following series of transactions:

- CCH will be released from its guarantees of all of iHeartCommunications pre-petition indebtedness and its guarantee of the iHeartCommunications debtor-in-possession credit facility.

- The equity interests of the all subsidiaries of CCH, other than CCOH, will be transferred to Radio Newco in exchange for common stock and preferred stock of Radio Newco, and CCH will sell preferred stock of Radio Newco to third parties for cash.

- CCH will distribute the common stock of Radio Newco, and the proceeds of the sale of the Radio Newco preferred stock, to iHeartCommunications.

- The outstanding shares of CCOH Class B Common Stock will be converted into shares of CCOH Class A Common Stock.

- CCOH will merge with and into CCH with CCH surviving and changing its name to Clear Channel Outdoor Holdings, Inc. (New CCOH).

- The outstanding shares of CCOH Class A Common Stock held by the public stockholders of CCOH will be converted in the Merger into an equal number of shares of New CCOH Common Stock.

- New CCOH will sell New CCOH Preferred Stock to third parties for cash.

- iHeartCommunications will transfer the shares of New CCOH Common Stock it owns to holders of claims pursuant to the iHeartMedia Plan of Reorganization.

In addition, as part of the Settlement Agreement more fully discussed elsewhere in this information statement/prospectus, iHeartCommunications, CCH and CCOH agreed to the following:

The termination of the cash sweep agreement under the Corporate Services Agreement and any agreements or licenses requiring royalty payments to the Debtors by CCOH for trademarks or other intellectual property (Trademark License Fees).

The entry into a new Transition Services Agreement to provide administrative services currently and historically provided to CCOH by iHeartCommunications.

The waiver by the Debtors of any Trademark License Fees charged during the post-petition period.

The repayment of the post-petition intercompany balance due to CCOH, after being adjusted for the Trademark License Fees charged to CCOH during the post-petition period.

The contribution by iHeartMedia of the rights, title and interest in and to all tradenames, trademarks, service marks, common law marks and other rights related to the Clear Channel tradename (the CC Intellectual Property).

The payment by the Debtors to CCOH of $149.0 million as CCOH s recovery of its claim under the Due from iHeartCommunications Note.

An unsecured line of credit to be provided by iHeartCommunications to CCOL in an aggregate amount not to exceed $200 million at the Prime rate of interest.

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In addition, in February 2019, CCWH, a wholly-owned subsidiary of CCOH, refinanced its $275.0 million aggregate principal amount of Series A CCWH Subordinated Notes and $1,925.0 million aggregate principal amount of Series B CCWH Subordinated Notes with the proceeds from the issuance of $2,235.0 million aggregate principal amount of New CCWH Subordinated Notes.

NOTE 2: PRO FORMA ADJUSTMENTS FOR THE SEPARATION

Pro Forma Balance Sheet Adjustments

In order to reflect the pro forma capital structure of the Outdoor Business of CCH, the unaudited pro forma carve-out balance sheet as of December 31, 2018 includes the following adjustments related to the Transactions:

A. The issuance by New CCOH of 45,000 shares of New CCOH Preferred Stock for cash in an aggregate amount equal to $44.1 million, net of issuance costs. The New CCOH Preferred Stock includes repurchase rights, pursuant to which the holders of New CCOH Preferred Shares may require a designated subsidiary of New CCOH to purchase the shares after the fifth anniversary of issuance. As a result, the New CCOH Preferred Shares will be considered mandatorily redeemable and are therefore being classified in the mezzanine section between Other long-term liabilities and Company deficit on the unaudited pro forma carve-out balance sheet.

B. The payment by iHeartCommunications to CCOH of $149.0 million as CCOH s recovery of its claims under the Due from iHeartCommunications Note.

C. The payment by the Debtors of $10.2 million in settlement of the intercompany balance of $21.6 million as of December 31, 2018, after adjusting for the waiver and repayment of post-petition royalties license fees for the year ended December 31, 2018 of $31.8 million. In addition, any intercompany balance that accrues under the existing Corporate Services Agreement (after the termination of royalties and license fees on intellectual property) in favor of iHeartCommunications or CCOH from January 1, 2019 through the Effective Date will be paid by CCOH or iHeartCommunications, as applicable, within five business days of the Effective Date.

D. The contribution of the CC Intellectual Property at its historical book value of $86.2 million.

E. The issuance and conversion of shares of CCOH Common Stock in the Merger. Each share of CCOH Class A Common Stock (other than shares of CCOH Class A Common Stock held by CCH and its subsidiaries) (approximately 39,724,178 shares as of December 31, 2018) issued and outstanding immediately prior the the Merger will be cancelled and converted into the right to receive one share of New CCOH Common Stock. Each share of CCOH Class A Common Stock held by its subsidiaries will be cancelled and retired, and no shares of New CCOH Common Stock will be exchanged for such shares. The outstanding shares of CCH common stock immediately before the Merger will convert into a number of shares of New CCOH Common Stock equal to the number of shares of CCH Common Stock held by CCH immediately before the Merger (325,726,917 shares). As a result, based on the number of shares outstanding on the Record Date, New CCOH is expected to have approximately 365,581,618 shares outstanding upon consummation of the Transactions.

F. The refinancing of $2,200.0 million aggregate principal amount of CCWH Subordinated Notes with the proceeds from the issuance of $2,235.0 million aggregate principal amount of New CCWH Subordinated Notes. As part of the refinancing, CCOH wrote-off $6.0 million in unamortized debt issuance costs related to the CCWH Subordinated Notes and incurred $26.8 million in debt issuance costs related to the issuance of New CCWH Subordinated Notes. In addition, accrued interest of $1.0 million on the CCWH Subordinated Notes as of December 31, 2018 was paid. The refinancing resulted in net cash proceeds of $7.2 million.

G. The re-designation of majority owner s net investment in CCH as stockholders deficit. As a result of the Separation, (i) the majority owner s net investment in CCH will be re-designated as stockholders deficit, (ii) New CCOH s additional paid-in capital will reflect CCOH s additional paid-in capital, as adjusted for the elimination of CCOH s treasury stock, and (iii) New CCOH s accumulated deficit will reflect CCOH s accumulated deficit, less the write-off of $6.0 million in unamortized debt issuance costs related to the CCWH Subordinated Notes as described in adjustment F, plus the $90.6 million gain on the settlement of the Due from iHeartCommunications Note (which gain includes the historical book value of the CC Intellectual Property), plus the forgiveness of the $21.6 million intercompany balance that accrued from the petition date through December 31, 2018.

H. The reduction of deferred tax assets for federal and state net operating loss carryforwards of $85.6 million that will occur at the time of Separation, which is offset in part by a reduction in valuation allowance. Upon completion of the Separation and in connection with iHeartMedia s emergence from bankruptcy proceedings under Chapter 11 of the Bankruptcy Code, the Company s federal and state net operating loss carryforwards will be reduced in accordance with Code Section 108 due to cancellation of debt income, which is not includable in U.S. federal taxable income. The estimated remaining federal and state net operating loss carryforwards upon Separation is zero. Additionally, as a result of the series of transactions to effect the Separation, the Company expects to generate a federal capital loss carryforward which will be available to offset capital gains that may arise in future periods. The resulting deferred tax asset of $120 million is fully offset by valuation allowance in the pro forma adjustment to deferred income taxes.

Pro Forma Statement of Operations Adjustments

The unaudited pro forma carve-out statement of operations for the year ended December 31, 2018 includes the following adjustments related to the Transactions:

I. Elimination of interest income of $0.4 million recognized on the Due to iHeartCommunications post-petition balance.

J. Elimination of trademark license fees of $38.6 million for the year ended December 31, 2018 charged to CCOH under any agreements or licenses requiring royalty payments to the Debtors by CCOH for trademarks or other intellectual property.

K. Increase in amortization expense of $9.0 million for the year ended December 31, 2018 as a result of the contribution of the CC Intellectual Property to New CCOH with a remaining useful life of 9.6 years as of December 31, 2018.

L. Net increase in interest expense of $40.2 million, resulting from the elimination of interest recognized in relation to the CCWH Subordinated Notes of $171.9 million in the year ended December 31, 2018 and the addition of interest expense of $212.1 million in relation to the New CCWH Subordinated Notes.

M. The adjustments to income tax expense have been calculated assuming a 25% statutory tax rate for the year ended December 31, 2018, which is comprised of the U.S. federal tax rate of 21% and a blended 4% rate to account for the various state and local tax jurisdictions in which the Company operates for the year ended December 31, 2018. The effects on income tax expense attributed to the reduction in the deferred tax assets for net operating loss carryforwards and the adjustments to the opening balance of valuation allowance are not included in the unaudited proforma carve-out statement of operations because the items are non-recurring in nature.

The pro forma statement of operations assumes that the costs to be incurred under the new Transition Services Agreement are equivalent to the costs of the services charged to CCOH historically under the Corporate Services Agreement. These pro forma financial statements do not adjust for the one-time costs incurred by CCOH in connection with the Transactions, some but not all of which will be reimbursed under the Settlement Agreement.

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COMPARATIVE HISTORICAL AND PRO FORMA PER SHARE DATA

The following table sets forth, for the year ended December 31, 2018, certain per share financial information on a historical and pro forma basis. Except for the historical information as of and for the year ended December 31, 2018, the information in the table is unaudited. You should read the data with the historical carve-out financial statements and related notes of the Outdoor Business of CCH included elsewhere in this information statement/prospectus.

Because CCH is currently a wholly-owned subsidiary of iHeartCommunications and historically has not had a meaningful number of shares outstanding, the historical per share data is calculated using the number of shares of CCOH Common Stock outstanding. The pro forma earnings per share data was calculated by dividing pro forma net loss attributable to the majority owners of the Outdoor business of CCH per the pro forma carve-out statements of operations by the weighted average number of shares of CCOH Common Stock outstanding for the period. The pro forma book value per share information was calculated by dividing total pro forma Accumulated deficit of the Outdoor business of CCH by the number of shares of CCOH Common Stock outstanding at the end of the period. The number of New CCOH shares outstanding after the Merger will be the same as the number of CCOH shares outstanding immediately prior to the Merger.

The pro forma amounts in the table below are presented for illustrative purposes only and do not indicate what the financial position or the results of operations of the combined company would have been had the Transactions occurred as of the date or for the period presented. The pro forma amounts also do not indicate what the financial position or future results of operations of the combined company will be. You should not rely on the pro forma information as being indicative of the historical results that would have occurred or the future results that the combined company will experience after the Transactions.

	Historical	New CCOH Pro Forma
Basic loss per common share from continuing operations		
Year ended December 31, 2018	$(0.60)	$ (0.63)
Diluted loss per common share from continuing operations		
Year ended December 31, 2018	(0.60)	(0.63)
Cash dividends declared per common share		
Year ended December 31, 2018	(0.08)	(0.08)
Book value per common share		
As of December 31, 2018	(13.68)	(13.63)

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MARKET PRICE AND DIVIDEND INFORMATION

CCOH s Stock Information

Shares of CCOH s Class A Common Stock trade on the NYSE under the symbol CCO. On December 14, 2018, the last trading day before announcement of the Settlement Agreement, the last sale price of CCOH Class A Common Stock reported by the NYSE was $5.79. On March 27, 2019, the last practicable trading day for which information is available as of the date of this information statement/prospectus, the last sale price of CCOH Class A Common Stock reported by the NYSE was $5.12. There were 157 stockholders of record as of March 27, 2019. This figure does not include an estimate of the indeterminate number of beneficial holders whose shares may be held of record by brokerage firms and clearing agencies.

There is no established public trading market for CCOH Class B Common Stock. There were 315,000,000 shares of CCOH Class B Common Stock outstanding on December 1, 2018. iHeartCommunications, indirectly through its subsidiaries CCH, Broader Media, LLC and CC Finco, LLC, holds all of the shares of CCOH Class B Common Stock outstanding and 10,726,917 shares of CCOH Class A Common Stock, representing 89.1% of the shares outstanding and approximately 99% of the voting power. The holders of CCOH Class A Common Stock and CCOH Class B Common Stock have identical rights, except holders of CCOH Class A Common Stock are entitled to one vote per share while holders of CCOH Class B Common Stock are entitled to 20 votes per share. The shares of CCOH Class B Common Stock are convertible, at the option of the holder at any time or upon any transfer, into shares of Class A Common Stock on a one-for-one basis, subject to certain limited exceptions. Pursuant to the Merger Agreement, CCH will agree to convert, and to cause Broader Media, LLC to convert, all of their CCOH Class B Common Stock into CCOH Class A Common Stock prior to the Merger.

CCH s Stock Information

CCH is not currently traded on any stock exchange or quoted on any market.

CCOH Dividend Policy

CCOH does not pay regularly scheduled dividends, and its ability to pay dividends on its common stock is subject to restrictions should it seek to do so at any time prior to the Effective Time of the Merger. On January 7, 2016, CCOH paid a special dividend in an amount equal to $0.6026 per share to the holders of record of its Class A and Class B common stock at the close of business on January 4, 2016. On February 4, 2016, CCOH paid a special dividend in an amount equal to $1.4937 per share to the holders of record of its Class A and Class B common stock at the close of business on February 1, 2016. On February 23, 2017, CCOH paid a special dividend in an amount equal to $0.7797 per share to the holders of its Class A and Class B common stock at the close of business on February 20, 2017. On October 5, 2017, CCOH paid a special dividend in an amount equal to $0.0687 per share to the holders of its Class A and Class B common stock at the close of business on October 2, 2017. On October 31, 2017, CCOH paid a special dividend in an amount equal to $0.0687 per share to the holders of its Class A and Class B common stock at the close of business on October 26, 2017. On January 24, 2018, CCOH paid a special dividend in an amount equal to $0.0824 per share to the holders of its Class A and Class B common stock at the close of business on January 19, 2018.

CCOH is a holding company with no independent operations and no significant assets other than the stock of its subsidiaries and the Due from iHeartCommunications Note. CCOH, therefore, is dependent on the receipt of dividends or other distributions from its subsidiaries or repayment by iHeartCommunications of amounts outstanding under the Due from iHeartCommunications Note to pay dividends. Pursuant to an order entered by the Bankruptcy Court, as of March 14, 2018, the balance of the Due from iHeartCommunications Note was frozen.

In addition, the agreements governing CCOH s indebtedness contain restrictions on its ability to pay dividends. If CCOH were to declare and pay cash dividends prior to the Merger, holders of CCOH Class A

Common Stock and CCOH Class B Common Stock would share equally, on a per share basis, in any such cash dividend. See Management s Discussion and Analysis of Financial Condition and Results of Operations of the Outdoor Business of CCH Liquidity and Capital Resources Sources of Capital .

CCH Dividend Policy

CCH has not historically had a dividend policy. As a holder of CCOH s common stock, CCH received the special dividends from CCOH described above, directly and indirectly through its subsidiaries. CCH used the proceeds of these dividends to pay dividends in the same amount to iHeartCommunications.

CCH currently does not intend to pay regular quarterly dividends on the shares of New CCOH common stock. New CCOH will be a holding company with no independent operations and no significant assets other than the stock of its subsidiaries. New CCOH, therefore, is dependent on the receipt of dividends or other distributions from its subsidiaries to pay dividends. In addition, the agreements governing CCOH s indebtedness, which New CCOH will assume in connection with the Merger, will restrict New CCOH s ability to pay dividends.

THE IHEARTMEDIA RESTRUCTURING

Overview

On March 14, 2018, iHeartMedia and the other Debtors (including CCH) filed the iHeart Chapter 11 Cases under Chapter 11 of the Bankruptcy Code in the Bankruptcy Court. CCOH and its direct and indirect subsidiaries did not file voluntary petitions for relief under the Bankruptcy Code and are not Debtors in the iHeart Chapter 11 Cases. The Debtors commenced the iHeart Chapter 11 Cases with a balance sheet that carried approximately $16 billion of indebtedness. In 2017, this indebtedness required payment of approximately $1.4 billion of cash interest.

The Debtors engaged in numerous negotiations starting in 2016 with certain holders of the Debtors indebtedness in an effort to reach an agreement regarding a restructuring of the Debtors debt. These negotiations led to the entry into a Restructuring Support Agreement on March 16, 2018 (iHeart RSA). Pursuant to the iHeart RSA, the transactions embodied by the iHeartMedia Plan of Reorganization enjoy the support of holders of nearly $12 billion of outstanding debt obligations across the Debtors capital structure (including outstanding indebtedness held by the Debtors and their affiliates), as well as the Debtors equity sponsors (who also hold a significant amount of the Debtors outstanding indebtedness).

The iHeartMedia Plan of Reorganization

On April 28, 2018, the Debtors filed the iHeartMedia Plan of Reorganization and the related Disclosure Statement with the Bankruptcy Court. Thereafter, the Debtors filed a second, third and fourth amended Plan of Reorganization and amended versions of the Disclosure Statement. On September 20, 2018, the Bankruptcy Court entered an order approving the Disclosure Statement and related solicitation and notice procedures for voting on the iHeartMedia Plan of Reorganization. On October 10, 2018, the Debtors filed a fifth amended Plan of Reorganization and the Disclosure Statement Supplement. On October 18, 2018, the Bankruptcy Court entered an order approving the Disclosure Statement Supplement and the continued solicitation of holders of general unsecured claims for voting on the iHeartMedia Plan of Reorganization. The deadline for holders of claims and interests to vote on the iHeartMedia Plan of Reorganization was November 16, 2018. More than 90% of the votes cast by holders of claims and interests entitled to vote thereon accepted the iHeartMedia Plan of Reorganization.

On January 22, 2019, the Debtors filed a modified fifth amended Plan of Reorganization and the Bankruptcy Court entered an order confirming the iHeartMedia Plan of Reorganization. The iHeartMedia Plan of Reorganization is subject to certain conditions to its effectiveness, including the receipt of certain governmental approvals. Although the timing of when and if all such conditions will be satisfied or otherwise waived is inherently uncertain, iHeartMedia currently anticipates the iHeartMedia Plan of Reorganization will become effective and iHeartMedia will emerge from Chapter 11 during the second quarter of 2019.

The iHeartMedia Plan of Reorganization contemplates that the iHeart business and CCOH outdoor businesses will be separated through a taxable separation as described elsewhere in this information statement/prospectus. The iHeartMedia Plan of Reorganization also contemplates that the business that results following the restructuring of iHeartMedia after the Radio Distribution and the Separation (Reorganized iHeartMedia) will emerge from Chapter 11 with new debt of $5.75 billion. In addition, Reorganized iHeartMedia will have access to a new ABL facility that will, among other things, provide working capital and fund distributions under the iHeartMedia Plan of Reorganization.

The effectiveness of iHeartMedia Plan of Reorganization is subject to the satisfaction or waiver of a number of conditions, including the following, among others:

the entry by the Bankruptcy Court of an order confirming the iHeartMedia Plan of Reorganization pursuant to section 1129 of the Bankruptcy Code;

Reorganized iHeartMedia shall have entered into a new ABL credit agreement;

all claims under the DIP Facility shall have been repaid or converted into indebtedness under the new ABL credit agreement;

new debt, common stock and special warrants shall have been issued by Reorganized iHeartMedia to holders of claims in the iHeart Chapter 11 Cases;

the Separation is effected pursuant to the terms of the iHeartMedia Plan of Reorganization and the preferred stock shall have been issued by New CCOH;

the approval of the Federal Communications Commission of the transfer of control of iHeartMedia and any other authorizations, consents, regulatory approvals, rulings or documents required to implement the iHeartMedia Plan of Reorganization shall have been obtained;

a professional fee escrow account shall have been established and funded;

the reorganized Debtors shall have entered into all documents effectuating the Separation; and

the iHeart RSA shall not have been terminated.

On December 16, 2018, CCOH, GAMCO Asset Management Inc. (GAMCO), Norfolk County Retirement System (Norfolk), Bain Capital Partners, LLC, Bain Capital LP and Thomas H. Lee Partners, L.P. (together, the Sponsor Entities), as the private equity sponsors and majority owners of iHeartMedia, the Debtors, the members of the CCOH Board, and the members of the committee appointed by the CCOH Board (the Delaware Settlement Parties), through their respective counsel, entered into a settlement agreement (the Settlement Agreement) that embodies the terms of (i) a global settlement of all direct or derivative claims by or on behalf of GAMCO and Norfolk, both individually and on behalf of the putative class of public shareholders of CCOH, against certain members of the CCOH Board, the Sponsor Entities, iHeartCommunications, iHeartMedia, CCOH and the Debtors, including in the derivative lawsuit in the Court of Chancery of the State of Delaware, captioned *Norfolk County Retirement System, v. Hendrix, et al.*, C.A. No. 2017-0930-JRS (Del. Ch) (the Norfolk Action), the putative class action lawsuit in the Court of Chancery of the State of Delaware, captioned *GAMCO Asset Management, Inc. v. Hendrix, et al.*, C.A. No. 2018-0633-JRS (Del. Ch) (the GAMCO Action and together with the Norfolk Action, the Delaware Actions) and the iHeart Chapter 11 Cases, and (ii) the Separation in accordance with the iHeartMedia Plan of Reorganization.

The Settlement Agreement contemplates that in connection with the Separation (i) the cash sweep arrangement under the Corporate Services Agreement between CCOH and iHeartCommunications will terminate, (ii) any agreements or licenses requiring royalty payments to the Debtors by the Company for trademarks or other intellectual property will terminate, which aggregated to $38.6 million for the year ended December 31, 2018, and (iii) the new Transition Services Agreement will supersede and replace the existing Corporate Services Agreement. In exchange, the Debtors agreed to waive (i) the set-off for the value of the intellectual property transferred, including royalties incurred through December 31, 2018, which aggregated to $31.8 million on a post-petition basis through December 31, 2018 and (ii) the repayment of the post-petition intercompany balance outstanding in favor of the Debtors as of December 31, 2018, which was equal to $21.6 million as of December 31, 2018. As a result, iHeartMedia will make a net payment to CCOH of $10.2 million promptly after the Effective Date. In addition, the Settlement Agreement provides that after the Separation, (i) iHeartCommunications will provide the iHeartCommunications Line of Credit for a period of no more than three years following the Effective Date, (ii) iHeartMedia will indemnify CCOH for 50% of certain tax liabilities imposed on CCOH in connection with the Separation on or prior to the third anniversary of the Separation in excess of $5.0 million, with iHeartMedia s aggregate liability limited to $15.0 million, and (iii) iHeartMedia will reimburse CCOH for one-third of potential costs relating to certain agreements between CCOH and third parties in excess of $10.0 million up to the first $35.0 million of such costs such that iHeartMedia will not bear more than $8.33 million of such costs. The parties agreed that CCOH will recover 14.44%, or approximately $149.0 million, in cash on its allowed claim of $1,031.7 million under Due from iHeartCommunications Notes, and to mutual releases, including a release of all claims that have been asserted, could have been asserted or ever could be asserted with respect to the iHeart Chapter 11 Cases and the actions brought by or on behalf of GAMCO and Norfolk, both individually and on behalf of the putative class of public shareholders of CCOH.

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Intercompany Agreements

Upon iHeartMedia s emergence from Chapter 11 and the consummation of the Transactions, each of the following will be terminated, canceled and be of no further force or effect (including any provisions that purport to survive termination): (i) all agreements, arrangements, commitments or understandings, whether or not in writing, between or among members of the Outdoor Group, on the one hand, and members of the iHeart Group, on the other hand, relating to the sweep of the cash balance in CCOH s concentration account to iHeartCommunications master account, (ii) that certain Master Agreement, dated as of November 16, 2005, by and between iHeartCommunications and CCOH (the Master Agreement), (iii) that certain Employee Matters Agreement, dated as of November 10, 2005, by and between iHeartCommunications and CCOH (the Employee Matters Agreement), (iv) that certain Corporate Services Agreement, dated as of November 10, 2005, by and between iHeartMedia Management Services, Inc. and CCOH (the Corporate Service Agreement) and (v) that certain Amended and Restated License Agreement, dated as of November 10, 2005, by and between iHM Identity, Inc. and Outdoor Management Services, Inc., as amended by that certain First Amendment dated as of January 1, 2011 (the Amended and Restated License Agreement). The Settlement Agreement contemplates that the parties will enter into separation documents substantially in the forms attached to the Settlement Agreement, including (i) the Separation Agreement, (ii) the Transition Services Agreement, (iii) the Tax Matters Agreement, (iv) the Merger Agreement, (v) an amended and restated version of that certain EBIT Program Agreement, dated as of November 10, 2005, by and between iHeartCommunications and New CCOH, as amended by that certain Amendment to EBIT Program Agreement, dated as of September 18, 2012 (the New EBIT Agreement), and (vi) a revolving loan agreement governing the terms of the iHeartCommunications Line of Credit.

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INFORMATION ABOUT THE TRANSACTIONS

Overview

The Transactions consist of a series of transactions to effect the Separation in conjunction with iHeartMedia s emergence from bankruptcy proceedings under Chapter 11 of the Bankruptcy Code. Prior to the Transactions, CCH will be granted the Guarantee Release. CCH will not be a guarantor of any iHeartCommunications debt following the consummation of the Transactions.

The Transactions will consist of the following principal steps:

First, Broader Media will distribute the 100,000,000 shares of CCOH Class B Common Stock it holds to CCH, CC Finco will distribute the 10,726,917 shares of CCOH Class A Common Stock it holds to CCH, and all of the shares of CCOH Class B Common Stock then held by CCH will be converted into CCOH Class A Common Stock pursuant to the provisions of CCOH s certificate of incorporation prior to the Merger. As a result, all of iHeartMedia s ownership of CCOH will be held directly by CCH.

Second, CCH will complete the Radio Distribution by (i) transferring assets and liabilities of the respective businesses as described in this information statement/prospectus under The Separation Agreement, (ii) transferring its interest in all of its subsidiaries other than CCOH to Radio Newco in exchange for newly-issued common stock and preferred stock of Radio Newco, (iii) selling Radio Newco preferred stock to one or more third parties for cash and (iv) distributing the common stock of Radio Newco and the proceeds of the sale of Radio Newco preferred stock to iHeartCommunications. Following the Radio Distribution, the iHeartMedia radio business will be operated by certain subsidiaries of Radio Newco as well as other subsidiaries of iHeartCommunications, and not by CCH, and CCH will have no material assets other than the stock of CCOH.

Third, pursuant to the Merger Agreement by and between CCH and CCOH, CCOH will merge with and into CCH, with CCH surviving the Merger and changing its name to Clear Channel Outdoor Holdings, Inc., and shares of CCOH Class A Common Stock (other than shares of CCOH Class A Common Stock held by CCH or any direct or indirect wholly-owned subsidiary of CCH) will be converted into an equal number of shares of New CCOH Common Stock. The shares of CCOH Common Stock held by CCH will be canceled and retired, and no shares of New CCOH Common Stock will be exchanged for such shares. The shares of CCH common stock outstanding immediately before the Merger will convert into a number of shares of New CCOH Common Stock equal to the number of shares of CCOH Common Stock held by CCH immediately before the Merger. As a result, immediately after the Merger, New CCOH will have a single class of common stock, the pre-Merger CCOH Class A common stockholders (other than CCH and its subsidiaries) will own the same percentage of New CCOH that they owned of CCOH immediately before the Merger, which is approximately 10.9% as of the date of this information statement/prospectus, and all of the remaining 325,726,917 outstanding shares of New CCOH Common Stock will be held directly by iHeartCommunications.

Fourth, New CCOH will sell the New CCOH Preferred Stock to third parties for cash.

Fifth, the New CCOH Common Stock held by iHeartCommunications will be transferred by iHeartCommunications to certain holders of claims, in the iHeart Chapter 11 Cases pursuant to the iHeartMedia Plan of Reorganization, and New CCOH will become an independent public company no longer controlled by iHeartCommunications.

For a more complete description of the transaction steps, please see the Restructuring Transactions Memorandum to be attached as Exhibit A to the Separation Agreement, which is attached as Annex B to this information statement/prospectus.

Background of the Merger and the Separation

The following chronology summarizes the key meetings and events that led to the execution of the Settlement Agreement, which contemplates the Merger and the Separation. The following chronology does not purport to

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document each conversation among the CCOH Board, the iHeart Board (as defined below), or the CCOH Special Committee (as defined below).

Unless otherwise noted, all meetings of the CCOH Special Committee were held telephonically. Unless otherwise noted, each meeting of the CCOH Special Committee was attended by each member of the CCOH Special Committee.

During the fall of 2016, the iHeartMedia board of directors (the iHeart Board) received several presentations from Moelis & Company (Moelis) outlining potential out-of-court restructuring transactions to be considered and evaluated by the iHeart Board. Certain of these proposed transactions would result in the separation of the businesses of iHeartMedia and its majority owned subsidiary, CCOH.

On December 22, 2016, the CCOH Board met with members of management of CCOH and iHeartMedia and representatives of Wilson Sonsini Goodrich Rosati (WSGR), legal counsel to the CCOH Board, and McKinsey & Company. At the meeting, the CCOH Board established a special committee (the Prior CCOH Special Committee) consisting of Mr. Douglas Jacobs, Mr. Christopher Temple and Mr. Dale Tremblay (each of whom was an independent member of the CCOH Board) and delegated to the Prior CCOH Special Committee the authority to act on behalf of the CCOH Board to, among other things, consider, review and evaluate any transactions or agreements to be entered into by CCOH in connection with the proposed separation of the interests of CCOH and iHeartMedia and to make a recommendation to the CCOH Board as to whether to reject or approve any such transaction or agreement. The Prior CCOH Special Committee subsequently appointed Mr. Jacobs as its Chairman and engaged Covington & Burling LLP (Covington) as its independent legal counsel.

On January 25, 2017, the CCOH Board met with members of management of CCOH and iHeartMedia and representatives of Moelis, Kirkland & Ellis LLP (K&E), WSGR and Covington. At the meeting, the Prior CCOH Special Committee reported to the CCOH Board the progress made by the Prior CCOH Special Committee with respect to the preliminary negotiations of certain agreements between CCOH and iHeartMedia that would facilitate the Separation.

On February 9, 2017, CCOH and iHeartMedia entered into a Binding Option and Letter of Intent (the Letter of Intent), related to the potential sale of certain intellectual property owned by iHeartMedia or its affiliates to CCOH, in anticipation of a potential Separation.

In March 2017, iHeartMedia commenced exchange offers and term loan offers (the Global Exchange Offers) to exchange certain of iHeartCommunications outstanding indebtedness for new term loans and new securities of iHeartCommunications, and, in the event certain target levels of participation in the Global Exchange Offers were achieved, new securities of iHeartMedia, CCOH and CC Outdoor Holdings, Inc., a holding company formed to facilitate a Separation.

Beginning in May 2017 and continuing through the summer and fall of 2017, iHeartMedia engaged in negotiations with certain of its senior lenders with respect to amending the terms of the Global Exchange Offers to accomplish a potential out-of-court global restructuring of its indebtedness. These negotiations contemplated effecting the Separation as a tax-free transaction.

On May 26, 2017, at the 2017 annual meeting of CCOH stockholders, Mr. Paul Keglevic was elected to the Board to fill the seat occupied up to that point by Mr. Temple, who was not standing for re-election. Mr. Keglevic was appointed to the Prior CCOH Special Committee on July 12, 2017.

During November 2017, the Prior CCOH Special Committee, through representatives of Covington, and iHeartCommunications, through representatives of K&E, held discussions regarding the extension of the Due from iHeartCommunications Note. On November 29, 2017, CCOH and iHeartCommunications amended the Due from iHeartCommunications Note to (i) extend the maturity of the Due from iHeartCommunications Note from

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December 15, 2017 to May 15, 2019 and (ii) amend the interest rate on the Due from iHeartCommunications Note to be equal to 9.3% per annum, except that if the outstanding balance due under the Due from iHeartCommunications Note exceeds $1.0 billion and under certain other circumstances tied to iHeartCommunications liquidity, the interest rate will be variable but will in no event be less than 6.5% nor greater than 20%.

On December 29, 2017, Norfolk filed the Norfolk Action. The complaint alleged that CCOH was harmed by the CCOH Board s November 2017 decision to extend the maturity date of the Due from iHeartCommunications Note at what the complaint describes as far-below-market interest rate.

On January 23, 2018, the CCOH Board met with members of management of CCOH and iHeartMedia and representatives of Moelis, K&E, WSGR and Alvarez & Marsal (A&M), financial advisor to the Debtors, in attendance. At the meeting, the CCOH Board received an update from representatives of Moelis and K&E with respect to the status of iHeartCommunications negotiations with its lenders and bondholders, a potential Chapter 11 filing by iHeartMedia and the expected timing and possible terms of such a filing. At the request of the CCOH Board, representatives of WSGR discussed the establishment of a new special committee consisting of Mr. Jacobs, Mr. Keglevic and Mr. Tremblay (the CCOH Special Committee) to engage in negotiations related to the potential Chapter 11 bankruptcy filing by iHeartMedia, including, among other things, negotiations with respect to the treatment of the existing cash management arrangement and other intercompany agreements between iHeartCommunications and CCOH and/or the balance outstanding under the intercompany revolving promissory note payable by iHeartCommunications to CCOH.

At that meeting, the CCOH Board determined to dissolve the Prior CCOH Special Committee and establish the CCOH Special Committee, to, among other things: (1) consider, evaluate, negotiate and approve or disapprove of (a) any change in the terms of or termination of the cash management or other intercompany arrangements between iHeartCommunications and CCOH and (b) any matters related to the treatment of the balance outstanding under the Due from iHeartCommunications Note in connection with a restructuring transaction, and otherwise conduct any negotiations related to the foregoing; (2) direct the entry into any contracts or instruments, in the name and on behalf of CCOH related to (1) above, (3) to the extent that Section 141(c)(2) of the Delaware General Corporation Law does not permit the CCOH Board to delegate to the CCOH Special Committee the power or authority to approve, adopt, amend, or recommend an action or transaction deemed advisable to the CCOH Special Committee, recommend that the CCOH Board approve, adopt, amend or recommend such action related to (1) above; and (4) engage independent legal counsel and any additional third parties or advisors as it deems necessary to carry out its responsibilities.

On February 15, 2018, the CCOH Board met, with members of management of CCOH and iHeartMedia and representatives of Moelis, K&E, WSGR and A&M in attendance. The CCOH Special Committee reported to the CCOH Board that the CCOH Special Committee was in discussions to engage Houlihan Lokey (Houlihan) to serve as independent financial advisor to the CCOH Special Committee, McKinsey & Company to serve as restructuring advisor to the CCOH Special Committee and Willkie Farr & Gallagher LLP (Willkie) to serve as independent legal counsel to the CCOH Special Committee, to replace Covington.

At the meeting, the CCOH Board also discussed the resignation of Mr. Jacobs from the CCOH Board, effective February 15, 2018, and appointed Mr. Harvey Tepner to fill the vacancy on the CCOH Board and the CCOH Special Committee created by the resignation of Mr. Jacobs.

At the meeting, the CCOH Board discussed with representatives of A&M the projected liquidity needs of CCOH in the event of a bankruptcy filing of iHeartMedia and the assumptions that iHeartMedia would not pre-fund CCOH and that CCOH s cash management arrangement with iHeartMedia would continue in the ordinary course in the event of a bankruptcy filing by iHeart. At the request of the CCOH Board, A&M also discussed iHeartMedia s go-forward financing. Representatives from A&M responded to questions from the CCOH Board regarding the use of cash collateral. Management of CCOH also summarized for the CCOH Board iHeartMedia s possible debtor-in-possession facility analysis and the assumptions and risks incorporated into such analysis, including the assumption that the cash management arrangement between CCOH and iHeartMedia would continue in its ordinary course after iHeartMedia s bankruptcy filing, that the pre-petition intercompany note balance would be frozen and would stop accruing interest. At the request of the CCOH Board, management of CCOH also provided an update on the conversion of CCOH s revolving credit facility to an asset-backed facility. At the request of the CCOH Board, representatives of Moelis provided an update with respect to negotiations among iHeartMedia and certain creditor constituencies, and noted that iHeartMedia s objective was to reach an agreement prior to a bankruptcy filing and that there had been active communications between the potential parties to any such agreement. A representative of Moelis addressed questions from the CCOH Board regarding the different proposals.

During January and February 2018, iHeartMedia continued to engage in negotiations with certain of its debt holders with respect to the terms of a restructuring support agreement. The proposed restructuring support agreement continued to contemplate a Separation by means of either a tax-free transaction or a taxable transaction.

Throughout February, March and April of 2018, the CCOH Special Committee met on approximately a weekly basis with representatives of Houlihan and Willkie to discuss the various workstreams in process related to the Separation, including a post-Separation liquidity analysis of CCOH being prepared by Houlihan on behalf of the CCOH Special Committee and an update to the long-term financial forecast for CCOH (the CCOH Long-Range Forecast).

On March 2, 2018, the CCOH Board met, with members of management of CCOH and iHeartMedia and representatives of Moelis, K&E, WSGR, Willkie, A&M, and Houlihan, in attendance. At the request of the CCOH Board, a representative of A&M provided an update on iHeart s liquidity and CCOH s liquidity. At the request of the CCOH Board, representatives of Moelis provided an update on the Separation and iHeart s bankruptcy to the CCOH Board. At the meeting, a member of the CCOH Special Committee reported to the CCOH Board on the recent meetings and activities of the CCOH Special Committee.

On March 14, 2018, iHeartMedia and certain of its subsidiaries filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the Bankruptcy Court. CCOH and its subsidiaries did not file Chapter 11 cases. In connection with the filing of the Chapter 11 petitions, iHeartMedia terminated the Global Exchange Offers.

On April 17, 2018, the CCOH Board met, with members of management of CCOH and iHeartMedia and representatives of Moelis, K&E, WSGR, Willkie, A&M, and Houlihan, in attendance. Representatives of Moelis provided an update on the Separation, stating that iHeartMedia had successfully negotiated the iHeart RSA to memorialize the terms of a pre-packaged bankruptcy with most of its creditors prior to its Chapter 11 bankruptcy filing on March 14, 2018 and that a seven member creditor committee had been formed, consisting of five trade creditors and two indenture trustees. Representatives of Moelis also noted that the Bankruptcy Court granted full relief on iHeartMedia s first and second day motions, so iHeartMedia was able to continue doing business as usual. Representatives of Moelis then summarized for the CCOH Board the next steps of the bankruptcy process. At the request of the CCOH Board, representatives of K&E also discussed the details of the Separation, noting that CCOH and iHeartMedia were continuing to work together to resolve open issues, including among other things, the treatment of the intercompany note between iHeartMedia and CCOH and the appropriate tax structure to be utilized.

On April 28, 2018, iHeartMedia filed a plan of reorganization and related disclosure statement with the Bankruptcy Court. The plan of reorganization and disclosure statement were amended and supplemented several times between April and September 2018.

In May 2018, iHeartMedia and CCOH determined it was in the best interest of both companies to designate a committee (the Separation Committee) consisting of members of management of iHeartMedia and CCOH to

conduct due diligence on matters related to the Separation. The Separation Committee was requested to report to iHeartMedia management and the CCOH Special Committee, among other things, the estimated costs of the Separation, the terms of any necessary transition services to be provided by iHeartMedia to CCOH and the financial needs of CCOH on a standalone basis following Separation. In June 2018, the Separation Committee engaged Deloitte Consulting LLP to assist in the diligence process. Due diligence continued through November 2018.

On May 16, 2018, the CCOH Board met, with members of management of CCOH and iHeartMedia and representatives of Moelis, K&E, WSGR, Willkie, A&M, and Houlihan, in attendance. The CCOH Special Committee reported to the CCOH Board that the CCOH Special Committee had been meeting weekly and communicating with management of both CCOH and iHeartMedia in order to be fully informed with respect to iHeart s bankruptcy process, the effects of the bankruptcy on CCOH, and the liquidity of both CCOH and iHeart. The CCOH Special Committee also discussed with the CCOH Board the steps being taken to prepare CCOH to be a stand-alone entity following the Separation as contemplated by the iHeart RSA. The CCOH Special Committee also noted for the CCOH Board that the CCOH Special Committee was prepared to enter negotiations with iHeartMedia regarding several key issues, including the treatment of the intercompany note and the cash management arrangement. At the request of the Board, representatives of management of CCOH and iHeartMedia provided an update on the steps being taken for the Separation, including the formation of the Special Committee, the cash management agreement between CCOH and iHeartMedia and the separation of shared services. Among other things, the CCOH Board discussed with CCOH and iHeartMedia management matters related to the separation of personnel between the sides, and the cost of the trademark and shared services under CCOH s five-year plan and the potential effects on such costs following the Separation.

At the request of the CCOH Board, representatives of K&E discussed iHeart s bankruptcy process and provided an update on the main workstreams of iHeart, including presenting the creditors with a business plan and engaging in certain discussions with potential equity investors in the market. Representatives of K&E also discussed with the CCOH Board ongoing litigation between iHeartMedia and its legacy noteholders.

At the meeting, Mr. Keglevic, on behalf of the CCOH Special Committee, discussed the review of the CCOH Long-Range Forecast undertaken by the CCOH Special Committee and discussed with the CCOH Board the feedback provided by the CCOH Special Committee with respect to key assumptions and noted that the committee identified specific areas for improvement in the CCOH Long-Range Forecast. Prior to and subsequent to the approval of CCOH s five-year business plan, the CCOH Special Committee, with the assistance of Houlihan, continued to conduct due diligence regarding CCOH s five-year business plan.

On May 25, 2018, the CCOH Special Committee met, with representatives of Willkie, Houlihan, McKinsey, and members of the Separation Committee in attendance, to discuss the status of the work being performed regarding the Separation. At that meeting, a representative of Houlihan reported to the CCOH Special Committee on the conversations that had taken place between Houlihan and PJT Partners, the financial advisor to iHeart s senior lenders (PJT), with respect to the Separation. The CCOH Special Committee noted the importance of CCOH s liquidity and capital structure post the Separation. A representative from the Separation Committee then provided an update to the CCOH Special Committee on potential transition services to be provided in connection with the Separation.

On May 29, 2018, a representative of K&E sent a term sheet for the Separation to representatives of Willkie (the May 29th Separation Term Sheet).

On May 30, 2018, a representative of K&E sent a draft of a proposed transition services agreement for the post-Separation period to representatives of WSGR. This draft was prepared as a response to the initial draft sent to iHeartMedia s advisors by a representative of Covington in January 2017 during preparations for the Global Exchange

Offers.

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In June 2018, negotiations regarding the terms of the Separation began in earnest between iHeartMedia and the CCOH Special Committee and their respective advisors. The CCOH Special Committee continued to meet on approximately a weekly basis to discuss the Separation and receive updates from its advisors and the Separation Committee.

On June 7, 2018, a representative of WSGR sent an updated draft of a proposed tax matters agreement between iHeartMedia and CCOH to representatives of K&E. This draft was prepared as a response to the draft that had been exchanged in February 2017 during preparations for the Global Exchange Offers.

On June 8, 2018, the CCOH Special Committee met, with representatives of Houlihan, Willkie and the Separation Committee in attendance. At this meeting, representatives of Houlihan updated the CCOH Special Committee on a meeting held on June 4, 2018 (the June 4 Meeting) with PJT Partners (the Term Loan/PGN Group) regarding the Separation.

At that meeting, representatives from Willkie and Houlihan also reviewed a revised version of the May 29 Separation Term Sheet with the CCOH Special Committee that was circulated to the CCOH Special Committee by a representative of Willkie prior to the June 8 meeting. Following the discussion, representatives from Willkie noted that they would update the revised term sheet to reflect comments from the CCOH Special Committee and would circulate an updated term sheet prior to the next meeting of the CCOH Special Committee.

On June 11, 2018, the CCOH Special Committee held a meeting, with representatives of Willkie and Houlihan in attendance, to discuss the revised term sheet, which was circulated to the CCOH Special Committee by a representative of Willkie prior to the meeting, and reflected the discussions from the June 8 CCOH Special Committee Meeting. Following the call, a representative of Willkie sent a revised term sheet for the Separation to representatives of K&E. The term sheet proposed payment in full in cash of CCOH s prepetition claim on the Due from iHeartCommunications Note, waivers of any post-petition intercompany borrowings by CCOH, the return of the $27 million dividend paid by CCOH in January 2018, the transfer of intellectual property used by CCOH for no additional consideration and an additional $500 million of liquidity to be provided to CCOH by the Debtors.

On June 25, 2018, a representative of K&E sent a revised term sheet (the June 25 Term Sheet) to representatives of Willkie. The June 25 Term Sheet proposed an approximately 15% recovery of CCOH s prepetition claim on the Due from iHeartCommunications Note (or approximately $155 million), less the fair market value of the intellectual property to be transferred by iHeartMedia to CCOH, and payment in full in cash by CCOH to iHeartCommunications for amounts owed under the post-petition intercompany borrowings by CCOH.

Following the receipt of the June 25 Term Sheet, representatives of K&E, Moelis, A&M, WSGR, Willkie, Houlihan, Jones Day (Jones Day), counsel to the Term Loan/PGN Group, PJT, Munger, Tolles & Olson LLP (Munger Tolles), counsel to the special committee of the iHeartMedia Board (the iHeartMedia Special Committee), and Perella Weinberg (Perella Weinberg), financial advisor to the iHeartMedia Special Committee, had multiple telephone conferences between one or more of such representatives.

On July 11, 2018, certain members of iHeartMedia s management, K&E, Willkie, WSGR, Moelis, Munger Tolles, Houlihan, PJT, Perella Weinberg and Jones Day held an in-person conference. At the conference, the parties discussed material open issues regarding the proposed Separation, including the anticipated timing for consummation. At the conference, the parties also discussed the potential prepetition and post-petition claims that may exist between iHeartMedia and CCOH and ways in which such claims could be settled through a plan of reorganization. The parties also discussed CCOH s post-Separation capital structure and liquidity needs, including how, the quantum and in what manner iHeartMedia could provide ongoing financial assistance to CCOH to supplement its long-term cash needs, and the upcoming maturity of the CCWH Subordinated Notes. No resolution was reached at the conference, and parties agreed to continue due diligence regarding, among other things: (i) the settlement of intercompany claims between iHeartMedia and CCOH and (ii) the adequate capitalization of CCOH after the proposed Separation.

Following the conference, the parties and their respective advisors continued to conduct due diligence regarding these matters, and the parties continued to engage in negotiations regarding, among other things, the treatment of the Due from iHeartCommunications Note, the post-petition intercompany balance that may be owed to CCOH or may be owed to iHeartCommunications and other claims that may arise under the intercompany agreements or between iHeartCommunications and CCOH as a result of their historical corporate relationship and the proposed Separation.

On July 13, 2018, the CCOH Special Committee met, with representatives from Willkie, Houlihan and the Separation Committee in attendance, to, among other things, discuss a revised term sheet (the July Separation Term Sheet) circulated by a representative of Willkie prior to the meeting. It was agreed at the meeting that Willkie would update the July Separation Term Sheet per the discussion at the meeting and circulate to the CCOH Special Committee for approval.

On July 15, 2018, a representative of Willkie sent the July Separation Term Sheet to representatives of K&E. The July Separation Term Sheet proposed waivers of any post-petition intercompany borrowings by CCOH, the transfer of intellectual property owned by iHeartMedia but used by CCOH to CCOH for no additional consideration, $232 million of cash to be provided to CCOH by iHeart, the payment by iHeartMedia of any fees related to the refinancing of the CCWH Subordinated Notes and the Debtors indemnifying CCOH for all transaction costs related to the Separation and any costs and liabilities related to litigation with GAMCO.

Throughout August, September and October of 2018, the CCOH Special Committee continued to meet on approximately a weekly basis with representatives of Houlihan, Willkie and the Separation Committee to receive updates on the Separation and continue due diligence with respect to the Separation.

On August 14, 2018, the CCOH Board met, with members of management of CCOH and iHeartMedia and representatives of Moelis, K&E, Willkie and WSGR, in attendance. Representatives of K&E updated the CCOH Board on iHeartMedia s bankruptcy process and stated that iHeartMedia s creditor s committee had unsuccessfully pursued a standing motion to litigate against iHeartMedia s creditors, and that iHeartMedia s negotiations with its creditors were ongoing and that the parties continued to resolve open issues, including the composition of the iHeartMedia s new board of directors, employee matters, and recoveries for the unsecured creditors. The representatives of K&E also noted that litigating the standing motion combined with efforts to resolve open issues between iHeartMedia and its various creditor constituencies had delayed iHeartMedia s previously anticipated timeline by several weeks. The representatives of K&E then updated the CCOH Board on the anticipated timeline for iHeartMedia s emergence from bankruptcy. The representatives from K&E also noted for the CCOH Board that one open discussion point between iHeartMedia and its creditors is the extent to which iHeartMedia will have the ability to seek financing from the market rather than from its senior creditors dependent on whether the market options are more favorable.

At the meeting, the representatives of K&E and Moelis also discussed with the CCOH Board the progress being made with respect to the Separation and noted that the drafting and review of many of the ancillary documents, including Separation Agreement, the Transition Services Agreement (including the schedules thereto), and the registration statement for CCH were underway, and that if the Separation is structured as a taxable transaction, preferred stock will need to be issued at certain levels of the CCOH corporate structure and discussed the estimated equity value of such issuances.

On August 27, 2018, GAMCO, a stockholder of CCOH that had previously filed a derivative lawsuit against iHeartMedia and certain other defendants in 2016 (which was dismissed) filed the GAMCO Action. The complaint named as defendants the Sponsor Defendants and the members of the CCOH Board in November of 2017. The complaint asserted that the members of the CCOH Board and the intercompany note committee of the

CCOH Board (which was formed in 2012 pursuant to the settlement of a derivative lawsuit to monitor the Due from iHeartCommunications Note), breached their fiduciary duties by not demanding repayment under the Due from iHeartCommunications Note and declaring a simultaneous dividend. Like Norfolk, GAMCO also challenged the extension of the maturity of the Due from iHeartCommunications Note in November 2017.

On September 12, 2018, the CCOH Board met, with members of management of CCOH and iHeartMedia with representatives of Moelis, K&E, Houlihan and WSGR in attendance. Representatives of CCOH management updated the CCOH Board on the progress being made on the plan of separation including developments related to the possible separation of information technology systems and the identification of appropriate employees who would be transferred from iHeartMedia to CCOH. At the request of the CCOH Board, the representatives of K&E also discussed with the CCOH Board the progress being made with respect to the negotiations between members of the CCOH Special Committee and iHeartMedia regarding the terms of the Separation. The representatives also updated the CCOH Board on the progress being made in iHeartMedia s bankruptcy case.

On September 16, 2018, a representative of Kellogg, Hansen, Todd, Figel & Frederick P.L.L.C. (Kellogg Hansen), counsel representing the Sponsor Entities in the GAMCO Action, sent a term sheet to a representative of Entwistle & Cappucci LLP (Entwistle), counsel to GAMCO, for the proposed terms of a settlement of the GAMCO Action, which included many of the same material terms set forth in the Debtors June 25 Term Sheet provided to the CCOH Special Committee. Over the following month, representatives of K&E, representatives of Kellogg Hansen and representatives of Entwistle continued to exchange proposals regarding the proposed terms of a settlement of the GAMCO Action.

On September 18, 2018, GAMCO and iHeartMedia entered into a non-disclosure agreement, and over the following month the parties had multiple conference calls and conducted due diligence regarding CCOH s liquidity post-Separation.

On September 20, 2018, the Bankruptcy Court entered an order approving the disclosure statement and related solicitation and notice procedures for voting on iHeartMedia s plan of reorganization, and iHeartMedia filed solicitation versions of the plan of reorganization and disclosure statement.

On September 20, 2018, the CCOH Special Committee met, with representatives from Houlihan, Willkie and WSGR in attendance, to, among other things, update the CCOH Special Committee on the status of the Norfolk Action and the GAMCO Action.

On October 10, 2018, the Debtors filed a fifth amended Plan of Reorganization and the Disclosure Statement Supplement.

On October 15, 2018, a representative of K&E sent a revised draft of the New Tax Matters Agreement to representatives of Willkie and WSGR.

On October 18, 2018, the Bankruptcy Court entered an order approving the Disclosure Statement Supplement and the continued solicitation of holders of general unsecured claims for voting on the iHeartMedia Plan of Reorganization.

On October 20, 2018, a representative of K&E sent to representatives of Willkie a proposed settlement term sheet that K&E had received from counsel to GAMCO.

On October 24, 2018, a representative of WSGR sent representatives of K&E a revised draft of the Transition Services Agreement.

On October 26, 2018, a representative of K&E sent representatives of WSGR and Willkie a draft of the Separation Agreement.

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On October 26, 2018, the CCOH Special Committee met, with representatives of Willkie and Houlihan in attendance, to discuss, among other things, the proposed settlement of the GAMCO Litigation in light of the CCOH Special Committee s last proposal regarding the Separation to iHeart.

On October 29, 2018, a representative of K&E sent to representatives of Willkie a revised proposed settlement term sheet that K&E had received from counsel to GAMCO.

On October 30, 2018, representatives of K&E, Willkie and WSGR had a telephone conference to discuss the New Tax Matters Agreement. Representatives of Willkie and WSGR requested additional due diligence materials related to the New Tax Matters Agreement.

Throughout November and December of 2018, the CCOH Special Committee met, with representatives of Houlihan and Willkie in attendance, to discuss the status of the Separation negotiations and the settlement of the GAMCO Action and, in December 2018, the Norfolk Action.

On November 4, 2018, the CCOH Board met, with members of management of CCOH and iHeartMedia and representatives of Moelis, A&M, K&E, Houlihan, Willkie and WSGR in attendance. Representatives of CCOH management updated the CCOH Board on the progress being made to refinance the CCWH Subordinated Notes. Representatives from K&E discussed with the CCOH Board certain issues relating to consummating such a refinancing as they pertain to iHeartMedia s bankruptcy proceedings.

On November 6, 2018, a representative of K&E sent to representatives of Willkie a proposed settlement term sheet that K&E had sent to counsel to GAMCO.

On November 7, 2018, a representative of K&E sent to representatives of Willkie a revised proposed settlement term sheet that K&E had received from counsel to GAMCO.

On November 7, 2018, a representative of Willkie sent representatives of K&E an issues list regarding the New Tax Matters Agreement. On November 8, 2018, a representative of WSGR sent representatives of K&E an issues list regarding the Separation Agreement.

On November 12, 2018, a representative of K&E sent representatives of Willkie and WSGR an issues list regarding the Transition Services Agreement and an initial draft of the merger agreement between CCH and CCOH.

On November 13, 2018, representatives of K&E, WSGR and Willkie and representatives of management of iHeartMedia and CCOH had a telephone conference to discuss the Separation Agreement issues list.

On November 14, 2018, representatives of Jones Day, PJT, Willkie, Houlihan, A&M and Moelis had an in-person meeting to discuss the proposed settlement of the GAMCO Action and the status of the open issues relating to the Separation discussions.

On November 15, 2018, a representative of K&E sent to representatives of Willkie a revised proposed settlement term sheet that K&E had sent to counsel to GAMCO.

On November 16, 2018, a representative of K&E sent to representatives of Willkie a revised proposed settlement term sheet that K&E had received from counsel to GAMCO.

On November 16, 2018, a representative of K&E sent representatives of Willkie and WSGR a response to the New Tax Matters Agreement issues list, and a representative of WSGR sent representatives of K&E a response to the Separation Agreement issues list.

On November 19, 2018, a representative of K&E sent to representatives of Willkie a revised proposed settlement term sheet that K&E had sent to counsel to GAMCO.

On November 19, 2018, representatives of K&E, WSGR and Willkie and representatives of management of iHeartMedia and CCOH had a telephone conference to discuss the Transition Services Agreement issues list and the Merger Agreement.

On November 20, 2018, the iHeartMedia Board expanded the scope of the iHeartMedia Special Committee s authority and delegated all matters relating to the Separation to the iHeartMedia Special Committee. The iHeartMedia Special Committee, which consisted of Frederic F. Brace and Charles H. Cremens, was formed in October 5, 2016 to review and approve matters related to iHeartMedia s restructuring.

On November 22, 2018, iHeartMedia and GAMCO reached an agreement in principle on the terms of the GAMCO Settlement, as set forth in a term sheet sent by a representative of K&E to representatives of Entwistle on that day (the GAMCO Term Sheet). The GAMCO Term Sheet provides for, among other things, (i) a full release of claims asserted and threatened by GAMCO in the Chapter 11 Cases and the GAMCO Action, which encompasses the claim asserted in the Norfolk Action, (ii) the separation of CCOH from iHeartMedia and termination of the existing intercompany agreements, (iii) the recovery by CCOH of approximately $150 million on account of CCOH s prepetition claim on the Due from iHeartMedia Communications Note, without setoff or reduction; (iv) the transfer to CCOH of iHeartMedia intellectual property used by CCOH for no additional consideration and no offset to the claim on the Due from iHeartCommunications Note; (v) a waiver of all post-petition license fees and the repayment of any post-petition intercompany balance owed by CCOH to iHeartMedia as of December 31, 2018, (iv) iHeartMedia to make available to CCOH an unsecured revolving line of credit in an amount not to exceed $170 million for a period of three years following the Separation at the prime rate of interest and (v) the issuance by CCOH (or its successor company) of preferred stock in an aggregate amount equal to approximately 2% of CCOH s equity value.

On November 30, 2018, a representative of K&E informed the Bankruptcy Court that iHeartMedia had reached an agreement in principle with GAMCO and the CCOH Special Committee regarding the terms of a settlement. At that hearing, a representative of Willkie informed the Bankruptcy Court that while an agreement in principle had been reached with iHeartMedia and GAMCO, no formal agreement had been approved by the CCOH Special Committee and that issues remained open.

On December 2, 2018, the CCOH Board met, with members of management of CCOH and iHeartMedia and representatives of Moelis, K&E, A&M, Houlihan, Willkie and WSGR in attendance. Representatives of CCOH management updated the CCOH Board on the progress being made to refinance the CCWH Subordinated Notes.

On December 3, 2018, iHeartMedia filed the GAMCO Term Sheet with the Bankruptcy Court.

Also on December 3, 2018, representatives of Willkie and WSGR reviewed with the CCOH Special Committee the status of the open issues relating to the Separation documents being negotiated. Later on December 3, 2018, a representative of K&E sent to representatives of Willkie a draft of the revolving line of credit to be provided by iHeartMedia to CCOH in connection with the Separation.

On December 4, 2018, a representative of K&E sent to representatives of Willkie and WSGR a revised draft of the Merger Agreement. On December 4, 2018, a representative of K&E also sent to Willkie a draft of the Settlement Agreement and a revised draft of iHeartMedia s proposed chapter 11 plan. On December 4, 2018, representatives of Willkie and WSGR sent to representatives of K&E revised drafts of the Separation agreements being negotiated.

On December 5, 2018, representatives of Willkie and Houlihan updated the CCOH Special Committee regarding the status of negotiations of the various Separation documents. On December 5, 2018, representatives of K&E sent to representatives of Willkie and WSGR revised drafts of the Separation documents being negotiated, as well as a draft of a joint motion requesting preliminary approval of the Settlement Agreement.

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Also, on December 5, 2018, the CCOH Board met, with members of management of CCOH and iHeartMedia and representatives of Moelis, K&E, A&M, Houlihan, Willkie and WSGR in attendance. Representatives of the CCOH Special Committee updated the CCOH Board on the status of negotiations regarding the terms of the Separation. Also at the meeting, representatives of K&E discussed with the CCOH Board the timing and progress of iHeartMedia s bankruptcy proceedings including certain objections that had been filed to the proposed plan of reorganization.

On December 6, 2018, representatives of Willkie distributed the aforementioned documents to the CCOH Special Committee. On December 6, 2018, representatives of Willkie sent to representatives of K&E revised copies of the Settlement Agreement, the joint settlement motion, iHeart s revised plan and the draft revolving line of credit. On December 6, 2018, these documents also were sent to the CCOH Special Committee. On December 6, 2018, a representative of Willkie sent to representatives of K&E an issues list containing the CCOH Special Committee s responses to the revised Separation documents received from K&E on December 5, 2018.

On December 7, 2018, representatives of K&E sent to representatives of Willkie and WSGR iHeart s responses to the open issues relating to the Separation documents being negotiated, as well as a revised draft of the revolving line of credit. On December 7, 2018, a representative of Willkie sent to representatives of K&E comments to the draft joint settlement motion.

On December 8, 2018, a representative of K&E sent to representatives of Willkie revised drafts of the joint settlement motion and draft Settlement Agreement.

Throughout the exchange of the drafts of these documents and issues lists, numerous calls were held by and among representatives of Willkie, Houlihan, WSGR, K&E and A&M to discuss and negotiate the terms of the Separation on behalf of the CCOH Special Committee and iHeartCommunications.

On December 8, 2018, iHeart, the CCOH Special Committee and GAMCO filed a joint emergency motion with the Bankruptcy Court requesting entry of an order, among other things, preliminarily approving the GAMCO settlement. The December 8, 2018 joint motion noted that the parties still needed to finalize the terms of the settlement. On December 10, 2018, Norfolk filed a preliminary objection to joint motion, and at a hearing on December 11, 2018, the Bankruptcy Court scheduled a further hearing concerning the preliminary objection. Following the December 11 hearing, representatives of iHeart, counsel for Norfolk, K&E, Entwistle, WSGR and Willkie engaged in further negotiations that resulted in the entry into the Settlement Agreement on December 16, 2018.

The CCOH Special Committee unanimously approved the Settlement Agreement at a meeting held on December 16, 2018.

The Settlement Agreement contemplates that the Merger and Separation will take place upon consummation of iHeart s Plan of Reorganization and also provides, among other things, (i) that iHeartMedia will provide New CCOH with an unsecured line of credit in the amount of $200.0 million, (ii) that iHeartMedia will indemnify CCOH for 50% of certain tax liabilities imposed on CCOH in connection with the Separation on or prior to the third anniversary of the Separation in excess of $5.0 million, with iHeartMedia s aggregate liability limited to $15.0 million, and (iii) that iHeartMedia will reimburse CCOH for one-third of potential costs relating to certain leases between CCOH and third parties in excess of $10.0 million of such costs up to the first $35.0 million of such costs such that iHeartMedia will not bear more than $8.33 million of such costs. The Settlement Agreement also contemplates the settlement and resolution of the GAMCO Action and the Norfolk Action, and the exchange of mutual releases from the parties thereto and on behalf of all shareholders of CCOH.

On January 22, 2019, the Debtors filed a modified fifth amended Plan of Reorganization and the Bankruptcy Court entered an order confirming the iHeartMedia Plan of Reorganization (the Confirmation Order).

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Subsequent to the Bankruptcy Court s entry of the Confirmation Order, representatives of iHeartCommunications, CCOH, and the CCOH Special Committee negotiated and finalized the terms of the forms of the Separation documents attached to the Settlement Agreement (namely, the Separation Agreement, the New Tax Matters Agreement, the Transition Services Agreement, the revolving loan agreement governing the iHeartCommunications Line of Credit and the New EBIT Agreement). Calls to discuss the Separation documents and the status of the Separation efforts were generally held on a weekly basis and numerous drafts of the Separation documents were exchanged. On March 25, 2019, the CCOH Special Committee met with representatives of management of CCOH and representatives of Houlihan, Willkie and WSGR in attendance. Prior to the meeting, materials were provided to the CCOH Special Committee providing an overview of the key terms of the Separation Agreement, Revolving Loan Agreement, Merger Agreement, Transition Services Agreement, New Tax Matters Agreement, New EBIT Agreement and the terms of the New CCOH Preferred Stock. At the conclusion of the meeting on March 25, 2019, after being provided with an update regarding the status of the Separation and the terms of the Separation documents, the CCOH Special Committee unanimously approved the forms of the Separation documents.

Also on March 25, 2019, following the meeting of the CCOH Special Committee, the CCOH Board met, with members of management of CCOH and representatives of K&E and WSGR in attendance. Representatives of WSGR provided the CCOH Board with an update on the status of the Separation. Representatives of WSGR also provided the CCOH Board with an overview of the key terms of the Separation Agreement, Revolving Loan Agreement, Merger Agreement, Transition Services Agreement, New Tax Matters Agreement, New EBIT Agreement and the terms of the New CCOH Preferred Stock. The CCOH Board, including members of the Special Committee, also discussed the recommendation of the CCOH Special Committee to approve the Separation and Merger and related items. Upon the recommendation of the CCOH Special Committee, the members of the CCOH Board present and voting unanimously approved the Separation, Separation Agreement and related agreements; approved, adopted and declared advisable the Merger and the Merger Agreement; submitted the Merger and the Merger Agreement and other matters related to the Separation and Merger to CCOH stockholders for approval; approved the Revolving Loan Agreement; approved the delisting of the CCOH shares from the New York Stock Exchange; approved the assumption by New CCOH of the CCOH 2005 Stock Incentive Plan and the CCOH 2012 Amended and Restated Stock Incentive Plan; nominated and approved for election the intended directors of New CCOH, upon completion of the Merger; and approved the payment of professional fees related to the Separation and Merger.

Reasons for the Separation and Merger; Reasons for the CCOH Board Approval of the Settlement Agreement

As described above, the CCOH Board established the CCOH Special Committee and generally delegated to it, to the fullest extent permitted by law, the full power and authority of the CCOH Board, in connection with the restructuring of iHeartMedia and certain of its subsidiaries, to, among other things, (a) consider, evaluate, negotiate and approve or disapprove (i) any change in the terms of or termination of the cash management or other intercompany arrangements between CCOH and iHeartMedia, and (ii) any matters related to the treatment of the balance outstanding under the Due from iHeart Note in connection with an iHeartMedia restructuring, and otherwise conduct any negotiations related thereto, (b) direct the entry into any contracts or instruments, in the name of and on behalf of CCOH, and (c) to the extent Section 141(c)(2) of the Delaware General Corporation Law does not permit the CCOH Board to delegate to the CCOH Special Committee the power or authority to approve, adopt, amend, or recommend an action or transaction deemed advisable by the CCOH Special Committee, recommend that the CCOH Board approve, adopt, amend, or recommend such action or transaction related to the matters described in clause (a) above. The CCOH Special Committee has unanimously approved the Settlement Agreement (to which forms of the Settlement and Separation Agreement, the Merger Agreement and other separation documents are attached). In evaluating the Settlement Agreement and arriving at its determination to approve the Settlement Agreement, the CCOH Special Committee consulted with the CCOH Special Committee s outside legal counsel and financial adviser, CCOH s management, and CCOH s outside legal counsel, and considered a number of substantive factors, both positive and negative, and potential benefits and detriments of the Settlement Agreement to CCOH and its stockholders.

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Following the recommendation of the CCOH Special Committee, the members of the CCOH Board present and voting unanimously approved the Separation and Merger, and the transactions completed thereby. In evaluating the Separation and the Merger and arriving at its determination, to approve the Separation and Merger, and the transactions contemplated thereby, the CCOH Board consulted with CCOH s management, CCOH s outside legal counsel, the CCOH Special Committee and the CCOH Special Committee s outside legal counsel, and considered a number of substantive factors, both positive and negative, and potential benefits and detriments of the Separation and the Merger to CCOH and its stockholders.

The CCOH Special Committee and the CCOH Board each believed that, taken as a whole, the following factors supported their respective decisions to approve and/or recommend the approval of, as applicable, the proposed Separation and Merger Agreement (which are not in any relative order of importance):

The ability of New CCOH to focus on its core business following the Separation and Merger with a dedicated management team focused on building and growing the core business.

As of March 25, 2019, iHeartCommunications indirectly owned (1) all of the outstanding shares of Class B common stock of CCOH and (2) 10,726,917 shares of Class A common stock of CCOH, collectively representing approximately 89.1% of the outstanding shares of CCOH common stock. Each share of CCOH Class B common stock entitles its holder to 20 votes and each share of CCOH Class A common stock entitles its holder to one vote on all matters on which stockholders are entitled to vote. As a result, iHeartCommunications controlled approximately 99% of the total voting power of the CCOH common stock. iHeartCommunications interests as CCOH controlling stockholder may differ from other stockholders interests, and actions taken by iHeartCommunications with respect to CCOH may not be favorable to all stockholders.

With the Separation, iHeartCommunications, an entity currently in bankruptcy, no longer will have the ability to direct the election of all members of the New CCOH Board or otherwise exercise a controlling influence over the New CCOH business and affairs, including any determinations with respect to mergers or other business combinations, the acquisition or disposition of assets, the incurrence of indebtedness, the issuance of any additional common stock or other equity securities, the repurchase or redemption of common stock or preferred stock, if applicable, and the payment of dividends by New CCOH in certain situations.

Following the Separation, iHeartCommunications no longer will have the power to determine the outcome of matters submitted to a vote of the New CCOH stockholders, including the power to prevent an acquisition or any other change in control.

CCOH previously entered into a Master Agreement, a Corporate Services Agreement, an Employee Matters Agreement, a Tax Matters Agreement, a License Agreement and a number of other agreements with iHeartCommunications setting forth various matters governing CCOH s relationship with iHeartCommunications while it remains a significant stockholder in CCOH. These agreements allow iHeartCommunications to retain control over many aspects of the CCOH operations. CCOH was generally not able to unilaterally terminate these agreements or amend them in a manner deemed more favorable to

CCOH so long as iHeartCommunications continued to own shares of CCOH common stock representing more than 50% of the total voting power of CCOH common stock. The Separation and Merger will remove these impediments to the development of the New CCOH business.

Pursuant to the Corporate Services Agreement, CCOH presently is obligated to use various corporate services provided by iHeartCommunications and its affiliates, including treasury, payroll and other financial services, certain executive officer services, human resources and employee benefit services, legal services, information systems and network services and procurement and sourcing support. Following the Separation, and after a transition period, New CCOH will no longer be reliant on iHeartCommunications to provide such services.

Also pursuant to the Corporate Services Agreement, substantially all of the cash generated from CCOH s domestic Americas operations presently is transferred daily into accounts of

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iHeartCommunications (after satisfying CCOH s controlled disbursement accounts and the funding requirements of the trustee accounts under the senior notes and the senior subordinated notes issued by Clear Channel Worldwide Holdings, Inc., an indirect, wholly-owned subsidiary of CCOH), where funds of CCOH and of iHeartCommunications are commingled, and recorded as Due from/to iHeartCommunications on the consolidated balance sheet. Net amounts owed between CCOH and iHeartCommunications are evidenced by revolving promissory notes. CCOH does not have any material committed external sources of capital independent from iHeartCommunications, other than its $125.0 million revolving credit commitments, and iHeartCommunications is not required to provide CCOH with funds to finance its working capital or other cash requirements.

As a result, CCOH has no access to the cash transferred from it to iHeartCommunications other than CCOH s right to demand payment by iHeartCommunications of the amounts owed to CCOH under the revolving promissory note. This cash sweep mechanism will be terminated upon the occurrence of the Separation and New CCOH will maintain complete control of its own cash. In addition, following the Separation, iHeartCommunications will provide CCOL with a revolving credit facility that provides for borrowings, at CCOL s option, of up to $200.0 million, with any borrowings bearing interest at a rate equal to the prime lending rate.

In addition, the Master Agreement and, in some cases, iHeartCommunications financing agreements, include restrictive covenants that, among other things, restrict CCOH s ability to issue any shares of capital stock, incur additional indebtedness, make certain acquisitions and investments, repurchase stock, dispose of certain assets and merge and consolidate. The Separation will terminate these restrictions.

The rights of iHeartCommunications under these agreements may allow iHeartCommunications to delay or prevent an acquisition of CCOH that other stockholders may consider favorable. In addition, the restrictions contained in these agreements limit CCOH s ability to finance operations and capital needs, make acquisitions or engage in other business activities, including its ability to grow and increase its revenue or respond to competitive changes. The Separation will terminate those rights.

The corporate opportunity policy set forth in CCOH s amended certificate of incorporation addresses potential conflicts of interest between CCOH, on the one hand, and iHeartCommunications or iHeartMedia and its officers and directors who are officers or directors of CCOH, on the other hand. The policy generally provides that if iHeartCommunications or iHeartMedia acquires knowledge of a potential transaction or matter which may be a corporate opportunity for both iHeartCommunications and CCOH, CCOH will have renounced its interest in the corporate opportunity. It also generally provides that if one of CCOH s directors or officers who is also a director or officer of iHeartCommunications or iHeartMedia learns of a potential transaction or matter that may be a corporate opportunity for both iHeartCommunications and CCOH, (1) CCOH will have renounced its interest in the corporate opportunity, unless that opportunity is expressly offered to that person in writing solely in his or her capacity as CCOH s director or officer, and (2) the director or officer will have no duty to communicate or present that corporate opportunity to us and will not be liable to CCOH or its stockholders for breach of fiduciary duty by reason of iHeartCommunications actions with respect to that corporate opportunity. This policy could result in iHeartCommunications having rights to corporate opportunities in which both CCOH and iHeartCommunications have an interest. The Separation will end these policies and opportunities.

As long as iHeartCommunications continues to own shares of CCOH common stock representing at least 80% of the total voting power and value of its common stock, CCOH and certain of its subsidiaries are included in iHeartCommunications consolidated group for U.S. federal income tax purposes for all pre-Separation periods. In addition, CCOH or one or more of its subsidiaries may be included in the combined, consolidated or unitary tax returns of iHeartCommunications for foreign, state and local income tax purposes. Under the Tax Matters Agreement, by virtue of its controlling ownership, iHeartCommunications effectively controls all of CCOH s tax decisions. The Tax Matters

Agreement provides that iHeartCommunications has the sole authority to respond to and conduct all tax proceedings (including tax audits) relating to CCOH, to file all income tax returns on CCOH s behalf and to determine the amount of CCOH s liability to (or entitlement to payment from) iHeartCommunications under the Tax Matters Agreement. This arrangement may result in conflicts of interest between iHeartCommunications and CCOH. For example, under the Tax Matters Agreement, iHeartCommunications is able to choose to contest, compromise, or settle any adjustment or deficiency proposed by the relevant taxing authority in a manner that may be beneficial to iHeartCommunications and detrimental to CCOH. After the Separation, New CCOH will control its own tax requirements and decisions as provided in the New Tax Matters Agreement.

Moreover, notwithstanding the Tax Matters Agreement, federal law provides that each member of a consolidated group is liable for the group s entire tax obligation. Thus, to the extent iHeartCommunications or other members of the group fail to make any United States federal income tax payments required by law, CCOH would be liable for the shortfall. Similar principles may apply for foreign, state and local income tax purposes where CCOH files combined, consolidated or unitary returns with iHeartCommunications or its subsidiaries for federal, foreign, state and local income tax purposes. After the Separation, New CCOH will no longer be subject to these requirements except to the extent of the New Tax Matters Agreement that will govern the pre-separation period and the Separation itself.

The Separation and Merger would enhance the ability of iHeart to emerge from Chapter 11 bankruptcy as contemplated by the Plan of Reorganization. Prompt approval of the Separation and the Merger could accelerate the timing of the approval of iHeartCommunications Plan of Reorganization and ultimately the Separation of iHeart Communications and CCOH.

Following the Separation and Merger, New CCOH would not be owned by entities in Chapter 11 bankruptcy and would not be responsible for any debts of iHeartMedia and iHeartMedia s other subsidiaries, or the radio business.

The terms of the Separation, including the assets to be included in New CCOH (including the intellectual property rights iHeart currently owns to the name Clear Channel), the $200 million unsecured revolving credit facility to be provided by iHeartCommunications to New CCOH for three years at the prime rate of interest, the transition services and tax indemnifications provided by iHeart to New CCOH.

The agreement by iHeartCommunications to waive post-petition intellectual property license fees and any postpetition intercompany note balance that CCOH may owe to iHeart as of December 31, 2018, and, to the extent iHeart owes a postpetition balance to CCOH as of December 31, 2018, to pay that amount to CCOH upon Separation.

Upon consummation of iHeartCommunications Plan of Reorganization, New CCOH will receive 14.44% of its allowed claim of $1,031.7 million in cash in satisfaction of the intercompany note owed by iHeartCommunications to CCOH, without any setoff by iHeartCommunications on account of any potential defenses that iHeartCommunications may hold as potential setoffs to the intercompany note claim.

Consummation of the Settlement Agreement will resolve two pending class action lawsuits (namely, *Norfolk Country Retirement System v. Hendrix, et al.*, C.A. No. 2017-0930-JRS (Del. Ch.) and *GAMCO Asset Mgmt, Inc. v. Hendrix, et al.*, C.A. No. 2018-0633-JRS (Del. Ch.), and result in the release of all claims relating thereto, providing an end to intercompany arrangements that gave rise to these lawsuits and two others during the past six years.

The results of negotiations with iHeart regarding the terms of the Settlement Agreement, and the CCOH Special Committee s belief that further negotiations were unlikely to result in superior terms, while potentially resulting in harm to CCOH resulting from delay in effecting the Separation and Merger.

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New CCOH s prospects as a stand-alone company, and that New CCOH would not be reliant on iHeart for treasury functions, and, in the longer term, other administrative services.

The fact that New CCOH would no longer be a controlled company immediately following the Separation and Merger could provide New CCOH stockholders with certain benefits, including:

- Increased market liquidity, allowing stockholders to continue to invest in the outdoor business with a more fulsome trading market.
- A more liquid trading market for New CCOH stock which could make employee stock incentives more meaningful.
- Potential increased influence by the CCOH stockholders over corporate governance and stockholder matters.
- A simplified governance structure with one class of common stock and no immediate controlling stockholder.

The CCOH Special Committee and the CCOH Board also considered certain other uncertainties, risks and potentially negative factors in its deliberations concerning the Settlement Agreement, including the following (which are not in any relative order of importance):

- Following the Separation and Merger, New CCOH will not have access to certain previously shared services between iHeart and CCOH. This creates a potential loss of cost synergies of CCOH and iHeart, including increased administrative costs as a stand-alone public company, cost of replicating support operations previously provided by iHeart to the outdoor business, reduction in buying power and economies of scale from no longer being part of a larger organization and risks associated with transitioning to new systems. In addition, New CCOH will be reliant on iHeart for certain transition services following the Separation under the Transition Services Agreement, and iHeart may deprioritize the transition services relative to its core radio business.
- Potential loss of revenues as a result of decreased opportunities for cross-selling between iHeart s radio business and CCOH s outdoor business.
- The possible loss of key management, operations, sales and other personnel, vendors and customers, and the possibility the Separation and Merger may make it more difficult to attract and retain key personnel. In addition, following the Separation and Merger, New CCOH will not have access to senior management, directors and advisors of iHeart.

New CCOH may have increased difficulty in servicing its debt obligations and funding its operations and capital expenditures on a going-forward basis.

The iHeart Chapter 11 Cases and the Separation may result in unfavorable tax consequences for New CCOH and impair its ability to utilize federal income tax net operating loss carryforwards in future years.

The risks of non-completion of the Separation and Merger, including the costs incurred in connection therewith, and the impact on the trading price of CCOH s Common Stock and CCOH s business and operating results.

The foregoing discussion is not meant to be exhaustive, but summarizes the material factors considered by each of the CCOH Special Committee and the CCOH Board in their consideration of the Settlement Agreement. After considering these and other factors, each of the CCOH Special Committee and the CCOH Board concluded that the potential benefits of the Settlement Agreement (including the Separation and Merger contemplated thereby) outweighed the uncertainties and risks. In view of the variety of factors considered by each of the CCOH Special Committee and the CCOH Board and the complexity of these factors, each of the CCOH Special Committee and the CCOH Board did not find it practicable to, and did not, quantify or otherwise assign relative

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weights to the foregoing factors in reaching its determination. Moreover, each member of the CCOH Special Committee and the CCOH Board applied his or her own personal business judgment to the process and may have assigned different weights to different factors. The members of the CCOH Board present and voting unanimously adopted and approved the Separation and the Merger Agreement, and the transactions contemplated thereby, based upon, among other things, the recommendation of the CCOH Special Committee that it do so and based upon the totality of the information presented to and considered by the CCOH Board.

Interests of Certain Persons in the Merger

CCOH directors and executive officers may have interests in the Merger that are different from, or are in addition to, those of the holders of CCOH Common Stock. These interests may include, but are not limited to, the interests of certain directors of CCOH in the iHeart Chapter 11 Cases, the continued employment of certain executive officers of CCOH by New CCOH, the treatment in the Merger of equity awards held by CCOH directors and executive officers, and provisions in the Merger Agreement regarding continued indemnification of CCOH directors and officers.

The members of a special committee consisting of independent directors established by the CCOH Board (the CCOH Special Committee) and the CCOH Board were aware of and considered these interests, among other matters, in evaluating and negotiating the Merger Agreement, and, in the case of the CCOH Special Committee, in recommending to the CCOH Board that it adopt the Merger Agreement and approve the Merger.

CCOH Equity Awards

As of November 30, 2018, certain of the CCOH s non-employee directors hold 3,245 shares of unvested restricted stock and options with respect to 87,159 shares of CCOH Class A Common Stock, of which 3,967 are unvested. The CCOH executive officers hold options with respect to 848,368 shares of CCOH Class A Common Stock, of which 233,894 are unvested, 623,448 shares of unvested restricted stock, and 321,508 unvested restricted stock units.

Treatment of Options to Purchase CCOH Class A Common Stock

The Merger Agreement will provide that prior to the Closing, CCH and CCOH will each adopt resolutions and take all necessary actions such that New CCOH will adopt the CCOH Equity Incentive Plans. At the Effective Time, each option to purchase shares of CCOH Class A Common Stock granted pursuant to a CCOH Equity Incentive Plan (a CCOH Stock Option) that is outstanding and unexercised as of immediately prior to the Effective Time will be converted into and become an option to purchase shares of New CCOH Common Stock (a New CCOH Stock Option). Each New CCOH Stock Option will continue to have, and be subject to, the same terms and conditions applied to the CCOH Stock Option immediately prior to the Effective Time.

Treatment of CCOH Restricted Stock Units

The Merger Agreement will provide that at the Effective Time, each right or award to receive a share of CCOH Class A Common Stock or benefits measured by the value of such share pursuant to any CCOH Equity Incentive Plan (a CCOH Restricted Stock Unit) that is outstanding as of immediately prior to the Effective Time (but excluding any CCOH Restricted Stock Unit or portion thereof that becomes vested as result of the consummation of the Merger and is settled in shares of CCOH Class A Common Stock that, in turn, converts into the right to receive New CCOH Common Stock) will be assumed by the Surviving Corporation and will be converted into a right or award to acquire or receive a share of New CCOH Common Stock or benefits measured by the value of such share of New CCOH Common Stock pursuant to any CCOH Equity Incentive Plan (a New CCOH Restricted Stock Unit). Each New CCOH Restricted Stock Unit as so assumed and converted will continue to have, and will be subject to, the same terms and conditions as applied to the CCOH Restricted Stock Unit immediately prior to the Effective Time. As of the Effective Time, each such New CCOH Restricted Stock Unit as so assumed and converted will represent the right to receive a corresponding number of shares of New CCOH Common Stock.

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Treatment of CCOH Restricted Stock Awards

The Merger Agreement will provide that at the Effective Time, each restricted share of CCOH Class A Common Stock granted pursuant to a CCOH Equity Incentive Plan (a CCOH Restricted Stock Award) that is outstanding immediately prior to the Effective Time will be converted into a corresponding number of shares of New CCOH Common Stock (a New CCOH Restricted Stock Award). Each unvested converted CCOH Restricted Stock Award so assumed and converted will continue to have, and will be subject to, the same terms and conditions as applied to the CCOH Restricted Award immediately prior to the Effective Time.

The agreements governing the CCOH Stock Options and the CCOH Restricted Stock Units generally provide that the CCOH Stock Options and the CCOH Restricted Stock Units vest immediately upon a change in control (as defined in the agreements), as determined by the CCOH Board acting in its sole discretion, whether or not the grantee s employment is terminated, except that certain of the agreements governing the CCOH Stock Options and the CCOH Restricted Stock Units provide that the award vests only upon termination of a grantee s employment by CCOH without cause (as defined in the agreement) within 12 months following a change in control, as determined by the CCOH Board acting in its sole discretion. The agreements governing the CCOH Restricted Stock Awards provide that upon termination of a grantee s employment by CCOH without cause (as defined in the agreement) within 12 months following a change in control (as defined in the agreements), as determined by the CCOH Board acting in its sole discretion, all outstanding and unvested CCOH Restricted Stock Awards shall become vested. The Compensation Committee of the CCOH Board has not determined whether to treat the Merger and the Separation as a change in control for purposes herein such that such accelerated vesting would be triggered. The Merger Agreement provides that all such awards will be assumed by New CCOH and will remain subject to their existing terms and conditions, without adjustment.

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The table below sets forth the following information with respect to our directors and named executive officers as of March 27, 2019: (i) the number of unvested CCOH Stock Options, (ii) the weighted average exercise price of such unvested CCOH Stock Options, (iii) number of unvested CCOH Restricted Stock Awards and (iv) the number of unvested CCOH Restricted Stock Units. As described above, no acceleration of vesting is expected to occur, and no cash payments are expected to be made, in respect of any CCOH Stock Options, CCOH Restricted Stock Awards or CCOH Restricted Stock Units at the Closing of the Merger. The Compensation Committee of New CCOH may, however, determine it appropriate to accelerate or cash out such awards following the consummation of the Merger or the Separation or following changes in employment or other service status that may occur due to the Merger or the Separation. For information regarding the value that would be recognized by Messrs. Eccleshare and Wells if the vesting of the unvested equity awards held by them is accelerated, see Executive Compensation Golden Parachute Compensation.

Name	Number of Unvested CCOH Stock Option Awards	Weighted Average Exercise Price of Unvested CCOH Stock Option Awards	Number of Unvested CCOH Restricted Stock Awards	Number of Unvested CCOH Restricted Stock Units
Directors				
Vicente Piedrahita				
Dale W. Tremblay	20,956	$ 6.75	3,245	
Blair E. Hendrix				
Harvey L. Tepner				
Daniel G. Jones				
Olivia Sabine				
Paul Keglevic				
Executive Officers				
Robert W. Pittman				
Richard J. Bressler				
Scott R. Wells	191,568	$ 6.82	623,448	
C. William Eccleshare				321,508
Steven J. Macri				
Scott D. Hamilton				
Robert H. Walls, Jr.				

The table above does not include any awards that may be granted following the filing of this information statement/prospectus.

Other Arrangements

iHeartMedia s employment agreements with Mr. Pittman and Mr. Bressler (each, an executive) contain a 280G gross-up provision that would apply in certain circumstances in which any payments (the Company Payments) received by the executive are deemed to be excess parachute payments subject to excise taxes under Section 4999 of the Code. If, at the time any such excise tax is imposed, the stockholder approval rules of Q&A No. 6 in the applicable Section 280G regulations (the Cleansing Vote Rules) are applicable and the executive declines to submit such excess parachute payments for approval by iHeartMedia s stockholders, iHeartMedia will pay to the executive an amount equal to the excise tax imposed by Section 4999 of the Code. If, at the time any excise tax is imposed, the Cleansing Vote Rules are not applicable, the executive will be entitled to a gross-up payment equal to (1) the excise tax and (2) any U.S. Federal, state and local income or payroll tax imposed on the gross-up payment (excluding any U.S. Federal, state and local income or payroll taxes otherwise imposed on the Company Payments); provided that if the Company Payments are found to be equal to or less than 110% of the safe harbor amount referenced in the applicable employment agreement, the Company Payments will be reduced to equal the safe harbor amount, such that no excise tax will be imposed by

Section 4999 of the Code. It is not anticipated that Messrs. Pittman and Bressler will be entitled to a gross-up payment in connection with the Merger and the Separation.

Severance Entitlements

For a description of the severance payments that CCOH s named executive officers may be entitled to receive in connection with the Merger and the Separation, see Executive Compensation Golden Parachute Compensation.

New Management Arrangements

On March 4, 2019, CCOH entered into a new employment agreement with C. William Eccleshare. For a description of Mr. Eccleshare s employment agreement, see Executive Compensation of New CCOH.

Releases of Claims

The Settlement Agreement provides for mutual releases, including a release of all claims that have been asserted, could have been asserted or ever could be asserted with respect to the iHeart Chapter 11 Cases and the Delaware Actions, including claims against directors of CCOH. See Other Agreement The Settlement Agreement.

Indemnification and Advancement of Expenses

Notwithstanding the contemplated release of pre-Closing claims as between the iHeart Group and the Outdoor Group pursuant to the Separation Agreement, the directors, officers or employees of CCOH at or prior to the Closing Date will continue to be entitled to indemnification or advancement of expenses pursuant to any then-existing indemnification obligations. See The Settlement and Separation Agreement Release of Pre-Closing Claims

Corporate Name Following the Merger

Upon completion of the Merger, the name of the Surviving Corporation will be Clear Channel Outdoor Holdings, Inc.

Procedures for Surrender of Certificates

After the Effective Time, Computershare Trust Company, N.A. (the Transfer Agent) will mail to each holder of record (as of immediately prior to the Effective Time) holding a Certificate a Letter of Transmittal and instructions for surrendering the Certificates in exchange for shares of New CCOH Common Stock. Upon surrender of Certificates for cancellation to the Transfer Agent, and upon delivery of a Letter of Transmittal, duly executed and in proper form with respect to such Certificates, and such other documents as may reasonably be required by the Transfer Agent, the holder of such Certificates will receive shares of New CCOH Common Stock in book-entry form for which such shares of CCOH Class A Common Stock have been converted.

Book-Entry Shares

Any holder of non-certificated shares of CCOH Class A Common Stock represented by book-entry (Book-Entry Shares) whose shares of CCOH Class A Common Stock are converted into the right to receive New CCOH Common Stock at the Effective Time will not be required to deliver a Certificate or an executed Letter of Transmittal to the Transfer Agent to receive New CCOH Common Stock that such holder is entitled to receive. In lieu thereof, each such holder will, upon receipt by the Transfer Agent of an agent s message (or such other evidence, if any, of surrender as the Transfer Agent may reasonably request) be entitled to receive in exchange the New CCOH Common Stock.

Conversion into New CCOH Common Stock with respect to Book-Entry Shares will only be made to the person in whose name such Book-Entry Shares are registered.

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Accounting Treatment

For accounting purposes, the Merger is a business combination to be accounted for as a reorganization of entities under common control. The accounting treatment for such events is similar to the former pooling of interests method. Accordingly, the financial position and results of operations of CCOH will be included in the carve-out financial statements of the Outdoor Business of CCH on the same basis as currently presented and as if the entities were combined into a single reporting entity for all periods presented.

Regulatory Approvals

The Merger Agreement will provide that the consummation of the Merger will be conditioned on the satisfaction or waiver of all conditions precedent to the effectiveness of the iHeartMedia Plan of Reorganization prior to or contemporaneously with the Closing. As described under The iHeartMedia Restructuring, one of the conditions to the effectiveness of the iHeartMedia Plan of Reorganization is the approval of the Federal Communications Commission (the FCC) of the transfer of control of iHeartMedia.

iHeartMedia s operations are subject to significant regulation by the FCC under the Communications Act and FCC rules and regulations promulgated thereunder. A radio station may not operate in the United States without the authorization of the FCC. Approval of the FCC (FCC Approval) is required for the issuance, renewal, transfer of control, assignment, or modification of radio station operating licenses. The iHeartMedia Plan of Reorganization requires the Debtors to file applications with the FCC (the FCC Long Form Applications) seeking the FCC s consent to the transfer of control of iHeartMedia and to take certain procedural steps to obtain FCC Approval of the FCC Long Form Applications. The Debtors filed the FCC Long Form Applications on October 9, 2018.

Listing of Common Stock on the NYSE

CCH intends to apply to list the New CCOH Common Stock on the NYSE under the symbol CCO. The approval for listing the shares of New CCOH Common Stock on the NYSE or other nationally recognized exchange is a condition to CCH s obligation to effect the Merger.

Consequences under the Securities Act

After the Merger, New CCOH will file periodic reports and other documents with the SEC and provide to its stockholders the same types of information that CCOH currently provides. Holders of CCOH Class A Common Stock that is freely tradable prior to the Merger will have freely tradable shares of New CCOH Common Stock after the Merger. Holders of CCOH Restricted Stock will receive New CCOH Restricted Stock that is subject to the same restrictions on transfer as those to which their present shares of CCOH Restricted Stock are subject.

Governance of New CCOH Following the Merger

Pursuant to the iHeartMedia Plan of Reorganization, a board selection committee consisting of certain holders of interests and creditors in the iHeart Chapter 11 Cases selected C. William Eccleshare, John Dionne, Lisa Hammitt, Andrew Hobson, Thomas C. King, Joe Marchese, W. Benjamin Moreland, Mary Teresa Rainey and Jinhy Yoon to be nominated and elected to the New CCOH Board.

New CCOH s amended certificate of incorporation will provide that the New CCOH Board is initially divided into three classes. The term of the first class of directors will expire at New CCOH s 2020 annual meeting of stockholders, the term of the second class of directors will expire at New CCOH s 2021 annual meeting of stockholders and the term of the third class of directors will expire at New CCOH s 2022 annual meeting of stockholders. From and after New CCOH s fourth annual meeting of the stockholders following the effectiveness of the amended certificate of incorporation, the board of directors will no longer be classified and each director will be elected for a one-year term.

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Mr. Eccleshare is expected to serve as the Chief Executive Officer of New CCOH, Mr. Coleman is expected to serve as the Chief Financial Officer of New CCOH and Lynn Feldman is expected to serve as the Executive Vice President, General Counsel and Secretary of New CCOH following the Separation. Mr. Eccleshare currently serves as Chairman and Chief Executive Officer of Clear Channel International, Mr. Coleman currently serves as iHeartMedia s and CCOH s Senior Vice President and Treasurer and Ms. Feldman currently serves as General Counsel and Corporate Secretary for Clear Channel Outdoor Americas. New CCOH expects to continue to identify replacements for other key positions.

No Appraisal or Dissenters Rights

No dissenters rights or appraisal rights will be available to the stockholders of CCOH or CCH in accordance with the Delaware General Corporation law (the DGCL).

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THE SETTLEMENT AND SEPARATION AGREEMENT

The following section is a summary of the material provisions of the Separation Agreement. The following description of the Separation Agreement is subject to, and qualified in its entirety by reference to, the Separation Agreement, which is included as Annex B to this information statement/prospectus and incorporated by reference in this information statement/prospectus. This summary may not contain all of the information about the Separation Agreement that may be important to you. We urge you to read the Separation Agreement carefully and in its entirety.

Restructuring Steps

Pursuant to the Separation Agreement, the parties to the Separation Agreement will agree to use commercially reasonable efforts to consummate all transactions contemplated by, and in the order, time and manner specified in, the restructuring steps memorandum to be attached to the Separation Agreement (the Restructuring Transactions Memorandum).

Merger Agreement

CCOH and CCH agreed that in connection with entering into the Separation Agreement, CCH and CCOH will enter into the Merger Agreement, pursuant to which CCOH will merge with and into CCH, with CCH being the surviving corporation. CCH and CCOH have agreed to timely consummate the Merger in accordance with the Merger Agreement and the Restructuring Transactions Memorandum.

Transfer of Assets

Pursuant to the terms of the Separation Agreement, on or before the Closing Date, iHeartMedia and iHeartCommunications will cause the iHeart Group to assign, transfer, convey and deliver to iHeartCommunications, and iHeartCommunications will transfer to CCH or the relevant member of the Outdoor Group, the Outdoor Assets, including the following assets, subject to certain exceptions:

- all assets (other than intellectual property and rights) that are primarily related to or primarily used or held for use in connection with the business of any member of the Outdoor Group (the Outdoor Business), subject to certain exceptions;

- all assets owned by any member of the Outdoor Group as of the date of the Seperation Agreement that relate to or are used or held for use in the Outdoor Business except as otherwise specifically contemplated in the Separation Agreement;

- all assets owned by any member of the Outdoor Group to the extent reflected as being assets of the Outdoor Group in the most recently publicly-filed financial statements of CCOH;

- the intellectual property, including patents, marks, domain names and software, owned or purported to be owned by, licensed to or otherwise used or held for use and software used by any member of the iHeart Group or the Outdoor Group that is primarily related to or primarily used by or held for use in the conduct or operation of the Outdoor Business specifically contemplated in the Separation Agreement;

all rights and benefits of any member of the Outdoor Group under the Separation Agreement or any ancillary agreement to the Separation Agreement (the Ancillary Agreements);

the assets and insurance policies that are expressly contemplated by the Separation Agreement to be transferred to the Outdoor Group; and

the sponsorship of and the assets maintained pursuant to or in connection with the Outdoor benefit and compensation plans.

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Pursuant to the terms of the Separation Agreement, on or before the Closing Date, CCH and CCOH will cause each member of the Outdoor Group to transfer to the relevant member of the iHeart Group the iHeart Assets, including the following, subject to certain exceptions:

- all issued and outstanding equity interests held by iHeartMedia or its subsidiaries in any entity that is not a member of the Outdoor Group;
- all the intellectual property and software other than the intellectual property and software to be transferred to the Outdoor Group;
- all rights and benefits of any member of the iHeart Group under the Separation Agreement or any Ancillary Agreement;
- the equity securities of Radio Newco and all of its subsidiaries;
- the assets that are expressly contemplated by the Separation Agreement to be retained by the iHeart Group;
- the sponsorship of and the assets maintained pursuant to or in connection with each benefit or compensation plan maintained by a member of the iHeart Group;
- all assets owned by any member of either the Outdoor Group or the iHeart Group as of the Closing Date that are primarily related to or primarily used or held for use in connection with the business of any member of the iHeart Group (the iHeart Business);
- all assets owned by any member of the iHeart Group as of the date hereof that relate to or are used or held for use in the iHeart Business;
- except as otherwise provided in the Separation Agreement, all assets owned by any member of the Outdoor Group or the iHeart Group to the extent reflected as being assets of the iHeart Group in the most recently publicly-filed financial statements of iHeartMedia; and
- any assets not used primarily in the Outdoor Business, including the assets primarily related to the broadcast radio, digital online and mobile platforms and products, program syndication, entertainment, traffic and weather data distribution and music research services businesses of iHeartMedia and its subsidiaries.

Assumption of Liabilities

Concurrently with the transfer of the Outdoor Assets from the iHeart Group to the Outdoor Group, the members of the Outdoor Group will assume certain liabilities described below and certain other liabilities described in the schedules to the Separation Agreement. The liabilities that the Outdoor Group will assume (the Outdoor Liabilities) include, without limitation:

liabilities to the extent relating to, arising out of or resulting primarily from the operation or ownership of the Outdoor Business;

any environmental liabilities to the extent relating to, arising out of or resulting from the operation or ownership of the Outdoor Business, provided that any environmental liabilities related to a facility that is shared by the Outdoor Business and the iHeart Business will be divided among the iHeart Group and the Outdoor Group in the same manner as the groups allocate costs for such facility, other than environmental liabilities relating to or arising out of the Outdoor Group s gross negligence or willful misconduct, which will be borne by the Outdoor Group to the extent arising from such gross negligence or willful misconduct;

all liabilities and insurance policies that are expressly contemplated by the Separation Agreement or any Ancillary Agreement as liabilities to be retained or assumed by the Outdoor Group;

all agreements and obligations of any member of the Outdoor Group under the Separation Agreement or any of the Ancillary Agreements;

- all liabilities to the extent relating to, arising out of or resulting from any Outdoor Assets (other than liabilities arising under any shared contracts to the extent such liabilities relate to the iHeart Business);

- all liabilities under any bulk-sale or bulk-transfer laws of any jurisdiction that may be applicable with respect to the transfer or sale of any or all of the Outdoor Assets to any member of the Outdoor Group; and

- the sponsorship of all liabilities at any time arising under, pursuant to or in connection with the benefit and compensation plans listed on the schedules to the Separation Agreement.

Concurrently with the transfer of the iHeart Assets from the Outdoor Group to the iHeart Group, the members of the iHeart Group will assume certain liabilities described below and certain other liabilities described in the schedules to the Separation Agreement. The liabilities that iHeart Group will assume (the iHeart Liabilities) include, without limitation:

- all liabilities that are expressly contemplated by the Separation Agreement or any Ancillary Agreement as liabilities to be retained or assumed by the iHeart Group;

- all agreements and obligations of any member of the iHeart Group under the Separation Agreement or any of the Ancillary Agreements;

- all liabilities under any bulk-sale or bulk-transfer laws of any jurisdiction that may be applicable with respect to the transfer or sale of any or all of the iHeart Assets to any member of the iHeart Group;

- all liabilities to the extent relating to, arising out of or resulting from any iHeart Assets (other than liabilities arising under any shared contracts to the extent such liabilities relate to the Outdoor Business);

- subject to the terms of the Separation Agreement, all liabilities (other than Outdoor Liabilities) relating to the employment or termination of employment by any member of the iHeart Group of any employee of the Outdoor Business whose employment is transferred to, or who accepts an offer from, a member of the Outdoor Group; and

- any environmental liabilities to the extent relating to, arising out of or resulting from the operation or ownership of the iHeart Business, provided that any environmental liabilities related to a facility that is shared by the Outdoor Business and the iHeart Business will be divided among the iHeart Group and the Outdoor Group in the same manner as the groups allocate costs for such facility, other than environmental liabilities relating to or arising out of the iHeart Group s gross negligence or willful misconduct, which will be borne by the iHeart Group to the extent arising from such gross negligence or willful misconduct.

Delayed Transfer of Assets and Liabilities; Subsequent Transfers

If any Outdoor Assets or Outdoor Liabilities have not been transferred or assigned, as applicable, to the appropriate member of the Outdoor Group on or prior to the Closing Date (including any Outdoor Assets or Outdoor Liabilities, as applicable, owned by or in the possession of any member of the iHeart Group that are discovered after the Closing Date), after the Closing (as defined below), (i) iHeartMedia and the relevant member of the iHeart Group holding such Outdoor Asset or retaining such Outdoor Liabilities, as applicable, shall (x) hold such Outdoor Asset in trust for use and benefit of the member of the Outdoor Group, and if such Outdoor Asset is a contract with a third party, without the prior written consent of CCOH (not to be unreasonably withheld, conditioned or delayed), the iHeart Group will not terminate, amend, modify or supplement such contract in any manner materially adverse to the Outdoor Group, and will continue to perform the obligations under such contract, and (y) retain such Outdoor Liabilities for the account of the member of the Outdoor Group liable thereto (in each case, at the expense of the member of the Outdoor Group entitled or liable thereto, as applicable) and the applicable members of the iHeart Group and Outdoor Group will enter into arrangements, including subcontracting, sublicensing, subleasing, back-to-back agreement, or other similar arrangement, to convey the economic rights and obligations relating to such Outdoor Assets or Liabilities, as applicable, to the Outdoor Group and (ii) New CCOH shall, and shall cause such member of the Outdoor Group to enter into appropriate agreements or arrangements to transfer such Outdoor Asset or assume such Liabilities as applicable, as soon as reasonably practicable from the relevant member of the iHeart Group.

If any iHeart Assets or iHeart Liabilities have not been transferred or assigned, as applicable, to the appropriate member of the iHeart Group on or prior to the Closing Date (including any iHeart Asset or iHeart Liabilities, as applicable, owned by or in the possession of any member of the Outdoor Group that are discovered after the Closing Date), after the Closing, (i) New CCOH and the relevant member of the Outdoor Group holding such iHeart Asset or retaining such iHeart Liabilities, as applicable, shall (x) hold such iHeart Asset in trust for use and benefit of the member of the iHeart Group and if such iHeart Asset is a contract with a third party, without the prior written consent of iHeartMedia (not to be unreasonably withheld, conditioned or delayed), the Outdoor Group will not terminate, amend, modify or supplement such contract in any manner materially adverse to the iHeart Group, and will continue to perform the obligations under such contract, and (y) retain such iHeart Liabilities for the account of the member of the iHeart Group liable thereto (in each case, at the expense of the member of the iHeart Group entitled to or liable thereto, as applicable) and the applicable members of the iHeart Group and Outdoor Group will enter into arrangements, including subcontracting, sublicensing, subleasing, back-to-back agreement, or other similar arrangement, to convey the economic rights obligations relating to such iHeart Asset or iHeart Liabilities, as applicable, to the iHeart Group and (ii) iHeartMedia will, and will cause such member of the iHeart Group to, enter into appropriate agreements or arrangements to transfer such iHeart Asset or assume such iHeart Liabilities, as applicable, as soon as reasonably practicable from the relevant member of the Outdoor Group.

Settlement of Intercompany Notes; Treatment of Intercompany Accounts and Agreements

The Settlement Agreement contemplates that in connection with the Separation (i) the cash sweep arrangement under the Corporate Services Agreement between CCOH and iHeartCommunications will terminate, and (ii) any agreements or licenses requiring royalty payments to the Debtors by the Company for trademarks or other intellectual property, which aggregated to $38.6 million for the year ended December 31, 2018, will terminate effective as of December 31, 2018. The Debtors agreed to waive (i) the set-off for the value of the intellectual property transferred, including royalties incurred through December 31, 2018, which aggregated to $31.8 million on a post-petition basis through December 31, 2018 and (ii) the repayment of the post-petition intercompany balance outstanding in favor of the Debtors as of December 31, 2018, which was equal to $21.6 million as of December 31, 2018. As a result, iHeartMedia will make a net payment to CCOH of $10.2 million promptly after the Effective Date.

Upon the closing of the Separation, each of the following will be terminated, canceled and be of no further force or effect (including any provisions that purport to survive termination): (i) all agreements, arrangements, commitments or understandings, whether or not in writing, between or among members of the Outdoor Group, on the one hand, and members of the iHeart Group, on the other hand, relating to the sweep of the cash balance in CCOH s concentration account to iHeartCommunications master account, (ii) the Master Agreement, (iii) the Employee Matters Agreement, (iv) the Corporate Services Agreement and (v) the Amended and Restated License Agreement.

Upon the closing of the Separation, the parties to the Separation Agreement will enter into, or cause to be entered into, (i) the Transition Services Agreement, by and among iHeartMedia Management Services, Inc., iHeartCommunications and New CCOH will supersede and replace the existing Corporate Services Agreement, (ii) an amended and restated version of that certain Tax Matters Agreement, dated as of November 10, 2005, by and between iHeartCommunications and New CCOH, (iii) an amended and restated version of that certain EBIT Program Agreement, dated as of November 10, 2005, by and between iHeartCommunications and New CCOH, as amended by that certain Amendment to EBIT Program Agreement, dated as of September 18, 2012 and (iv) the Revolving Loan

Agreement, by and between iHeartCommunications and CCOL, in each case, in substantially the form attached to the Separation Agreement.

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Issuance of Preferred Stock

iHeartMedia and CCOH will each use reasonable efforts to cooperate with each other to issue preferred stock of New CCOH equal to an aggregate amount of $45.0 million to one or more third party purchasers in accordance with the Restructuring Transactions Memorandum, the proceeds of which will remain with New CCOH immediately following the Separation.

Treatment of Shared Contracts

Subject to the terms of the Separation Agreement, the parties to the Separation Agreement will use their commercially reasonable efforts to separate certain shared contracts set forth on the schedules to the Separation Agreement (the Shared Contracts) into separate contracts so that the Outdoor Group will be entitled to the rights and benefits, and shall be subject to the liabilities, with respect to or arising from each Shared Contract to the extent primarily related to the Outdoor Business, and the iHeart Group will retain the rights and benefits, and will be subject to the liabilities, with respect to or arising from each Shared Contract to the extent primarily related to the iHeart Business. If approval is required for the separation of a separate Shared Contract and such approval has not been obtained or if the separation of a Shared Contract has not been completed as of the closing of the Separation for any other reason, then the parties to the Separation Agreement will use their commercially reasonable efforts to develop and implement arrangements (including subcontracting, sublicensing, subleasing or back-to-back agreement) to pass along to the Outdoor Group the benefit and the liabilities of the portion of any such Shared Contract related to the Outdoor Business and to pass along to the iHeart Group the benefit and the Liabilities of the portion of the Shared Contract related to the iHeart Business, as the case may be. With respect to each Shared Contract, the obligations set forth in Separation Agreement will terminate upon the earlier of (x) the termination or expiration of each such Shared Contract in accordance with its terms and (y) the second anniversary of the Closing Date.

Bank Accounts; Cash Balances

Subject to the satisfaction or waiver of the conditions to the consummation of the Separation set forth in the Separation Agreement, each of iHeartMedia, CCH and CCOH will agree to take, or cause the members of the iHeart Group or Outdoor Group, as applicable, to take, all actions necessary to amend all contracts or agreements governing each bank and brokerage account owned by CCH or any other member of the Outdoor Group (collectively, the Outdoor Accounts) so that such Outdoor Accounts, if linked as of the date of the Separation Agreement to any bank or brokerage account owned by iHeartMedia or any other member of the iHeart Group (collectively, the iHeartMedia Accounts), are de-linked from the iHeartMedia Accounts, in each case effective from and after the Closing Date. Each of iHeartMedia, CCOH and CCH will also agree to take, or cause the members of the iHeart Group or Outdoor Group, as applicable, to take, in connection with the Separation, all actions necessary to amend all contracts or agreements governing the iHeartMedia Accounts so that such iHeartMedia Accounts, if linked as of the date of the Separation Agreement to an Outdoor Account, are de-linked from the Outdoor Accounts, in each case effective from and after the Closing Date.

Insurance

Other than the insurance policies expressly set forth in the Separation Agreement that will be assigned to New CCOH, the iHeart Group will continue to own all insurance policies under the name of iHeartMedia or its predecessor. CCOH agrees to establish and maintain separate insurance policies to cover the Outdoor Group from and after the Closing Date that will be effective no later than the Closing Date.

Guarantees, Letters of Credit, Surety Bonds and Other Obligations

On or prior to the Closing Date, or as soon as practicable thereafter, (i) CCH will (with the reasonable cooperation of the applicable member(s) of the iHeart Group) use its reasonable best efforts to have any member(s) of the iHeart Group removed as guarantor of or obligor for any Outdoor Liability except with respect to certain scheduled guarantees, letters of credit and other obligations, and (ii) iHeartMedia will (with the reasonable cooperation of the applicable member(s) of the Outdoor Group) use its reasonable best efforts to have any member(s) of the Outdoor Group removed as guarantor of or obligor for any iHeart Liability, including, in each case, in respect of those guarantees, letters of credit and other obligations described on the schedules to the Separation Agreement.

Litigation

From and after the Closing Date, the Outdoor Group will assume, and subject to certain exceptions set forth in the Separation Agreement, direct the defense or prosecution of any legal proceedings primarily relating to the Outdoor Business (the Assumed Actions) and be responsible for all liabilities that may result from the Assumed Actions and all fees and costs relating to the defense of the Assumed Actions, including attorneys fees and costs. CCH has agreed that from and after the Closing Date, if an Assumed Action is commenced by a third party naming both one or more members of the Outdoor Group and one or more members of the iHeart Group as defendants thereto, then CCH and CCOH will use commercially reasonable efforts to cause such members of the iHeart Group to be removed from such legal proceeding; provided that if CCH is unable to cause such members of the iHeart Group to be removed from such legal proceeding, CCH and iHeartMedia will consult in good faith with each other with respect to the resolution of such legal proceeding.

From and after the Closing Date, the iHeart Group will assume, and subject to certain exceptions set forth in the Separation Agreement, direct the defense or prosecution of the legal proceedings primarily relating to the iHeart Business (the Excluded Actions) and be responsible for all liabilities that may result from the Excluded Actions and all fees and costs relating to the defense of the Excluded Actions, including attorneys fees and costs. iHeartMedia has agreed that from and after the Closing Date, if an Excluded Action is commenced by a third party naming both one or more members of the iHeart Group and one or more members of the Outdoor Group as defendants thereto, then iHeartMedia will use commercially reasonable efforts to cause such members of the Outdoor Group to be removed from such legal proceeding; provided that if iHeartMedia is unable to cause such members of the Outdoor Group to be removed from such action, CCH and iHeartMedia will consult in good faith with each other with respect to the resolution of such legal proceeding.

Pursuant to the Separation Agreement, subject to certain exceptions, no member of the iHeart Group will settle any Excluded Action in which any member of the Outdoor Group is also a party, and no member of the Outdoor Group will settle any Assumed Action in which any member of the iHeart Group is also a party without the prior written consent of the other party.

2020 Notes

iHeartCommunications waived its right under Section 6.5(c) of the CCOH Master Agreement to consent to CCOH s and its Subsidiaries ability to replace or refinance the Series A and Series B Senior Subordinated Notes due 2020 issued by Clear Channel Worldwide Holdings, Inc.

Certain Employee and Employee Benefit Matters

Before the Closing Date, the iHeart Group will provide the Outdoor Group a list of the iHeart Group s employees whose duties are primarily dedicated to the Outdoor Business (the Outdoor Business Employees). On or prior to December 1, 2019, New CCOH will offer employment to those Outdoor Business Employees it chooses with such employment commencing 50 days after such offer, subject to the terms set forth in the Separation Agreement. The iHeart Group and the Outdoor Group will cooperate to establish procedures for the transfer of benefit plans and related assets in connection with any such transfer of employees.

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Intellectual Property Licenses

The relevant members of the iHeart Group will grant to New CCOH and each Member of the Outdoor Group a non-exclusive, royalty-free, fully-paid, perpetual, irrevocable, non-terminable, worldwide license or sublicense (as applicable), effective as of the Closing Date, (i) under the iHeart Group s trademarks and intellectual property to operate the Outdoor Business (including natural evolutions thereof) and (ii) to fully exploit the iHeart Group s software in connection with the operation of the Outdoor Business (including natural evolutions thereof).

The relevant members of the Outdoor Group will grant to iHeartMedia, iHeartCommunications and each other member of the iHeart Group a non-exclusive, royalty-free, fully-paid, perpetual, irrevocable, non-terminable, worldwide license or sublicense (as applicable), effective as of the Closing Date, (i) under all the Outdoor Group s trademarks and intellectual property to operate the iHeart Business (including natural evolutions thereof), (ii) to fully exploit the Outdoor Group s software in connection with the operation of the iHeart Business (including natural evolutions thereof), and (iii) to access, use, register, and otherwise make available the clearchannel.com domain in connection with internal-use software of iHeartMedia, iHeartCommunications and each other member of the iHeart Group.

Conditions to the Completion of the Separation

The obligations of each party to complete the Separation pursuant to the Separation Agreement will be subject to the fulfilment or waiver of several conditions, including the following:

- all conditions to the effectiveness of the iHeartMedia Plan of Reorganization (other than the Separation and those conditions that by their nature are to be satisfied simultaneously with the Effective Date) will have been satisfied;

- all conditions to the Merger as set forth in the Merger Agreement shall have been satisfied or waived, other than those conditions that by their nature are to be satisfied simultaneously with the consummation of the Merger;

- the transactions contemplated in the Restructuring Transactions Memorandum shall have been competed prior to or concurrently with the Closing; and

- no order issued by any governmental authority or other legal restraint or prohibition preventing the consummation of any of the Transactions shall be in effect.

Release of Pre-Closing Claims

Effective as of the Closing Date, (i) New CCOH on behalf of itself and each member of the Outdoor Group, will agree to release iHeartMedia and the members of the iHeart Group from any and all legal proceedings or liabilities arising on or before the consummation of the Separation Agreement (the Pre-Closing Claims) that it or they may have against iHeartMedia or any member of the iHeart Group (other than claims for breach of the Separation Agreement or any Ancillary Agreement) and (ii) iHeartMedia on behalf of itself and each member of the iHeart Group will agree to release New CCOH and the members of the Outdoor Group from any and all Pre-Closing Claims (other than claims for breach of the Separation Agreement or any Ancillary Agreement), in each case subject to certain exceptions as set forth in the Separation Agreement.

Indemnification

Subject to certain exceptions and the procedures set forth in the Separation Agreement, CCH and CCOH will, and will cause the other members of the Outdoor Group to, indemnify and hold harmless iHeartMedia, each member of the iHeart Group and their respective directors, officers and employees from and against all liabilities relating to, arising out of or resulting from any of the following on or after the Closing Date:

- the Outdoor Business, the Outdoor Liabilities or the Outdoor Assets;

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- the failure by any member of the Outdoor Group to pay, perform or otherwise promptly discharge any of the Outdoor Liabilities; and

- any breach by and member of the Outdoor Group of the Separation Agreement.

Subject to certain exceptions and the procedures set forth in the Separation Agreement, iHeartMedia and iHeartCommunications will, and will cause the other members of the iHeart Group to, indemnify and hold harmless CCH, CCOH, each member of the Outdoor Group and their respective directors, officers and employees from and against all liabilities relating to, arising out of or resulting from any of the following on or after Closing Date:

- the iHeart Business, the iHeart Liabilities or the iHeart Assets;

- the failure by any member of the iHeart Group to pay, perform or otherwise promptly discharge any of the iHeart Liabilities; and

- any breach by and member of the iHeart Group of the Separation Agreement.

The indemnification provisions set forth in the Separation Agreement will not apply to indemnification claims relating to taxes, which are covered separately in the New Tax Matters Agreement, as described in Additional Agreements New Tax Matters Agreement.

Non-Solicitation and Non-Competition Covenants

For a period of eighteen months following the effective date of the iHeartMedia Plan of Reorganization, each of iHeartMedia and iHeartCommunications, on the one hand, and CCH and CCOH, on the other hand, will agree not to, and not to permit members of the iHeart Group or Outdoor Group, respectively, to solicit or hire employees from the other group who work in a sales capacity or have a title of vice president or above, subject to certain exceptions set forth in the Separation Agreement.

For a period beginning on the Closing Date and ending on the earlier of (i) two years following the Closing Date, (ii) the last day on which services are provided under the Transition Services Agreement, and (iii) the consummation of a change of control of either iHeartMedia or New CCOH (provided that if a change of control occurs within one year of the Closing Date, the non-compete period will continue through the first anniversary of the Closing Date), each of iHeartMedia and iHeartCommunications, on the one hand, and CCH and CCOH, on the other hand, agree not to, and not to permit members of the iHeart Group or Outdoor Group, respectively, to compete with the business of the other group, subject to certain exceptions set forth in the Separation Agreement.

Termination of the Separation Agreement

The Separation Agreement may be terminated and the Merger abandoned at any time prior to the Effective Time:

- by mutual written agreement of the parties to the Separation Agreement;

by either iHeartMedia or CCOH if the Separation has not been consummated prior to September 30, 2019; or

by either iHeartMedia or CCOH, if (1) iHeartMedia files (x) a plan of reorganization, a disclosure statement or a proposed confirmation order in the iHeart Chapter 11 Cases that does not contemplate the Separation, or (y) any motion, pleading, or other document with the Bankruptcy Court in the iHeart Chapter 11 Cases that is otherwise materially inconsistent with the applicable iHeart RSA or the iHeartMedia Plan of Reorganization as in effect as of the date of the Separation Agreement, or (2) the confirmation order (x) does not contemplate the Separation or (y) is not otherwise materially consistent with the iHeartMedia Plan of Reorganization as in effect as of the date of the Separation Agreement.

THE MERGER AGREEMENT

The following section is a summary of the material provisions of the Merger Agreement. The following description of the Merger Agreement is subject to, and qualified in its entirety by reference to, the Merger Agreement, which is included as Annex A to this information statement/prospectus and incorporated by reference in this information statement/prospectus. This summary may not contain all of the information about the Merger Agreement that may be important to you. We urge you to read the Merger Agreement carefully and in its entirety.

The Merger

The Merger Agreement provides that as of the Effective Time, CCOH will merge with and into CCH (the Merger). At the Effective Time, the separate corporate existence of CCOH will cease and CCH will be the surviving corporation (the Surviving Corporation or New CCOH) and will continue its corporate existence as a Delaware corporation.

Closing and Merger Effective Time

Unless the Merger Agreement is validly terminated pursuant to the terms of the Merger Agreement, the Closing will occur as soon as practicable on the Effective Date after the satisfaction or waiver of the conditions set forth in the Merger Agreement. The Closing will take place at the offices of Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022 (or remotely via the electronic exchange of executed documents), unless another date or place is mutually agreed upon in writing by the parties.

On the Closing Date, the parties will execute and file a certificate of merger (the Certificate of Merger) with the Secretary of State of the State of Delaware. The Merger will become effective upon filing the Certificate of Merger or at such later time specified in the Certificate of Merger.

Effect on CCOH Common Stock

Subject to the terms and conditions of the Merger Agreement, prior to the Closing, CCH will convert, or will cause to be converted, all of the shares of CCOH Class B Common Stock in accordance with the terms and procedures set forth in the Amended and Restated Certificate of Incorporation of CCOH. Each share of CCOH Class A Common Stock issued and outstanding immediately prior to the effective time of the Merger (other than shares of CCOH Class A Common Stock held by CCH or any direct or indirect wholly-owned subsidiary of CCH) will be converted into one (1) share of New CCOH Common Stock (the Merger Consideration). The shares of CCOH Class A Common Stock held by CCH and its subsidiaries will be canceled and retired, and no shares of New CCOH Common Stock will be exchanged for such shares (the Excluded Shares).

Effect on CCH Common Stock

Subject to the terms and conditions of the Merger Agreement, the shares of common stock of CCH issued and outstanding immediately prior to the Effective Time will be converted into and become in the aggregate a number of shares of New CCOH Common Stock equal to the number of Excluded Shares outstanding immediately prior to the Merger.

No Appraisal Rights

No dissenters rights or appraisal rights are or will be available to the stockholders of CCOH or CCH in connection with the Merger in accordance with the DGCL.

Surrender of Certificates; Book-Entry Shares

Holders of a Certificate of shares of CCOH Class A Common Stock should not send in their Certificates at this time. After the Effective Time, the Transfer Agent will mail to each holder of record (as of immediately prior

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to the Effective Time) holding a Certificate a customary letter of transmittal (a Letter of Transmittal) and instructions for surrendering the Certificates in exchange for shares of New CCOH Common Stock. Upon surrender of Certificates for cancellation to the Transfer Agent, and upon delivery of a Letter of Transmittal, duly executed and in proper form with respect to such Certificates, and such other documents as may reasonably be required by the Transfer Agent, the holder of such Certificates will receive shares of New CCOH Common Stock in book-entry form for which such shares of CCOH Class A Common Stock have been converted.

If any Certificate has been lost, stolen or destroyed, the Transfer Agent will issue the Merger Consideration after the holder claiming such Certificate to be lost, stolen or destroyed makes an affidavit of that fact, and, if required by the Surviving Corporation, the posting by such holder of a bond in such reasonable amount as the Surviving Corporation may direct as indemnity against any claim that may be made against it or the Surviving Corporation with respect to such Certificate.

Any holder of Book-Entry Shares whose shares of CCOH Class A Common Stock are converted into the right to receive New CCOH Common Stock at the Effective Time will not be required to deliver a Certificate or an executed Letter of Transmittal to the Transfer Agent to receive New CCOH Common Stock that such holder is entitled to receive. In lieu thereof, each such holder will, upon receipt by the Transfer Agent of an agent s message (or such other evidence, if any, of surrender as the Transfer Agent may reasonably request) be entitled to receive in exchange the New CCOH Common Stock. Payment of the Merger Consideration with respect to Book-Entry Shares will only be made to the person in whose name such Book-Entry Shares are registered.

Treatment of CCOH Equity Incentive Plans

Prior to the Closing, CCH and CCOH will each adopt resolutions and take all necessary actions such that the Surviving Corporation will adopt the (i) Clear Channel Outdoor Holdings, Inc. 2005 Stock Incentive Plan, and (ii) Clear Channel Outdoor Holdings, Inc. 2012 Amended and Restated Stock Incentive Plan (each such plan as amended and restated through the Effective Time, a CCOH Equity Incentive Plan).

At the Effective Time, each CCOH Stock Option granted pursuant to a CCOH Equity Incentive Plan that is outstanding and unexercised as of immediately prior to the Effective Time will be converted into and become a New CCOH Stock Option. Each New CCOH Stock Option will continue to have, and be subject to, the same terms and conditions applied to the CCOH Stock Option immediately prior to the Effective Time.

At the Effective Time, each CCOH Restricted Stock Unit that is outstanding as of immediately prior to the Effective Time (but excluding any CCOH Restricted Stock Unit or portion thereof that becomes vested as result of the consummation of the Merger and is settled in shares of CCOH Class A Common Stock that, in turn, converts into the right to receive New CCOH Common Stock) will be assumed by the Surviving Corporation and will be converted into a right or award to acquire or receive a New CCOH Restricted Stock Unit. Each New CCOH Restricted Stock Unit as so assumed and converted will continue to have, and will be subject to, the same terms and conditions as applied to the CCOH Restricted Stock Unit immediately prior to the Effective Time. As of the Effective Time, each such New CCOH Restricted Stock Unit as so assumed and converted will represent the right to receive a corresponding number of shares of New CCOH Common Stock.

At the Effective Time, each CCOH Restricted Stock Award that is outstanding immediately prior to the Effective Time will be converted into New CCOH Restricted Stock Award. Each unvested converted CCOH Restricted Stock Award so assumed and converted will continue to have, and will be subject to, the same terms and conditions as applied to the CCOH Restricted Award immediately prior to the Effective Time.

Certificate of Incorporation and Bylaws of the Surviving Corporation

Following the Effective Time, the certificate of incorporation of New CCOH will read in its entirety as set forth in Exhibit D to the Merger Agreement and the bylaws of New CCOH will read in their entirety as set forth in Exhibit E to the Merger Agreement.

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Board of Directors and Executive Officers of New CCOH Following the Merger

At Closing, CCH will cause the CCH Board to take all actions necessary so that the individuals set forth in the Merger Agreement will be the directors of CCH upon the Effective Time and such individuals will be the directors of New CCOH and will serve until their successors have been duly elected or appointed and qualified, or their earlier death, resignation or removal.

At Closing, CCH will cause the CCH board to appoint executive officers of CCH as set forth in the Merger Agreement, and those individuals will be the executive officers of New CCOH and will serve until their successors have been duly elected or appointed and qualified, or their earlier death, resignation or removal.

Representations and Warranties

The Merger Agreement contains certain representations and warranties of each CCH and CCOH on its own behalf and on behalf of its respective subsidiaries. The representations and warranties in the Merger Agreement do not survive the Closing.

The representations and warranties that each of CCH and CCOH made relate to, among other things, the following:

- power and authority to execute and deliver the Merger Agreement and to consummate the transactions contemplated by the Merger Agreement;

- the Merger Agreement and the consummation of the transactions contemplated by the Merger Agreement have been duly authorized;

- the Merger Agreement has been validly executed and is the legal, valid and binding obligation as to such party;

- the execution of the Merger Agreement by such party and the consummation of the transactions contemplated by the Merger Agreement do not, as of the date of the Merger Agreement, and will not as of the Closing, conflict with any of such party s organizational documents;

- such party, directly or through its subsidiaries, operates at least one significant historic business line, or owns at least a significant portion of its historic business asset;

- neither party is aware of the existence of any fact, or has taken or agreed to take any action, that would prevent the Merger from qualifying as a reorganization or a complete liquidation; and

- such party is not aware of any reason that it could not provide a tax representation letter as the basis for a legal opinion that the Merger qualifies as a reorganization.

Legal Opinions

CCOH agreed to use its reasonable best efforts to obtain a legal opinion from its counsel, Wilson Sonsini Goodrich & Rosati, P.C. (WSGR and the WSGR Legal Opinion) and CCH agreed to use its reasonable best efforts to obtain a legal opinion from Kirkland & Ellis LLP (K&E and the K&E Legal Opinion), each dated as of the Closing Date to the effect that the Merger will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. In the event that K&E is unwilling or unable to provide the K&E Legal Opinion, or WSGR is unwilling or unable to provide the WSGR Legal Opinion, then CCOH (if the K&E Legal Opinion is not being provided) or CCH (if the WSGR Legal Opinion is not being provided), will have the right to require the other to use reasonable efforts to obtain, from a nationally recognized Big 4 accounting firm or law firm that is reasonably acceptable to each of CCH and CCOH (a Replacement Opinion Provider), an opinion addressing the matters that would have been addressed by the K&E Legal Opinion or WSGR Legal Opinion, as applicable (a Replacement Opinion), and the delivery of such Replacement Opinion will satisfy any condition in the Merger Agreement that would otherwise have been satisfied by such K&E Legal Opinion or WSGR Legal Opinion, as applicable.

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Preparation of the S-4

CCH and CCOH agreed to use reasonable best efforts to (i) have this registration statement on Form S-4 and accompanying information statement/prospectus (the Form S-4) declared effective under the Securities Act of 1933, as amended (the Securities Act) as promptly as practicable after such filing, (ii) ensure the Form S-4 complies in all material respects with the applicable provisions of the Exchange Act or Securities Act and (iii) keep the Form S-4 effective for so long as necessary to complete the Merger. CCH and CCOH agreed to include as exhibits legal opinions that are substantively consistent with the WSGR Legal Opinion and the K&E Legal Opinion (which legal opinions shall rely on representation letters substantially similar to the CCOH Tax Representation Letter and CCH Tax Representation Letter), the information that included the basis for rendering such opinion, and all other information reasonably requested by each party to be included herein.

On or prior to the Closing Date, CCH will file or cause to be filed a registration statement on Form 8-A (or an amendment to CCOH s registration statement on Form 8-A) for the registration of the New CCOH Common Stock under the Exchange Act.

Stock Exchange Listing; Delisting

CCH agreed that on or prior to the Closing Date, CCH will use its commercially reasonable efforts to cause the shares of New CCOH Common Stock to be issued in the Merger and the shares of New CCOH Common Stock to be distributed to creditors of iHeartMedia to be approved for listing on the NYSE or other nationally recognized exchange, subject to official issuance.

Further, prior to the Closing, CCOH agreed to take all reasonable actions, upon CCH s request, to cause the delisting of CCOH Common Stock from the NYSE and the termination of CCOH s registration under the Exchange Act as soon as practicable following the Effective Time.

Broader Media and CC Finco Distributions

CCH agreed that prior to the Closing, (i) CCH will cause Broader Media, LLC, a wholly-owned subsidiary of CCH (Broader Media), to distribute all of the shares of CCOH Class B Common Stock held by Broader Media to CCH (the Broader Media Distribution) and (ii) CCH will cause CC Finco, LLC, a wholly-owned subsidiary of CCH (CC Finco) to distribute all of the shares of CCOH Class A Common Stock held by CC Finco to CCH (the CC Finco Distribution). Upon the consummation of each of the Broader Media Distribution and the CC Finco Distribution, the CCOH Common Stock distributed to CCH will constitute Excluded Shares for purposes of the Merger Agreement. No later than the close of business on the day immediately preceding the Closing Date, CCH shall, and, as applicable, shall cause Broader Media to, convert all of the shares of CCOH Class B Common Stock into Class A Common Stock, in each case, in accordance with the terms and procedures set forth in the Amended and Restated Certificate of Incorporation of CCOH.

Stockholder Litigation

In the event that any stockholder litigation related to the Merger Agreement, the transactions contemplated by the Merger Agreement or any of the transactions contemplated by the Restructuring Transactions Memorandum or the Separation Agreement is brought, or to CCOH s knowledge, threatened in writing, against CCOH and/or the members of the CCOH Board prior to the Effective Time (a Transaction Litigation), CCOH agreed to promptly notify CCH of any such Transaction Litigation and will keep CCH reasonably informed with respect to the status thereof. Pursuant to the Merger Agreement, CCH has the right to participate in the defense or settlement of any Transaction Litigation, and

CCOH agreed not to settle, compromise or come to an arrangement regarding any Transaction Litigation, without CCH s prior written consent.

Efforts

Each of CCH and CCOH agreed to cooperate and use its commercially reasonable efforts to take all actions or do, assist and cooperate with each other party in doing all things necessary, proper or advisable to consummate

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and make effective the transactions contemplated by the Merger Agreement, including the satisfaction of the respective conditions to the Merger Agreement. Further, each of CCH and CCOH agreed not to take or do anything that would reasonably be expected to materially impede or delay the transactions contemplated by the Merger Agreement, including the satisfaction of the respective conditions set forth in the Merger Agreement.

Conditions to the Merger

The obligations of both of CCH and CCOH to effect the Merger will be subject to the fulfillment of the following conditions, or, to the extent permitted by applicable law, a written waiver by each of CCOH and CCH on or prior to the Effective Time:

The CCOH Stockholder Approval and the CCH Stockholder Approval will have been obtained (which conditions have been satisfied);

no order issued by any governmental authority or other legal restraint or prohibition that prevents the transactions contemplated in the Merger Agreement, or declares such transactions unlawful or would cause such transactions to be rescinded, will be in effect;

the Form S-4 will have been declared effective by the SEC under the Securities Act and no stop order suspending the effectiveness of the registration statement will have been issued by the SEC and remain in effect and no proceedings for that purpose will have been initiated or threatened in writing by the SEC;

a period of at least 20 calendar days will have elapsed from the date this information statement/prospectus was first mailed to the holders of CCOH Class A Common Stock;

the Bankruptcy Court will have entered an order (which may be an order confirming the iHeartMedia Plan of Reorganization (the Confirmation Order)) approving the Merger Agreement (which condition has been satisfied);

all conditions precedent to the effectiveness of the iHeartMedia Plan of Reorganization will have been satisfied prior to or contemporaneously with the closing of the Merger;

the steps contemplated to be taken prior to the consummation of the Merger pursuant to the Restructuring Transactions Memorandum, including the Radio Distribution, the Separation, the Broader Media Distribution and the CC Finco Distribution, will have occurred in accordance with the Restructuring Transactions Memorandum;

CCH shall have, and shall have caused Broader Media to have, converted all of their shares of CCOH Class B Common Stock into CCOH Class A Common Stock; and

- other customary conditions.

In addition, CCOH will have the obligation to effect the Merger subject to satisfaction or waiver at or prior to the Effective Time by CCOH of certain other conditions, listed below:

- CCOH will have received a copy of the WSGR Legal Opinion or a Replacement Opinion, as applicable; and
- other customary conditions.

In addition, CCH will have the obligation to effect the Merger subject to satisfaction or waiver at or prior to the Effective Time by CCH of certain other conditions, listed below:

- CCH will have received a copy of the K&E Legal Opinion or a Replacement Opinion, as applicable;
- the shares of New CCOH Common Stock issuable pursuant to the Merger Agreement will have been approved for listing on the NYSE, or other nationally recognized exchange, subject to official notice of issuance; and
- other customary conditions.

Neither party can provide assurance as to when, or if, all of the conditions to the Merger can or will be satisfied or waived by the applicable party. As of the date of this information statement/prospectus, neither party has any reason to believe that the remaining conditions to the Merger Agreement will not be satisfied.

Termination of the Merger Agreement

The Merger Agreement may be terminated and the Merger abandoned at any time prior to the Effective Time:

- by mutual written agreement of CCH and CCOH;
- by either CCH or CCOH if the Separation has not been consummated before June 30, 2019; or
- by either CCH or CCOH, if (1) iHeartMedia files (x) a plan of reorganization, a disclosure statement or a proposed Confirmation Order in the iHeart Chapter 11 Cases that does not contemplate the Separation, or (y) any motion, pleading, or other document with the Bankruptcy Court in the iHeart Chapter 11 Cases that is otherwise materially inconsistent with the applicable iHeart RSA or the iHeartMedia Plan of Reorganization as in effect as of the date of the Merger Agreement, or (2) the Confirmation Order (x) does not contemplate the Separation or (y) is not otherwise materially consistent with the iHeartMedia Plan of Reorganization.

Amendment of the Merger Agreement; Waiver

The parties may amend the Merger Agreement at any time prior to the Effective Time in writing signed by both parties and either party may waive compliance by the other parties as to any of the agreements or conditions contained in the Merger Agreement, provided however, there shall not be made any amendment that by law or in accordance with the rules of any relevant stock exchange, requires further approval by the stockholders of CCOH without further approval of such stockholder.

Specific Performance

Under the Merger Agreement, each party will have the right to seek specific performance and injunctive or other equitable relief (on an interim or permanent basis) in respect of its rights under the Merger Agreement in the event of any actual or threatened default in, or breach of, the terms and conditions of the Merger Agreement.

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ADDITIONAL AGREEMENTS

Settlement Agreement

On December 16, 2018, CCOH, GAMCO, Norfolk, the Sponsor Entities and the Delaware Settlement Parties, through their respective counsel, entered into the Settlement Agreement that embodies the terms of (i) a global settlement of all direct or derivative claims by or on behalf of GAMCO and Norfolk, both individually and on behalf of the putative class of public shareholders of CCOH, against certain members of CCOH s board of directors, the Sponsor Entities, iHeartCommunications, iHeartMedia, CCOH and the Debtors, including in the Delaware Actions and the iHeart Chapter 11 Cases, and (ii) the Separation in accordance with the iHeartMedia Plan of Reorganization.

The Settlement Agreement contemplates that in connection with the Separation (i) the cash sweep arrangement under the Corporate Services Agreement between CCOH and iHeartCommunications will terminate, (ii) any agreements or licenses requiring royalty payments to the Debtors by the Company for trademarks or other intellectual property will terminate, which aggregated to $38.6 million for the year ended December 31, 2018, and (iii) the Transition Services Agreement will supersede and replace the existing Corporate Services Agreement. In exchange, the Debtors agreed to waive (i) the set-off for the value of the intellectual property transferred, including royalties incurred through December 31, 2018, which aggregated to $31.8 million on a post-petition basis through December 31, 2018 and (ii) the repayment of the post-petition intercompany balance outstanding in favor of the Debtors as of December 31, 2018, which was equal to $21.6 million as of December 31, 2018. As a result, iHeartMedia will make a net payment to CCOH of $10.2 million promptly after the Effective Date. In addition, the Settlement Agreement provides that after the Separation, (i) iHeartCommunications will provide the iHeartCommunications Line of Credit for a period of no more than three years following the Effective Date, (ii) iHeartMedia will indemnify CCOH for 50% of certain tax liabilities imposed on CCOH in connection with the Separation on or prior to the third anniversary of the Separation in excess of $5.0 million, with iHeartMedia s aggregate liability limited to $15.0 million, and (iii) iHeartMedia will reimburse CCOH for one-third of potential costs relating to certain agreements between CCOH and third parties in excess of $10.0 million up to the first $35.0 million of such costs such that iHeartMedia will not bear more than $8.33 million of such costs. The parties agreed that CCOH will recover 14.44%, or approximately $149.0 million, in cash on its allowed claim of $1,031.7 million under Due from iHeartCommunications Notes, and to mutual releases, including a release of all claims that have been asserted, could have been asserted or ever could be asserted with respect to the iHeart Chapter 11 Cases and the actions brought by or on behalf of GAMCO and Norfolk, both individually and on behalf of the putative class of public shareholders of CCOH.

Transition Services Agreement

Pursuant to the Transition Services Agreement, for one year from the Effective Date of the iHeartMedia Plan of Reorganization (subject to certain rights of New CCOH to extend up to one additional year, as described below), iHM Management Services will provide, or cause iHeartMedia, iHeartCommunications, Radio Newco or any member of the iHeart Group to provide, CCH with certain administrative and support services and other assistance which CCH will utilize in the conduct of its business as such business was conducted prior to the Separation. The transition services may include, among other things, the following:

- treasury, payroll and other financial related services;
- certain executive officer services;

human resources and employee benefits;

legal and related services;

information systems, network and related services;

investment services;

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- corporate services; and
- procurement and sourcing support.

The charges for the transition services will generally be intended to be consistent with the Corporate Services Agreement. The allocation of cost will be based on various measures depending on the service provided, which measures include relative revenue, employee headcount or number of users of a service. New CCOH may request an extension of the term for all services or individual services for one-month periods for up to an additional 12 months, and the price for transition services provided during such extended term will be increased as follows for any service other than those identified in the schedules to the Transition Services Agreement as an IT Service or any other service the use and enjoyment of which requires the use of another IT Service (an IT-Based Service):

- for the three months following the one-year anniversary of the Effective Date, by 20%;
- for the subsequent three months, by 30%; and
- for any time following such six month period, by 40%

provided, however that with respect to the extension of the term for any IT-Based Service, no increase shall be made to the price for such transition service with respect thereto during the first twelve months following the one-year anniversary of the Effective Date. New CCOH and iHeartMedia will have access to each other s computing and telecommunications systems to the extent necessary to perform or receive the transition services.

New CCOH may terminate the Transition Services Agreement with respect to all or any individual service, in whole or in part, upon 30 days prior written notice, provided that any co-dependent services must be terminated concurrently.

New Tax Matters Agreement

In connection with the Transactions, we will enter into the New Tax Matters Agreement by and among iHeartMedia, iHeartCommunications, Radio Newco, CCH, Clear Channel Outdoor Holdings, Inc. and CCOH, to allocate the responsibility of iHeartMedia and its subsidiaries, on the one hand, and CCOH and its subsidiaries, on the other, for the payment of taxes arising prior and subsequent to, and/or in connection with the Transactions.

In general, the New Tax Matters Agreement requires that we, on behalf of CCOH and its subsidiaries, indemnify iHeartMedia for (i) any income taxes paid by iHeartMedia on behalf of CCOH and its subsidiaries or, with respect to any income tax return for which CCOH or any of its subsidiaries joins with iHeartMedia or any of subsidiaries in filing a consolidated, combined or unitary return, the amount of taxes that would have been incurred by CCOH and its subsidiaries if they had filed a separate return. In addition, if iHeartMedia or its subsidiaries use certain of our tax attributes (including net operating losses, foreign tax credits and other credits) and such use results in a decrease in tax liability for iHeartMedia or its subsidiaries, then iHeartMedia will reimburse us for the use of such attributes based on the amount of tax benefit realized. The New Tax Matters Agreement provides that any reduction of the tax attributes of CCOH and its subsidiaries as a result of cancellation of indebtedness income realized in connection with the iHeart Chapter 11 Cases is not treated as a use of such tax attributes (and, therefore, does not require iHeartMedia to reimburse CCOH for such reduction).

Any tax liability of CCH attributable to any taxable period ending on or before the date of the completion of the Separation, other than any such tax liability resulting from CCH s being a successor of CCOH in connection with the Merger or arising from the operation of the business of CCOH and its subsidiaries after the Merger, will not be treated as a liability of CCOH and its subsidiaries for purposes of the New Tax Matters Agreement.

The New Tax Matters Agreement provides that, except as described in this sentence, CCOH will indemnify iHeartMedia and its subsidiaries, and their respective directors, officers and employees, and hold them harmless, on an after-tax basis, from and against any taxes other than transfer taxes or indirect gains taxes imposed on CCOH or any of its subsidiaries in connection with the Transactions. The New Tax Matters Agreement also provides that iHeartMedia and iHeartCommunications will indemnify CCOH and its subsidiaries, and their respective directors, officers and employees, and hold them harmless, on an after-tax basis, from and against (i) any taxes other than transfer taxes or indirect gains taxes imposed on iHeartMedia or any of its subsidiaries in connection with the Transactions, (ii) any transfer taxes and indirect gains taxes arising in connection with the Transactions, and (iii) fifty percent (50%) of the amount by which the amount of taxes (other than transfer taxes or indirect gains taxes) imposed on CCOH or any of its Subsidiaries in connection with the Transactions that are paid to the applicable taxing authority on or before the third anniversary of the Separation exceeds $5.0 million, provided that, the obligations of iHeartMedia and iHeartCommunications to indemnify CCOH and its subsidiaries with respect taxes (other than transfer taxes or indirect gains taxes) imposed on CCOH or any of its subsidiaries in connection with the Transactions will not exceed $15.0 million.

CCOH s obligations and rights under the New Tax Matters Agreement will be assumed by New CCOH in the Merger (subject to the note above regarding tax liability of CCH for taxable periods ending on or before the date of the completion of the Separation).

New EBIT Agreement

Under New EBIT Agreement, the Outdoor Group will allow the iHeart Group to use any domestic display that the Outdoor Group or the Outdoor Group staff believes would otherwise be unsold to promote the iHeartMedia radio business, provided that such displays do not promote any advertisers or sponsors of the iHeart Group. The iHeart Group s ad copy shall be subject to New CCOH s prior written approval (not to be unreasonably withheld, conditioned or delayed). There shall be no cost for the use of such displays, provided that (i) the iHeart Group will pay the out-of-pocket costs and expenses incurred by the Outdoor Group for the production, installation and removal of signage advertising and (ii) the iHeart Group shall purchase the vinyl and poster materials through the Outdoor Group and its approved vendors at the Outdoor Group s negotiated cost, without any mark-up or fee by the Outdoor Group. The iHeart Group s use of otherwise unsold displays under the New EBIT Agreement is subject to, among other things, iHeartCommunications meeting a minimum spending commitment of $2.0 million in cash sales on Outdoor Group inventory each calendar year following the date of the Agreement. The New EBIT Agreement will terminate concurrently with the TSA, provided that either party may terminate the New EBIT Agreement upon 60 days written notice.

iHeartCommunications Line of Credit

In anticipation of the Separation, it is expected that iHeartCommunications will provide CCOL with the iHeartCommunications Line of Credit that provides for borrowings, at CCOL s option, of up to $200 million, with any borrowings bearing interest at a rate equal to the prime lending rate. The iHeartCommunications Line of Credit will be unsecured and will not be guaranteed by New CCOH or any of its subsidiaries. The facility will have a three year maturity, and may be terminated by CCOL earlier at its option. It is expected that the parties will enter into this facility upon consummation of the iHeart Chapter 11 Cases and the concurrent Separation.

Borrowings under the iHeartCommunications Line of Credit are expected to bear interest at the U.S. prime rate, provided that so long as any event of default has occurred and is continuing, at the option of iHeartCommunications, interest shall accrue at the rate of the prime rate plus 2.0% per annum.

The iHeartCommunications Line of Credit is expected to require prepayments in the event our consolidated liquidity (as defined by the revolving loan agreement governing the iHeartCommunications Line of Credit) exceeds

$137.5 million, in the amount of such excess.

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The iHeartCommunications Line of Credit is expected to contain affirmative covenants requiring CCOL to deliver monthly unaudited financial information and three-month projected monthly sources and uses of cash. In addition, the iHeartCommunications Line of Credit is expected to contain negative covenants restricting the ability of CCOL to repay any indebtedness, subject to certain exceptions.

The iHeartCommunications Line of Credit is expected to contain customary events of default, including default in the payment of principal or interest and default in the payment of certain other indebtedness.

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DESCRIPTION OF NEW CCOH CAPITAL STOCK

Below we have provided a summary description of New CCOH s capital stock. This description is not complete. You should read the full text of our amended certificate of incorporation and bylaws, which will be included as exhibits to the registration statement of which this information statement/prospectus is a part, as well as the provisions of applicable Delaware law.

General

We will be authorized to issue 2,350,000,000 shares of New CCOH Common Stock, par value $0.01 per share, and 150,000,000 shares of preferred stock, par value $0.01 per share.

Common Stock

Voting Rights

Each share of New CCOH Common Stock will entitle its holder to one vote. New CCOH Common Stock will vote as a single class on all matters on which stockholders are entitled to vote, except as otherwise provided in our amended certificate of incorporation or as required by law. Generally, all matters to be voted on by stockholders, other than the election of directors, must be approved by a majority of the New CCOH Common Stock present in person or represented by proxy and entitled to vote on the subject matter, voting as a single class, subject to any voting rights granted to holders of any preferred stock. Subject to the rights of the holders of any series of preferred stock to elect directors under certain circumstances, directors shall be elected by a plurality of the voting power present in person or represented by proxy and entitled to vote generally in the election of directors. No stockholder shall be entitled to exercise the right of cumulative voting.

Dividends

Holders of New CCOH Common Stock will share equally, on a per share basis, in any dividends and other distributions in cash or stock of any entity or property of New CCOH declared by our board of directors, subject to any preferential rights of any outstanding shares of preferred stock.

Other Rights

On liquidation, dissolution or winding up of our company, after payment in full of the amounts required to be paid to holders of preferred stock, if any, all holders of New CCOH Common Stock are entitled to receive a pro rata amount of any distribution of the remaining assets.

No shares of New CCOH Common Stock are subject to redemption or conversion or have preemptive rights to purchase additional shares of New CCOH Common Stock or other securities of our company.

Upon completion of the Merger and the Separation, all the outstanding shares of New CCOH Common Stock will be validly issued, fully paid and nonassessable.

Preferred Stock

Our board of directors has the authority, without action by our stockholders, to designate and issue our preferred stock in one or more series and to designate the rights, powers, preferences and privileges of each series and any qualifications, limitations or restrictions thereof, which may be greater or less than the rights of New CCOH Common Stock. It is not possible to state the actual effect of the issuance of any shares of preferred stock upon the rights of holders of New CCOH Common Stock until our board of directors determines the specific rights of the holders of preferred stock. However, the effects might include, among other things:

- restricting dividends on New CCOH Common Stock;

- diluting the voting power of New CCOH Common Stock;
- impairing the liquidation rights of New CCOH Common Stock; or
- delaying or preventing a change in control of our company without further action by our stockholders.

On the Emergence Date, we intend to file with the Secretary of State of the State of Delaware a Certificate of Designation of Cumulative Series A Preferred Stock (the Certificate of Designation), to create the New CCOH Preferred Stock and establish the designations, preferences, powers, and other rights of the New CCOH Preferred Stock, which will become effective upon filing or at such later time set forth therein.

The terms of the New CCOH Preferred Stock have yet to be fully negotiated and the terms remain subject to approval by the parties.

Anti-Takeover Effects of Our Amended Certificate of Incorporation and Bylaws and Delaware Law

Some provisions of Delaware law and our amended certificate of incorporation and bylaws could make the following more difficult:

- acquisition of us by means of a tender offer or merger;
- acquisition of us by means of a proxy contest or otherwise; or
- removal of our incumbent officers and directors.

These provisions, summarized below, are expected to discourage coercive takeover practices and inadequate takeover bids. These provisions also are designed to encourage persons seeking to acquire control of us to first negotiate with our board of directors. We believe that the benefits of the potential ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure our company outweigh the disadvantages of discouraging those proposals because negotiation of them could result in an improvement of their terms.

Election and Removal of Directors

Our amended certificate of incorporation will provide that, continuing until immediately prior to the fourth annual meeting of stockholders following the Separation, our board of directors will be divided into three classes. The term of the first class of directors expires at our 2020 annual meeting of stockholders at which meeting directors in the first class will be elected to a term expiring at our 2023 annual meeting of stockholders, the term of the second class of directors expires at our 2021 annual meeting of stockholders at which meeting directors in the second class will be elected to a term expiring at our 2023 annual meeting of stockholders and the term of the third class of directors expires at our 2022 annual meeting of stockholders at which meeting directors in the third class will be elected to a term expiring at our 2023 annual meeting of stockholders. At each of our annual meetings of stockholders beginning with the 2023 annual meeting of stockholders, the directors will be elected for one-year terms. This system of electing and removing directors may initially discourage a third party from making a tender offer or otherwise attempting to obtain control of us because it generally makes it more difficult for stockholders to replace a majority of our directors.

From and after our 2023 annual meeting of the stockholders following the effectiveness of the amended certificate of incorporation, the board of directors shall no longer be classified and each director shall be elected for a one-year term. In case of any increase or decrease, from time to time, in the number of directors prior to our 2023 annual meeting of the stockholders following the effectiveness of the amended certificate of incorporation, other than those who may be elected by the holders of any series of preferred stock under specified circumstances, the number of directors added to or eliminated from each class shall be apportioned so that the number of directors in each class thereafter shall be as nearly equal as possible, but in no case shall a decrease in the number of directors constituting the board of directors shorten the term of any incumbent director.

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Our amended certificate of incorporation will provide that, except as otherwise provided by a certificate of designations, any director or the entire board of directors may be removed from office as provided by Section 141(k) of the DGCL.

Size of Board and Vacancies

Our bylaws will provide that the number of directors on our board of directors will be fixed by resolution of the board of directors. Except as otherwise provided by a certificate of designations, newly created directorships resulting from any increase in our authorized number of directors will be filled solely by the vote of our remaining directors in office. Any vacancies in our board of directors resulting from death, resignation, retirement, disqualification, removal from office or other cause will be filled solely by the vote of our remaining directors in office.

No Stockholder Action by Written Consent

Our amended certificate of incorporation will provide that subject to the rights of holders of preferred stock to act by written consent, any stockholder action may be effected only at a duly called annual or special meeting of stockholders and may not be effected by a written consent or consents by stockholders in lieu of such a meeting.

Amendment of Our Bylaws

Our amended certificate of incorporation and bylaws will provide that our bylaws may only be amended by the board of directors or, notwithstanding any other provision of the amended certificate of incorporation or law that might otherwise permit a lesser vote or no vote, but in addition to any vote of any series of preferred stock required by law, the amended certificate of incorporation or a certificate of designations, by the affirmative vote of holders of at least a majority of the total voting power entitled to vote thereon.

Amendment of Our Amended Certificate of Incorporation

Our amended certificate of incorporation will provide (i) except as otherwise required by law, holders of New CCOH Common Stock will not be entitled to vote on any amendment relating solely to one or more series of preferred stock if such affected series is entitled to vote thereon by law or the amended certificate of incorporation (including any certificate of designations), and (ii) notwithstanding any other provision of the amended certificate of incorporation or law that might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of any series of preferred stock required by law, the amended certificate of incorporation or a certificate of designations, the affirmative vote of a majority of the total voting power of the outstanding shares of capital stock then entitled to vote thereon, voting together as a single class, is required to amend the amended certificate of incorporation; provided, however, that, in addition to any vote of the holders of any class or series of the stock required by law, the amended certificate of incorporation or by a certificate of designations, (a) prior to May 1, 2022 (the Sunset Date), the affirmative vote of the holders of at least 66-2/3% of the total voting power of all outstanding shares of capital stock entitled to vote thereon, voting together as a single class, and (b) on and after the Sunset Date, the affirmative vote of the holders of at least a majority of the voting power of all then outstanding shares of capital stock entitled to vote thereon, voting together as a single class, shall be required to amend, alter, change or repeal, or adopt any provision inconsistent with, Articles V (Board of Directors), VI (By-laws), VIII (Limitation on Liability of Directors and Officers), IX (Stockholder Action) and one sentence of Article VII (Amendment of Certificate of Incorporation).

Stockholder Meetings

Our amended certificate of incorporation and bylaws will provide that except as otherwise required by law and subject to the rights of holders of preferred stock, if any, a special meeting of our stockholders may be called only by the Chairman of our board of directors or our board of directors pursuant to a resolution adopted by a majority of the total number of directors, whether or not there exist any vacancies or unfilled seats in previously authorized directorships.

No business other than that stated in the notice of a special meeting of stockholders shall be transacted at such special meeting.

Requirements for Advance Notification of Stockholder Nominations and Proposals

Our bylaws will establish advance notice procedures with respect to stockholder proposals and nomination of candidates for election as directors other than nominations made by or at the direction of our board of directors or a committee of our board of directors.

In general, for nominations or other business to be properly brought before an annual meeting by a stockholder, the stockholder must give notice in writing to our secretary 90 to 120 days before the first anniversary of the preceding year s annual meeting, or if no annual meeting was held in the preceding year, or if the date of the annual meeting is more than 30 days before or after the anniversary, such notice shall be delivered, by the later of the 10th day after the annual meeting is announced or 90 days prior to the date of such meeting, and the business must be a proper matter for stockholder action. Among other things the stockholder s notice must include for each proposed nominee and business, as applicable, (i) all required information under the Exchange Act, (ii) the proposed nominee s written consent to serve as a director if elected, (iii) a brief description of the proposed business, (iv) the reasons for conducting the business at the meeting, (v) the stockholder s material interest in the business, (vi) the stockholder s name and address and (vii) the class and number of our shares which the stockholder owns including derivative interests.

In general, only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to our notice of meeting. At a special meeting of stockholders at which directors are to be elected pursuant to our notice of meeting, a stockholder who is a stockholder of record at the time of giving notice and on the record date for the meeting, who is entitled to vote at the meeting and who complies with the notice procedures, may nominate proposed nominees. In the event we call a special meeting of stockholders to elect one or more directors, a stockholder may nominate a person or persons if the stockholder s notice is delivered to our secretary not earlier than 120 days before the meeting nor later than the later of (a) the 90^{th} day prior to the meeting and (b) the 10^{th} day after the meeting is announced.

Only such persons who are nominated in accordance with the procedures set forth in our bylaws shall be eligible to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in our bylaws. Except as otherwise required by New CCOH s governing documents, the chairman of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed in accordance with the procedures set forth in our bylaws and, if any proposed nomination or business is not in compliance with our bylaws, to declare that such defective proposal or nomination shall be disregarded.

Delaware Anti-Takeover Law

Our amended certificate of incorporation will subject us to Section 203 of the DGCL.

In general, Section 203 of the DGCL prohibits a publicly held Delaware corporation from engaging in a business combination with an interested stockholder for a period of three years following the date the person became an interested stockholder, unless the business combination or the transaction in which the person became an interested stockholder is approved in a prescribed manner. Generally, a business combination includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. Generally, an interested stockholder is a person that together with affiliates and associates, owns or within

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three years prior to the determination of interested stockholder status, did own, 15% or more of a corporation s voting stock. This may have an anti-takeover effect with respect to transactions not approved in advance by our board of directors, including discouraging attempts that might result in a premium over the market price for the shares of our common stock.

No Cumulative Voting

Our amended certificate of incorporation and bylaws will not provide for cumulative voting in the election of our board of directors.

Transfer Agent

The transfer agent and registrar for New CCOH Common Stock is Computershare Trust Company, N.A. The transfer agent and registrar s address is 250 Royall Street, Canton, Massachusetts 02021.

New York Stock Exchange Listing

We intend to apply to list the New CCOH Common Stock on the NYSE under the symbol CCO. The authorization by the NYSE for listing the New CCOH Common Stock is a condition to the closing of the Merger.

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COMPARISON OF RIGHTS OF CCOH STOCKHOLDERS BEFORE AND AFTER THE TRANSACTIONS

The rights of CCOH common stockholders are currently governed by CCOH s amended and restated certificate of incorporation and bylaws and by the DGCL. After the Merger, assuming it is completed, the rights of holders of New CCOH Common Stock, will be governed by New CCOH s amended certificate of incorporation and bylaws and by the DGCL. Set forth below is a discussion of the material differences between the rights of a holder of CCOH Common Stock, on the one hand, and the rights of a holder of New CCOH Common Stock on the other hand.

	CCOH	NEW CCOH
Authorized Capital	CCOH is authorized to issue 750,000,000 shares of CCOH Class A Common Stock, 600,000,000 shares of CCOH Class B Common Stock, and 150,000,000 shares of preferred stock, $0.01 par value per share	New CCOH will be authorized to issue 2,350,000,000 shares of New CCOH Common Stock, and 150,000,000 shares of preferred stock, including 45,000 shares of New CCOH Preferred Stock.
Voting Rights	Each share of CCOH Class A Common Stock entitles its holder to one vote and each share of CCOH Class B Common Stock entitles its holder to 20 votes.	The holders of New CCOH Common Stock will be entitled to one vote per share with respect to all matters submitted to stockholders (with limited exceptions relating to preferred stock).
	Generally, other than the election of directors or amendments to the certificate of incorporation, all matters voted on by stockholders must be approved by a majority of the voting power of CCOH Class A Common Stock and CCOH Class B Common Stock, voting as a single class, subject to any voting rights granted to holders of preferred stock. Director elections are decided by a plurality vote.	The voting rights, if any, of holders of shares of preferred stock, including the New CCOH Preferred Stock, issued in the future will be set forth in the certificate of designations creating such preferred stock. Director elections will be decided by a plurality vote.
Dividends	Holders of CCOH Class A Common Stock and CCOH Class B Common Stock will share equally, on a per share basis, in any cash dividend or distribution declared by the board of directors, subject to any preferential rights of outstanding preferred	Holders of CCOH Common Stock will share equally, on a per share basis, in any cash dividend or distribution declared by the New CCOH Board, subject to any preferential rights of any outstanding shares of preferred

stock.	stock.
Dividends payable in shares of CCOH Class A Common Stock may be paid only to holders of CCOH Class A Common Stock, and shares of CCOH Class B Common Stock may be paid only	The dividend rights, if any, of holders of shares of preferred stock, including New CCOH Preferred Stock, will be set forth in the certificate of designations creating such preferred stock.

	CCOH	NEW CCOH
	to holders of CCOH Class B Common Stock and no such dividend may be paid to the holders of Class A Common Stock unless simultaneously also made to the holders of Class B Common Stock and vice versa.	
Conversion of Common Stock	Generally, while owned by iHeartCommunications or any of its affiliates (excluding CCOH), each share of CCOH Class B Common Stock is convertible at the holder s option into one share of CCOH Class A Common Stock. Generally, any shares of CCOH Class B Common Stock transferred to a person other than iHeartCommunications will convert into shares of CCOH Class A Common Stock on a one-for-one basis upon any such transfer, with certain exceptions.	Not applicable to the New CCOH Common Stock.
Conversion After a Tax-Free Spin-Off	Following any distribution of CCOH Class B Common Stock to iHeartCommunications common stockholders in a tax-free transaction under Section 355 of the Code, each share of CCOH Class B Common Stock will be convertible at the holder s option into one share of CCOH Class A Common Stock. Each share of CCOH Class B Common Stock will convert into one share of CCOH Class A Common Stock upon any transfer thereof subsequent to such tax-free transaction.	Not applicable. There will only be one class of New CCOH Common Stock and no possibility of a tax free spin off following the Separation.
Liquidation or Dissolution	All holders of CCOH Common Stock, regardless of class, are	All holders of New CCOH Common Stock will be entitled to

	entitled to receive the same amount per share with respect to any distribution of assets to holders of shares of CCOH Common Stock, after payment in full of the amounts required to be	receive the same amount per share with respect to any distribution of assets to holders of shares of New CCOH Common Stock, after payment in full of the amounts required to be paid to holders of preferred stock, if any.

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	CCOH	NEW CCOH
	paid to holders of preferred stock, if any.	
		The liquidation or dissolution rights, if any, of holders of shares of preferred stock, including New CCOH Preferred Stock, will be set forth in the certificate of designations creating such preferred stock.
Redemption or Preemptive Rights	No shares of either class of CCOH Common Stock are subject to redemption or have preemptive rights to purchase additional shares of CCOH Common Stock or other securities of CCOH.	No shares of New CCOH Common Stock will be subject to redemption or have preemptive rights to purchase additional shares of New CCOH Common Stock or other securities of New CCOH.
		The redemption or preemptive rights, if any, of holders of shares of preferred stock, including New CCOH Preferred Stock, will be set forth in the certificate of designations creating such preferred stock.
Corporate Opportunities	iHeartCommunications has no duty to refrain from engaging in the same or similar business activities as CCOH or doing business with its clients, customers or vendors or employing its officers, directors or employees.	Not applicable.
	If iHeartCommunications or one of CCOH s directors or officers who is also a director or officer of iHeartCommunications acquires knowledge of a potential transaction or corporate opportunity for both iHeartCommunications and CCOH, CCOH will have renounced its interest in such corporate opportunity.	

Classification of Board of Directors	The CCOH Board is divided into three classes, with terms expiring on a staggered three year basis. At each of CCOH s annual meetings of stockholders, each class of directors whose term expires at	The New CCOH Board will be divided into three classes, continuing until immediately prior to the fourth annual meeting of stockholders, the term of the first class of directors will expire at the

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	CCOH	NEW CCOH
	that meeting of stockholders will be elected for a three-year term, one class being elected each year by its stockholders.	2020 annual meeting, the term of the second class of directors will expire at the 2021 annual meeting and the term of the third class of directors will expire at the 2022 annual meeting.
		From and after the fourth annual meeting of the stockholders following the effectiveness of New CCOH s amended certificate of incorporation, New CCOH s board of directors will no longer be classified and each director will be elected for a one-year term. In case of any increase or decrease, from time to time, in the number of directors prior to New CCOH s fourth annual meeting of the stockholders following the effectiveness of New CCOH s amended certificate of incorporation, other than those who may be elected by the holders of any series of preferred stock under specified circumstances, the number of directors added to or eliminated from each class will be apportioned so that the number of directors in each class thereafter will be as nearly equal as possible, but in no case shall a decrease in the number of directors constituting the board of directors shorten the term of any incumbent director.
Removal of Directors	Directors may be removed, with or without cause, by affirmative vote of shares representing a majority of the voting power of the capital stock entitled to vote generally in the election of directors in the election of CCOH s board as long as iHeartCommunications and its	Except as otherwise provided by a certificate of designations, any director or the entire board of directors may be removed from office as provided by Section 141(k) of the DGCL.

subsidiaries (excluding CCOH and its subsidiaries) owns shares representing at least a majority of the voting power of the capital stock entitled to vote generally in the election of directors.

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	CCOH	NEW CCOH
	Once iHeartCommunications and its subsidiaries (excluding CCOH and its subsidiaries) cease to own shares representing at least a majority of the votes entitled to be cast in the election of CCOH s board of directors, the directors may only be removed for cause and only by the affirmative vote of not less than 80% of voting power of the capital stock entitled to vote generally in the election of directors.	
Size of Board of Directors	The number of directors on CCOH s board will be fixed exclusively by its board. Newly created directorships resulting from any increase in CCOH s authorized number of directors will be filled solely by the vote of CCOH s remaining directors in office.	The number of directors on the New CCOH Board will initially be set at nine, but this number may be changed by the New CCOH Board. Newly created directorships resulting from any increase in New CCOH s authorized number of directors will be filled solely by the vote of New CCOH s remaining directors in office, subject to the rights, if any, of any series of preferred stock.
Vacancies on the Board of Directors	Any vacancies in the board resulting from death, resignation, retirement, disqualification, removal from office or other cause will be filled solely by the vote of CCOH s remaining directors in office; provided, however, that as long as iHeartCommunications and its subsidiaries (excluding CCOH and its subsidiaries) continue to beneficially own shares representing at least a majority of the voting power of the capital stock entitled to vote generally in the election of directors and such vacancy was caused by the action of stockholders, then such vacancy may only be filled by the affirmative	Any vacancies in New CCOH s board of directors resulting from death, resignation, retirement, disqualification, removal from office or other cause will be filled solely by the vote of New CCOH s remaining directors in office, subject to the rights, if any, of any series of preferred stock.

vote of shares representing at least a majority of the voting power of the capital stock entitled to vote generally in the election of directors.

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	CCOH	NEW CCOH
Stockholder Action by Written Consent	CCOH stockholders are permitted to act by written consent without a meeting as long as iHeartCommunications and its subsidiaries (excluding CCOH and its subsidiaries) continue to beneficially own shares representing at least a majority of the voting power of the capital stock entitled to vote generally in the election of directors. Once iHeartCommunications and its subsidiaries (excluding CCOH and its subsidiaries) cease to beneficially own at least a majority of the votes entitled to be cast in the election of CCOH s board of directors, the right of CCOH s stockholders to act by written consent is eliminated.	New CCOH s stockholders are generally prohibited from acting by written consent. The rights, if any, of holders of shares of preferred stock, including New CCOH Preferred Stock, to act by written consent will be set forth in the certificate of designations creating such preferred stock.
Amendment of the Bylaws	All of the provisions of the CCOH bylaws, including those relating to the calling of meetings of stockholders, notice of meetings of stockholders, required quorum at meetings of stockholders, conduct of meetings of stockholders, stockholder action by written consent, advance notice of stockholder business or director nominations, the authorized number of directors, the classified board structure, the filling of director vacancies or the removal of directors and indemnification of officers and directors may only be amended by the vote of a majority of CCOH s entire board of directors or, as long as iHeartCommunications and its subsidiaries (excluding CCOH and its subsidiaries) owns shares	New CCOH s bylaws may only be amended by the board of directors or by the affirmative vote of holders of at least a majority of the voting power entitled to vote thereon.

representing at least a majority of the voting power of the capital stock entitled to vote generally in the election of directors, by the vote of holders of a majority of the voting power of the capital stock

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	CCOH	NEW CCOH
	entitled to vote generally in the election of directors, voting together as a single class.	
	Once iHeartCommunications and its subsidiaries (excluding CCOH and its subsidiaries) cease to own shares representing at least a majority of the total voting power entitled to vote generally in the election of CCOH s board of directors, these provisions may only be amended by the vote of a majority of CCOH s entire board or by the vote of holders of at least 80% of the voting power of the capital stock entitled to vote generally in the election of directors, voting together as a single class.	
Amendment of Certain Provisions of the Certificate of Incorporation		
	The amendment of any of the provisions in CCOH s amended and restated certificate of incorporation requires approval by holders of shares representing at least a majority of the voting power of the capital stock entitled to vote generally in the election of directors, as long as iHeartCommunications and its subsidiaries (excluding CCOH and its subsidiaries) owns shares representing at least a majority of the voting power of the capital stock entitled to vote generally in the election of directors.	Subject to applicable law or as required by a certificate of designations, Articles V, VI, VIII, IX and one sentence of Article VII of New CCOH s amended certificate of incorporation may only be amended (a) prior to the Sunset Date, by the affirmative vote of the holders of at least 66-2/3% of the total voting power of all outstanding shares of capital stock entitled to vote thereon, voting together as a single class and (b) after the Sunset Date by the vote of a majority of the total voting power of the outstanding shares of capital stock entitled to vote thereon.
	Once iHeartCommunications and its subsidiaries (excluding CCOH and its subsidiaries) cease to own shares	

	representing at least a majority of the voting power of the capital stock entitled to vote generally in the election of directors certain provisions may only be amended by the vote of a majority of CCOH s entire board of directors followed by the vote of holders of at least 80% of the	Except as otherwise required by law, holders of New CCOH Common Stock will not be entitled to vote on any amendment relating solely to one or more series of preferred stock if such affected series is entitled to vote thereon by law or the amended certificate of incorporation

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	CCOH	NEW CCOH
	voting power of the capital stock entitled to vote generally in the election of directors.	(including any certificate of designations).
Stockholder Meetings	A special meeting of CCOH stockholders may be called only by (i) iHeartCommunications, so long as iHeartCommunications and its subsidiaries (excluding CCOH and its subsidiaries) beneficially own at least a majority of the voting power of the capital stock entitled to vote generally in the election of directors or (ii) the Chairman of CCOH s board of directors or (iii) CCOH s board of directors.	Generally, subject to the rights of preferred stock, if any, a special meeting of New CCOH s stockholders may be called only by the Chairman of New CCOH s board of directors or New CCOH s board of directors by a majority of the total number of directors, whether or not there exist any vacancies or unfilled seats in previously authorized directorships.
Advance Notification of Stockholder Nominations and Proposals		
	In general, for nominations or other business to be properly brought before an annual meeting by a stockholder, the stockholder must give proper written notice to CCOH s secretary 90 to 120 days before the first anniversary of the preceding year s annual meeting, and the business must be a proper matter for stockholder action. iHeartCommunications is entitled to nominate persons for election to the board of directors and propose business to be considered by stockholders at any meeting of stockholders without compliance with the foregoing advance notice requirements, so long as iHeartCommunications owns a majority of the voting power of the capital stock entitled to vote generally in the election of directors.	In general, for nominations or other business to be properly brought before an annual meeting by a stockholder, the stockholder must give notice in writing to CCOH s secretary 90 to 120 days before the first anniversary of the preceding year s annual meeting, or if no annual meeting was held in the preceding year, or if the annual meeting will be more than 30 days before or after the date of the anniversary, such notice shall be delivered, by the later of the 10th day after the annual meeting is announced or 90 days prior to the date of such meeting, and the business must be a proper matter for stockholder action.

Business Combinations with Interested Stockholders	CCOH has opted out of section 203 of the DGCL which governs business combinations with interested stockholders so long as iHeartCommunications owns 15% or more of the total voting power of CCOH s common stock.	New CCOH has not opted out of Section 203 of the DGCL.

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ELECTION OF DIRECTORS OF NEW CCOH

Information about the 2019 Election of Directors

Pursuant to the iHeartMedia Plan of Reorganization, a board selection committee, (the Board Selection Committee) consisting of certain holders of interests and creditors in the iHeart Chapter 11 Cases selected C. William Eccleshare, John Dionne, Lisa Hammitt, Andrew Hobson, Thomas C. King, Joe Marchese, W. Benjamin Moreland, Mary Teresa Rainey and Jinhy Yoon to be nominated and elected to the New CCOH Board (the New CCOH Board Nominees).

In accordance with the recommendations of the Board Selection Committee, the CCOH and CCH boards of directors nominated the New CCOH Board Nominees to be elected as directors of New CCOH to take office upon completion of the Merger, subject to the completion of the Merger.

On March 27, 2019, pursuant to Section 228 of the DGCL and CCOH s bylaws, the Principal CCOH Stockholders and sole stockholder of CCH executed written consents electing the New CCOH Board Nominees as directors of New CCOH to take office upon completion of the Merger, subject to the completion of the Merger.

Composition of the Board of Directors

For biographical information about the New CCOH Board Nominees and the structure of New CCOH s board of directors, see Management of New CCOH After the Transactions.

Because iHeartMedia controlled more than 50% of the voting power of CCOH in 2018, CCOH has historically elected to be treated as a controlled company under the NYSE s Corporate Governance Standards. Accordingly, in 2018, CCOH was exempt from the provisions of the Corporate Governance Standards requiring that: (1) a majority of the Board consist of independent directors; (2) it have a nominating and governance committee composed entirely of independent directors and governed by a written charter addressing the nominating and governance committee s purpose and responsibilities; and (3) it have a compensation committee composed entirely of independent directors with a written charter addressing the compensation committee s purpose and responsibilities. Following the Merger and the Separation, New CCOH does not expect to be a controlled company.

Board Meetings

During 2018, the CCOH Board held 15 meetings.

Stockholder Meeting Attendance

CCOH encourages, but does not require, directors to attend the annual meeting of stockholders. Dale W. Tremblay attended the annual meeting of stockholders in 2018.

Independence of CCOH Directors in 2018

The CCOH Board has adopted a set of Governance Guidelines addressing, among other things, standards for evaluating the independence of CCOH s directors. The full text of the Governance Guidelines can be found on the investor relations section of CCOH s website at www.clearchanneloutdoor.com.

The Board has adopted the following standards for determining the independence of its members:

1. A director must not be, or have been within the last three years, an employee of Clear Channel Outdoor. In addition, a director s immediate family member (immediate family member is defined to

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include a person s spouse, parents, children, siblings, mother and father-in-law, sons and daughters-in-law and anyone (other than domestic employees) who shares such person s home) must not be, or have been within the last three years, an executive officer of Clear Channel Outdoor.

2. A director or immediate family member must not have received, during any 12 month period within the last three years, more than $120,000 in direct compensation from Clear Channel Outdoor, other than director or committee fees and pension or other forms of deferred compensation for prior service (and no such compensation may be contingent in any way on continued service).

3. A director must not be a current partner or employee of a firm that is Clear Channel Outdoor s internal or external auditor. In addition, a director must not have an immediate family member who is (a) a current partner of such firm or (b) a current employee of such a firm and personally works on Clear Channel Outdoor s audit. Finally, neither the director nor an immediate family member of the director may have been, within the last three years, a partner or employee of such a firm and personally worked on Clear Channel Outdoor s audit within that time.

4. A director or an immediate family member must not be, or have been within the last three years, employed as an executive officer of another company where any of Clear Channel Outdoor s present executive officers at the same time serve or served on that company s compensation committee.

5. A director must not be a current employee, and no director s immediate family member may be a current executive officer, of a material relationship party (material relationship party is defined as any company that has made payments to, or received payments from, Clear Channel Outdoor for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of $1 million, or 2% of such other company s consolidated gross revenues).

6. A director must not own, together with ownership interests of his or her family, ten percent (10%) or more of a material relationship party.

7. A director or immediate family member must not be or have been during the last three years, an executive officer of a charitable organization (or hold a similar position), to which Clear Channel Outdoor makes contributions in an amount which, in any of the last three fiscal years, exceeds the greater of $1 million, or 2% of such organization s consolidated gross revenues.

8. A director must be independent as that term is defined from time to time by the rules and regulations promulgated by the SEC, by the listing standards of the NYSE and, with respect to at least two members of the compensation committee, by the applicable provisions of, and rules promulgated under, the Internal Revenue Code of 1986, as amended (collectively, the Applicable Rules). For purposes of determining independence, the Board will consider relationships with Clear Channel Outdoor and any parent or subsidiary in a consolidated group with Clear Channel Outdoor or any other company relevant to an independence determination under the Applicable

Rules.

The above independence standards conform to, or are more exacting than, the director independence requirements of the NYSE applicable to CCOH. The above independence standards are set forth on Appendix A of the Governance Guidelines.

The CCOH Board currently consists of seven directors. For a director to be independent, the Board must determine that such director does not have any direct or indirect material relationship with CCOH. Pursuant to the Governance Guidelines, the Board has undertaken its annual review of director independence.

The CCOH Board has affirmatively determined that Harvey L. Tepner, Paul Keglevic, and Dale W. Tremblay, who currently serve on the CCOH Board, are independent under the listing standards of the NYSE, as well as CCOH s independence standards set forth above. In addition, the Board has determined that each member currently serving on the Compensation Committee is independent under the heightened independence standards for compensation committee members under the listing standards of the NYSE and the rules and regulations of

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the SEC and that each member currently serving on the Audit Committee is independent under the heightened independence standards required for audit committee members by the listing standards of the NYSE and the rules and regulations of the SEC. In making these determinations, the CCOH Board reviewed information provided by the directors and by CCOH with regard to the directors business and personal activities as they relate to CCOH and its affiliates. In the ordinary course of business during 2018, CCOH entered into purchase and sale transactions for products and services with certain entities affiliated with members of the CCOH Board, as described below, and the following transactions were considered by the CCOH Board in making their independence determinations with respect to Messrs. Keglevic, Tepner and Tremblay:

- A corporation for which Mr. Tepner serves as a director paid CCOA approximately $8,000 during 2018 for outdoor advertising services; and

- A charity for which an immediate family member of Mr. Tepner serves as a director paid our affiliates approximately $3,000 during 2018 for outdoor advertising services.

All of the payments described above are for arms-length, ordinary course of business transactions and we generally expect transactions of a similar nature to occur during 2019. The CCOH Board has concluded that such transactions or relationships do not impair the independence of the director.

The rules of the NYSE require that non-management or independent directors of a listed company meet periodically in executive sessions. In addition, the rules of the NYSE require listed companies to schedule an executive session including only independent directors at least once a year. CCOH s independent directors met separately in executive session at least one time during 2018.

Independence of New CCOH Director Nominees

For a director to be independent, the board must determine that such director does not have any direct or indirect material relationship with New CCOH. Each of John Dionne, Lisa Hammitt, Andrew Hobson, Thomas C. King, Joe Marchese, W. Benjamin Moreland and Mary Teresa Rainey are expected to be independent under the rules of the NYSE.

Committees of the New CCOH Board

Following the Separation, New CCOH s board of directors will have the following standing committees: Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. Each committee is expected to consist solely of independent directors and be governed by a written charter. CCOH s current committee charters are available on CCOH s website at www.clearchanneloutdoor.com and following the Separation New CCOH s committee charters will be available on New CCOH s investor relations website at www.investor.clearchannel.com.

The Audit Committee

All current members of CCOH s Audit Committee are independent as defined by the listing standards of the NYSE and CCOH s independence standards and satisfy the other requirements for audit committee membership, including the heightened independence standards, of the NYSE and the SEC. CCOH s Audit Committee met 12 times during 2018.

Following the Separation, the Audit Committee of the New CCOH Board is expected to consist of Andrew Hobson, Mary Teresa Rainey and John Dionne, each of whom is expected to be independent under the rules of the NYSE and Rule 10A-3 of the Exchange Act and Andrew Hobson has been designated as an audit committee financial expert, as defined by the SEC. The Audit Committee assists the Board in its oversight of the quality and integrity of the accounting, auditing and financial reporting practices of CCOH. The Audit Committee s primary responsibilities, which will be discussed in detail within its charter, are expected to include the following:

be responsible for the appointment, compensation, retention and oversight of the work of the independent registered public accounting firm and any other registered public accounting firm engaged for the purpose of preparing an audit report or to perform other audit, review or attest services and all fees and other terms of their engagement;

- review and discuss reports regarding the independent registered public accounting firm s independence;
- review with the independent registered public accounting firm the annual audit scope and plan;
- review with management, the director of internal audit and the independent registered public accounting firm the budget and staffing of the internal audit department;
- review and discuss with management and the independent registered public accounting firm the annual and quarterly financial statements and the specific disclosures under Management s Discussion and Analysis of Financial Condition and Results of Operations prior to the filing of the Annual Report on Form 10-K and Quarterly Reports on Form 10-Q;
- review with the independent registered public accounting firm the critical accounting policies and practices used;
- review with management, the independent registered public accounting firm and the director of internal audit New CCOH s internal accounting controls and any significant findings and recommendations;
- discuss guidelines and policies with respect to risk assessment and risk management;
- review information technology procedures and controls, includes as they relate to data privacy and cybersecurity;
- oversee New CCOH s policies with respect to related party transactions; and
- review with management and the General Counsel the status of legal and regulatory matters that may have a material impact on New CCOH s financial statements and compliance policies.

The Compensation Committee

All current members of CCOH s Compensation Committee are independent as defined by the listing standards of the NYSE and CCOH s independence standards and meet the heightened independence standards for compensation committee membership of the NYSE and the SEC. CCOH s Compensation Committee met four times during 2018.

Following the Separation, the Compensation Committee of the New CCOH Board is expected to consist of Thomas C. King, Lisa Hammitt and Joe Marchese, each of whom is expected to be independent under the rules of the NYSE and the heightened independence standards for compensation committee membership of the NYSE. The Compensation Committee will administer CCOH s incentive-compensation plans and equity-based plans, determine compensation arrangements for all executive officers and make recommendations to the Board concerning compensation for directors of New CCOH.

The Compensation Committee s primary responsibilities, which will be discussed in detail within its charter, are expected to include the following:

assist the Board in ensuring that a proper system of long-term and short-term compensation is in place to provide performance-oriented incentives to management, and that compensation plans are appropriate and competitive and properly reflect the objectives and performance of management and New CCOH;

review and approve corporate goals and objectives relevant to the compensation of New CCOH s executive officers, evaluate the performance of the executive officers in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the compensation level of the executive officers based on this evaluation;

review and adopt, and/or make recommendations to the Board with respect to, incentive-compensation plans for executive officers and equity-based plans;

- review and discuss with management the Compensation Discussion and Analysis to be included in CCOH s proxy statement or Annual Report on Form 10-K and determine whether to recommend to the Board the inclusion of the Compensation Discussion and Analysis in the proxy statement or Annual Report on Form 10-K;

- prepare the Compensation Committee report for inclusion in New CCOH s proxy statement; and

- recommend to the Board the appropriate compensation for the non-employee members of the Board.

The Nominating and Corporate Governance Committee

Prior to the Separation, CCOH s board of directors oversaw the identification and consideration of candidates for members on the CCOH Board, and each member of the CCOH Board participated in this process. Accordingly, CCOH did not have a separate nominating committee or charter for this purpose.

Following the Separation, the Nominating and Corporate Governance Committee of the New CCOH Board of Directors is expected to consist of Mary Teresa Rainey, Joe Marchese, Lisa Hammitt and John Dionne, each of whom is expected to be independent under the rules of the NYSE. The Nominating and Corporate Governance Committee s primary responsibilities, which will be discussed in detail within its charter, are expected to include the following:

- identify individuals qualified to become members of the Board, consistent with criteria approved by the Board;

- oversee the organization of the Board to discharge the Board s duties and responsibilities properly and efficiently; and

- develop and recommend corporate governance guidelines.

Director Nominating Procedures

As described above, the CCOH Board oversaw the identification and consideration of candidates for membership on the CCOH board of directors, and each member of the CCOH Board participated in this process. Historically, it was the view of the CCOH Board that this function had been performed effectively by the CCOH Board, and that it was appropriate for CCOH not to have a separate nominating committee or charter for this purpose. Following the Separation, New CCOH will have a separate nominating and corporate governance committee.

The CCOH Board is responsible for developing and reviewing background information for candidates for the CCOH Board, including those recommended by stockholders. CCOH s directors play a critical role in guiding CCOH s strategic direction and overseeing the management of CCOH. CCOH does not have a formal policy with regard to the consideration of diversity in identifying director nominees, but the CCOH Board strives to nominate directors with a variety of complementary skills so that, as a group, the CCOH Board will possess the appropriate mix of experience, skills and expertise to oversee CCOH s businesses. Director candidates should have experience in positions with a high degree of responsibility, be leaders in the organizations with which they are affiliated and have the time, energy, interest and willingness to serve as a member of the CCOH Board. The CCOH Board evaluates each individual in the context of the CCOH board of directors as a whole, with the objective of recommending a group that can best perpetuate the success of our business and represent stockholder interests through the exercise of sound judgment using its diversity of experience. The CCOH Board evaluates each incumbent director to determine whether he or she should be nominated to stand for re-election, based on the types of criteria outlined above as well as the director s contributions to the CCOH Board during their current term.

The CCOH Board will consider as potential nominees individuals properly recommended by stockholders. Recommendations concerning individuals proposed for consideration should be addressed to the Board, c/o

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Secretary, Clear Channel Outdoor Holdings, Inc., 20880 Stone Oak Parkway, San Antonio, Texas 78258. Each recommendation should include a personal biography of the suggested nominee, an indication of the background or experience that qualifies the person for consideration and a statement that the person has agreed to serve if nominated and elected. The CCOH Board evaluates candidates recommended by stockholders in the same manner in which it evaluates other nominees. Stockholders who themselves wish to effectively nominate a person for election to the CCOH Board, as contrasted with recommending a potential nominee to the CCOH Board for its consideration, are required to comply with the advance notice and other requirements set forth in our bylaws.

The current members of the CCOH Board, Blair E. Hendrix, Daniel G. Jones, Paul Keglevic, Vicente Piedrahita, Olivia Sabine, Harvey L. Tepner and Dale W. Tremblay, have not been nominated for election to our Board but will continue to serve until the Separation. In accordance with the iHeartMedia Plan of Reorganization and the Merger Agreement, the current members of the CCOH Board will tender their resignations from the CCOH board of directors effective immediately prior to the Effective Time.

Board Leadership Structure

The CCOH Board has not historically had a policy regarding the separation of the roles of Chief Executive Officer and Chairman of the CCOH Board as the CCOH Board believed it is in the best interests of CCOH to make that determination based on the position and direction of Clear Channel Outdoor, the membership of the CCOH Board and the individuals who occupy those roles.

CCOH s risk management philosophy strives to:

- timely identify the material risks that CCOH faces;
- communicate necessary information with respect to material risks to senior management and, as appropriate, to the board or relevant board committee;
- implement appropriate and responsive risk management strategies consistent with CCOH s risk profile; and
- integrate risk management into CCOH s decision-making.

The New CCOH Board expects to designate the Audit Committee to oversee risk management. Historically, the Audit Committee has reported to CCOH Board regarding briefings provided by management and advisors, as well as the Audit Committee s own analysis and conclusions regarding the adequacy of CCOH s risk management processes. The CCOH Board encouraged management to promote a corporate culture that incorporates risk management into CCOH s corporate strategy and day-to-day operations.

Stockholder and Interested Party Communication with the Board

Stockholders and other interested parties may contact an individual director, the Chairman, the New CCOH Board as a group or a specified board committee or group, including the non-management directors as a group, by sending regular mail to the following address:

Board of Directors

c/o Secretary

Clear Channel Outdoor Holdings, Inc.

99 Park Ave, 2nd Floor

New York, New York 10016

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WRITTEN CONSENT OF THE PRINCIPAL CCOH STOCKHOLDERS

Under Delaware law and CCOH s organizational documents, the approval of the holders of a majority of the voting power of the outstanding shares of CCOH s common stock, voting (or consenting in writing in lieu thereof) together as a single class, is required to adopt the Merger Agreement, approve the Merger and approve the transactions contemplated thereby. Under CCOH s organizational documents, directors are elected by a plurality of votes cast, which means that if there are nine (9) board seats, the nine (9) nominees who receive the highest number of votes will be elected. Each share of CCOH Class A Common Stock is entitled to one vote, and each share of CCOH Class B Common Stock is entitled to 20 votes, on matters submitted to a vote of stockholders.

On March 27, 2019, subsidiaries of iHeartCommunications collectively representing approximately 89.1% of the outstanding shares of CCOH Common Stock and approximately 99% of the total voting power of CCOH Common Stock, acting by written consent in lieu of a stockholder meeting, approved the following Stockholder Actions:

(1) the adoption of the Merger Agreement, the approval of the Merger and the approval of the transactions contemplated thereby, and

(2) the election of C. William Eccleshare, John Dionne, Lisa Hammitt, Andrew Hobson, Thomas C. King, Joe Marchese, W. Benjamin Moreland, Mary Teresa Rainey and Jinhy Yoon as directors of New CCOH to take office upon completion of the Merger, subject to the completion of the Merger (the New CCOH Board Nominees).

Because these Principal CCOH Stockholders beneficially own shares of CCOH Common Stock representing a majority of the voting power of the outstanding shares of capital stock of CCOH, the action by written consent is sufficient to adopt the Merger Agreement, approve the Merger and approve the transactions contemplated thereby and elect the New CCOH Board Nominees without any further action by CCOH stockholders. On March 27, 2019, directors and executive officers beneficially owned approximately 5.2% of the outstanding shares of CCOH Class A Common Stock and less than 1% of the total voting power of CCOH.

As required by Section 228(e) of the DGCL, this information statement/prospectus is being furnished to our stockholders of record as of March 27, 2019, as notice of the action taken by written consent in lieu of a meeting of stockholders.

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DESCRIPTION OF NEW CCOH PREFERRED STOCK

The following description of the Preferred Stock does not purport to be complete and is subject to, and qualified in its entirely by reference to, the Certificate of Designation of Clear Channel Outdoor Holdings, Inc., which when filed will designate the Cumulative Series A Preferred Stock and set forth the rights, preferences and limitations thereof (the Certificate of Designation).

General

Our amended certificate of incorporation authorizes the New CCOH Board to create and provide for the issuance of up to 150,000,000 shares of preferred stock, par value $0.01 per share, and expressly authorizes the New CCOH Board, subject to limitations prescribed by law, to provide, out of the unissued shares of preferred stock, for the designation of any unissued series of preferred stock, and, with respect to each such series, to establish and fix the number of shares to be included in such series of preferred stock and the designations, rights, preferences, powers, restrictions and limitations of the shares of such series. The number of shares of such preferred stock may, in each case, be increased or decreased by resolution of the New CCOH Board (or a duly authorized committee thereof), without the vote or consent of the holders of the preferred stock.

Subject to the terms described herein, in connection with the Transactions we expect to issue up to 45,000 shares of our Cumulative Series A Preferred Stock (the New CCOH Preferred Stock). Shares of the New CCOH Preferred Stock, upon issuance, will be fully paid and non-assessable.

Shares of the New CCOH Preferred Stock will rank senior and in priority of payment to our common equity interests and preferred stock junior to the New CCOH Preferred Stock and other equity interests and preferred stock that does not expressly provide that such equity interest ranks senior to or *pari passu* with the New CCOH Preferred Stock in any liquidation or winding up of New CCOH. The Certificate of Designation will provide that at the time of issuance of the New CCOH Preferred Stock, no such senior or *pari passu* securities may exist or be simultaneously issued.

The New CCOH Preferred Stock will not be convertible into, or exchangeable for, shares of any other class or series of stock or other securities of New CCOH. At the tenth anniversary of the issue date of the New CCOH Preferred Stock (the Issue Date), subject to waiver by the holders of the preferred stock, New CCOH shall redeem for cash, ratably among the holders of the New CCOH Preferred Stock, all of the then outstanding shares of the New CCOH Preferred Stock at a price per share equal to the redemption price as of the Redemption Date. The holders of shares of the New CCOH Preferred Stock will have no pre-emptive rights with respect to any shares of our capital stock or any of our other securities convertible into or carrying rights or options to purchase any such capital stock.

Dividends

Dividends on the New CCOH Preferred Stock shall accrue on a daily basis at the applicable dividend rate on the then-current Liquidation Preference of such share of New CCOH Preferred Stock and if declared by the New CCOH Board, shall be due and payable on the applicable Quarter Date (as defined below). Dividends will be calculated on the basis of actual days elapsed over a year of 360 days consisting of twelve 30-day months. On each applicable Quarter Date, dividends will either (a) be payable in cash, if and to the extent declared by the New CCOH Board and paid on or prior to the applicable Quarter Date, at the Cash Dividend Rate (as defined below), or (b) be added to the Liquidation Preference at the Accruing Dividend Rate. Notwithstanding anything to the contrary contained herein, no dividend may be declared unless paid immediately in cash (it being understood that no dividends may be declared and paid in securities or otherwise in kind).

The cash rate (Cash Dividend Rate) of the New CCOH Preferred Stock will be the percentage rate per annum equal to (i) the greater of (a) a published LIBOR rate or (b) two (2%) percent plus (ii) a cash dividend margin based on New CCOH s consolidated leverage ratio, subject to certain adjustments (the Cash Dividend Margin). The Accruing Dividend Rate will be the percentage per annum equal to (i) the greater of (a) a published LIBOR rate or (b) two (2%) percent plus (ii) an accruing dividend margin based on New CCOH s consolidated leverage ratio, subject to certain adjustments. At any leverage ratio, the accruing dividend margin will exceed the cash dividend margin by 1.5%.

Dividends, to the extent declared, will be payable on the New CCOH Preferred Stock on the following dates (each such date, referred to as a Quarter Date): March 31, June 30, September 30 and December 31 of each year; *provided* that, if any Quarter Date is not a Business Day, the Quarter Date will be the immediately following Business Day. Business Day means each day that is not a Saturday, a Sunday or a day on which commercial banking institutions are not required to be open in the State of New York.

Redemption

Optional Redemption. Other than as set forth below, we may not redeem any of the New CCOH Preferred Stock at our option prior to the third anniversary of the Issue Date. Upon consummation of certain equity offerings, we may, at our option, redeem all or a part of the New CCOH Preferred Stock for the Liquidation Preference plus a make-whole premium. We may redeem any of the New CCOH Preferred Stock, at our option, to the extent of lawfully available funds, at any time on or after the third anniversary of the Issue Date, in each case, in cash at a redemption price equal to the Liquidation Preference per share. If less than all of the shares of New CCOH Preferred Stock are to be redeemed at any time, the shares of New CCOH Preferred Stock of all holders will be redeemed on a pro rata basis.

Material Event Redemption. Upon the occurrence of, among other things (i) any Change of Control, (ii) New CCOH s liquidation, dissolution, or winding up or (iii) certain insolvency events (each a Material Event), each holder may require New CCOH to redeem for cash (any such redemption, a Material Event Redemption) all of such holder s then outstanding shares of New CCOH Preferred Stock. If such Material Event Redemption occurs prior to the third anniversary of the Issue Date, the redemption price shall be an amount per share equal to the sum of (i) the Liquidation Preference as of such date of redemption (the Redemption Date) and (ii) the Make-Whole Amount as of such Redemption Date. If such Material Event Redemption occurs after the third anniversary of the Issue Date, the redemption price shall be an amount per share equal to the Liquidation Preference.

Mandatory Redemption at the Option of Holders. The New CCOH Preferred Stock includes repurchase rights, pursuant to which the holders of New CCOH Preferred Shares may require a designated subsidiary of New CCOH to purchase the shares after the fifth anniversary of issuance.

Limitation on Indebtedness

The Certificate of Designation will include a limitation on our ability to incur additional debt or any other security ranking *pari passu* with or senior to the New CCOH Preferred Stock, other than in (a) an amount not to exceed $300 million on a cumulative basis or (b) subject to an incurrence-based leverage test, subject to other customary carve-outs.

Liquidation Preference

In the event of certain insolvency events, a holder of New CCOH Preferred Stock will be entitled to be paid, before any distribution or payment may be made to any holders of junior securities, the Liquidation Preference equal to the sum of (1) the stated value of $1,000.00 per share, subject to adjustment in the event of a stock dividend, stock split, stock distribution, recapitalization or combination with respect to the New CCOH Preferred Stock; and (2) the amount of any accrued and unpaid dividends, if any, whether or not declared, prior to such distribution or payment date.

Voting Rights

Except as provided below or as expressly required by law, the holders of shares of New CCOH Preferred Stock will have no voting power, and no right to vote on any matter at any time, either as a separate series or class or together with any other series or class of shares of capital stock, and will not be entitled to call a meeting of such holders for any purpose, nor will they be entitled to participate in any meeting of the holders of our common stock; *provided however*, if a default occurs or if dividends on the New CCOH Preferred Stock have not been paid, in cash, for twelve consecutive quarters, the holders of the New CCOH Preferred Stock shall have the right to designate one member to the New CCOH Board.

Amendment of the Certificate of Designation/Consent Rights

The vote or consent of the holders of at least a majority of the shares of the New CCOH Preferred Stock at the time outstanding shall be necessary to amend, modify, supplement or waive any of the terms of the Certificate of Designation or the preferences, powers or rights of the holders of the New CCOH Preferred Stock and waive any default under the Certificate of Designation. The vote or consent of the holders of at least 66 2/3% of the shares of the New CCOH Preferred Stock at the time outstanding, voting as a separate class, shall be necessary to:

- reduce the Liquidation Preference or redemption price of any shares of New CCOH Preferred Stock or change the timing or method of payment with respect thereto;

- reduce the dividend rate of or change the time for accrual of dividends on any shares of New CCOH Preferred Stock or change the timing or method of payment with respect thereto;

- waive a default in the payment of dividends on any shares of New CCOH Preferred Stock, Liquidation Preference or redemption price of the New CCOH Preferred Stock;

- make any change to the amendment provisions of the Certificate of Designation that is materially adverse to the holders;

- make any change regarding the pro rata treatment of all holders of the New CCOH Preferred Stock in connection with a partial redemption; or

- make any change to provisions relating to voting percentages, ranking or waiver of trigger events, including in each case the related definitions used in the Certificate of Designation to the extent adverse to the holders.

Certain Definitions

Liquidation Preference means, with respect to the New CCOH Preferred Stock at any time, the sum of (i) the Stated Value thereof, *plus* (ii) all accrued, accumulated and unpaid dividends thereon.

Make-Whole Amount means, with respect to any redemption of any New CCOH Preferred Stock as of any Redemption Date on or prior to the third anniversary of the issue date, an amount equal to the present value calculated as provided below as of such Redemption Date of the remaining dividends that would be declared on such share of New CCOH Preferred Stock being redeemed from such Redemption Date through the third anniversary of the Issue Date, computed based on the Cash Dividend Rate using an annual discount rate (applied quarterly) equal to the

Treasury Rate as of the applicable Redemption Date *plus* 50 basis points. For the avoidance of doubt, a published LIBOR and applicable Cash Dividend Margin used in the calculation of the Make-Whole Amount shall be the published LIBOR and the applicable Cash Dividend Margin that would be applied as of the Redemption Date.

Stated Value means, at any date of determination, and with respect to each outstanding share of the New CCOH Preferred Stock, $1,000.00 (adjusted as appropriate in the event of any stock dividend, stock split, stock distribution, recapitalization or combination with respect to the New CCOH Preferred Stock).

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DESCRIPTION OF CERTAIN INDEBTEDNESS

Receivables Based Credit Facility Due 2023

On June 1, 2018 (the ABL Closing Date), CCO, a subsidiary of CCOH, entered into a Credit Agreement (the Credit Agreement), as parent borrower, with certain of its subsidiaries named therein, as subsidiary borrowers (the Subsidiary Borrowers), Deutsche Bank AG New York Branch, as administrative agent (the Administrative Agent) and swing line lender, and the other lenders from time to time party thereto. The Credit Agreement governs CCO s new receivables-based revolving credit facility and replaced CCOH s prior credit agreement, dated as of August 22, 2013 (the Prior Credit Agreement), which was terminated on the ABL Closing Date.

Upon completion of the Merger, New CCOH will assume CCOH s obligations as a guarantor of the receivables-based revolving credit facility. The Merger will not result in a change of control under the terms of the Credit Agreement.

Size and Availability

The Credit Agreement provides for an receivables-based revolving credit facility, with amounts available from time to time (including in respect of letters of credit) equal to the lesser of (i) the borrowing base, which equals 85.0% of the eligible accounts receivable of CCO and the subsidiary borrowers, subject to customary eligibility criteria minus any reserves, and (ii) the aggregate revolving credit commitments. As of the ABL Closing Date, the aggregate revolving credit commitments were $75.0 million. On June 29, 2018, CCO entered into an amendment providing for a $50.0 million incremental increase of the facility, bringing the aggregate revolving credit commitments to $125.0 million. On the ABL Closing Date, the revolving credit facility was used to replace and terminate the commitments under the Prior Credit Agreement and to replace the letters of credit outstanding under the Prior Credit Agreement.

Interest Rate and Fees

Borrowings under the Credit Agreement bear interest at a rate per annum equal to the Applicable Rate plus, at CCO s option, either (1) a base rate determined by reference to the highest of (a) the Federal Funds Rate plus 0.50%, (b) the rate of interest in effect for such date as publicly announced from time to time by the Administrative Agent as its prime rate and (c) the Eurocurrency rate that would be calculated as of such day in respect of a proposed Eurocurrency rate loan with a one-month interest period plus 1.00%, or (2) a Eurocurrency rate that is equal to the LIBOR rate as published by Reuters two business days prior to the commencement of the interest period. The Applicable Rate for borrowings under the Credit Agreement is 1.00% with respect to base rate loans and 2.00% with respect to Eurocurrency loans.

In addition to paying interest on outstanding principal under the Credit Agreement, CCO is required to pay a commitment fee of 0.375% per annum to the lenders under the Credit Agreement in respect of the unutilized revolving commitments thereunder. CCO must also pay a letter of credit fee for each issued letter of credit equal to 2.00% per annum times the daily maximum amount then available to be drawn under such letter of credit.

Maturity

Borrowings under the Credit Agreement will mature, and lending commitments thereunder will terminate, on the earlier of (a) June 1, 2023 and (b) 90 days prior to the maturity date of any indebtedness of CCOH or any of its direct or indirect subsidiaries in an aggregate principal amount outstanding in excess of $250,000,000 (other than the CCIBV Senior Notes).

Prepayments

If at any time, the outstanding amount under the revolving credit facility exceeds the lesser of (i) the aggregate amount committed by the revolving credit lenders and (ii) the borrowing base, CCO will be required to prepay first, any protective advances and second, any outstanding revolving loans and swing line loans and/or cash collateralize letters of credit in an aggregate amount equal to such excess, as applicable.

Subject to customary exceptions and restrictions, CCO may voluntarily repay outstanding amounts under the Credit Agreement at any time without premium or penalty. Any voluntary prepayments CCO makes will not reduce commitments under the Credit Agreement.

Guarantees and Security

The facility is guaranteed by the Subsidiary Borrowers. All obligations under the Credit Agreement, and the guarantees of those obligations, are secured by a perfected security interest in all of CCO s and the Subsidiary Borrowers accounts receivable and related assets and proceeds thereof.

Certain Covenants and Events of Default

If borrowing availability is less than the greater of (a) $7.5 million and (b) 10.0% of the lesser of (i) the aggregate commitments at such time and (ii) the borrowing base then in effect at such time (the Financial Covenant Triggering Event), CCO will be required to comply with a minimum fixed charge coverage ratio of at least 1.00 to 1.00 for the most recent period of four consecutive fiscal quarters ended prior to the occurrence of the Financial Covenant Triggering Event, and will be required to continue to comply with this minimum fixed charge coverage ratio until borrowing availability exceeds the greater of (x) $7.5 million and (y) 10.0% of the lesser of (i) the aggregate commitments at such time and (ii) the borrowing base then in effect at such time, at which time the Financial Covenant Triggering Event will no longer be deemed to be occurring.

The Credit Agreement also includes negative covenants that, subject to significant exceptions, limit the Borrowers ability and the ability of their restricted subsidiaries to, among other things:

- incur additional indebtedness;
- create liens on assets;
- engage in mergers, consolidations, liquidations and dissolutions;
- sell assets;
- pay dividends and distributions or repurchase capital stock;
- make investments, loans, or advances;
- prepay certain junior indebtedness;

- engage in certain transactions with affiliates; or

- change lines of business.

The Credit Agreement includes certain customary representations and warranties, affirmative covenants and events of default, including payment defaults, breach of representations and warranties, covenant defaults, cross-defaults to certain indebtedness, certain events of bankruptcy, material judgments and a change of control. If an event of default occurs, the lenders under the Credit Agreement will be entitled to take various actions, including the acceleration of all amounts due under the Credit Agreement and all actions permitted to be taken by a secured creditor.

CCWH Senior Notes

As of December 31, 2018, CCWH Senior Notes represented $2.7 billion aggregate principal amount of indebtedness outstanding, which consisted of $735.75 million aggregate principal amount of Series A CCWH Senior Notes and $1,989.25 million aggregate principal amount of Series B CCWH Senior Notes. The CCWH Senior Notes are guaranteed by CCO, CCOH and certain of CCOH s direct and indirect subsidiaries.

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Upon completion of the Merger, New CCOH will assume CCOH s obligations as a guarantor of the CCWH Senior Notes. The Merger will not result in a change of control under the terms of the indentures governing the CCWH Senior Notes.

The CCWH Senior Notes are senior obligations that rank *pari passu* in right of payment to all unsubordinated indebtedness of CCWH and the guarantees of the CCWH Senior Notes rank *pari passu* in right of payment to all unsubordinated indebtedness of the guarantors. Interest on the CCWH Senior Notes is payable to the trustee weekly in arrears and to the noteholders on May 15 and November 15 of each year.

CCWH may redeem the CCWH Senior Notes, in whole or in part, at the redemption prices set forth in the applicable indenture governing the CCWH Senior Notes plus accrued and unpaid interest to the redemption date. Notwithstanding the foregoing, neither CCOH nor any of its subsidiaries is permitted to make any purchase of, or otherwise effectively cancel or retire any Series A CCWH Senior Notes or Series B CCWH Senior Notes if, after giving effect thereto and, if applicable, any concurrent purchase of or other addition with respect to any Series B CCWH Senior Notes or Series A CCWH Senior Notes, as applicable, the ratio of (a) the outstanding aggregate principal amount of the Series A CCWH Senior Notes to (b) the outstanding aggregate principal amount of the Series B CCWH Senior Notes shall be greater than 0.25, subject to certain exceptions.

The indenture governing the Series A CCWH Senior Notes contains covenants that limit CCOH and its restricted subsidiaries ability to, among other things:

- incur or guarantee additional debt to persons other than us and our subsidiaries (other than CCOH) or issue certain preferred stock;
- create liens on its restricted subsidiaries assets to secure such debt;
- create restrictions on the payment of dividends or other amounts to CCOH from its restricted subsidiaries that are not guarantors of the CCWH Senior Notes;
- enter into certain transactions with affiliates;
- merge or consolidate with another person, or sell or otherwise dispose of all or substantially all of its assets; and
- sell certain assets, including capital stock of its subsidiaries, to persons other than us and our subsidiaries (other than CCOH).

In addition, the indenture governing the Series A CCWH Senior Notes provides that if CCWH (i) makes an optional redemption of the Series B CCWH Senior Notes or purchases or makes an offer to purchase the Series B CCWH Senior Notes at or above 100% of the principal amount thereof, then CCWH shall apply a pro rata amount to make an optional redemption or purchase a pro rata amount of the Series A CCWH Senior Notes or (ii) makes an asset sale offer under the indenture governing the Series B CCWH Senior Notes, then CCWH shall apply a pro rata amount to make an offer to purchase a pro rata amount of Series A CCWH Senior Notes.

The indenture governing the Series A CCWH Senior Notes does not include limitations on dividends, distributions, investments or asset sales.

The indenture governing the Series B CCWH Senior Notes contains covenants that limit CCOH and its restricted subsidiaries ability to, among other things:

incur or guarantee additional debt or issue certain preferred stock;

redeem, repurchase or retire CCOH s subordinated debt;

make certain investments;

create liens on its or its restricted subsidiaries assets to secure debt;

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- create restrictions on the payment of dividends or other amounts to it from its restricted subsidiaries that are not guarantors of the CCWH Senior Notes;
- enter into certain transactions with affiliates;
- merge or consolidate with another person, or sell or otherwise dispose of all or substantially all of its assets;
- sell certain assets, including capital stock of its subsidiaries;
- designate its subsidiaries as unrestricted subsidiaries; and
- pay dividends, redeem or repurchase capital stock or make other restricted payments.

The Series A CCWH Senior Notes indenture and the Series B CCWH Senior Notes indenture restrict CCOH s ability to incur additional indebtedness but permit it to incur additional indebtedness based on an incurrence test. Under this test, in order to incur additional indebtedness, CCOH s debt to adjusted EBITDA ratios (as defined by the indentures) must be lower than 7.0:1 and 5.0:1 for total debt and senior debt, respectively, and in order to incur additional indebtedness that is subordinated to the CCWH Senior Notes, CCOH s debt to adjusted EBITDA ratios (as defined by the indentures) must be lower than 7.0:1. The indentures contain certain other exceptions that allow CCOH to incur additional indebtedness. The Series B CCWH Senior Notes indenture also restricts CCOH s ability to pay dividends, but permits CCOH to pay dividends from the proceeds of indebtedness or the proceeds from asset sales if its debt to adjusted EBITDA ratios (as defined by the indenture) are lower than 7.0:1 and 5.0:1 for total debt and senior debt, respectively. The Series B CCWH Senior Notes indenture also contains certain other exceptions that allow CCOH to pay dividends, including (i) $525.0 million of dividends made pursuant to general restricted payment baskets and (ii) dividends made using proceeds received upon a demand by CCOH of amounts outstanding under the Due from iHeartCommunications Note. CCOH has used substantially all of the $525.0 million general restricted payment baskets in the Series B CCWH Senior Notes indenture. The Series A CCWH Senior Notes indenture does not limit CCOH s ability to pay dividends.

CCWH Senior Subordinated Notes

In February 2019, CCWH refinanced its $275.0 million aggregate principal amount of Series A CCWH Subordinated Notes and $1,925.0 million aggregate principal amount of Series B CCWH Subordinated Notes with the proceeds of $2,235.0 million aggregate principal amount of New CCWH Subordinated Notes.

The New CCWH Subordinated Notes are CCWH s senior subordinated obligations and are fully and unconditionally guaranteed, jointly and severally, on a senior subordinated basis by us, CCO and certain of our other domestic subsidiaries. The New CCWH Subordinated Notes are unsecured senior subordinated obligations that rank junior to all of CCWH s existing and future senior debt, including the CCWH Senior Notes, equally with any of CCWH s existing and future senior subordinated debt and ahead of all of CCWH s existing and future debt that expressly provides that it is subordinated to the New CCWH Subordinated Notes. The guarantees of the New CCWH Subordinated Notes rank junior to each guarantor s existing and future senior debt, including the CCWH Senior Notes, equally with each guarantor s existing and future senior subordinated debt and ahead of each guarantor s existing and future debt that expressly provides that it is subordinated to the guarantees of the New CCWH Subordinated Notes.

Following the satisfaction of certain conditions, including that the CCWH Senior Notes are no longer outstanding and at least a portion of such notes has been refinanced with senior secured indebtedness, the New CCWH Notes and the guarantees of the New CCWH Subordinated Notes will cease to be subordinated obligations and thereafter will rank equally in right of payment with all senior indebtedness of CCWH and the guarantors (the step-up). There can be no assurance that the step-up will ever occur and that the New CCWH Subordinated Notes and the guarantees will ever cease to be subordinated indebtedness of CCWH and the guarantors.

CCWH may redeem the New CCWH Subordinated Notes at its option, in whole or part, at any time prior to February 15, 2021, at a price equal to 100% of the principal amount of the New CCWH Subordinated Notes redeemed, plus a make-whole premium, plus accrued and unpaid interest to the redemption date. CCWH may redeem the New CCWH Subordinated Notes, in whole or in part, on or after February 15, 2021, at the redemption prices set forth in the indenture governing the New CCWH Subordinated Notes, plus accrued and unpaid interest to the redemption date. At any time prior to February 15, 2021, CCWH may elect to redeem up to 40% of the aggregate principal amount of the New CCWH Subordinated Notes at a redemption price equal to 109.25% of the principal amount thereof, plus accrued and unpaid interest to the redemption date, with the net proceeds of one or more equity offerings. In addition, CCWH may redeem up to 20% of the aggregate principal amount of the New CCWH Subordinated Notes at any time prior to February 15, 2021, using the net proceeds from certain other equity offerings at 103% of the principal amount of the New CCWH Subordinated Notes. CCWH will be permitted to use these two redemption options concurrently but will not be permitted to redeem, in the aggregate, more than 40% of the principal amount of the New CCWH Subordinated Notes pursuant to these options.

The indenture governing the New CCWH Subordinated Notes contains covenants that limit CCOH and its restricted subsidiaries ability to, among other things:

- incur or guarantee additional debt or issue certain preferred stock;
- redeem, purchase or retire subordinated debt;
- make certain investments;
- create restrictions on the payment of dividends or other amounts to us from our restricted subsidiaries that are not guarantors of the notes;
- enter into certain transactions with affiliates;
- merge or consolidate with another person, or sell or otherwise dispose of all or substantially all of CCOH s assets;
- designate CCOH s subsidiaries as unrestricted subsidiaries;
- pay dividends, redeem or repurchase capital stock or make other restricted payments; and
- in the event that the step-up occurs and the New CCWH Subordinated Notes cease to be subordinated, incur certain liens.

CCIBV Senior Notes

As of December 31, 2018, CCIBV had $375.0 million aggregate principal amount outstanding of its 8.75% Senior Notes due 2020 (CCIBV Senior Notes). The Merger will have no impact on the CCIBV Senior Notes.

The CCIBV Senior Notes mature on December 15, 2020 and bear interest at a rate of 8.75% per annum, payable semi-annually in arrears on June 15 and December 15 of each year. The CCIBV Senior Notes are guaranteed by certain of our International outdoor business s existing and future subsidiaries. We do not guarantee or otherwise assume any liability for the CCIBV Senior Notes. The notes are senior unsecured obligations that rank *pari passu* in right of payment to all unsubordinated indebtedness of CCIBV, and the guarantees of the notes are senior unsecured obligations that rank *pari passu* in right of payment to all unsubordinated indebtedness of the guarantors of the notes.

CCIBV may redeem the notes, in whole or in part, on or after December 15, 2017, at the redemption prices set forth in the indenture plus accrued and unpaid interest to the redemption date. The indenture governing the CCIBV Senior Notes contains covenants that limit CCIBV s ability and the ability of its restricted subsidiaries to, among other things: (i) pay dividends, redeem stock or make other distributions or investments; (ii) incur additional debt or issue certain preferred stock; (iii) transfer or sell assets; (iv) create liens on assets; (v) engage in certain transactions with affiliates; (vi) create restrictions on dividends or other payments by the restricted subsidiaries; and (vii) merge, consolidate or sell substantially all of CCIBV s assets.

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MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER

The following discussion summarizes certain U.S. federal income tax consequences of the Merger that apply generally to U.S. holders (as defined below) of CCOH Common Stock that exchange their shares of CCOH Common Stock for shares of New CCOH Common Stock in the Merger. This discussion is based on the Code, judicial decisions and administrative regulations and interpretations, all as in effect as of the date of this information statement/prospectus and all of which are subject to change, possibly with retroactive effect. Accordingly, the U.S. federal income tax consequences of the Merger to the U.S. holders of CCOH Common Stock could differ from those described below.

For purposes of this discussion, a U.S. holder is a beneficial owner of CCOH Common Stock who for U.S. federal income tax purposes is:

- a citizen or individual resident of the United States;
- a corporation, or an entity treated as a corporation, created or organized in or under the laws of the United States or any state or political subdivision thereof;
- a trust that (1) is subject to (A) the primary supervision of a court within the United States and (B) the authority of one or more U.S. persons to control all substantial decisions of the trust or (2) has a valid election in effect to be treated as a U.S. person; or
- an estate that is subject to U.S. federal income tax on its income regardless of its source.

If a partnership (including for this purpose any entity or arrangement treated as a partnership for U.S. federal income tax purposes) holds shares of CCOH Common Stock, the tax treatment of a partner will generally depend on the status of the partner and the activities of the partnership. Any entity or arrangement treated as a partnership for U.S. federal income tax purposes that holds shares of CCOH Common Stock, and any owners of such an entity or arrangement, should consult their own tax advisors regarding the tax consequences of the Merger under their specific circumstances.

This discussion applies only to U.S. holders of CCOH Common Stock who hold such shares as a capital asset within the meaning of the Code (generally, property held for investment). This discussion does not address all aspects of U.S. federal income taxation that may be relevant to U.S. holders of CCOH Common Stock in light of their particular circumstances, nor does it address the U.S. federal income tax consequences to U.S. holders of CCOH Common Stock that are subject to special rules, including but not limited to:

- dealers in securities, commodities or foreign currencies;
- tax-exempt organizations;

banks and certain other financial institutions;

retirement plans;

insurance companies;

mutual funds;

expatriates or holders who have a functional currency other than the U.S. dollar;

pass-through entities and investors in those entities;

holders who acquired their shares in connection with the exercise of stock options or other compensatory transactions or through exercise of warrants;

holders who hold their shares as a hedge or as part of a straddle, constructive sale, conversion transaction or other risk management transaction;

holders who prepare applicable financial statements (as defined in Section 451 of the Code);

holders who actually or constructively own 5% or more of CCOH Common Stock stock; and

traders in securities that elect to use the mark-to-market method of accounting.

U.S. holders of CCOH Common Stock described in the foregoing sentence and non-U.S. holders of CCOH Common Stock should consult their own tax advisors as to the tax consequences of the Merger with respect to their particular circumstances.

In addition, this discussion does not address any alternative minimum tax, U.S. federal estate or gift tax, or foreign, state or local tax consequences. Neither CCOH nor CCH has obtained or sought to obtain a ruling from the IRS regarding any matter relating to the ability of the Merger to qualify as a reorganization and no assurance can be given that the IRS will not assert, or that a court will not sustain, a position contrary to any aspect of this discussion. CCOH s and CCH s board of directors urge holders to consult their own tax advisors as to the U.S. federal income tax consequences of the Merger, as well as the effects of state, local and foreign tax laws in light of their own situations.

CCOH and CCH intend for the Merger to qualify as a reorganization within the meaning of Section 368(a) of the Code for U.S. federal income tax purposes. The obligations of CCH and CCOH to close the Merger are conditioned, respectively on the issuance of an opinion by Kirkland & Ellis LLP (K&E) and the issuance of an opinion by Wilson Sonsini Goodrich & Rosati, P.C. (WSGR) (or in either case other law firms or accounting advisors reasonably acceptable to CCH and CCOH if K&E or WSGR is unwilling or unable to issue such an opinion), to the effect that, based on facts, representations, assumptions and exclusions set forth or referred to in such opinions, and on U.S. federal income tax law in effect as of the date of such opinions, the Merger will be treated as a reorganization within the meaning of Section 368(a) of the Code. An opinion of counsel or an accounting advisor is not binding on the IRS or any court. In rendering these respective opinions, counsel or the relevant accounting advisor will rely on certain assumptions, including assumptions regarding the absence of changes in existing facts and the completion of the Merger strictly in accordance with the Merger Agreement and this information statement/prospectus. The opinions will also rely upon certain representations and covenants made by the management of CCOH and CCH and will assume that these representations are true, correct and complete, and that CCOH and CCH, as the case may be, will comply with these covenants. If any of these assumptions or representations is inaccurate in any way, or any of the covenants are not satisfied the U.S. federal income tax consequences of the Merger could be materially different from those described below.

Based on and subject to the foregoing, provided that, in accordance with the opinions described above, the Merger qualifies as a reorganization within the meaning of Section 368(a) of the Code, the U.S. federal income tax consequences of the Merger to U.S. holders of CCOH Common Stock will be as follows.

Each U.S. holder of CCOH Common Stock who receives New CCOH Common Stock in the Merger will generally not recognize gain or loss.

In general, the aggregate tax basis in the shares of New CCOH Common Stock that a U.S. holder of CCOH Common Stock will receive upon the Merger will equal such U.S. holder s aggregate tax basis in the shares of CCOH Common Stock surrendered in exchange therefor. A U.S. holder s holding period for the shares of New CCOH Common Stock that are received in the Merger will generally include such U.S. holder s holding period for the shares of CCOH Common Stock surrendered in exchange therefor.

If U.S. holders of CCOH Common Stock acquired different blocks of shares of CCOH Common Stock at different times or at different prices, such U.S. holders basis and holding period in their shares of CCH common stock may be determined with reference to each block of shares of CCOH Common Stock. Any such U.S. holders should consult their tax advisors regarding the manner in which shares of New CCOH Common Stock received in the exchange should be allocated among different blocks of shares of CCOH Common Stock and with respect to identifying the bases or holding periods of the particular shares of CCH Common Stock received in the Merger. Because these rules are complex, CCOH recommends that each CCOH stockholder who may be subject to these rules consult his, her, or its own tax advisor.

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THIS DISCUSSION OF U.S. FEDERAL INCOME TAX CONSEQUENCES IS NOT INTENDED TO BE, AND SHOULD NOT BE CONSTRUED AS, TAX ADVICE. THE FOREGOING SUMMARY IS NOT A SUBSTITUTE FOR AN INDIVIDUAL ANALYSIS OF THE TAX CONSEQUENCES OF THE MERGER TO YOU, WHICH ANALYSIS MAY BE COMPLEX AND WILL DEPEND ON YOUR SPECIFIC SITUATION. CCOH AND CCH URGE YOU TO CONSULT YOUR OWN TAX ADVISOR REGARDING THE PARTICULAR FEDERAL, STATE, LOCAL AND FOREIGN TAX CONSEQUENCES OF THE MERGER TO YOU.

INFORMATION ABOUT CCOH

Business

CCOH is one of the world s largest outdoor advertising companies, providing clients with advertising opportunities through billboards, street furniture displays, transit displays and other out-of-home (OOH) advertising displays. Through CCOH s extensive display inventory, CCOH has the ability to deliver innovative, effective marketing campaigns for advertisers and marketing, creative and strategic partners in communities across the United States and internationally.

CCOH focuses on building the leadership position of its diverse global assets and maximizing its financial performance while serving its local communities. CCOH intends to continue to execute upon its long-standing outdoor advertising strategies, while closely managing expenses and focusing on achieving operating efficiencies throughout its businesses. Part of our long-term strategy is to pursue the technology of digital displays, including flat screens, LCDs and LEDs, as additions to traditional methods of displaying our clients advertisements. We are currently installing these technologies in certain markets, both domestically and internationally.

History

CCOH was incorporated in August 1995 under the name Eller Media Company. In 1997, Clear Channel Communications, Inc., now iHeartCommunications, CCOH s parent company, entered the outdoor advertising industry with its acquisition of Eller Media Company. CCOH changed its name to Clear Channel Outdoor Holdings, Inc. in August 2005.

On November 11, 2005, CCOH became a publicly traded company through its IPO, in which it sold 10%, or 35.0 million shares, of CCOH Class A Common Stock. Prior to its IPO, CCOH was an indirect wholly-owned subsidiary of iHeartCommunications. As of December 31, 2018, iHeartCommunications, through its subsidiaries, owned all outstanding shares of CCOH Class B Common Stock and 10,726,917 shares of CCOH Class A Common Stock, collectively representing approximately 89.1% of the outstanding shares of Common Stock and approximately 99% of the total voting power of CCOH Common Stock.

Prior to or at the time of its IPO, CCOH entered into agreements with iHeartCommunications that govern the relationship between iHeartCommunications and CCOH and provide for, among other things, the provision of services by iHeartCommunications to CCOH and the allocation of employee benefit, tax and other liabilities and obligations attributable to its operations. These agreements include the Master Agreement, Corporate Services Agreement, Employee Matters Agreement, Tax Matters Agreement and Trademark License Agreement (collectively, the Intercompany Agreements). All of the agreements relating to CCOH s ongoing relationship with iHeartCommunications were made in the context of a parent-subsidiary relationship and the terms of these agreements may be more or less favorable to it than if they had been negotiated with unaffiliated third parties.

iHeartCommunications has the right to terminate these agreements in various circumstances. As of the date of this information statement/prospectus, no notice of termination of any of these agreements has been received from iHeartCommunications. In accordance with the terms of the Separation Agreement, iHeartCommunications and CCOH have agreed to terminate or replace these agreements in connection with the Separation.

As long as iHeartCommunications continues to own shares of CCOH s Common Stock representing more than 50% of the total voting power of CCOH s Common Stock, it will have the ability to direct the election of all members of CCOH s Board of Directors and, therefore, to exercise a controlling influence over its business and affairs, including any determinations with respect to mergers or other business combinations, its acquisition or disposition of assets, its incurrence of indebtedness, its issuance of any additional common stock or other equity securities, its repurchase or redemption of common stock or any preferred stock, if applicable, and its payment of dividends in certain situations. Similarly, iHeartCommunications will have the power to determine the outcome of matters submitted to a vote of CCOH s stockholders, including the power to prevent an acquisition or any other change in control, and to take other actions that might be favorable to iHeartCommunications.

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On July 30, 2008, iHeartCommunications completed its merger with a subsidiary of CC Media Holdings, Inc., now iHeartMedia, a company formed by a group of private equity funds sponsored by Bain Capital Partners, LLC (Bain) and Thomas H. Lee Partners, L.P. (THL). iHeartCommunications is now owned indirectly by iHeartMedia.

On March 14, 2018, the Debtors filed the iHeart Chapter 11 Cases under Chapter 11 of the Bankruptcy Code in the Bankruptcy Court. CCOH and its direct and indirect subsidiaries did not file voluntary petitions for relief under the Bankruptcy Code and are not Debtors in the iHeart Chapter 11 Cases.

The iHeart Chapter 11 Cases are being jointly administered under the caption *In re: iHeartMedia, Inc.*, *et al.* Case No. 18-31274 (MI). The Debtors continue to operate their businesses as debtors-in-possession under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Bankruptcy Court. The iHeartMedia Plan of Reorganization was confirmed by the Bankruptcy Court on January 22, 2019. The iHeartMedia Plan of Reorganization contemplates a restructuring of the Debtors whereby our business is proposed to be separated from iHeartCommunications upon consummation of the iHeartMedia Plan of Reorganization and the conclusion of the iHeart Chapter 11 Cases. Effectiveness of the iHeartMedia Plan of Reorganization and consummation of the Separation is subject to certain conditions, including the receipt of certain governmental approvals. Although the timing of when and if all such conditions will be satisfied or otherwise waived is inherently uncertain, iHeartMedia currently anticipates the iHeartMedia Plan of Reorganization will become effective and iHeartMedia will emerge from Chapter 11 during the second quarter of 2019.

The CCOH Board established the CCOH Special Committee to consider, review and negotiate certain transactions between iHeartCommunications and CCOH in connection with the iHeart Chapter 11 Cases. CCOH has consented to, and the Bankruptcy Court has entered a final order approving, iHeartCommunications continuing to provide services pursuant to the Corporate Services Agreement during the iHeart Chapter 11 Cases. CCOH expects iHeartCommunications to continue to provide services to it pursuant to the Corporate Services Agreement in the ordinary course of business, until it emerges from Chapter 11 or such arrangements are otherwise addressed through the iHeart Chapter 11 Cases.

Overview

For the years ended December 31, 2017 and 2018, CCOH generated revenue of $2,588.7 million and $2,721.7 million, operating income of $232.3 million and $251.8 million, and OIBDAN of $545.6 million and $584.5 million, respectively. For a definition of OIBDAN and a reconciliation to the most directly comparable GAAP financial measure, see Summary Historical Financial Data of the Outdoor Business of Clear Channel Holdings, Inc.

CCOH has two reportable business segments, Americas outdoor advertising (Americas) and International outdoor advertising (International), which represented 44% and 56% of CCOH s 2018 revenue, respectively. Our Americas segment consists of operations primarily in the United States and our International segment consists of operations primarily in Europe, Asia and Latin America.

Americas Outdoor Advertising

CCOH is one of the largest outdoor advertising companies in the United States. As of December 31, 2018, CCOH s Americas segment owned or operated approximately 79,000 display structures in the United States with operations in 44 of the 50 largest markets, including all of the 20 largest markets. CCOH s Americas portfolio includes printed and digital billboards, transit displays, including airports, street furniture and wallscapes and other spectaculars. CCOH s Americas business is focused on metropolitan areas with dense populations.

International Outdoor Advertising

The International segment includes CCOH s operations in Europe, Asia and Latin America. As of December 31, 2018, CCOH s International segment owned or operated more than 380,000 displays across 22 countries. The International portfolio includes street furniture, billboards, transit displays, retail displays, public bike programs and other spectaculars, which it owns or operates under lease or license agreements. The International business is focused on densely populated metropolitan areas.

Strengths

CCOH is one of the world s largest outdoor advertising companies with over 450,000 displays in 31 countries across its Americas and International segments as of December 31, 2018 in an industry that is uniquely placed in the media mix. People continue to be exposed to CCOH s advertising displays; whereas reaching broad audiences via other, content driven, media channels is becoming more difficult due to the proliferation of online content platforms. CCOH believes outdoor advertising offers advertisers an opportunity to reach a broad reach of consumers when they are out of the home and close to making purchase decisions through a cost-effective advertising medium.

Broad Audience Reach. CCOH reaches its audience while they are on the move through billboards, transit displays, and street furniture located in major commuter and other locations such as airports, bus networks and railways.

Driving Foot Traffic and Targeting. Located at the heart of cities and close to the point-of-sale, outdoor displays have a location advantage, which advertisers have leveraged to drive foot traffic to their retail locations and influence purchase decisions. With the growth of digital and the use of data, advertisers can build on this location-targeting ability and alter advertising messages based on environmental conditions, including time of day and weather, making them all the more relevant and effective to their target audience.

Cost-Effective Advertising Medium. Outdoor media provides advertisers with a highly cost-effective medium on which to display their advertising messages (measured by cost per thousand persons reached).

Headwinds Facing Other Media. Because CCOH does not use content to attract audiences, it is not subject to the same headwinds as many other media. CCOH believes that the proliferation of content and distribution models will continue to lead to the fragmentation of other content-based media audiences.

Americas

Strong Collection of Assets. CCOH s Americas business is focused on metropolitan areas with dense populations where its portfolio of assets provide advertisers with compelling opportunities to reach a mass audience in a cost-effective way. The scale of CCOH s advertising networks also enables it to deliver highly targeted campaigns based on the specific audience delivered by individual panels. CCOH believes that the buying decision for its customers is based on the strength of the OOH advertising solutions they can offer, which are a product of both CCOH s assets and the way it prices, packages and markets to them.

As of December 31, 2018, CCOH s portfolio consisted of approximately 79,000 display structures including printed and digital billboards, transit displays, street furniture displays, wallscapes and other spectaculars in its Americas segment. CCOH has operations in 44 of the 50 largest markets in the United States, including all of the 20 largest markets in some of the most heavily traveled highways and roadways and more than 125 airports.

The majority of CCOH Americas revenue is from large billboards, referred to as bulletins, both print and digital. Bulletins are generally located along major expressways, primary commuting routes and main intersections that are highly-visible and heavily-trafficked.

CCOH Americas scale has enabled cost-effective investment in new display technologies, such as digital billboards and smaller format LCD screens, which it believes will continue to support future growth. This technology provides the creative richness and increased planning flexibility and maintains

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the ability to book later than their advertising partners expect. In addition, this technology gives Americas the ability to sell specific days and times, dynamically change creative and optimize yield by selling spots to the right customer at the right time. All of this has opened OOH to new advertisers and new verticals increasing brands that advertise with Americas and enabling yield maximization. As of December 31, 2018, Americas had over 1,200 digital billboards and thousands of smaller format digital LCD screens.

CCOH Americas is at the forefront of integrating OOH media with data analytics and attribution connecting brands with audiences using its proprietary tools Clear Channel Outdoor RADAR and RADARview, as well as developing first-to-the-outdoor market programmatic solutions. CCO RADAR is the industry s first suite of campaign planning and attribution solutions that utilize anonymous mobile location intelligence to help brands reach certain audiences and understand what happens after someone is exposed to an advertisement on printed and digital displays. RADARview is a dynamic online campaign planning platform allowing advertisers to visually explore its OOH media mapped to audience behaviors, demos and locations. Using RADAR and RADARview CCOH Americas is able to offer advertisers an easier way to unlock the value of out-home by applying the same approach from the online world to the physical world s largest screens.

The outdoor advertising industry in the United States is subject to governmental regulation at the federal, state and local levels which provides stability to their business. Due to regulations, it has become increasingly difficult to develop new outdoor advertising structures. Further, for many of CCOH Americas existing billboards in the United States, a permit for replacement cannot be sought by its competitors or landlords.

No single advertising market in the United States and no advertising category represented greater than 11% and 10%, respectively, of CCOH Americas revenue during the year ended December 31, 2018.

Experienced Management Team.

Scott Wells, CEO of CCOH s Americas division, has 11 years of experience with CCOH including four years as the Americas CEO and seven years as a CCOH board member. His experience prior to CCOH included a variety of sales and marketing roles in technology and consumer goods.

The Americas top management team has an average of 22 years of media experience and has weathered multiple business cycles. Their media industry experience includes OOH, TV, Radio, Digital, Sports and Events. The business also has very experienced local management teams that drive its market-level strategy and execution.

International

Strong Collection of Assets. CCOH s International business is a portfolio of 22 countries across Europe, Asia, and Latin America. This broad portfolio gives CCOH exposure to a range of macro-economic, regulatory, and media environments. Across CCOH s large, diverse OOH portfolio it connects brands with the people they want to reach, with media and ideas that enlighten, entertain and influence them. CCOH s international portfolio is focused on densely populated metropolitan areas and spans some of the world s major cities including London, Paris, Madrid, Mexico City, Milan, Shanghai and Singapore.

As of December 31, 2018, CCOH International had over 380,000 displays in its portfolio including street furniture, billboards, transit displays, retail displays, public bike programs and spectacular displays.

The majority of CCOH International s revenue is from its print and digital street furniture displays typically with contract terms ranging up to 15 years. Located at the heart of cities and close to the point-of-sale, street furniture displays have a location advantage, which advertisers leverage to drive foot traffic to their retail locations and influence purchase decisions.

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Included within CCOH s international portfolio are over 13,000 digital displays that enable revenue growth by enhancing the core proposition of outdoor advertising to new and existing clients by improving the quality of display; enabling greater utilization of CCOH International s best advertising locations through sequential displays; allowing advertisers to plan campaigns around specific days or times of day; and enhancing creativity and contextual relevance of advertisements, tailoring messages according to specific locations, times or other inputs, such as the current weather or latest product offers. CCOH International seeks to achieve greater consumer engagement and flexibility by delivering powerful, flexible and interactive campaigns that open up new possibilities for advertisers to engage with their target audiences.

CCOH International is a leader within the OOH industry in developing programmatic buying capabilities and utilizing data to improve campaign planning, augment effectiveness and offer its client s audience-based solutions.

Government regulations vary by country and region but generally provide for limitations on the number, placement, size, nature and density of outdoor displays. As a result, CCOH International s existing footprint in top demographic areas has significant value.

Experienced Management Team. CCOH International has an experienced management team from its senior executives to its local market managers.

William Eccleshare, CEO of the International division for 9 years, has prior leadership positions at advertising agencies including BBDO, J Walter Thompson, Young & Rubicam as well as being a former partner at McKinsey & Co.

The international top management team of 11 senior executives has a combined 90 years of experience with CCOH and over 150 years in media. With media backgrounds outside of OOH including advertising agencies, publishing, film & TV, entertainment, and music; as well as backgrounds in fast-moving consumer goods, banking and consulting at companies including News Corp, ITV, BMG Music, Walt Disney, Unilever, Publicis, JP Morgan, McKinsey and Linklaters.

Strategy

CCOH enables advertisers to engage with consumers through creating innovative advertising solutions that deliver results. CCOH seeks to deliver those results by putting its portfolio to work in smart and distinctive ways, including promoting the attractive industry fundamentals, differentiating through innovation, sales and service and continuing expansion of digital displays. CCOH is focused on developing its networks of locations into compelling propositions by selling the audience attributes, rather than the individual display.

Americas

CCOH seeks to capitalize on their Americas network and diversified product mix to maximize revenue. The strategy focuses on leveraging Americas diversified product mix and long-standing presence in its existing markets as well as pursuing the technology of digital displays, which provides it with the ability to launch new products and test new initiatives in a reliable and cost-effective manner.

Promote Outdoor Media Spending. Given the attractive industry fundamentals of outdoor media and their depth and breadth of relationships with CCOH Americas advertisers, CCOH believes they can drive outdoor advertising s share of total media spending by using its dedicated sales team to highlight the value of outdoor advertising relative to other media. Americas has made and continues to make significant investments in research tools like CCO RADAR with mobile insights from third-party providers. The CCO RADAR suite of OOH industry-first solutions applies aggregated and anonymized mobile insights to advertising campaign planning, amplification and attribution. Armed with these insights, CCO RADAR helps brands reach desired audiences, reengage those exposed to OOH printed and digital displays across other media platforms and measure what happens after exposure to optimize campaign delivery. Through RADARview, Americas is bringing mobile location data insights online, allowing advertisers to explore Americas media as mapped to audience behaviors, demos and location. In addition, Americas is experimenting with integrated social and mobile campaigns and Augmented Reality as supplements to its core medium.

Differentiate through Innovation, Sales and Services. Over the last several years, CCOH Americas has developed and hired talent who are helping to redefine how outdoor media is bought and sold. They are working closely with clients, advertising agencies and other diversified media companies to develop more sophisticated approaches to delivering the right audience in the right location at the right time. One example is Americas programmatic effort to sell digital billboard advertisements using automated advertisement sales technology to introduce ease and efficiency to the OOH advertising sales process and enable better targeting of digital billboard advertising. Another is Americas Proposal team, which provides proposal preparation and marketing support for America s key multi-market sales efforts. A third area is Americas proof of performance delivery platform that is leading the industry in providing transparency when the ad is delivered, accessible via API (application programming interface), to allow partners to pull proof-of-performance information into whatever system they choose.

Capital allocation. A core element of CCOH Americas capital allocation strategy focuses on the digitization of its network. Americas long-term strategy for its outdoor advertising businesses includes pursuing the technology of digital displays, including flat screens, LCDs and LEDs, as additions to traditional methods of displaying clients advertisements. Digital advertising provides significant advantages over traditional outdoor media. Americas electronic displays are linked through centralized systems to simultaneously and rapidly change advertising copy on a large number of displays, allowing Americas to sell more advertising opportunities to advertisers. The ability to change copy by time of day and quickly change messaging based on advertisers needs creates additional flexibility for Americas customers. Digital displays allow for high frequency, 24-hour advertising changes in high-traffic locations and allow Americas to offer its clients optimal flexibility, distribution, circulation and visibility.

Capitalize on Product and Geographic Opportunities. In the United States, CCOH Americas has operations in 44 of the top 50 largest markets, including all of the 20 largest markets. However, Americas is focused on growing its relevance to its advertising customers by continuously optimizing its portfolio and targeting investments in its existing markets or expanding to new markets.

International

Strategy. Similar to their Americas business, CCOH believes its International business has attractive industry fundamentals, including the ability to reach a broad audience and drive foot traffic to the point-of-sale, making outdoor a cost-effective medium for advertisers as measured by cost per thousand persons reached compared to other traditional media. CCOH s International business focuses on the following strategies:

Promote Overall Outdoor Media Spending. CCOH International s strategy is to promote growth in outdoor advertising s share of total media spending by demonstrating the strength of its medium. International believes that outdoor advertising is strongly positioned to compete with other media, in particular traditional content-based media such as press, TV, radio and magazines whose audiences are fragmenting to online sources of that content, as well as competing with on-line media channels. As part of International s effort to promote growth in outdoor advertising s share of total media, it is focusing on developing and implementing improved outdoor audience delivery measurement systems (such as CCOH s C.A.S.T. system in France) to provide advertisers with tools to plan their campaigns and determine how effectively their message is reaching the desired audience.

Differentiate on Sales and Marketing. For over five years, CCOH International has spent time and resources building commercial capabilities through a company-wide sales force effectiveness program and an upgrade in its sales and marketing talent. These capabilities allow International to build and nurture relationships with its

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clients and their agencies as well as to offer packages and products that meet its clients advertising needs. Going forward, areas of focus include pricing, packaging and programmatic selling in particular pricing and packaging models that leverage the capabilities and benefits of digital display networks. Expanding International s proprietary programmatic platform which enables marketers to buy their OOH inventory in audience-based packages, giving them the ability to manage their campaigns on a self-service basis.

Capital Allocation. A core element of CCOH International s capital allocation strategy focuses on the digitization of its network. International s digital displays are a dynamic medium, which enables its customers to engage in real-time, tactical, topical and flexible advertising. International will continue its focused and dedicated digital strategy and remain committed to the development of digital OOH communication solutions. Through International s digital brands, including *Clear Channel Play* and *Adshel Live*, it is able to offer networks of digital displays in multiple formats and multiple environments including bus shelters, billboards, airports, transit, malls and flagship locations. Part of International s long-term strategy is to pursue the diversification of its product offering by introducing technologies, such as beacons, small cells, wayfinding stations and the provision of Wi-Fi in its street furniture network, as additions to traditional methods of displaying its clients advertisements.

Capitalize on Product and Geographic Opportunities. CCOH International is also focused on growing its relevance to its advertising customers by continuously optimizing its display portfolio and targeting investments in promising market segments. International has continued to innovate and introduce new products in its markets such as the digital telephone kiosks in the U.K. International s street furniture business generates the largest portion of its international revenue and that is where it plans to focus much of its investment. International plans to continue to evaluate municipal contracts that may come up for bid and will make prudent investments where it believes it can generate attractive returns.

Americas Sources of Revenue

Americas generated 44%, 45% and 44% of CCOH s revenue in 2018, 2017 and 2016, respectively. Americas revenue is derived from the sale of advertising copy placed on Americas s printed and digital displays. Americas s display inventory consists primarily of billboards, transit displays and street furniture. The margins on Americas s billboard contracts, including those related to digital billboards, tend to be higher than those on contracts for other displays, due to their greater size, impact and location along major roadways that are highly trafficked. Billboards comprise approximately two-thirds of Americas s display revenues. The following table shows the approximate percentage of revenue derived from each category for the Americas inventory:

	Year Ended December 31,		
	2018	2017	2016
Billboards:			
Bulletins	61%	60%	60%
Posters	11%	11%	11%
Transit displays	16%	17%	17%
Street furniture displays	4%	4%	4%
Spectaculars/wallscapes	4%	4%	4%
Other	4%	4%	4%
Total	100%	100%	100%

The Americas segment generates revenues from local and national sales. Americas s advertising rates are based on a number of different factors including location, competition, size of display, illumination, market and gross ratings points. Gross ratings points are the total number of impressions delivered, expressed as a percentage of a market population, of a display or group of displays. The number of impressions delivered by a display is measured by the number of people passing the site during a defined period of time. For all of Americas s billboards in the United States, it uses independent, third-party auditing companies to verify the number of impressions delivered by a display.

While location, price and availability of displays are important competitive factors, CCOH believes that providing quality customer service and establishing strong client relationships are also critical components of sales. In addition, CCOH has long-standing relationships with a diversified group of advertising brands and agencies that allows it to diversify client accounts and establish continuing revenue streams.

Billboards

Americas billboard inventory primarily includes bulletins and posters.

Bulletins. Bulletins vary in size, with the most common size being 14 feet high by 48 feet wide. Digital bulletins display static messages that resemble standard printed bulletins when viewed, but also allow advertisers to change messages throughout the course of a day and may display advertisements for multiple customers. Americas digital displays are linked through centralized systems to instantaneously and simultaneously change advertising copy as needed. Because of their greater size, impact and high-frequency, Americas typically receives its highest rates for digital bulletins. Almost all of the advertising copy displayed on printed bulletins is computer printed on vinyl and transported to the bulletin where it is secured to the display surface. Bulletins generally are located along major expressways, primary commuting routes and main intersections that are highly visible and heavily trafficked. Americas clients may contract for individual bulletins or a network of bulletins, meaning the clients advertisements are rotated among bulletins to increase the reach of the campaign. Americas client contracts for bulletins, either printed or digital, generally have terms ranging from four weeks to one year.

Posters. Printed posters can vary in size, but are commonly approximately 11 feet high by 23 feet wide, and the printed junior posters are approximately 5 feet high by 11 feet wide. Digital posters are available in addition to the traditional poster-size and junior poster-size. Similar to digital bulletins, digital posters display static messages that resemble standard printed posters when viewed and are linked through centralized computer systems to instantaneously and simultaneously change messages throughout the course of a day. Advertising copy for printed posters is digitally printed on a single piece of polyethylene material that is then transported and secured to the poster surfaces. Posters generally are located in commercial areas on primary and secondary routes near point-of-purchase locations, facilitating advertising campaigns with greater demographic targeting than those displayed on bulletins. Americas poster rates typically are less than its bulletin rates, and its client contracts for posters generally have terms ranging from four weeks to one year. Premiere displays, which consist of premiere panels and squares, are innovative hybrids between bulletins and posters that Americas developed to provide its clients with an alternative for their targeted marketing campaigns. The premiere displays use one or more poster panels, but with vinyl advertising stretched over the panels similar to bulletins. Americas intent is to combine the creative impact of bulletins with the additional reach and frequency of posters.

Transit Displays

Americas transit displays are advertising surfaces on various types of vehicles or within transit systems, including on the interior and exterior sides of buses, trains, trams, and within the common areas of rail stations and airports, and are available in both printed and digital formats. Similar to street furniture, contracts for the right to place Americas displays on such vehicles or within such transit systems and to sell advertising space on them generally are awarded by municipal and public transit authorities in competitive bidding processes or governed by local law and are negotiated with private transit operators. As compensation for the right to sell advertising space on transit displays, we pay the municipality or transit authority a fee or revenue share that is either a fixed amount or a percentage of the revenue derived from the transit displays. Typically, these revenue sharing arrangements include payments by us of minimum guaranteed amounts. Generally, these contracts have terms ranging from five to ten years. Americas client contracts for transit displays generally have terms ranging from four weeks to one year, or longer.

Street Furniture Displays

Americas s street furniture displays include advertising surfaces on bus shelters, information kiosks, freestanding units and other public structures, are available in both printed and digital formats, and are primarily located in major metropolitan areas and along major commuting routes. Generally, Americas is responsible for the construction and maintenance of street furniture structures. Contracts for the right to place Americas street furniture displays in the public domain and sell advertising space on them are awarded by municipal and transit authorities in competitive bidding processes governed by local law. Generally, these contracts have terms ranging from 10 to 20 years. As compensation for the right to sell advertising space on its street furniture structures, Americas pays the municipality or transit authority a fee or revenue share that is either a fixed amount or a percentage of the revenue derived from the street furniture displays. Typically, these revenue sharing arrangements include payments by Americas of minimum guaranteed amounts. Client contracts for street furniture displays typically have terms ranging from four weeks to one year and are typically for network packages of multiple street furniture displays.

Other Displays

The balance of Americas display inventory consists of spectaculars and wallscapes. Spectaculars are customized display structures that often incorporate video, multidimensional lettering and figures, mechanical devices and moving parts and other embellishments to create special effects. The majority of Americas spectaculars are located in Los Angeles, San Francisco and New York City s Times Square. Client contracts for spectaculars typically have terms of one year or longer. A wallscape is a display that drapes over or is suspended from the sides of buildings or other structures. Generally, wallscapes are located in high-profile areas where other types of outdoor advertising displays are limited or unavailable. Clients typically contract for individual wallscapes for four weeks to one year.

Advertising Inventory and Markets

As of December 31, 2018, CCOH s Americas segment owned or operated approximately 79,000 display structures with operations in 44 of the 50 largest markets in the United States, including all of the 20 largest markets. Therefore, no one property is material to its overall operations. Americas believes that its properties are in good condition and suitable for its operations.

Americas s displays are located on land it owns, leases or for which it has acquired permanent easements or executed long-term management agreements. The majority of the advertising structures on which Americas displays are mounted require permits. Permits are granted for the right to operate an advertising structure as long as the structure is used in compliance with state and local laws and regulations.

Production

In a majority of Americas markets, its local production staff performs the full range of activities required to create and install advertising copy. Production work includes creating the advertising copy design and layout, coordinating its printing and installing the copy on displays. Americas provides creative services to smaller advertisers and to advertisers not represented by advertising agencies. National advertisers often use preprinted designs that require only installation. Americas creative and production personnel typically develop new designs or adopt copy from other media for use on its inventory. Americas creative staff also can assist in the development of marketing presentations, demonstrations and strategies to attract new clients.

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Construction and Operation

Americas typically owns the physical structures on which its clients advertising copy is displayed. Americas manages the construction of its structures centrally and erects them on sites it either leases or owns or for which it has acquired permanent easements. The site lease terms generally range from one to 20 years. In addition to the site lease, Americas must obtain a permit to build new signs or convert existing signs to digital format. Permits are typically granted in perpetuity by the state and/or local government and typically are transferable or renewable for a minimal, or no, fee. Printed bulletin and poster advertising copy is primarily printed with computer generated graphics on a single sheet of vinyl supplied by the advertiser. These advertisements are then transported to the site and wrapped around the face of the site or affixed to a hardware anchoring system on the display site. The operational process also includes conducting visual inspections of the inventory for display defects and taking the necessary corrective action within a reasonable period of time.

Client Categories

In 2018, the top five client categories in the Americas segment were business services, retail, media, healthcare/medical and banking/financial services.

Competition

The outdoor advertising industry in the Americas is fragmented, consisting of several large companies involved in outdoor advertising, such as OUTFRONT Media Inc. and Lamar Advertising Company, as well as numerous smaller and local companies operating a limited number of displays in a single market or a few local markets. Americas also competes with other advertising media in its respective markets, including broadcast and cable television, radio, print media, direct mail, mobile, social media, online and other forms of advertisement. Outdoor advertising companies compete primarily based on ability to reach consumers, which is driven by location of the display.

International Sources of Revenue

The International segment generated 56%, 55% and 56% of CCOH s revenue in 2018, 2017 and 2016, respectively. CCOH s International display inventory consists primarily of street furniture displays, billboards, transit displays and other out-of-home advertising displays. The following table shows the approximate percentage of revenue derived from each inventory category of the International segment:

	Year Ended December 31,		
	2018	2017	2016
Street furniture displays	52%	51%	52%
Billboards	18%	20%	20%
Transit displays	11%	10%	9%
Other [1]	19%	19%	19%
Total	100%	100%	100%

(1)

Includes advertising revenue from retail displays, other small displays, and non-advertising revenue from sales of street furniture equipment, cleaning and maintenance services, operation of public bike programs and production revenue.

The International segment generates the majority of its revenue from the sale of advertising space on street furniture displays, billboards, retail displays and transit displays. Similar to CCOH s Americas business, advertising rates generally are based on the gross ratings points of a display or group of displays. In some of the countries where CCOH has operations, the number of impressions delivered by a display is weighted to account for such factors as illumination, proximity to other displays and the speed and viewing angle of approaching traffic.

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While location, price and availability of displays are important competitive factors, CCOH believes that providing quality customer service and establishing strong client relationships are also critical components of sales. CCOH s entrepreneurial culture allows local management to operate their markets as separate profit centers, encouraging customer cultivation and service.

Street Furniture Displays

CCOH s International street furniture displays, available in printed and digital formats, are substantially similar to its Americas street furniture counterparts, and include bus shelters, freestanding units, various types of kiosks, telephone boxes and other public structures. Internationally, contracts with municipal and transit authorities for the right to place street furniture in the public domain and sell advertising on such street furniture typically provide for terms ranging up to 15 years. The major difference between the International and Americas street furniture businesses is in the nature of the municipal contracts. In the International outdoor business, these contracts typically require International to provide the municipality with a broader range of metropolitan amenities such as bus shelters with or without advertising panels, information kiosks and public wastebaskets, as well as space for the municipality to display maps or other public information. In exchange for providing such metropolitan amenities and display space, International is authorized to sell advertising space on certain sections of the structures it erects in the public domain. International pays the municipality or transit authority a fee or revenue share that is either a fixed amount or a percentage of the revenue derived from the street furniture displays. Typically, these revenue sharing arrangements include payments by International of minimum guaranteed amounts. CCOH s International print street furniture is typically sold to clients as network packages of multiple street furniture displays, with contract terms ranging from one to two weeks. Due to its dynamic and real time delivery capabilities, digital street furniture can be sold flexibly, allowing advertisers to buy solutions on a play and impact audience-based model to reach and engage their audiences with dynamic, contextually relevant and targeted messages.

Billboards

The sizes of CCOH s International billboards are not standardized. The billboards vary in both format and size across its networks, with the majority of its International billboards being similar in size to the posters used in the Americas business.

CCOH s International billboard inventory is primarily comprised of premium billboards and classic billboards and is available in printed and digital formats.

Premium. Digital premium billboards allow advertisers to dynamically change messages throughout the course of a day to more effectively target and engage audiences in key locations and may display advertisements for multiple customers. CCOH s International electronic displays are linked through centralized computer systems to instantaneously and simultaneously change messages throughout the course of a day. Because of their greater size, impact, high frequency and 24-hour advertising changes, digital premium billboards typically deliver its highest rates. Almost all of the advertising copy displayed on printed premium billboards is digitally-printed and transported to the billboard where it is secured to the display surface. Premium billboards generally are located along major expressways, primary commuting routes and main intersections that are highly visible and heavily trafficked. CCOH s International clients may contract for individual billboards or a network of billboards.

Classic. Digital and printed classic billboards are available in a variety of formats across CCOH s International markets. Similar to digital premium billboards, classic digital billboards are linked through centralized computer systems to instantaneously and simultaneously change messages throughout the course of a day. Advertising copy for printed classic billboards is digitally printed then transported and secured to the poster surfaces. Classic billboards generally are located in commercial areas on primary and secondary routes near point-of-purchase locations, facilitating advertising campaigns with greater demographic targeting than those displayed on premium billboards. Classic

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billboards typically deliver lower rates than its premium billboards. International s intent is to combine the creative impact of premium billboards with the additional reach and frequency of classic billboards.

CCOH s International billboards are primarily sold to clients as network packages with contract terms typically ranging from one to two weeks. Long-term client contracts are also available and typically have terms of up to one year. International leases the majority of its billboard sites from private landowners, usually for one to ten years.

Transit Displays

CCOH s International transit display contracts are substantially similar to its Americas transit display counterparts. They are advertising surfaces on various types of vehicles or within transit systems, including on the interior and exterior sides of buses, trains, trams and within the common areas of rail stations and airports, and are available in both printed and digital formats. Similar to street furniture, contracts for the right to place CCOH s International displays on such vehicles or within such transit systems and to sell advertising space on them generally are awarded by public transit authorities in competitive bidding processes or are negotiated with private transit operators. Contracts with public transit authorities or private transit operators typically have terms ranging from two to five years. CCOH s International client contracts for transit displays, either printed or digital, generally have terms ranging from one week to one year, or longer. Due to its dynamic and real time delivery capabilities, digital transit can be sold flexibly, allowing advertisers to buy solutions on a play and impact audience-based model to reach and engage their audiences with dynamic, contextually relevant and targeted messages.

Retail Displays

CCOH s International retail displays are mainly standalone advertising structures in or in close proximity to retail outlets such as malls and supermarkets. The right to place CCOH s International displays in these locations and to sell advertising space on them generally is awarded by retail outlet operators such as large retailers or mall operators either through private tenders or bilateral negotiations. Upfront investment and ongoing maintenance costs vary across contracts. Contracts with mall operators and retailers generally have terms ranging from three to ten years. CCOH s International client contracts for retail displays, either printed or digital, generally have terms ranging from one week to two weeks. Due to its dynamic and real time delivery capabilities, digital retail displays can be sold flexibly, allowing advertisers to buy solutions on a play and impact audience-based model to reach and engage their audiences with dynamic, contextually relevant and targeted messages.

Other International Displays and Services

The balance of CCOH s revenue from its International segment consists primarily of advertising revenue from other small displays and non-advertising revenue from sales of street furniture equipment, cleaning and maintenance services, and production and creative services revenue. CCOH s International inventory includes other small displays that are counted as separate displays since they form a substantial part of its network and International outdoor advertising revenue. International also has a public bicycle rental program which provides bicycles for rent to the general public in several municipalities. In exchange for operating these bike rental programs, International generally derives revenue from advertising rights to the bikes, bike stations, additional street furniture displays and/or a share of rental income from the local municipalities. In several of CCOH s International markets, it sells equipment or provides cleaning and maintenance services as part of street furniture contracts with municipalities.

Advertising Inventory and Markets

As of December 31, 2018, International owned or operated more than 380,000 displays, with operations across 22 countries. CCOH s International display count includes display faces, which may include multiple

faces on a single structure, as well as small, individual displays. As a result, CCOH s International display count is not comparable to its Americas display count, which includes only unique displays. No one property is significant to CCOH s overall operations. CCOH believes that its properties are in good condition and suitable for its operations.

Production

The majority of CCOH s International clients are advertisers targeting national or regional audiences whose business generally is placed with it through media or advertising agencies. These agencies often provide to CCOH s International clients creative services to design and produce the advertising copy, which is delivered to it either in digital format or in the traditional format of physical printed advertisements. For digital advertising campaigns, the digital advertisement is received by International s content management system and is then distributed to its digital displays. For traditional advertising campaigns, the printed advertisement whether in paper or vinyl is shipped to centralized warehouses operated by International or third parties. The copy is then sorted and delivered to sites where it is installed on its displays.

Construction and Operation

The International manufacturing process largely consists of two elements: the manufacture and installation of advertising structures and the weekly preparation of advertising posters for distribution throughout CCOH s networks. International outsources the manufacturing of advertising structures to third parties and regularly seeks competitive bids. International uses a wide range of suppliers located in many of its markets, although much of its inventory is manufactured in China and the U.K. The design of street furniture structures (such as bus shelters, bicycle racks and kiosks) is typically done in conjunction with a third-party supplier. International s street furniture sites are posted by its own employees or subcontractors who also clean and maintain the sites. The decision to use its own employees or subcontractors is made on a market-by-market basis taking into consideration the mix of products in the market and local labor costs. Digital displays generally use LCD or LED technology. The manufacture and installation process is generally the same as for traditional sites, however, specialist suppliers are used to supply the LED tiles or LCD screen displays, and there may be additional factors, such as electrical supply and network connectivity, involved during design and construction.

Client Categories

In 2018, the top five client categories in the International segment were retail, telecommunications, Internet and E-Commerce and food/food products and entertainment.

Competition

The international outdoor advertising industry is highly competitive, consisting of several large companies involved in outdoor advertising, such as JCDecaux SA and Global Media & Entertainment (who recently acquired ExterionMedia (UK) Limited), as well as numerous smaller and local companies operating a limited number of displays in a single market or a few local markets. International also competes with other advertising media in its respective markets, including broadcast and cable television, radio, print media, direct mail, online, mobile and other forms of advertisement. Outdoor companies compete primarily based on ability to reach consumers, which is driven by location of the display.

CCOH s International business requires it to obtain and renew contracts with municipalities and other governmental entities, which frequently require it to participate in competitive bidding processes at each renewal. Many of these contracts typically have terms ranging up to 15 years and have revenue share, capital expenditure requirements and/or fixed payment components. Competitive bidding processes are complex and sometimes lengthy. Substantial costs may be incurred in connection with preparing bids for such processes. International s competitors, individually or through relationships with third parties, may be able to provide municipalities with

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different or greater capabilities or prices or benefits than it can provide. In the past International has not, and most likely in the future will not, be awarded all of the contracts on which it bids. There can be no assurance that International will win any particular bid, or that it will be able to replace any revenues lost upon expiration or completion of a contract. International s inability to renew existing contracts can also result in significant expenses from the removal of its displays. Furthermore, if and when International does obtain a contract, it is generally required to incur significant start-up expenses. The costs of bidding on contracts and the start-up costs associated with new contracts International may obtain may significantly reduce its cash flow and liquidity. The success of International s business also depends generally on its ability to obtain and renew contracts with private landlords.

Employees

As of December 31, 2018, CCOH had approximately 1,500 domestic employees and approximately 4,300 international employees, of which approximately 5,000 were in direct operations and 800 were in administrative or corporate related activities. Approximately 100 of its employees are subject to collective bargaining agreements in their respective countries. CCOH is a party to numerous collective bargaining agreements, none of which represent a significant number of employees. CCOH believes that its relationship with its employees is good.

Seasonality

Typically, both the Americas and International segments experience their lowest financial performance in the first quarter of the calendar year, with International historically experiencing a loss from operations in that period. The International segment typically experiences its strongest performance in the second and fourth quarters of the calendar year. CCOH expects this trend to continue in the future.

Outdoor Industry

CCOH also competes with other advertising media in our respective markets, including broadcast and cable television, radio, print media, direct mail, mobile, social media, online and other forms of advertisement. Because CCOH does not use content to attract audiences, CCOH believes CCOH is not subject to the same headwinds as many other media. According to data published by Magna Global, since the emergence of the internet in the late 1990s, online advertising has gained market share from traditional content-based mediums. Initially, online advertising gained market share mostly from newspapers and magazines, but more recently it has also gained market share from television in some markets, as the internet has begun to provide alternative sources of content. CCOH believes the outdoor advertising industry is relatively distinct because it does not rely on content, such as news, television shows or editorials, to attract an audience and then interrupt that content with advertising messages. According to data published by Magna Global, throughout the internet-driven transformation of the advertising ecosystem, outdoor advertising has been relatively immune to fragmentation of audiences, maintaining its share of the market. CCOH anticipates that, while the proliferation of content and distribution models will continue to fragment content-based media audiences, outdoor advertising s distinct model will remain relatively immune to this trend. According to Magna Global, outdoor advertising s compounded annual growth rate is expected to be 2.8% between 2019 and 2023.

Outdoor advertising s share of the advertising market varies by country based on a number of factors, including regulation, sophistication, sociocultural aspects and historic media buying trends. Historically, outdoor advertising has had a larger market share in Western Europe (approximately 8% of the media mix, excluding search advertising, according to Magna Global) than in the United States (approximately 5%, excluding search advertising, according to Magna Global). CCOH believes this is the result of the more urban nature of the outdoor advertising market in Europe.

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Regulation of CCOH s Business

The outdoor advertising industry in the United States is subject to governmental regulation at the federal, state and local levels. These regulations may include, among others, restrictions on the construction, repair, maintenance, lighting, upgrading, height, size, spacing and location and permitting of and, in some instances, content of advertising copy being displayed on outdoor advertising structures. In addition, international regulations have a significant impact on the outdoor advertising industry. International regulation of the outdoor advertising industry can vary by municipality, region and country, but generally limits the size, placement, nature and density of out-of-home displays. Other regulations may limit the subject matter and language of out-of-home displays.

From time to time, legislation has been introduced in both the United States and foreign jurisdictions attempting to impose taxes on revenue from outdoor advertising, for the right to use outdoor advertising assets or for the privilege of engaging in the outdoor advertising business. Several jurisdictions have imposed such taxes as a percentage of CCOH s outdoor advertising revenue generated in that jurisdiction or based on the size of billboard and type of display technology. In addition, some jurisdictions have taxed its personal property and leasehold interests in advertising locations using various valuation methodologies. CCOH expects U.S. and foreign jurisdictions to continue to try to impose such taxes as a way of increasing revenue. In recent years, outdoor advertising also has become the subject of targeted taxes and fees. These laws may affect prevailing competitive conditions in CCOH s markets in a variety of ways. Such laws may reduce its expansion opportunities or may increase or reduce competitive pressure from other members of the outdoor advertising industry. No assurance can be given that existing or future laws or regulations, and the enforcement thereof, will not materially and adversely affect the outdoor advertising industry. However, CCOH contests laws and regulations that it believes unlawfully restrict its constitutional or other legal rights and may adversely impact the growth of its outdoor advertising business.

In the United States, federal law, principally the Highway Beautification Act (HBA), regulates outdoor advertising on Federal-Aid Primary, Interstate and National Highway Systems roads within the United States (controlled roads). The HBA regulates the size and placement of billboards, requires the development of state standards, mandates a state s compliance program, promotes the expeditious removal of illegal signs and requires just compensation for takings on controlled roads.

To satisfy the HBA s requirements, all states have passed billboard control statutes and regulations that regulate, among other things, construction, repair, maintenance, lighting, height, size, spacing and the placement and permitting of outdoor advertising structures. CCOH is not aware of any state that has passed control statutes and regulations less restrictive than the prevailing federal requirements on the federal highway system, including the requirement that an owner remove any non-grandfathered, non-compliant signs along the controlled roads, at the owner s expense and without compensation. Local governments generally also include billboard control as part of their zoning laws and building codes regulating those items described above and include similar provisions regarding the removal of non-grandfathered structures that do not comply with certain of the local requirements. Some local governments have initiated code enforcement and permit reviews of billboards within their jurisdiction. In some instances CCOH has had to remove billboards as a result of such reviews.

As part of their billboard control laws, state and local governments regulate the construction of new signs. Some jurisdictions prohibit new construction, some jurisdictions allow new construction only to replace or relocate existing structures and some jurisdictions allow new construction subject to the various restrictions discussed above. In certain jurisdictions, restrictive regulations also limit CCOH s ability to relocate, rebuild, repair, maintain, upgrade, modify or replace existing legal non-conforming billboards.

U.S. federal law neither requires nor prohibits the removal of existing lawful billboards, but it does mandate the payment of compensation if a state or other government agency or entity compels the removal of a lawful billboard along the controlled roads. In the past, state governments have purchased and removed existing lawful billboards for beautification purposes using federal funding for transportation enhancement programs, and these jurisdictions may continue to do so in the future. From time to time, state and local government authorities use the power of eminent domain and amortization to remove billboards. Amortization is the required removal of legal non-conforming billboards (billboards which conformed with applicable laws and regulations when built, but which do not conform to current laws and regulations) or the commercial advertising placed on such billboards after a period of years. Pursuant to this concept, the governmental body asserts that just compensation is earned by continued operation of the billboard over that period of time. Although amortization is prohibited along all controlled roads, amortization has been upheld along non-controlled roads in limited instances where permitted by state and local law. Thus far, CCOH has been able to obtain satisfactory compensation for, or relocation of, its billboards purchased or removed as a result of these types of governmental action, although there is no assurance that this will continue to be the case in the future.

CCOH has introduced and intends to expand the deployment of digital billboards that display static digital advertising copy from various advertisers that change up to several times per minute. CCOH has encountered some existing regulations in the U.S. and across some international jurisdictions that restrict or prohibit these types of digital displays. However, since digital technology for changing static copy has only recently been developed and introduced into the market on a large scale, and is in the process of being introduced more broadly in its international markets, existing regulations that currently do not apply to digital technology by their terms could be revised to impose greater restrictions. These regulations, or actions by third parties, may impose greater restrictions on digital billboards due to alleged concerns over aesthetics or driver safety.

Privacy and Data Protection

CCOH collects certain types of information from users of its technology platforms, including, without limitation, its websites, web pages, interactive features, applications, social media pages, and mobile application (Platforms), in accordance with the privacy policies and terms of use posted on the applicable Platform. In addition, we obtain anonymous and aggregated audience behavior information from third-party data providers who represent to us that they are compliant with applicable laws. We use and share this information for a variety of business purposes. In addition, CCOH collects personally identifiable information from its employees, from users of its public bike services, from its business partners and from consumers who interact with its digital panels, including the use of behavioral analysis software.

CCOH is subject to a number of federal, state, local and foreign laws and regulations relating to consumer protection, information security, data protection and privacy. Many of these laws and regulations are still evolving (such as the CCPA) and could be interpreted in ways that could harm its business or limit the services CCOH is able to offer. In the area of information security and data protection, the laws in several states in the United States and most other countries require companies to implement specific information security controls and legal protections to protect certain types of personally identifiable information. Likewise, most states in the United States and most other countries have laws in place requiring companies to notify users if there is a security breach that compromises certain categories of their personally identifiable information. Any failure on CCOH s part to comply with these laws may subject it to significant liabilities.

CCOH regularly reviews and implements commercially reasonable organizational and technical security measures that are designed to protect against the loss, misuse, and alteration of its employees , clients and consumers personally identifiable information and to protect its proprietary business information. In Europe, CCOH has appointed a Chief Data Protection Officer with respect to its European outdoor businesses and is implementing a comprehensive legal and information security-led approach to compliance with the GDPR in line with its obligations and its risk profile. Despite its best efforts, no security measures are perfect or impenetrable. Any failure or perceived failure by CCOH to protect its information or information about its employees, clients and consumers or to comply with its policies or applicable regulatory requirements could result in damage to its business and loss of confidence in its business, damage to its brands, the loss of users of its services, consumers, business partners and advertisers, as well as proceedings against it by governmental authorities or others, which could harm its business.

Properties

CCOH s corporate headquarters are located in San Antonio, Texas, where it leases space for executive offices and a data and administrative service center. In addition, certain of CCOH s executive and other operations are located in New York, New York and London, England.

The types of properties required to support each of CCOH s outdoor advertising branches include offices, production facilities and structure sites. An outdoor branch and production facility is generally located in an industrial or warehouse district.

With respect to each of the Americas and International segments, CCOH primarily leases its outdoor display sites and owns or has acquired permanent easements for relatively few parcels of real property that serve as the sites for its outdoor displays. CCOH s leases generally range from month-to-month to year-to-year and can be for terms of 10 years or longer, and many provide for renewal options.

There is no significant concentration of displays under any one lease or subject to negotiation with any one landlord. CCOH believes that an important part of its management activity is to negotiate suitable lease renewals and extensions.

Legal Proceedings

CCOH currently is involved in certain legal proceedings arising in the ordinary course of business and, as required, has accrued an estimate of the probable costs for the resolution of those claims for which the occurrence of loss is probable and the amount can be reasonably estimated. These estimates have been developed in consultation with counsel and are based upon an analysis of potential results, assuming a combination of litigation and settlement strategies. It is possible, however, that future results of operations for any particular period could be materially affected by changes in CCOH s assumptions or the effectiveness of its strategies related to these proceedings. Additionally, due to the inherent uncertainty of litigation, there can be no assurance that the resolution of any particular claim or proceeding would not have a material adverse effect on CCOH s financial condition or results of operations.

Although CCOH is involved in a variety of legal proceedings in the ordinary course of business, a large portion of its litigation arises in the following contexts: commercial disputes; misappropriation of likeness and right of publicity claims; employment and benefits related claims; governmental fines; intellectual property claims; and tax disputes.

Stockholder Litigation

On May 9, 2016, a stockholder of CCOH filed a derivative lawsuit in the Court of Chancery of the State of Delaware, captioned *GAMCO Asset Management Inc. v. iHeartMedia Inc. et al.*, C.A. No. 12312-VCS. The complaint named as defendants iHeartCommunications, iHeartMedia, Bain and THL (together, the Sponsor Entities), iHeartMedia s private equity sponsors and majority owners, and the members of CCOH s board of directors. CCOH also was named as a nominal defendant. The complaint alleged that CCOH had been harmed by the intercompany agreements with iHeartCommunications, CCOH s lack of autonomy over its own cash and the actions of the defendants in serving the interests of iHeartMedia, iHeartCommunications and the Sponsor Entities to the detriment of CCOH and its minority stockholders. Specifically, the complaint alleged that the defendants breached their fiduciary duties by causing CCOH to: (i) continue to loan cash to iHeartCommunications under the intercompany note at below-market rates; (ii) abandon its growth and acquisition strategies in favor of transactions that would provide cash to iHeartMedia and iHeartCommunications; (iii) issue new debt in CCIBV s offering of CCIBV Senior Notes (the CCIBV Note Offering) to provide cash to iHeartMedia and iHeartCommunications through a dividend; and (iv) effect the sales of certain outdoor markets in the U.S. (the Outdoor Asset Sales) allegedly to provide cash to iHeartMedia and iHeartCommunications through a dividend.

The complaint also alleged that iHeartMedia, iHeartCommunications and the Sponsor Entities aided and abetted the directors breaches of their fiduciary duties. The complaint further alleged that iHeartMedia, iHeartCommunications and the Sponsor Entities were unjustly enriched as a result of these transactions and that these transactions constituted a waste of corporate assets for which the defendants are liable to CCOH. The plaintiff sought, among other things, a ruling that the defendants breached their fiduciary duties to CCOH and that iHeartMedia, iHeartCommunications and the Sponsor Entities aided and abetted the board of directors breaches of fiduciary duty, rescission of payments to iHeartCommunications and its affiliates pursuant to dividends declared in connection with the CCIBV Note Offering and Outdoor Asset Sales, and an order requiring iHeartMedia, iHeartCommunications and the Sponsor Entities to disgorge all profits they have received as a result of the alleged fiduciary misconduct.

On July 20, 2016, the defendants filed a motion to dismiss plaintiff s verified stockholder derivative complaint for failure to state a claim upon which relief can be granted. On November 23, 2016, the Court granted defendants motion to dismiss all claims brought by the plaintiff. On December 19, 2016, the plaintiff filed a notice of appeal of the ruling. The oral hearing on the appeal was held on October 11, 2017. On October 12, 2017, the Supreme Court of Delaware affirmed the lower court s ruling, dismissing the case.

On December 29, 2017, another stockholder of CCOH filed a derivative lawsuit in the Court of Chancery of the State of Delaware, captioned *Norfolk County Retirement System, v. iHeartMedia, Inc., et al.*, C.A. No. 2017-0930-JRS (Del. Ch.). The complaint names as defendants iHeartMedia, iHeartCommunications, the Sponsor Entities, and the members of CCOH s board of directors. CCOH is named as a nominal defendant. The complaint alleges that CCOH has been harmed by the CCOH Board s November 2017 decision to extend the maturity date of the intercompany revolving note (the Third Amendment) at what the complaint describes as far-below-market interest rates. Specifically, the complaint alleges that (i) iHeartMedia and Sponsor Entities breached their fiduciary duties by exploiting their position of control to require CCOH to enter the Third Amendment on terms unfair to CCOH; (ii) the members of the CCOH Board breached their duty of loyalty by approving the Third Amendment and elevating the interests of iHeartMedia, iHeartCommunications and the Sponsor Entities over the interests of CCOH and its minority unaffiliated stockholders; and (iii) the terms of the Third Amendment could not have been agreed to in good faith and represent a waste of corporate assets by the CCOH Board. The complaint further alleges that iHeartMedia, iHeartCommunications and the Sponsor Entities were unjustly enriched as a result of the unfairly favorable terms of the Third Amendment. The plaintiff is seeking, among other things, a ruling that the defendants breached their fiduciary duties to CCOH, a modification of the Third Amendment to bear a commercially reasonable rate of interest, and an order requiring disgorgement of all profits, benefits and other compensation obtained by defendants as a result of the alleged breaches of fiduciary duties. On March 7, 2018, the defendants filed a motion to dismiss plaintiff s verified derivative complaint for failure to state a claim upon which relief can be granted. On March 16, 2018, iHeartMedia filed a Notice of Suggestion of Pendency of Bankruptcy and Automatic Stay of Proceedings. The same day, counsel for the plaintiff wrote a letter to the Court of Chancery stating the action was stayed as to iHeartMedia and iHeartCommunications only. On May 4, 2018, plaintiff filed its response to the motion to dismiss. On June 26, 2018, the defendants filed a reply brief in further support of their motion to dismiss. Oral argument on the motion to dismiss was held on September 20, 2018. On December 16, 2018, CCOH, GAMCO which filed a complaint on August 27, 2018, described below, Norfolk, the Sponsor Defendants, the Debtors and the Delaware Settlement Parties, through their respective counsel, entered into the Settlement Agreement that embodies the terms of a global settlement of all direct or derivative claims in the Court of Chancery. See Additional Agreements Settlement Agreement.

On August 27, 2018, the same stockholder of CCOH that had filed the derivative lawsuit in the Court of Chancery of the State of Delaware, captioned GAMCO Asset Management Inc. v. iHeartMedia, Inc. et al., C.A. No. 12312-VCS (GAMCO Asset Management Inc.) filed a putative class action lawsuit in the Court of Chancery of the State of Delaware, captioned *GAMCO Asset Management, Inc. v. Hendrix, et al.*, C.A. No. 2018-0633-JRS (Del. Ch.). The complaint names as defendants the Sponsor Entities and the members of CCOH s board of directors. The complaint alleges that minority shareholders in CCOH during the period November 8, 2017 to

March 14, 2018 were harmed by decisions of CCOH s board of directors and the intercompany note committee of CCOH s board of directors relating to the Intercompany Note. Specifically, the complaint alleges that (i) the members of the intercompany note committee breached their fiduciary duties by not demanding payment under the Intercompany Note and issuing a simultaneous dividend after a threshold tied to iHeartMedia s liquidity had been reached; (ii) the members of CCOH s board of directors breached their fiduciary duties by approving the Third Amendment rather than allowing the Intercompany Note to expire; (iii) CCOH s board breached their fiduciary duties by not demanding payment under the Intercompany Note and issuing a simultaneous dividend after a threshold tied to CCOH s liquidity had been reached; (iv) the Sponsor Entities breached their fiduciary duties by not directing CCOH s board of directors to permit the Intercompany Note to expire and to declare a dividend. The complaint further alleges that the Sponsor Entities aided and abetted CCOH s board of directors alleged breach of fiduciary duties. The plaintiff seeks, among other things, a ruling that CCOH s board of directors, the intercompany note committee, and the Sponsor Entities breached their fiduciary duties and that the Sponsor Entities aided and abetted the board s breach of fiduciary duty; and an award of damages, together with pre- and post-judgment interest, to the putative class of minority shareholders. On December 16, 2018, CCOH, GAMCO, Norfolk, the Sponsor Entities, the Debtors and the Delaware Settlement Parties, through their respective counsel, entered into the Settlement Agreement that embodies the terms of a global settlement of all direct or derivative claims in the Court of Chancery. The Settlement Agreement was approved by the Bankruptcy Court and the United States District Court for the Southern District of Texas on January 23, 2019. The final approval of the Bankruptcy Court is not subject to appeal. See Additional Agreements Settlement Agreement.

China Investigation

Several employees of Clear Media Limited, an indirect, non-wholly-owned subsidiary of CCOH whose ordinary shares are listed on the Hong Kong Stock Exchange, are subject to a police investigation in China for misappropriation of funds. CCOH is not aware of any litigation, claim or assessment pending against CCOH in relation to this investigation. Based on information known to date, CCOH believes any contingent liabilities arising from potential misconduct that has been or may be identified by the investigation in China are not material to CCOH s consolidated financial statements. The effect of the misappropriation of funds is reflected in these financial statements in the appropriate periods.

CCOH advised both the United States Securities and Exchange Commission and the United States Department of Justice of the investigation at Clear Media Limited and are cooperating to provide information in response to inquiries from the agencies. The Clear Media Limited investigation could implicate the books and records, internal controls and anti-bribery provisions of the U.S. Foreign Corrupt Practices Act, which statute and regulations provide for potential monetary penalties as well as criminal and civil sanctions. It is possible that monetary penalties and other sanctions could be assessed on CCOH in connection with this matter. The nature and amount of any monetary penalty or other sanctions cannot reasonably be estimated at this time.

Italy Investigation

During the three months ended June 30, 2018, CCOH identified misstatements associated with VAT obligations in its business in Italy, which resulted in an understatement of the Company s VAT obligation. These misstatements resulted in an understatement of other long-term liabilities of $16.9 million as of December 31, 2017. The effect of these misstatements is reflected in the historical financial statements in the appropriate periods. Upon identification of these misstatements, CCOH undertook certain procedures, including a forensic investigation, which is ongoing. In addition, CCOH voluntarily disclosed the matter and preliminary findings to the Italian tax authorities in order to commence a discussion on the appropriate calculation of the VAT position. The current expectation is that CCOH may have to repay to the Italian tax authority a substantial portion of the VAT previously applied as a credit in relation to the transactions under investigation, amounting to approximately $17 million, including estimated possible penalties and interest. The Company made a payment of $8.6 million in the fourth quarter of 2018 and expects to pay the remainder during the first half of 2019. The ultimate amount to be paid may differ from CCOH s estimates, and such differences may be material.

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INFORMATION ABOUT CCH

CCH is a wholly-owned subsidiary of iHeartCommunications and the owner, directly and indirectly through its subsidiaries, of all of the outstanding CCOH Class B Common Stock and 10,726,917 shares of CCOH Class A Common Stock. CCH was incorporated in Nevada in April 1994 and converted into a Delaware corporation in March 2019.

CCH is a holding company that holds the outstanding equity of certain entities included in iHeartMedia s radio operating business and 89.1% of the outstanding common stock of CCOH. Except for its ownership interest in its subsidiaries, CCH does not have any operations. For a description of the Outdoor Business of CCOH, please see Information About CCOH.

On March 14, 2018, Debtors filed the iHeart Chapter 11 Cases under Chapter 11 of the Bankruptcy Code in the Bankruptcy Court. CCOH and its direct and indirect subsidiaries did not file voluntary petitions for reorganization under the Bankruptcy Code and are not Debtors in the iHeart Chapter 11 Cases. The Debtors are operating their businesses as debtors-in-possession under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Bankruptcy Court.

On April 28, 2018, the Debtors filed the iHeartMedia Plan of Reorganization and the related Disclosure Statement with the Bankruptcy Court. Thereafter, the Debtors filed a second, third and fourth amended Plan of Reorganization and amended versions of the Disclosure Statement. On September 20, 2018, the Bankruptcy Court entered an order approving the Disclosure Statement and related solicitation and notice procedures for voting on the iHeartMedia Plan of Reorganization. On October 10, 2018, the Debtors filed a fifth amended Plan of Reorganization and the Disclosure Statement Supplement. On October 18, 2018, the Bankruptcy Court entered an order approving the Disclosure Statement Supplement and the continued solicitation of holders of general unsecured claims for voting on the iHeartMedia Plan of Reorganization. The deadline for holders of claims and interests to vote on the iHeartMedia Plan of Reorganization was November 16, 2018. More than 90% of the votes cast by holders of claims and interests entitled to vote thereon accepted the iHeartMedia Plan of Reorganization.

On January 22, 2019, the Debtors filed a modified fifth amended Plan of Reorganization and the Bankruptcy Court entered an order confirming the iHeartMedia Plan of Reorganization. The iHeartMedia Plan of Reorganization is subject to certain conditions to its effectiveness, including the receipt of certain governmental approvals. Although the timing of when and if all such conditions will be satisfied or otherwise waived is inherently uncertain, iHeartMedia currently anticipates the iHeartMedia Plan of Reorganization will become effective and iHeartMedia will emerge from Chapter 11 during the second quarter of 2019.

CCH intends to apply to list the New CCOH Common Stock on the NYSE under the symbol CCO. The principal executive offices of CCH are located at 20880 Stone Oak Parkway, San Antonio, Texas 78258, its telephone number is (210) 822-2828.

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF THE OUTDOOR BUSINESS OF CCH

OVERVIEW

Format of Presentation

The following management s discussion and analysis of financial condition and results of operations (MD&A) provides a narrative of the results of operations and financial condition of the Outdoor Business of CCH for year ended December 31, 2018. The MD&A should be read in conjunction with the carve-out financial statements and related footnotes contained herein. Our discussion is presented on both a segment basis and in total. Our reportable segments are Americas and International. Our Americas and International segments provide outdoor advertising services in their respective geographic regions using various digital and traditional display types.

We manage our operating segments primarily focusing on their operating income, while Corporate expenses, Depreciation and amortization, Impairment charges, Other operating income (expense), net, Interest expense, Interest income on the Due From iHeartCommunications Notes, Equity in earnings (loss) of nonconsolidated affiliates, Other income, net and Income tax benefit (expense) are managed on a total company basis and are, therefore, included only in our discussion of carve-out results.

For purposes of this MD&A, we use the terms the Company, we us and our to refer to the Outdoor Business of CC

Description of Our Business

Our revenue is derived from selling advertising space on the displays we own or operate in key markets worldwide, consisting primarily of billboards, street furniture and transit displays. Part of our long-term strategy is to pursue the technology of digital displays, including flat screens, LCDs and LEDs, as additions to traditional methods of displaying our clients advertisements. We are currently installing these technologies in certain markets, both domestically and internationally.

Management typically monitors our business by reviewing the average rates, average revenue per display, occupancy and inventory levels of each of our display types by market.

We own the majority of our advertising displays, which typically are located on sites that we either lease or own or for which we have acquired permanent easements. Our advertising contracts with clients typically outline the number of displays reserved, the duration of the advertising campaign and the unit price per display.

The significant expenses associated with our operations include direct production, maintenance and installation expenses as well as site lease expenses for land under our displays including revenue-sharing or minimum guaranteed amounts payable under our billboard, street furniture and transit display contracts. Our direct production, maintenance and installation expenses include costs for printing, transporting and changing the advertising copy on our displays, the related labor costs, the vinyl costs, electricity costs and the costs for cleaning and maintaining our displays. Vinyl costs vary according to the complexity of the advertising copy and the quantity of displays. Our site lease expenses include lease payments for use of the land under our displays, as well as any revenue-sharing arrangements or minimum guaranteed amounts payable that we may have with the landlords. The terms of our site leases and revenue-sharing or minimum guaranteed contracts generally range from one to 20 years.

Americas

Our advertising rates are based on a number of different factors including location, competition, type and size of display, illumination, market and gross ratings points. Gross ratings points are the total number of impressions delivered by a display or group of displays, expressed as a percentage of a market s population. The number of impressions delivered by a display is measured by the number of people passing the site during a defined period of time. For all of our billboards in the United States, we use independent, third-party auditing companies to verify the number of impressions delivered by a display.

Client contract terms typically range from four weeks to one year for the majority of our display inventory in the United States. Generally, we own the street furniture structures and are responsible for their construction and maintenance. Contracts for the right to place our street furniture and transit displays and sell advertising space on them are awarded by municipal and transit authorities in competitive bidding processes governed by local law or are negotiated with private transit operators. Generally, these contracts have terms ranging from 10 to 20 years.

International

Similar to our Americas business, advertising rates generally are based on the gross ratings points of a display or group of displays. The number of impressions delivered by a display, in some countries, is weighted to account for such factors as illumination, proximity to other displays and the speed and viewing angle of approaching traffic. In addition, because our International advertising operations are conducted in foreign markets, including Europe, Asia and Latin America, management reviews the operating results from our foreign operations on a constant dollar basis. A constant dollar basis allows for comparison of operations independent of foreign exchange movements.

Our International display inventory is typically sold to clients through network packages, with clients contracting for a day part, one or more days or one or more weeks (depending on the nature of the inventory), with terms of up to one year available as well. Internationally, contracts with municipal and transit authorities for the right to place our street furniture and transit displays typically provide for terms ranging up to 15 years. The major difference between our International and Americas street furniture businesses is in the nature of the municipal contracts. In our International business, these contracts typically require us to provide the municipality with a broader range of metropolitan amenities in exchange for which we are authorized to sell advertising space on certain sections of the structures we erect in the public domain. A different regulatory environment for billboards and competitive bidding for street furniture and transit display contracts, which constitute a larger portion of our business internationally, may result in higher site lease costs in our International business.

Macroeconomic Indicators

Our advertising revenue for our Americas and International segments is highly correlated to changes in gross domestic product (GDP) as advertising spending has historically trended in line with GDP, both domestically and internationally. Internationally, our results are impacted by fluctuations in foreign currency exchange rates as well as the economic conditions in the foreign markets in which we have operations.

Relationship with iHeartCommunications

There are several agreements which govern our relationship with iHeartCommunications, including the Intercompany Agreements. iHeartCommunications has the right to terminate these agreements in various circumstances. As of 2019, no notice of termination of any of these agreements has been received from iHeartCommunications. Our agreements with iHeartCommunications continued under the same terms and conditions subsequent to iHeartCommunications merger.

On March 14, 2018, the Debtors filed the iHeart Chapter 11 Cases under Chapter 11 in the Bankruptcy Court. CCOH and its direct and indirect subsidiaries did not file voluntary petitions for relief under the Bankruptcy Code and are not

Debtors in the iHeart Chapter 11 Cases.

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The iHeart Chapter 11 Cases are being jointly administered under the caption *In re: iHeartMedia, Inc. et al.,* Case No. 18-31274 (MI). The Debtors continue to operate their businesses as debtors-in-possession under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Bankruptcy Court. The iHeartMedia Plan of Reorganization was confirmed by the Bankruptcy Court on January 22, 2019.

The iHeartMedia Plan of Reorganization contemplates a restructuring of the Debtors whereby the Outdoor Business will be separated from iHeartCommunications upon consummation of the iHeartMedia Plan of Reorganization and the conclusion of the iHeart Chapter 11 Cases as described elsewhere in this information statement/prospectus. Effectiveness of the iHeartMedia Plan of Reorganization and consummation of the Separation is subject to certain conditions, including the receipt of certain governmental approvals. Although the timing of when and if all such conditions will be satisfied or otherwise waived is inherently uncertain, iHeartMedia currently anticipates the iHeartMedia Plan of Reorganization will become effective and iHeartMedia will emerge from Chapter 11 during the second quarter of 2019.

The CCOH Board has established the CCOH Special Committee to consider and review certain transactions between iHeartCommunications and us in connection with the iHeart Chapter 11 Cases. CCOH has consented to, and the Bankruptcy Court has entered a final order approving, iHeartCommunications continuing to provide services pursuant to the Corporate Services Agreement during the iHeart Chapter 11 Cases. CCOH expects iHeartCommunications to continue to provide services to us pursuant to the Corporate Services Agreement in the ordinary course of business until it emerges from Chapter 11 or such arrangements are otherwise addressed through the iHeart Chapter 11 Cases. In connection with the Separation, we will replace the Corporate Services Agreement with the Transition Services Agreement. See The Settlement Agreement.

See The iHeartMedia Restructuring and Information about the Transactions for more information about the iHeartMedia Plan of Reorganization and the Separation.

In accordance with the Master Agreement, our branch managers follow a corporate policy allowing iHeartCommunications to use, without charge, Americas displays they believe would otherwise be unsold. iHeartCommunications bears the cost of producing the advertising and we bear the costs of installing and removing this advertising.

Under the Corporate Services Agreement, iHeartCommunications provides management services to us. These services are charged to CCOH based on actual direct costs incurred or allocated by iHeartCommunications based on headcount, revenue or other factors on a pro rata basis. For the years ended December 31, 2018, 2017 and 2016, we recorded approximately $68.0 million, $68.7 million and $36.0 million, respectively, as a component of corporate expenses for these services.

The Trademark and License Agreement entitles us to use (1) on a nonexclusive basis, the Clear Channel trademark and the Clear Channel outdoor trademark logo with respect to day-to-day operations of our business worldwide and on the Internet, and (2) certain other Clear Channel marks in connection with our business. On February 9, 2017, we entered into a binding option and letter of intent with iHeartMedia granting us a binding option to purchase at fair value the registered trademarks and domain names owned by iHeartMedia and its subsidiaries that incorporate one or more of the words Clear and/or Channel, and any translations or derivations of any of the foregoing, together with any goodwill associated therewith. This option was exercisable in our sole and absolute discretion at any time between February 23, 2018 and February 23, 2019. For the year ended December 31, 2018 and 2017, management service expenses included $38.6 million and $36.8 million, respectively, pursuant to the Trademark License Agreement.

These agreements will be terminated in connection with the consummation of the Separation.

As of December 31, 2018, iHeartCommunications and its subsidiaries held 10,726,917 shares of CCOH Class A Common Stock and all of the CCOH s Class B Common Stock, which represented 89.1% of the outstanding shares of CCOH Common Stock on a fully-diluted basis.

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The Separation

The Outdoor Business is expected to be separated from iHeartMedia upon consummation of the iHeartMedia Chapter 11 Cases as described elsewhere in this information statement/prospectus.

In connection with the Separation, each of the following will be terminated, canceled and be of no further force or effect (including any provisions that purport to survive termination): (i) all agreements, arrangements, commitments or understandings, whether or not in writing, between or among members of the Outdoor Group, on the one hand, and members of the iHeart Group, on the other hand, relating to the sweep of the cash balance in CCOH s concentration account to iHeartCommunications master account, (ii) the Master Agreement, (iii) the Employee Matters Agreement, (iv) the Corporate Services Agreement and (v) the Amended and Restated License Agreement. The Settlement Agreement described elsewhere in this information statement/prospectus contemplates that the parties will enter into separation documents substantially in the forms attached to the Settlement Agreement, including (i) the Separation Agreement, (ii) the Transition Services Agreement, (iii) the Tax Matters Agreement, (iv) the Merger Agreement, (v) the New EBIT Agreement and (vi) a revolving loan agreement governing the terms of the iHeartCommunications Line of Credit.

The Radio Distribution and the Separation are intended to be taxable transactions. Because certain of the factors that will determine whether the Transactions will give rise to any cash tax liability cannot be known until the Effective Date, we cannot say with certainty whether any such cash tax liability will be owed. To the extent the Transactions do give rise to any cash tax liability, New CCOH, iHeartCommunications, iHeartMedia and various other entities would be jointly and severally liable under applicable law for any such amounts. Accordingly, the Transactions could result in significant tax liability to New CCOH. The parties intend that the allocation of such liabilities among the various members of the iHeart Group and New CCOH will be addressed by the New Tax Matters Agreement. See Additional Agreements New Tax Matters Agreement. If New CCOH is ultimately responsible for any cash tax liabilities as a result of the Transactions, it could materially adversely affect our net income and liquidity.

Executive Summary

The key developments in our business for the year ended December 31, 2018 are summarized below:

- Revenue increased $133.0 million during 2018 compared to 2017. Excluding a $30.5 million impact from movements in foreign exchange rates, revenue increased $102.5 million during 2018 compared to 2017.

- On the ABL Closing Date, CCO refinanced CCOH s senior revolving credit facility with a receivables-based credit facility that provides for revolving credit commitments of up to $75.0 million. On June 29, 2018, CCO entered into an amendment providing for a $50.0 million incremental increase of the facility, bringing the aggregate revolving credit commitments to $125.0 million. The facility has a five-year term, maturing in 2023.

Revenues and expenses excluding the impact of foreign exchange movements in this MD&A is presented because management believes that viewing certain financial results without the impact of fluctuations in foreign currency rates facilitates period to period comparisons of business performance and provides useful information to investors. Revenues and expenses excluding the impact of foreign exchange movements are calculated by converting the current period s revenues and expenses in local currency to U.S. dollars using average foreign exchange rates for the prior period.

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Total Results of Operations

The comparison of our historical results of operations for the year ended December 31, 2018 to the year ended December 31, 2017 is as follows:

(In thousands)	Years Ended December 31, 2018	Years Ended December 31, 2017	% Change
Revenue	$ 2,721,705	$ 2,588,702	5.1%
Operating expenses:			
Direct operating expenses (excludes depreciation and amortization)	1,470,668	1,409,767	4.3%
Selling, general and administrative expenses (excludes depreciation and amortization)	522,918	499,213	4.7%
Corporate expenses (excludes depreciation and amortization)	152,090	143,678	5.9%
Depreciation and amortization	318,952	325,991	(2.2)%
Impairment charges	7,772	4,159	86.9%
Other operating income, net	2,498	26,391	(90.5)%
Operating income	251,803	232,285	8.4%
Interest expense, net	388,133	379,701	
Interest income on Due from iHeartCommunications	393	68,871	
Loss on Due from iHeartCommunications		(855,648)	
Equity in earnings (loss) of nonconsolidated affiliates	904	(990)	
Other income (expense), net	(35,297)	28,755	
Loss before income taxes	(170,330)	(906,428)	
Income tax benefit (expense)	(32,515)	280,218	
Net loss	(202,845)	(626,210)	
Less amount attributable to noncontrolling interest	15,395	18,138	
Net loss attributable to the majority owners of the Outdoor Business of CCH	$ (218,240)	$ (644,348)	

Revenue

Revenue increased $133.0 million during the year ended December 31, 2018 compared to 2017. Excluding a $30.5 million impact from movements in foreign exchange rates, revenue increased $102.5 million during 2018 compared to 2017. The increase in revenue is primarily due to higher revenue from our International business, driven by growth across our European and Asian businesses. Revenue was also higher in our Americas business.

Direct Operating Expenses

Direct operating expenses increased $60.9 million during the year ended December 31, 2018 compared to 2017. Excluding the $23.1 million impact from movements in foreign exchange rates, direct operating expenses increased $37.8 million during 2018 compared to 2017. Higher direct operating expenses in our International business, driven by revenue growth in various countries, was partially offset by lower direct operating expenses in our Americas business, primarily as a result of the sale of our business in Canada in August 2017.

Selling, General and Administrative (SG&A   ) Expenses

SG&A expenses increased $23.7 million during the year ended December 31, 2018 compared to 2017. Excluding the $6.7 million impact from movements in foreign exchange rates, SG&A expenses increased $17.0 million during 2018 compared to 2017. The increase in our SG&A expenses resulted primarily from higher expenses in our International business.

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Corporate Expenses

Corporate expenses increased $8.4 million during the year ended December 31, 2018 compared to 2017. Excluding the $1.0 million impact from movements in foreign exchange rates, corporate expenses increased $7.4 million during 2018 compared to 2017, primarily as a result of higher employee-related expenses, including variable incentive compensation resulting from higher profitability at both of our segments, as well as employee benefits expense. These increases were partially offset by lower management fees.

Depreciation and Amortization

Depreciation and amortization decreased $7.0 million during the year ended December 31, 2018 compared to 2017 primarily due to assets becoming fully depreciated or fully amortized.

Impairment Charges

We perform our annual impairment test on our goodwill, billboard permits, and other intangible assets as of July 1 of each year. In addition, we test for impairment of property, plant and equipment whenever events and circumstances indicate that depreciable assets might be impaired. As a result of these impairment tests, we recorded an impairment charge of $7.8 million related to permits in one market in our Americas segment during the year ended December 31, 2018. During the year ended December 31, 2017, we recognized $4.2 million impairment charges related to goodwill in one International business and advertising assets that were no longer usable in one country in our International segment. Please see Note 3 to the historical carve-out financial statements of the Outdoor Business of CCH included elsewhere in this information statement/prospectus for a further description of the impairment charges.

Other Operating Income, Net

Other operating income, net was $2.5 million for 2018.

Other operating income, net of $26.4 million in 2017 primarily related to the sale in the first quarter of 2017 of the Americas Indianapolis market in exchange for cash and certain assets in Atlanta, Georgia, resulting in a net gain of $28.9 million, and the $6.8 million gain recognized on the sale of our ownership interest in a joint venture in Belgium during the second quarter of 2017. These gains were partially offset by the $12.1 million loss on the sale of our Canada business in the third quarter 2017.

Interest Expense, net

Interest expense, net increased $8.4 million in 2018 compared to 2017, primarily due to the issuance by CCIBV, our indirect subsidiary, of $150.0 million in aggregate principal amount of CCIBV Senior Notes as additional notes under the indenture governing CCIBV s existing CCIBV Senior Notes during the third quarter of 2017.

Interest Income on Due from iHeartCommunications

Interest income on Due from iHeartCommunications, net decreased $68.5 million during the year ended December 31, 2018, compared to 2017 as we ceased recording interest income on the pre-petition balance due from iHeartCommunications as the collectability of the interest was not considered probable. See Note 7 to the historical carve-out financial statements of the Outdoor Business of CCH included elsewhere in this information statement/prospectus.

Loss on Due from iHeartCommunications

Loss on Due from iHeartCommunications included the $855.6 million impairment of the Due from iHeartCommunications Note, which was recorded as a result of the iHeart Chapter 11 Cases.

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Equity in Earnings (Loss) of Nonconsolidated Affiliates

Equity in earnings of nonconsolidated affiliates of $0.9 million for 2018 included the earnings from our equity investments in our Americas and International segments. Equity in loss of nonconsolidated affiliates of $1.0 million for 2017 included the loss from our equity investments in our Americas and International segments.

Other Income (Expense), Net

Other expense, net was $35.3 million for 2018. Other income, net was $28.8 million for 2017. These amounts relate primarily to net foreign exchange gains and losses recognized in connection with intercompany notes denominated in foreign currencies.

Income Tax Expense

Our operations are included in a consolidated income tax return filed by iHeartMedia. However, for our financial statements, our provision for income taxes was computed as if we file separate federal income tax returns with our subsidiaries.

On December 22, 2017, the U.S. government enacted comprehensive income tax legislation referred to as the Tax Cuts and Jobs Act (the Tax Act). The Tax Act reduced the U.S. federal corporate tax rate from 35% to 21% effective January 1, 2018, required companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred, and created new U.S. taxes on certain foreign earnings. To account for the reduction in the U.S. federal corporate income tax rate, we remeasured our deferred tax assets and liabilities based on the rates at which they were expected to reverse in the future, generally 21%, which resulted in the recording of a provisional deferred tax benefit of $228.0 million during 2017. To determine the impact from the one-time transition tax on accumulated foreign earnings, we analyzed our cumulative foreign earnings and profits in accordance with the rules provided in the Tax Act and determined that no transition tax was due as a result of the net accumulated deficit in our foreign earnings and profits. As of December 31, 2018, we have completed our accounting for all of the enactment-date income tax effects of the Tax Act and determined that no material adjustments were required to our provisional amounts recorded as of December 31, 2017.

The effective tax rate for 2018 was (19.1)% and was primarily impacted by the $50.3 million deferred tax expense recorded in connection with the valuation allowances recorded against federal and state deferred tax assets generated in the current period due to the uncertainty of the ability to utilize those assets in future periods. In addition, losses in certain foreign jurisdictions were not benefited primarily due to the uncertainty of the ability to utilize those losses in future periods.

The effective tax rate for 2017 was 30.9% and was primarily impacted by the $228.0 million provisional deferred tax benefit recorded in connection with the reduction of the U.S. federal corporate income tax rate to 21% upon enactment of the Tax Act mentioned above.

Americas Results of Operations

Our Americas operating results were as follows:

(In thousands)	**Years Ended December 31,**	**%**

	2018	2017	Change
Revenue	$ 1,189,348	$ 1,161,059	2.4%
Direct operating expenses	524,659	527,536	(0.5)%
SG&A expenses	199,688	197,390	1.2%
Depreciation and amortization	166,806	179,119	(6.9)%
Operating income	$ 298,195	$ 257,014	16.0%

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Americas revenue increased $28.3 million during 2018 compared to 2017. The increase in revenue was due to increases in both digital and print revenue, partially offset by a $13.7 million decrease in revenue resulting from the sale of our Canadian business in August 2017.

Americas direct operating expenses decreased $2.9 million during 2018 compared to 2017. The decrease was driven by a $10.3 million decrease in direct operating expenses resulting from the sale of our Canadian market, partially offset by higher site lease expenses. Americas SG&A expenses increased $2.3 million during 2018 compared to 2017, primarily due to higher employee compensation expense, including variable incentive compensation, partially offset by a $3.3 million decrease in SG&A expenses resulting from the sale of our Canadian market.

International Results of Operations

Our International operating results were as follows:

(In thousands)	Years Ended December 31, 2018	Years Ended December 31, 2017	% Change
Revenue	$ 1,532,357	$ 1,427,643	7.3%
Direct operating expenses	946,009	882,231	7.2%
SG&A expenses	323,230	301,823	7.1%
Depreciation and amortization	148,199	141,812	4.5%
Operating income	$ 114,919	$ 101,777	12.9%

International revenue increased $104.7 million during 2018 compared to 2017. Excluding the $30.5 million impact from movements in foreign exchange rates, International revenue increased $74.2 million during 2018 compared to 2017. The increase in revenue is due to growth in multiple countries, including Sweden, China, Spain, Switzerland, Ireland, France, Finland and the United Kingdom, primarily from new deployments and digital expansion.

International direct operating expenses increased $63.8 million during 2018 compared to 2017. Excluding the $23.1 million impact from movements in foreign exchange rates, International direct operating expenses increased $40.7 million during 2018 compared to 2017. The increase was driven by higher site lease expenses related to new contracts and higher revenues. International SG&A expenses increased $21.4 million during 2018 compared to 2017. Excluding the $6.7 million impact from movements in foreign exchange rates, International SG&A expenses increased $14.7 million during 2018 compared to 2017. The increase in SG&A expenses primarily related to higher spending on strategic revenue and efficiency initiatives, as well as higher employee-related expenses in countries experiencing growth.

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Total Results of Operations

The comparison of our historical results of operations for the year ended December 31, 2017 to the year ended December 31, 2016 is as follows:

(In thousands)	Years Ended December 31, 2017	2016	% Change
Revenue	$ 2,588,702	$ 2,679,822	(3.4)%
Operating expenses:			
Direct operating expenses (excludes depreciation and amortization)	1,409,767	1,418,319	(0.6)%
Selling, general and administrative expenses (excludes depreciation and amortization)	499,213	515,421	(3.1)%
Corporate expenses (excludes depreciation and amortization)	143,678	117,436	22.3%
Depreciation and amortization	325,991	344,124	(5.3)%
Impairment charges	4,159	7,274	(42.8)%
Other operating income, net	26,391	354,688	(92.6)%
Operating income	232,285	631,936	(63.2)%
Interest expense, net	379,701	375,029	
Interest income on Due from iHeartCommunications	68,871	50,309	
Loss on Due from iHeartCommunications	(855,648)		
Equity in loss of nonconsolidated affiliates	(990)	(1,689)	
Other income (expense), net	28,755	(70,151)	
Income (loss) before income taxes	(906,428)	235,376	
Income tax benefit (expense)	280,218	(77,499)	
Net income (loss)	(626,210)	157,877	
Less amount attributable to noncontrolling interest	18,138	22,807	
Net income (loss) attributable to the majority owners of the Outdoor business of CCH	$ (644,348)	$ 135,070	

Revenue

Revenue decreased $91.1 million during 2017 compared to 2016. Excluding an $8.6 million impact from movements in foreign exchange rates, revenue decreased $99.7 million during 2017 compared to 2016. The decrease in revenue is primarily due to the sales of our businesses in Australia and Turkey in 2016 and Canada in 2017, which generated revenue of $13.7 million and $149.4 million in the years ended December 31, 2017 and 2016, respectively. This decrease was partially offset by revenue growth in our International business as a result of new contracts and digital expansion.

Direct Operating Expenses

Direct operating expenses decreased $8.6 million during 2017 compared to 2016. Excluding the $4.0 million impact from movements in foreign exchange rates, direct operating expenses decreased $12.6 million during 2017 compared to 2016 due to the sales of our businesses in Australia and Turkey in 2016 and Canada in 2017. This decrease was partially offset by higher site lease expense related to new contracts.

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SG&A Expenses

SG&A expenses decreased $16.2 million during 2017 compared to 2016. Excluding the $2.8 million impact from movements in foreign exchange rates, SG&A expenses decreased $19.0 million during 2017 compared to 2016. SG&A expenses were lower primarily due to the sales of our businesses in Australia and Turkey in 2016 and Canada in 2017.

Corporate Expenses

Corporate expenses increased $26.2 million during 2017 compared to 2016. Excluding the $1.4 million impact from movements in foreign exchange rates, corporate expenses increased $27.6 million during 2017 compared to 2016 primarily due to the $36.7 million trademark license fee paid to iHeartMedia, Inc. See Note 7 to the historical carve-out financial statements of the Outdoor Business of CCH included elsewhere in this information statement/prospectus. The increase in Corporate expenses is partially offset by a decrease in executive and share-based compensation expense.

Depreciation and Amortization

Depreciation and amortization decreased $18.1 million during 2017 compared to 2016 primarily due to the sale of the Australia and Turkey businesses and assets becoming fully depreciated or fully amortized.

Impairment Charges

We perform our annual impairment test on our goodwill, billboard permits, and other intangible assets as of July 1 of each year. In addition, we test for impairment of property, plant and equipment whenever events and circumstances indicate that depreciable assets might be impaired. As a result of these impairment tests, during 2017, we recorded an impairment charge of $1.6 million during 2017 related to goodwill in one International business. In addition, the Company recognized an impairment of $2.6 million during 2017 in relation to advertising assets that were no longer usable in one country in our International segment. During 2016, we recognized a $7.3 million impairment related to goodwill in one International business. Please see Note 3 to the historical carve-out financial statements of the Outdoor Business of CCH included elsewhere in this information statement/prospectus for a further description of the impairment charges.

Other Operating Income (Expense), Net

Other operating income, net of $26.4 million in 2017 primarily related to the sale in the first quarter of 2017 of the Americas   Indianapolis. Indiana market in exchange for cash and certain assets in Atlanta, Georgia, resulting in a net gain of $28.9 million, and the $6.8 million gain recognized on the sale of our ownership interest in a joint venture in Belgium during the second quarter of 2017. These gains were partially offset by the $12.1 million loss on the sale in the third quarter 2017 of our Canada business.

Other operating income, net of $354.7 million in 2016 primarily related to the net gain of $278.3 million on sale of nine non-strategic U.S. markets in the first quarter of 2016 and the net gain of $127.6 million on sale of our business in Australia in the fourth quarter of 2016, partially offset by the $56.6 million loss, which includes $32.2 million in cumulative translation adjustments, on the sale of our business in Turkey in the second quarter of 2016.

Interest Expense, Net

Interest expense, net increased $4.7 million in 2017 compared to 2016, due primarily to new debt issuances.

Interest Income on Due from iHeartCommunications

The terms of the Due from iHeartCommunications Note provide that any balance above $1.0 billion continues to accrue interest at a rate of 20.0%, while the balance up to $1.0 billion accrues interest at a rate of

9.3% (prior to the amendment to the terms of the Due from iHeartCommunications Note on November 29, 2017, the Due from iHeartCommunications Note accrued interest at 6.5%). Interest income increased $18.6 million during 2017 compared to 2016, primarily due to a higher average outstanding balance on the Due from iHeartCommunications Note, including the impact of the amounts over $1.0 billion accruing interest at 20.0%.

Loss on Due from iHeartCommunications

Loss on Due from iHeartCommunications included the $855.6 million impairment of the Due from iHeartCommunications Note, which was recorded as a result of the iHeart Chapter 11 Cases.

Equity in Loss of Nonconsolidated Affiliates

Equity in loss of nonconsolidated affiliates of $1.0 million and $1.7 million for 2017 and 2016, respectively, included the loss from our equity investments in our Americas and International segments.

Other Income (Expense), Net

Other income, net was $28.8 million for 2017. Other expense, net was $70.2 million for 2016. These amounts relate primarily to net foreign exchange gains and losses recognized in connection with intercompany notes denominated in foreign currencies.

Income Tax Benefit (Expense)

Our operations are included in a consolidated income tax return filed by iHeartMedia. However, for our financial statements, our provision for income taxes was computed as if we file separate federal income tax returns with our subsidiaries.

On December 22, 2017, the U.S. government enacted the Tax Act. The Tax Act reduced the U.S. federal corporate tax rate from 35% to 21% effective January 1, 2018, required companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred, and created new U.S. taxes on certain foreign earnings. To account for the reduction in the U.S. federal corporate income tax rate, we remeasured our deferred tax assets and liabilities based on the rates at which they were expected to reverse in the future, generally 21%, which resulted in the recording of a provisional deferred tax benefit of $228.0 million during 2017. To determine the impact from the one-time transition tax on accumulated foreign earnings, we analyzed our cumulative foreign earnings and profits in accordance with the rules provided in the Tax Act and determined that no transition tax was due as a result of the net accumulated deficit in our foreign earnings and profits. As of December 31, 2018, we have completed our accounting for all of the enactment-date income tax effects of the Tax Act and determined that no material adjustments were required to our provisional amounts recorded as of December 31, 2017.

The effective tax rate for 2017 was 30.9% and was primarily impacted by the $228.0 million provisional deferred tax benefit recorded in connection with the reduction of the U.S. federal corporate income tax rate to 21% upon enactment of the Tax Act mentioned above.

The effective tax rate for 2016 was 32.9% and was primarily impacted by the deferred tax benefits recorded in the current period for the release of valuation allowances in the U.S. and France. The release of the valuation allowance of $32.9 million in the U.S. was primarily due to the taxable income generated from the sale of nine non-strategic U.S. outdoor markets during the first quarter of 2016 and the release of valuation allowance in France of $43.3 million was due to positive evidence that existed related to the Company s ability to utilize certain net operating loss carryforwards in the future. The deferred tax benefits described above were partially offset by $54.7 million in tax expense attributable to the sale of our business in Australia during the period.

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Americas Results of Operations

Our Americas operating results were as follows:

(In thousands)	Years Ended December 31, 2017	2016	% Change
Revenue	$ 1,161,059	$ 1,187,180	(2.2)%
Direct operating expenses	527,536	528,769	(0.2)%
SG&A expenses	197,390	203,427	(3.0)%
Depreciation and amortization	179,119	175,438	2.1%
Operating income	$ 257,014	$ 279,546	(8.1)%

Americas revenue decreased $26.1 million during 2017 compared to 2016. The decrease in revenue was primarily due to the $17.9 million impact resulting from the sales of non-strategic outdoor markets during the first quarter of 2016 and our Canadian business in the third quarter of 2017. The impact of exchanging our Indianapolis market for cash and assets in Atlanta in the first quarter of 2017 also contributed to the decrease in revenue. These decreases were partially offset by higher revenue from new and existing airport contracts.

Americas direct operating expenses decreased $1.2 million during 2017 compared to 2016. The decrease in direct operating expenses was driven primarily by the $13.2 million decrease in expense due to the impact of the sales of non-strategic outdoor markets during the first quarter of 2016 and our Canadian business in the third quarter of 2017, partially offset by higher site lease expenses related to new and existing airport contracts and print displays. Americas SG&A expenses decreased $6.0 million during 2017 compared to 2016. The decrease in SG&A expenses was primarily due to lower bad debt expense and the $2.5 million impact resulting from the sales of non-strategic outdoor markets in the first quarter of 2016 and the sale of our Canadian business in the third quarter of 2017, and the exchange of outdoor markets in the first quarter of 2017.

International Results of Operations

Our International operating results were as follows:

(In thousands)	Years Ended December 31, 2017	2016	% Change
Revenue	$ 1,427,643	$ 1,492,642	(4.4)%
Direct operating expenses	882,231	889,550	(0.8)%
SG&A expenses	301,823	311,994	(3.3)%
Depreciation and amortization	141,812	162,974	(13.0)%
Operating income	$ 101,777	$ 128,124	(20.6)%

International revenue decreased $65.0 million during 2017 compared to 2016. Excluding the $8.6 million impact from movements in foreign exchange rates, International revenue decreased $73.6 million during 2017 compared to 2016.

The decrease in revenue is due to a $117.8 million decrease in revenue resulting from the sale of our businesses in Australia and Turkey in 2016. This was partially offset by growth across other markets including Spain, the United Kingdom, Switzerland and China, primarily from new contracts and digital expansion.

International direct operating expenses decreased $7.3 million during 2017 compared to 2016. Excluding the $4.0 million impact from movements in foreign exchange rates, International direct operating expenses decreased $11.3 million during 2017 compared to 2016. The decrease was driven by a $70.3 million decrease in direct operating expenses resulting from the 2016 sales of our businesses in Australia and Turkey, partially offset by higher site lease and production expenses primarily in countries experiencing revenue growth. International

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SG&A expenses decreased $10.2 million during 2017 compared to 2016. Excluding the $2.8 million impact from movements in foreign exchange rates, International SG&A expenses decreased $13.0 million during 2017 compared to 2016. The decrease in SG&A expenses was primarily due to a $22.6 million decrease resulting from the sale of our businesses in Australia and Turkey, partially offset by higher spending related to growth in certain countries.

Depreciation and amortization decreased $21.2 million primarily due to the sale of our businesses in Australia and Turkey in 2016 and assets becoming fully depreciated or fully amortized.

Reconciliation of Segment Operating Income to Operating Income

(In thousands)	Years Ended December 31,		
	2018	**2017**	**2016**
Americas	$ 298,195	257,014	279,546
International	114,919	101,777	128,124
Impairment charges	(7,772)	(4,159)	(7,274)
Corporate and other(1)	(156,037)	(148,738)	(123,148)
Other operating income, net	2,498	26,391	354,688
Operating income	$ 251,803	$ 232,285	$ 631,936

(1) Corporate and other includes expenses related to Americas and International and as well as overall executive, administrative and support functions.

Share-Based Compensation Expense

As of December 31, 2018, there was $15.5 million of unrecognized compensation cost related to unvested share-based compensation arrangements that will vest based on service conditions. Based on the terms of the award agreements, this cost is expected to be recognized over a weighted average period of approximately three years.

Share-based compensation expenses are recorded in corporate expenses and were $8.5 million, $9.6 million and $10.3 million for the years ended December 31, 2018, 2017 and 2016, respectively.

Liquidity And Capital Resources

Cash Flows

The following discussion highlights cash flow activities during the years ended December 31, 2018, 2017 and 2016.

(In thousands)	Years Ended December 31,		
	2018	**2017**	**2016**
Cash provided by (used for):			
Operating activities	$ 187,275	$ 160,118	$ 308,510
Investing activities	$ (203,592)	$ (154,522)	$ 574,080

Financing activities	$ 40,686	$ (379,513)	$ (726,499)

Operating Activities

2018

Cash provided by operating activities was $187.3 million in 2018 compared to $160.1 million of cash provided by operating activities in 2017. Our net loss included $395.5 million of non-cash items in 2018. Our net loss in 2017 included $840.0 million of non-cash items. Non-cash items affecting our net loss include impairment charges, depreciation and amortization, deferred taxes, provision for doubtful accounts, amortization of deferred financing charges and note discounts, net, share-based compensation, gain on disposal of operating and fixed assets, loss on Due from iHeartCommunications, (gain) loss on investments, equity in loss of nonconsolidated affiliates and other reconciling items, net as presented on the face of the carve-out statement of cash flows. The increase in cash provided by operating activities is primarily attributed to changes in working capital balances, particularly deferred income, accounts payable and accrued expenses, driven primarily by the timing of payments.

2017

Cash provided by operating activities was $160.1 million in 2017 compared to $308.5 million of cash provided in 2016. Our net loss included $840.0 million of non-cash items in 2017. Our net income in 2016 included $122.1 million of non-cash items. Non-cash items affecting our net loss include impairment charges, depreciation and amortization, deferred taxes, provision for doubtful accounts, amortization of deferred financing charges and note discounts, net, share-based compensation, gain on disposal of operating and fixed assets, loss on Due from iHeartCommunications, (gain) loss on investments, equity in loss of nonconsolidated affiliates and other reconciling items, net as presented on the face of the carve-out statement of cash flows. The decrease in cash provided by operating activities is primarily attributed to lower operating income as well as changes in working capital balances, particularly accounts receivable at our International business, which was impacted by slower collections.

2016

Cash provided by operating activities was $308.5 million in 2016 compared to $298.7 million of cash provided in 2015. Our net income included $122.1 million of non-cash items in 2016. Our net loss in 2015 included $415.5 million of non-cash items. Non-cash items affecting our net loss include impairment charges, depreciation and amortization, deferred taxes, provision for doubtful accounts, amortization of deferred financing charges and note discounts, net, share-based compensation, gain on disposal of operating and fixed assets, equity in (earnings) loss of nonconsolidated affiliates and other reconciling items, net as presented on the face of the carve-out statement of cash flows. The increase in cash provided by operating activities is primarily attributed to changes in working capital balances, particularly accounts receivable, which was driven primarily by lower revenues and improved collections, partially offset by an increase in cash paid for interest.

Investing Activities

2018

Cash used for investing activities of $203.6 million during 2018 reflected our capital expenditures of $211.1 million. We spent $76.8 million in our Americas segment primarily related to the construction of new advertising structures such as digital displays, $130.0 million in our International segment primarily related to street furniture advertising and digital billboard structures, and $4.3 million by Corporate primarily related to equipment and software. This cash usage was partially offset by $9.8 million of net cash proceeds from the disposals of assets.

2017

Cash used for investing activities of $154.5 million during 2017 reflected our capital expenditures of $224.2 million. We spent $70.9 million in our Americas segment primarily related to the construction of new advertising structures such as digital displays, $150.0 million in our International segment primarily related to street furniture advertising and digital billboard structures, and $3.3 million by Corporate primarily related to equipment and software. This cash usage was partially offset by $72.0 million of net cash proceeds from the disposals of assets.

2016

Cash provided by investing activities of $574.1 million during 2016 primarily reflected $592.3 million of net cash proceeds from the sale of nine non-strategic outdoor markets including Cleveland and Columbus, Ohio, Des Moines, Iowa, Ft. Smith, Arkansas, Memphis, Tennessee, Portland, Oregon, Reno, Nevada, Seattle, Washington and Wichita, Kansas, and the sale of our business in Australia for $195.7 million, net of cash retained by the purchaser and closing costs. Those sale proceeds were partially offset by $229.8 million used for capital expenditures. We spent $78.3 million in our Americas segment primarily related to the construction of new advertising structures such as digital displays, $146.9 million in our International segment primarily related to street furniture advertising structures, and $4.6 million by Corporate primarily related to equipment and software.

Financing Activities

2018

Cash provided by financing activities of $40.7 million during 2018 primarily reflected net transfers of $78.8 million in cash from iHeartCommunications, which represents the activity related to the intercompany arrangement with iHeartCommunications, partially offset by cash dividends paid in the aggregate amount of $30.7 million.

2017

Cash used for financing activities of $379.5 million during 2017 primarily reflected cash dividends paid in the aggregate amount of $332.8 million and net transfers of $181.9 million in cash to iHeartCommunications, which represents the activity in the Due from iHeartCommunications account, partially offset by proceeds from the issuance by CCIBV of $150.0 million of additional CCIBV Senior Notes, which were issued at a premium, resulting in $156.0 million in proceeds.

2016

Cash used for financing activities of $726.5 million during 2016 primarily reflected two cash dividends paid in the aggregate amount of $755.5 million, partially offset by net transfers of $45.1 million in cash from iHeartCommunications, which represents the activity in the Due from iHeartCommunications account.

The iHeart Chapter 11 Cases and the Separation

On March 14, 2018, the Debtors filed the iHeart Chapter 11 Cases under Chapter 11 of the Bankruptcy Code in the Bankruptcy Court. The Company and its direct and indirect subsidiaries did not file voluntary petitions for relief under the Bankruptcy Code and are not Debtors in the iHeart Chapter 11 Cases.

The iHeart Chapter 11 Cases are being jointly administered in the Bankruptcy Court under the caption *In re: iHeartMedia, Inc. et al.,* Case No. 18-31274 (MI). The Debtors continue to operate their businesses as debtors-in-possession under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Bankruptcy Court. The iHeartMedia Plan of Reorganization was confirmed by the Bankruptcy Court on January 22, 2019. The iHeartMedia Plan of Reorganization contemplates a restructuring of the Debtors whereby the Outdoor Business will be separated from iHeartCommunications upon consummation of the iHeartMedia Plan of Reorganization and the conclusion of the iHeart Chapter 11 Cases as described elsewhere in this information statement/prospectus. The iHeartMedia Plan of Reorganization also contemplates, among other things, (i) a recovery equal to 14.44% of the allowed amount of CCOH s claim arising under the Due from iHeartCommunications Note, and (ii) the issuance of the New CCOH Preferred Stock, the proceeds of which may be used to as a source of liquidity for us. The transaction steps contemplate that prior to the Separation, we will distribute all of our subsidiaries other than CCOH to a subsidiary of iHeartCommunications, and CCOH will merge with and into us, with CCH as the surviving company, which will be renamed Clear Channel Outdoor Holdings, Inc. Immediately following the Merger, the public stockholders of CCOH will own the same percentage of the surviving corporation as they did in CCOH prior to the Merger, and iHeartCommunications will distribute the shares of the surviving company that it holds to certain holders of claims in the iHeart Chapter 11 Cases.

Effectiveness of the iHeartMedia Plan of Reorganization and consummation of the Separation is subject to certain conditions, including the receipt of certain governmental approvals. Although the timing of when and if all such conditions will be satisfied or otherwise waived is inherently uncertain, iHeartMedia currently anticipates the iHeartMedia Plan of Reorganization will become effective and iHeartMedia will emerge from Chapter 11 during the second quarter of 2019.

The Settlement Agreement

On December 16, 2018, in connection with the iHeart Chapter 11 Cases, CCOH, GAMCO, Norfolk, the Sponsors, the Debtors and the Delaware Settlement Parties, through their respective counsel, entered into the Settlement Agreement that embodies the terms of (i) a global settlement of all direct or derivative claims brought by or on behalf of GAMCO and Norfolk, both individually and on behalf of the putative class of public shareholders of CCOH, against certain members of CCOH s board of directors, the Sponsor Entities, iHeartCommunications, iHeartMedia, the Company and the Debtors in connection with the iHeart Chapter 11 Cases and (ii) the Separation in accordance with the iHeartMedia Plan of Reorganization.

The Settlement Agreement contemplates that in connection with the Separation (i) the cash sweep arrangement under the Corporate Services Agreement between CCOH and iHeartCommunications will terminate, (ii) any agreements or licenses requiring royalty payments to the Debtors by CCOH for trademarks or other intellectual property will terminate, which aggregated to $38.6 million for the year ended December 31, 2018, and (iii) a new transition services agreement will supersede and replace the existing Corporate Services Agreement. In exchange, the Debtors agreed to waive (i) the set-off for the value of the intellectual property transferred, including royalties incurred through December 31, 2018, which aggregated to $31.8 million on a post-petition basis through December 31, 2018 and (ii) the repayment of the post-petition intercompany balance outstanding in favor of the Debtors as of December 31, 2018, which was equal to $21.6 million as of December 31, 2018. As a result, iHeartMedia will make a net payment to CCOH of $10.2 million promptly after the Effective Date. In addition, the Settlement Agreement provides that after the Separation, (i) iHeartCommunications will provide the iHeartCommunications Line of Credit for a period of no more than three years following the effective date of the iHeartMedia Plan of Reorganization, (ii) iHeartMedia will indemnify CCOH for 50% of certain tax liabilities imposed on CCOH in connection with the Separation on or prior to the third anniversary of the Separation in excess of $5.0 million, with iHeartMedia s aggregate liability limited to $15.0 million, and (iii) iHeartMedia will reimburse CCOH for one-third of potential costs relating to certain agreements between CCOH and third parties in excess of $10.0 million up to the first $35.0 million of such costs such that iHeartMedia will not bear more than $8.33 million of such costs. The parties agreed that CCOH will recover 14.44%, or approximately $149.0 million, in cash on its allowed claim of $1,031.7 million under the Due From iHeartCommunications Note, and to mutual releases, including a release of all claims that have been asserted, could have been asserted or ever could be asserted with respect to the iHeart Chapter 11 Cases and the actions brought by or on behalf of GAMCO and Norfolk, both individually and on behalf of the putative class of public shareholders of CCOH.

Anticipated Cash Requirements

Our primary sources of liquidity are cash on hand, cash flow from operations, cash from the intercompany arrangement with iHeartCommunications described below and our receivables-based credit facility. Following the Separation, the intercompany arrangements with iHeartCommunications will cease, and we expect to have the iHeartCommunications Line of Credit and the proceeds from the issuance of New CCOH Preferred Stock as a source of liquidity. As of December 31, 2018, we had $182.5 million of cash on our balance sheet, including $162.4 million of cash held outside the U.S. by our subsidiaries, a portion of which is held by non-wholly owned subsidiaries or is otherwise subject to certain restrictions and not readily accessible to us. Excess cash from our foreign operations may be transferred to our operations in the United States if needed to fund operations in the United States, subject to the foreseeable cash needs of our foreign operations and the mutual agreement of iHeartCommunications and us. If any excess cash held by our foreign subsidiaries were needed to fund operations in the U.S., we could presently repatriate available funds without a requirement to accrue or pay U.S. taxes as a result of significant deficits, as calculated for tax law purposes, in our foreign earnings and profits, which gives us flexibility to make future cash distributions as non-taxable returns of capital. Additionally, as a result of U.S. tax reform, future dividend distributions from our international subsidiaries are exempt from U.S. federal income tax beginning January 1, 2018.

Our primary uses of liquidity are for our working capital, capital expenditure, debt service and other funding requirements. At December 31, 2018, we had debt maturities totaling $0.2 million, $2,575.3 million and $0.3 million in 2019, 2020 and 2021, respectively. On February 12, 2019, our subsidiary CCWH refinanced its CCWH Subordinated Notes, which matured in March 2020, with an aggregate principal amount of $2,235 million of New CCWH Subordinated Notes, which are scheduled to mature in February 2024. Giving effect to this offering, at December 31, 2018, we would have had debt maturities totaling $0.2 million, $375.3 million and $0.3 million in 2019, 2020 and 2021, respectively.

A substantial amount of our cash requirements are for debt service obligations. During the year ended December 31, 2018, we spent $375.5 million of cash on interest on our debt. We anticipate having approximately $346.3 million of cash interest payment obligations in 2019. Our significant interest payment obligations reduce our financial flexibility, make us more vulnerable to changes in operating performance and economic downturns generally, reduce our liquidity over time and could negatively affect our ability to obtain additional financing in the future.

Based on our current and anticipated levels of operations and conditions in our markets, we believe that cash on hand, cash flows from operations, cash from the intercompany arrangement with iHeartCommunications described below, borrowing capacity under our receivables-based credit facility, together with supplemental liquidity support from iHeartCommunications under the iHeart Communications Line of Credit, and anticipated proceeds from the New CCOH Preferred Stock, will enable us to meet our working capital, capital expenditure, debt service and other funding requirements, including the debt service on the CCWH Senior Notes, the New CCWH Subordinated Notes and the CCIBV Senior Notes, for at least the next 12 months. We believe our long-term plans, which include promoting outdoor media spending, capitalizing on our diverse geographic and product opportunities and the continued deployment of digital displays and addressing our capital structure and reducing leverage, will enable us to continue generating cash flows from operations sufficient to meet our liquidity and funding requirements in the long term. However, our anticipated results are subject to significant uncertainty. Our ability to fund our working capital, capital expenditures, debt service and other obligations depends on our future operating performance, cash from operations and our ability to obtain supplemental liquidity, if necessary, and manage our liquidity following the Separation.

Historically, our cash management arrangement with iHeartCommunications has been our only committed external source of liquidity. When our business is separated from iHeartCommunications, we will become more dependent upon our ability to generate cash or obtain additional financing to meet our liquidity needs. Even if we are able to obtain our expected recoveries under the Due from iHeartCommunications Note, the anticipated proceeds of New CCOH Preferred Stock and borrowing under the iHeart Communications Line of Credit, we may need to obtain additional financing, from iHeartCommunications or its subsidiaries, or from banks or other lenders, or through public offerings or private placements of debt or equity, strategic relationships or other arrangements, or from a combination of these sources, in the future. There can be no assurance that financing alternatives will be available in sufficient amounts or on terms acceptable to us in the future due to market conditions, our financial condition, our liquidity constraints, our lack of history operating as a company independent from iHeartCommunications or other factors, many of which are beyond our control. Even if financing alternatives are available to us, we may not find them suitable or at comparable interest rates to the indebtedness being refinanced, and our annual cash interest payment obligations could increase further. In addition, the terms of our existing or future debt agreements may restrict us from securing financing on terms that are available to us at that time. In addition to the need to refinance our various indebtedness at or before maturity, if we are unable to generate sufficient cash through our operations or obtain sources of supplemental liquidity when our business is separated from iHeartCommunications, we could face substantial liquidity problems, which could have a material adverse effect on our financial condition and on our ability to meet our obligations.

iHeartCommunications provides the day-to-day cash management services for our cash activities and balances in the U.S. We do not have any material committed external sources of capital other than iHeartCommunications, and iHeartCommunications is not required to provide us with funds to finance our working capital or other cash requirements. We have no access to the cash transferred from us to iHeartCommunications under the cash management arrangement. Before the filing of the iHeart Chapter 11 Cases, the net amount due to us from iHeartCommunications under this cash management arrangement was represented by the Due from iHeartCommunications Note. Pursuant to an order entered by the Bankruptcy Court in the iHeart Chapter 11 Cases, as of March 14, 2018, the balance of the Due from iHeartCommunications Note immediately prior to the commencement of the iHeart Chapter 11 Cases was frozen, and following March 14, 2018, intercompany allocations that would have been reflected in adjustments to the balance of the Due from iHeartCommunications Note are instead reflected in a new intercompany balance that accrues interest at a rate equal to the interest under the Due from iHeart Communications Note. The Bankruptcy Court entered an order to allow iHeartCommunications to continue to provide the day-to-day cash management services for us during the iHeart Chapter 11 Cases and we expect it to continue to do so until such arrangements are addressed through the iHeart Chapter 11 Cases. As of December 31, 2018, we owed $21.6 million to iHeartCommunications under this intercompany arrangement with iHeartCommunications. iHeartCommunications has agreed to waive this payment under the Settlement Agreement.

We are an unsecured creditor of iHeartCommunications with respect to amounts owed under the Due from iHeartCommunications Note. Pursuant to the terms of the Settlement Agreement and the iHeartMedia Plan of Reorganization, we will not recover the full balance of the now-frozen Due from iHeartCommunications Note upon the implementation of the iHeartMedia Plan of Reorganization. See Promissory Notes with iHeartCommunications below for a discussion of the current balance of and expected recovery under the Due from iHeartCommunications Note. If we do not recognize the expected recovery under the Due from iHeartCommunications Note, or if we do not otherwise obtain sufficient supplemental liquidity, we could experience a liquidity shortfall.

On January 24, 2018, we made a demand for repayment of $30.0 million outstanding under the Due from iHeartCommunications Note and simultaneously paid a special cash dividend of $30.0 million. iHeartCommunications received approximately 89.5%, or approximately $26.8 million, of the proceeds of the dividend through its wholly-owned subsidiaries, with the remaining approximately 10.5%, or approximately $3.2 million, of the proceeds of the dividend paid to our public stockholders.

We were in compliance with the covenants contained in our material financing agreements as of December 31, 2018.

We frequently evaluate strategic opportunities both within and outside our existing lines of business. We expect from time to time to dispose of certain businesses and may pursue acquisitions. These dispositions or acquisitions could be material.

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Sources of Capital

As of December 31, 2018 and 2017, we had the following debt outstanding, cash and cash equivalents and amounts due from iHeartCommunications:

(In millions)	December 31, 2018	2017
Clear Channel Worldwide Holdings Senior Notes due 2022	$ 2,725.0	$ 2,725.0
Clear Channel Worldwide Holdings Subordinated Notes due 2020(1)	2,200.0	2,200.0
Receivables Based Credit Facility due 2023(2)		
Clear Channel International B.V. Senior Notes due 2020	375.0	375.0
Other debt	3.9	2.4
Original issue discount	(0.7)	(0.2)
Long-term debt fees	(25.9)	(35.5)
Total debt	5,277.3	5,266.7
Less: Cash and cash equivalents	182.5	144.1
Less: Due from iHeartCommunications	154.8	212.0
Less: Due to iHeartCommunications, post iHeart Chapter 11 Cases	(21.6)	
	$ 4,961.6	$ 4,910.6

(1) In February 2019, CCWH refinanced its $275.0 million aggregate principal amount of Series A CCWH Subordinated Notes and $1,925.0 million aggregate principal amount of Series B CCWH Subordinated Notes with the proceeds of $2,235.0 million aggregate principal amount of New CCWH Subordinated Notes.

(2) On June 1, 2018, CCO, a subsidiary of ours, refinanced our senior revolving credit facility with a receivables-based credit facility that provided for revolving credit commitments of up to $75.0 million. On June 29, 2018, CCO entered into an amendment providing for a $50.0 million incremental increase of the facility, bringing the aggregate revolving credit commitments to $125.0 million. The facility has a five-year term, maturing in 2023. As of December 31, 2018, we had $94.4 million of letters of credit outstanding, and $30.6 million of availability, under the senior revolving credit facility. Certain additional restrictions, including a springing financial covenant, take effect at decreased levels of excess availability.

We may from time to time repay our outstanding debt or seek to purchase our outstanding equity securities. Such transactions, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors.

Promissory Notes with iHeartCommunications

We maintain accounts that represent net amounts due to or from iHeartCommunications, which are recorded as Due from iHeartCommunications on our carve-out balance sheets. Before the filing of the iHeart Chapter 11 Cases, the accounts were represented by the revolving promissory note issued by us to iHeartCommunications (the Due to iHeartCommunications Note) and the Due from iHeartCommunications Note, in each case in the face amount of

$1.0 billion, or if more or less than such amount, the aggregate unpaid principal amount of all advances. The revolving promissory notes were generally payable on demand and were scheduled to mature on May 15, 2019. Included in the accounts are the net activities resulting from day-to-day cash management services provided by iHeartCommunications. Such day-to-day cash management services relate only to our cash activities and balances in the U.S. and exclude any cash activities and balances of our non-U.S. subsidiaries.

Pursuant to an order entered by the Bankruptcy Court, as of March 14, 2018, the balance of the Due from iHeartCommunications Note was frozen, and following March 14, 2018, intercompany allocations that would have been reflected in adjustments to the balance of the Due from iHeartCommunications Note are instead reflected in an intercompany balance that accrues interest at a rate equal to the interest under the Due from iHeartCommunications Note.

At December 31, 2018, the principal amount outstanding under the Due from iHeartCommunications Note was $1,031.7 million. We did not expect that we would be able to recover all of the amounts owed to us under the Due from iHeartCommunications Note upon the implementation of the iHeartMedia Plan of Reorganization (or any other plan of reorganization that is ultimately accepted by the requisite vote of creditors and approved by the Bankruptcy Court). As a result, we recognized a loss of $855.6 million on the Due from iHeartCommunications Note during the fourth quarter of 2017 to reflect the estimated recoverable amount of the note, based on management s best estimate of the cash settlement amount. In addition, upon the filing of the iHeart Chapter 11 Cases on March 14, 2018, we ceased recording interest income on the Due from iHeartCommunications Note, which amounted to $21.3 million for the period from January 1, 2018 to March 14, 2018, as the collectability of the interest was not considered probable. As a result of the $855.6 million allowance on the Due from iHeartCommunications Note recognized during the fourth quarter of 2017 and the $21.3 million reserve recognized in relation to interest incurred during the pre-petition period in the three months ended March 31, 2018, the outstanding principal amount of $1,031.7 million was reduced to $154.8 million as of December 31, 2018 on our carve-out balance sheet. Pursuant to the Settlement Agreement, we agreed that we will recover 14.44%, or approximately $149.0 million, in cash on our allowed claim of $1,031.7 million under the Due from iHeartCommunications Note.

As of December 31, 2018, we had no borrowings under the Due to iHeartCommunications Note, and we owed $21.6 million to iHeartCommunications under the intercompany arrangement with iHeartCommunications approved by the Bankruptcy Court in the iHeart Chapter 11 Cases. iHeartCommunications has agreed to waive this payment under the Settlement Agreement.

If we are unable to obtain financing from iHeartCommunications under the intercompany arrangement approved by the Bankruptcy Court during the iHeart Chapter 11 Cases, we may need to obtain additional financing from third party sources. Even if we are able to obtain our expected recoveries under the Due from iHeartCommunications Note and the anticipated proceeds of New CCOH Preferred Stock to be issued upon consummation of the iHeart Chapter 11 Cases, we may need to obtain additional financing, from iHeartCommunications or its subsidiaries, or from banks or other lenders, or through public offerings or private placements of debt or equity, strategic relationships or other arrangements, or from a combination of these sources, in the future. We may be unable to successfully obtain additional debt or equity financing on satisfactory terms or at all.

As long as the Master Agreement continues to govern the relationship between iHeartCommunications and us, iHeartCommunications will have the option to limit our ability to incur debt or issue equity securities, among other limitations, which could adversely affect our ability to meet our liquidity needs. Under the Master Agreement with iHeartCommunications, we are limited in our borrowings from third parties to no more than $400.0 million at any one time outstanding, without the prior written consent of iHeartCommunications. Under the Settlement Agreement, iHeartCommunications waived its right under the Master Agreement to consent to our ability to replace or refinance the CCWH Subordinated Notes effective immediately upon the confirmation of the iHeartMedia Plan of Reorganization, which occurred on January 22, 2019. Accordingly, we refinanced these notes on February 12, 2019 with the proceeds of New CCWH Subordinated Notes without consent from iHeartCommunications. However, this waiver does not extend to any other refinancing activity or any of the other activities listed above that we may seek to pursue prior to the Separation and therefore, the restrictions contained in these agreements continue to limit our ability to finance operations and capital needs. The Master Agreement will terminate with the consummation of the

Separation.

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CCWH Senior Notes

As of December 31, 2018, the CCWH Senior Notes represented $2.7 billion aggregate principal amount of indebtedness outstanding, which consisted of $735.8 million aggregate principal amount of Series A CCWH Senior Notes and $1,989.2 million aggregate principal amount of Series B CCWH Senior Notes. The CCWH Senior Notes are guaranteed by us, CCO and certain of our direct and indirect subsidiaries.

The CCWH Senior Notes are senior obligations that rank pari passu in right of payment to all unsubordinated indebtedness of CCWH and the guarantees of the CCWH Senior Notes rank pari passu in right of payment to all unsubordinated indebtedness of the guarantors. Interest on the CCWH Senior Notes is payable to the trustee weekly in arrears and to the noteholders on May 15 and November 15 of each year.

CCWH may redeem the CCWH Senior Notes, in whole or in part at the redemption prices set forth in the applicable indenture governing the CCWH Senior Notes plus accrued and unpaid interest to the redemption date. Notwithstanding the foregoing, neither CCOH nor any of its subsidiaries is permitted to make any purchase of, or otherwise effectively cancel or retire any Series A CCWH Senior Notes or Series B CCWH Senior Notes if, after giving effect thereto and, if applicable, any concurrent purchase of or other addition with respect to any Series B CCWH Senior Notes or Series A CCWH Senior Notes, as applicable, the ratio of (a) the outstanding aggregate principal amount of the Series A CCWH Senior Notes to (b) the outstanding aggregate principal amount of the Series B CCWH Senior Notes shall be greater than 0.25, subject to certain exceptions.

The indenture governing the Series A CCWH Senior Notes contains covenants that limit our and our restricted subsidiaries ability to, among other things:

- incur or guarantee additional debt to persons other than iHeartCommunications and its subsidiaries (other than us) or issue certain preferred stock;
- create liens on its restricted subsidiaries assets to secure such debt;
- create restrictions on the payment of dividends or other amounts to us from our restricted subsidiaries that are not guarantors of the CCWH Senior Notes;
- enter into certain transactions with affiliates; and
- merge or consolidate with another person, or sell or otherwise dispose of all or substantially all of its assets.

In addition, the indenture governing the Series A CCWH Senior Notes provides that if CCWH (i) makes an optional redemption of the Series B CCWH Senior Notes or purchases or makes an offer to purchase the Series B CCWH Senior Notes at or above 100% of the principal amount thereof, then CCWH shall apply a pro rata amount to make an optional redemption or purchase a pro rata amount of the Series A CCWH Senior Notes or (ii) makes an asset sale offer under the indenture governing the Series B CCWH Senior Notes, then CCWH shall apply a pro rata amount to make an offer to purchase a pro rata amount of Series A CCWH Senior Notes.

The indenture governing the Series A CCWH Senior Notes does not include limitations on dividends, distributions, investments or asset sales.

The indenture governing the Series B CCWH Senior Notes contains covenants that limit our and our restricted subsidiaries ability to, among other things:

- incur or guarantee additional debt or issue certain preferred stock;
- redeem, repurchase or retire our subordinated debt;
- make certain investments;
- create liens on its or its restricted subsidiaries assets to secure debt;
- create restrictions on the payment of dividends or other amounts to it from its restricted subsidiaries that are not guarantors of the CCWH Senior Notes;

enter into certain transactions with affiliates;

merge or consolidate with another person, or sell or otherwise dispose of all or substantially all of its assets;

sell certain assets, including capital stock of its subsidiaries;