


# 2014 Second Quarter

August 7, 2014

# Safe Harbor Disclaimer

### Forward-Looking Statements

We have made statements in this presentation that are forward-looking statements within the meaning of the federal securities laws, including the Private Securities Litigation Reform Act of 1995. You can identify forward-looking statements by the use of forward-looking terminology such as “believes,” “expects,” “could,” “would,” “may,” “might,” “will,” “should,” “seeks,” “likely,” “intends,” “plans,” “projects,” “predicts,” “estimates” or “anticipates” or the negative of these words and phrases or similar words or phrases that are predictions of or indicate future events or trends and that do not relate solely to historical matters. You can also identify forward-looking statements by discussions of strategy, plans or intentions relating to the proposed acquisition of certain outdoor advertising businesses of Van Wagner Communications, LLC (“the Acquired Business") and any potential benefits of the acquisition, our REIT status and our capital resources, portfolio performance and results of operations. Forward-looking statements involve numerous risks and uncertainties and you should not rely on them as predictions of future events. Forward-looking statements depend on assumptions, data or methods that may be incorrect or imprecise and may not be able to be realized. We do not guarantee that the transactions and events described will happen as described (or that they will happen at all). The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements: declines in advertising and general economic conditions; competition; government regulation; our inability to increase the number of digital advertising displays in our portfolio; taxes, fees and registration requirements; our ability to obtain and renew key municipal concessions on favorable terms; decreased government compensation for the removal of lawful billboards; content-based restrictions on outdoor advertising; environmental, health and safety laws and regulations; seasonal variations; risks related to future acquisitions and other strategic transactions; the closing conditions of the proposed acquisition of the Acquired Business, including the regulatory approval condition, may not be satisfied in the expected timeframe or at all, and government regulators may impose unanticipated additional closing conditions; integrating the Acquired Business may be more difficult, costly or time consuming than expected and the anticipated benefits and cost savings of the acquisition may not be fully realized; unknown risks inherent in the acquisition, or certain assumptions with respect to the Acquired Business that may prove to be inaccurate; we expect to incur significant additional indebtedness to finance the acquisition, which may limit our operating flexibility and opportunities; termination of the purchase agreement to acquire the Acquired Business could negatively impact us and the price of our common stock; time and resources to comply with rules and regulations as a stand-alone public company; we have and will continue to incur incremental costs as a stand-alone public company; dependence on our management team and advertising executives; the ability of our board of directors to cause us to issue additional shares of stock without stockholder approval; certain provisions of Maryland law may limit the ability of a third party to acquire control of us; our rights and the rights of our stockholders to take action against our directors and officers are limited; we have substantial indebtedness, which could adversely affect our financial condition; the terms of the credit agreement and the indenture governing our debt restrict our current and future operations, particularly our ability to incur additional debt that we may need to fund initiatives in response to changes in our business, the industries in which we operate, the economy and governmental regulations; incurrence of additional debt; interest rate risk exposure from our variable-rate indebtedness; hedging transactions; establishing an operating partnership; asset impairment charges for goodwill; diverse risks in our international business; breach of security measures; we have a limited right to use the CBS Corporation mark and logo; the financial information included in our filings with the Securities and Exchange Commission (the “SEC”) may not be a reliable indicator of our future results; cash available for distributions; legislative, administrative, regulatory or other actions affecting REITs, including positions taken by the Internal Revenue Service (“IRS”); our failure to qualify, or remain qualified, to be taxed as a REIT; REIT ownership limits; dividends payable by REITs do not qualify for the reduced tax rates available for some dividends; REIT distribution requirements; availability of external sources of capital; we may face other tax liabilities that reduce our cash flows; complying with REIT requirements may cause us to liquidate investments or forgo otherwise attractive opportunities; our ability to contribute certain contracts to a taxable REIT subsidiary (“TRS”); our planned use of TRSs may cause us to fail to qualify to be taxed as a REIT; our ability to hedge effectively; paying the earnings and profits allocated to us by CBS Corporation as a distribution and/or taxable dividends in common stock and cash; failure to meet the REIT income tests as a result of receiving non-qualifying rental income; even if we qualify to be taxed as a REIT, and we sell assets, we could be subject to tax on any unrealized net built-in gains in the assets held before electing to be treated as a REIT; the IRS may deem the gains from sales of our outdoor advertising assets to be subject to a 100% prohibited transaction tax; our lack of an operating history as a REIT; if the split-off from CBS Corporation, together with certain related transactions, does not qualify as a transaction that is generally tax-free for U.S. federal income tax purposes, CBS Corporation and us could be subject to significant tax liabilities and, in certain circumstances, we could be required to indemnify CBS Corporation for material taxes pursuant to indemnification obligations under the tax matters agreement; we may not be able to engage in desirable strategic or capital-raising transactions following the split-off from CBS Corporation, and we could be liable for adverse tax consequences resulting from engaging in significant strategic or capital-raising transactions; and other factors described in our filings with the SEC, including but not limited to the sections entitled “Risk Factors” in our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2014 and in our prospectus filed with the SEC on July 7, 2014. All forward-looking statements in this presentation apply as of the date of this presentation or as of the date they were made and, except as required by applicable law, we disclaim any obligation to publicly update or revise any forward-looking statement to reflect changes in underlying assumptions or factors of new information, data or methods, future events or other changes.

### Non-GAAP Financial Measures

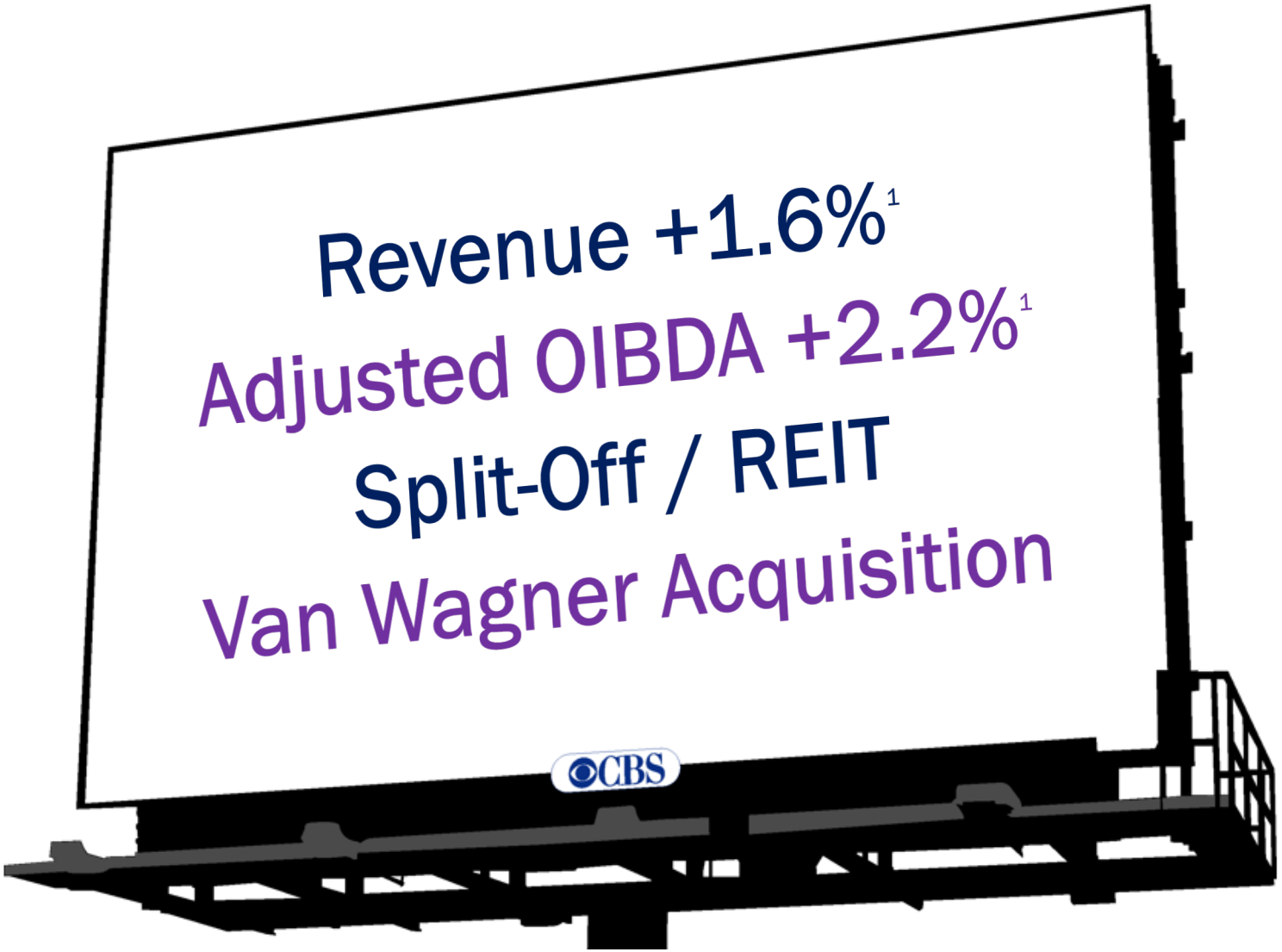
This presentation includes certain non-GAAP financial measures intended to supplement, not substitute for, comparable GAAP financial measures. Reconciliations of non-GAAP financial measures to GAAP financial measures are provided in the Appendix of this presentation.

Numbers in this presentation may not sum due to rounding.

# Business Overview

- Jeremy Male - CEO

# Key Highlights



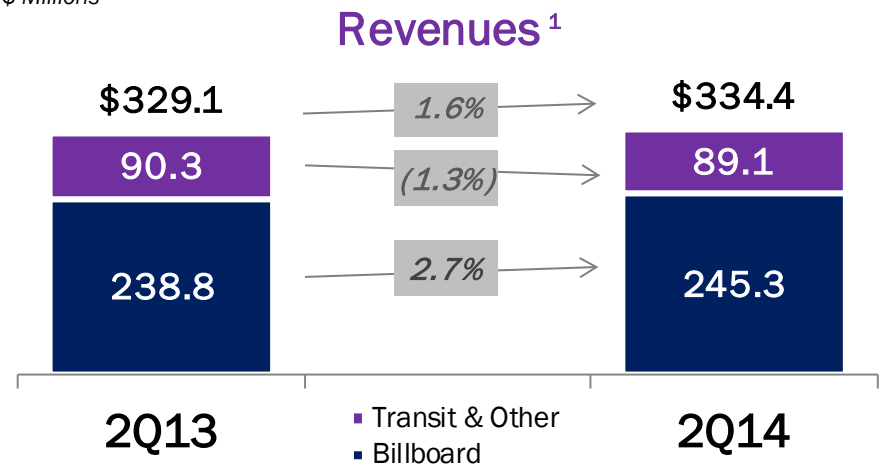

Notes: All changes refer to the three months ended June 30, 2014 compared to the same prior-year period. (1) Revenue comparison is on a constant dollar basis. (2) Adjusted OIBDA and AFFO are presented on a comparable basis for 2013; please see Non-GAAP reconciliations in the Appendix

# Financial Highlights

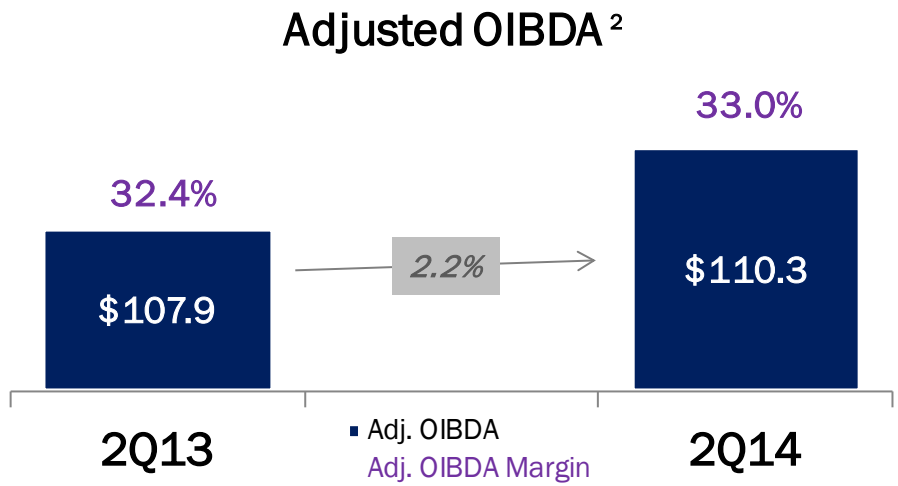
- Donald Shassian – EVP & CFO

# Consolidated

*$ Millions*




Note: (1) Constant dollar

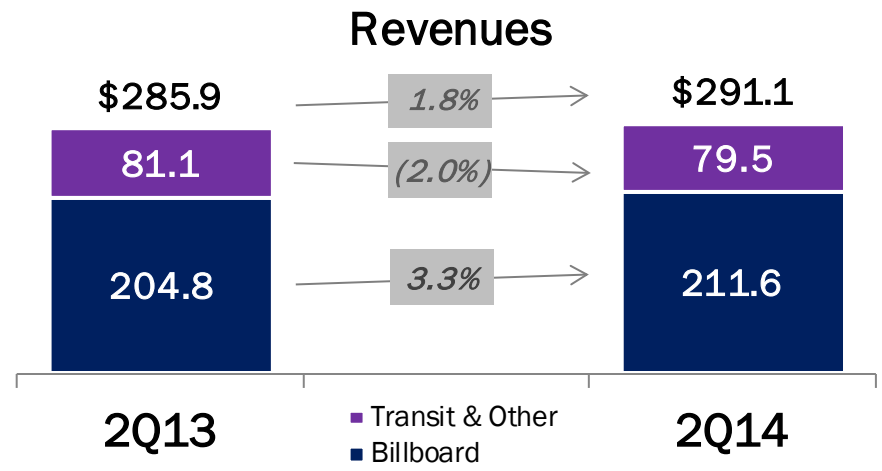


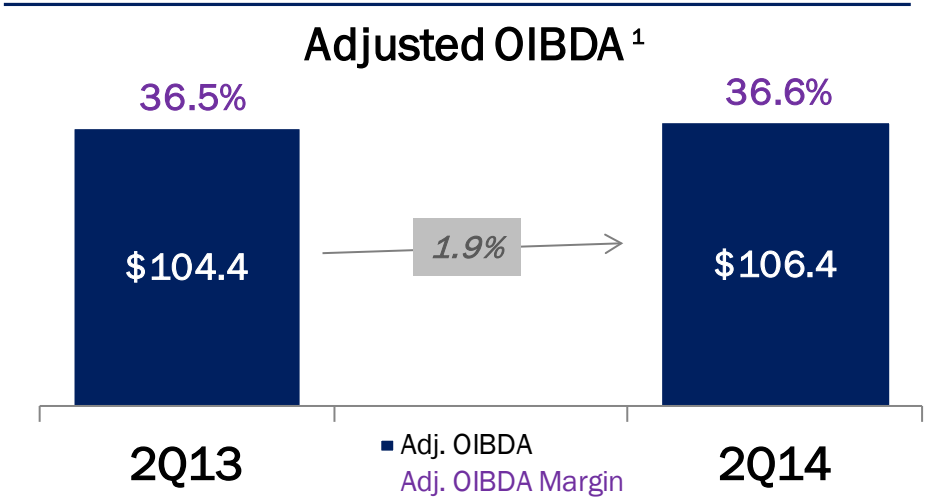

Note: (2) 2Q13 on a comparable basis; see Appendix for reconciliation

- Total revenues +1.6%
- Billboard revenue +2.7%
- Transit & Other revenue -1.3%
- Adjusted OIBDA +2.2%
- Adjusted OIBDA Margin increased to 33.0%

# United States

*$ Millions*



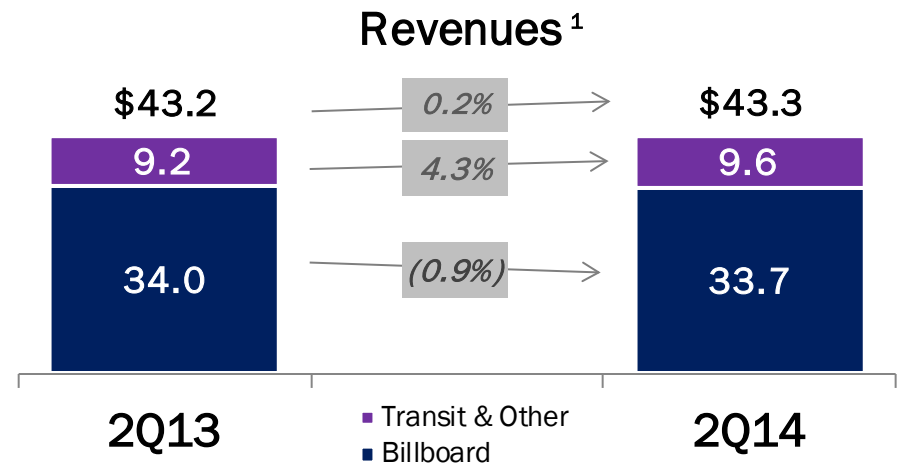

Note: (1) 2Q13 on a comparable basis; see Appendix for reconciliation

## U.S.

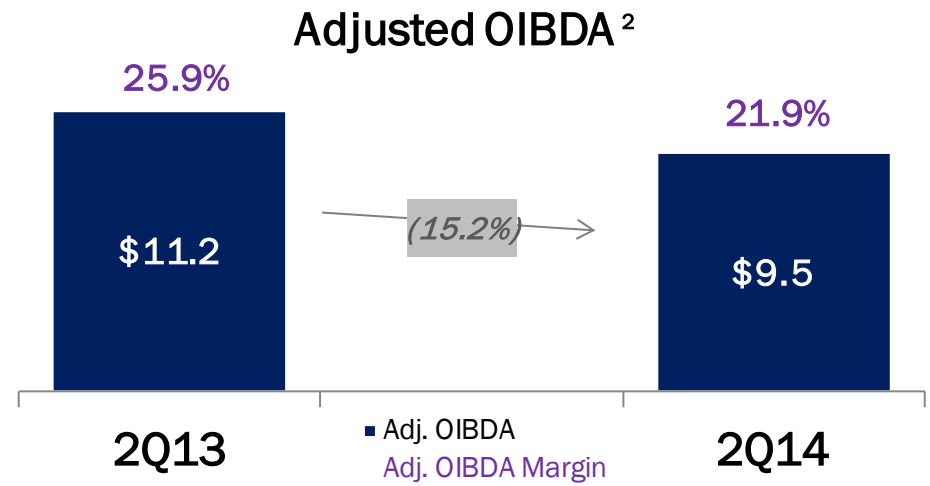
- Revenue up 1.8%
- Billboard revenue +3.3%
  - Yield improvements on static and digital bulletins
  - Digital billboard conversions
  - Local advertising strength offset by softness in National
- Transit & Other revenue -2.0%
- Adjusted OIBDA[1] up 1.9%

# International

*$ Millions*




Note: (1) Constant dollar



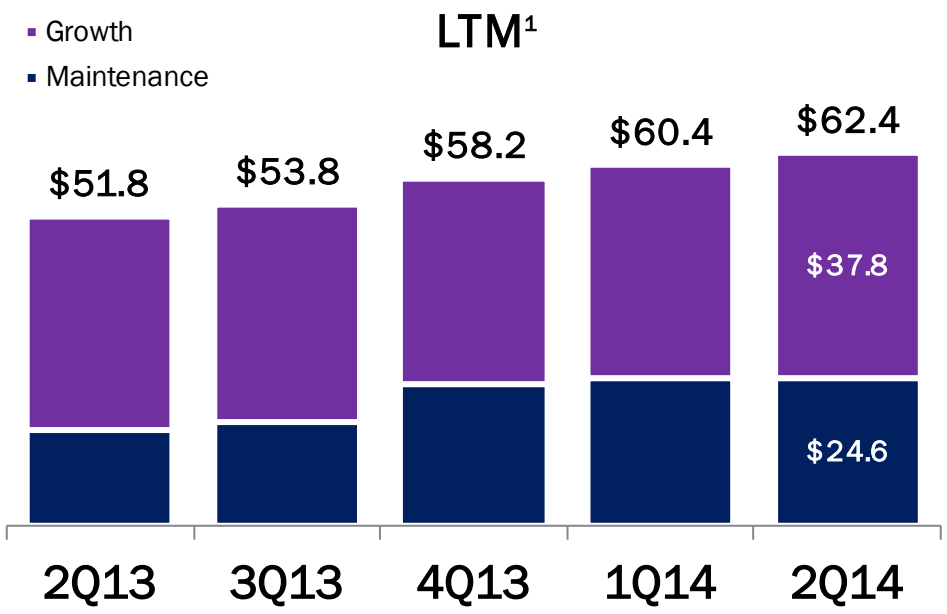

Note: (2) Constant dollar

## International

- Total revenue +0.2%[1]
  - Billboard revenue -0.9%
  - Transit revenue +4.3%
  - Digital investment
- Canada +4.7%
  - Canada reflects increased spending across several ad verticals
- Latin America -5.1%
  - Strong results in South America offset by declines in Mexico
- Adjusted OIBDA[2] -15.2%
  - 5.6% increase in expenses due to transit and billboard lease costs

# Capital Expenditures

*$ Millions*

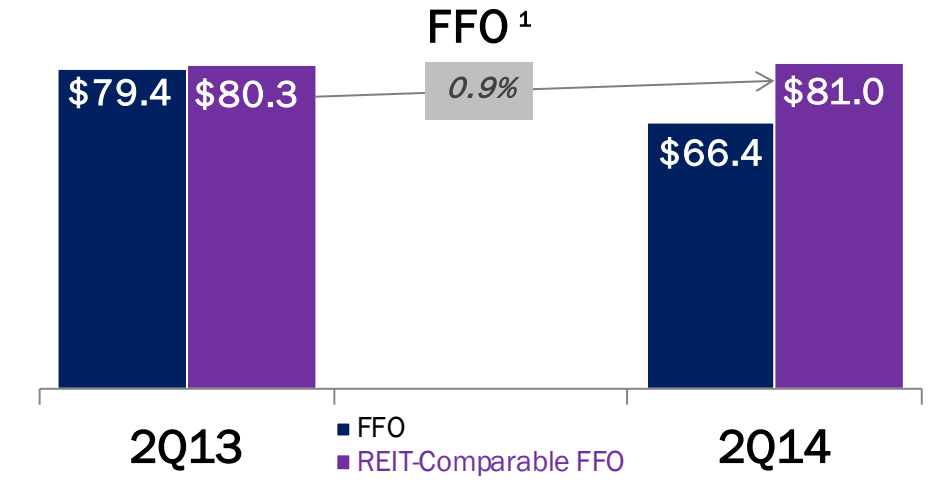


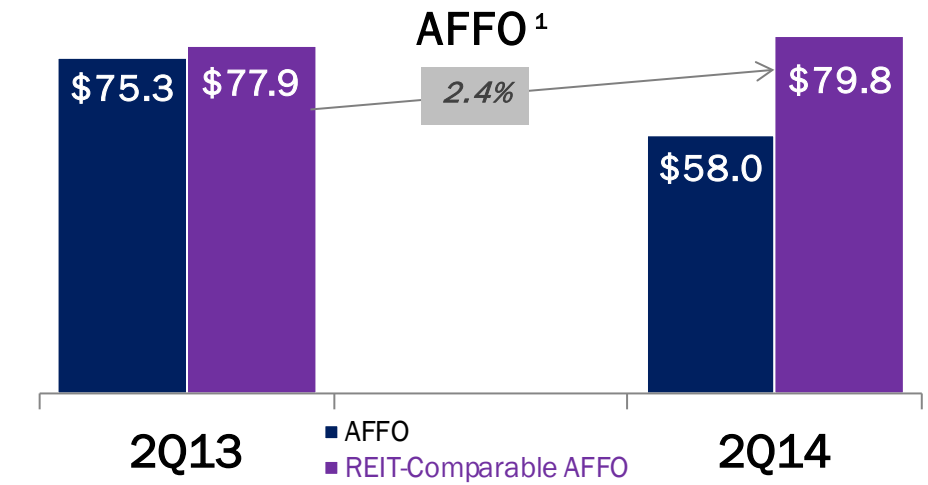

Note: (1) Last Twelve Months (LTM) capital expenditures

- 2Q14 three-month capex $10.9 million
  - $6.5 million Growth
  - $4.4 million Maintenance
  - Total capex 3.3% of revenues
    - 4.4% excluding Transit & Other revenues
  - Maintenance 1.3% of revenues
- 40 digital billboards added
  - 28 added in the US, virtually all static conversions
  - 8 in Canada, 4 in Chile
  - 475 total digital billboards, including 36 international
- Raising annual digital deployment expectations to ~120 from ~100
  - Includes approximately 25 international
  - 2014 anticipated total capital expenditures remain $65 million

# FFO & AFFO

*$ Millions*




- REIT-comparable FFO & AFFO:
  - Aligns to how we began operating as of 7/17/14
  - Adjusts 2013 for incremental stand-alone costs
  - Adjusts 2013 for interest expense
  - Adjusts 2013 and 2014 for taxes as a REIT
- REIT-Comparable basis
  - FFO +0.9%
  - AFFO +2.4%
- Reductions in AFFO in second quarter due to timing of depreciation and stock-based compensation tax deductions
- $0.37 quarterly dividend per common share payable September 30, 2014

Note: (1) 2Q13 on a comparable basis and REIT-Comparable basis; see Appendix for reconciliation

# Balance Sheet

*$ Millions*

| | 4Q13 | 2Q14 |
|---|---|---|
| **Cash** | **$29.8** | **$123.4** |
| **IPO Proceeds for estimated cash E&P Purge** | | **100.0** |
| **Total Cash & Equivalents** | | **$223.4** |
| **Debt** | | |
| $425M Revolving Credit Facility due 2019 | 0.0 | 0.0 |
| Senior Secured Term Loan due 2021 | 0.0 | 798.1 |
| 5.250% Senior Notes due 2022 | 0.0 | 400.0 |
| 5.625% Senior Notes due 2024 | 0.0 | 400.0 |
| **Total Debt** | **$0.0** | **$1,598.1** |
| Weighted Average Cost of Debt | | 4.2% |
| Consolidated Total Leverage Ratio [1] | | 3.9x |
| Net Leverage Ratio [2] | | 3.6x |

Note: (1) As defined in the Credit Agreement governing our senior credit facilities; calculated on gross debt. (2) Defined as Total Debt minus Cash, divided by LTM Adjusted OIBDA as of June 30, 2014; excludes E&P Purge cash.

- $548 million of total liquidity
  - $123 million cash
  - $425 million undrawn revolving credit facility
- Balanced fixed vs. floating rate debt
  - 4.2% Weighted Average Cost of Debt
- Comfortable 3.9x total leverage ratio[1]

# Conclusion

- Jeremy Male - CEO

# Outlook & Strategy

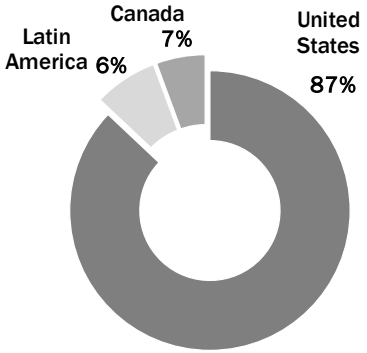
- Third quarter outlook
- Acquisitions enhance platform for growth
  - Van Wagner and Windsor (Chicago)
  - Evaluating additional tuck-in opportunities
- Focused intensely on marketing, selling, and process to drive yield improvement
- Important rebranding in Q4

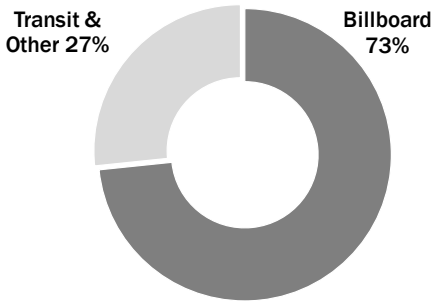
# Appendix

# Revenue Mix

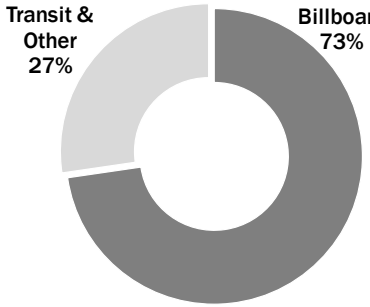
## Current Quarter

### CONSOLIDATED

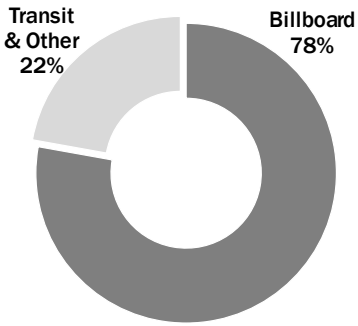



### UNITED STATES

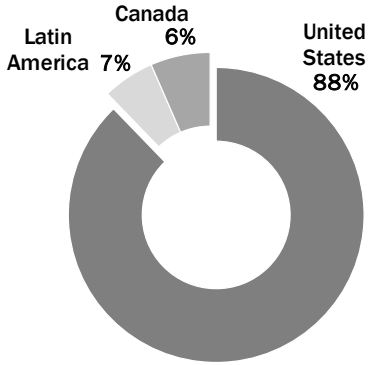


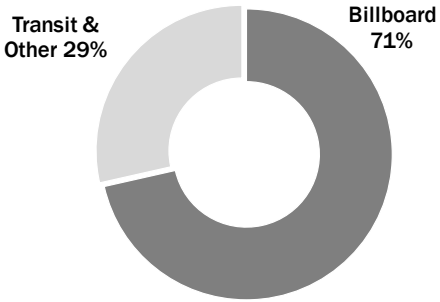

### INTERNATIONAL



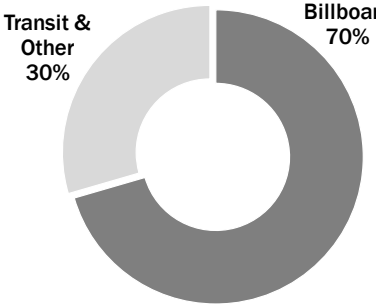

## Trailing Last Twelve Months[1]

### CONSOLIDATED

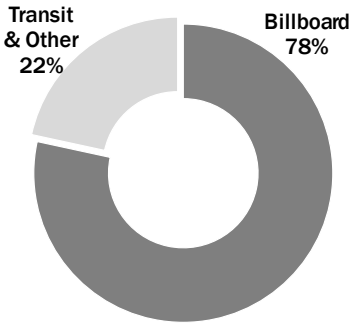



### UNITED STATES




### INTERNATIONAL




[1] *LTM as of June 30, 2014*

# Non-GAAP Reconciliations

## Non-GAAP Financial Measures

In addition to the results prepared in accordance with generally accepted accounting principles in the United States ("GAAP") provided throughout this presentation and the accompanying tables include non-GAAP financial measures as described below. We calculate revenues on a constant dollar basis as reported revenues excluding the impact of foreign currency exchange rates between periods. We provide constant dollar revenues to understand the underlying growth rate of revenue excluding the impact of changes in foreign currency exchange rates between periods, which are not under management's direct control. Our management believes constant dollar revenues are useful to users because they enable them to better understand the level of growth of our business period to period. We calculate same-site revenues by adjusting to exclude revenues attributable to any billboards or transit agreements which were not in place for both periods in their entirety, as a result of new acquisitions, new agreements, divestitures, and non-renewals ("non-comparable revenues"). We provide same-site revenues to understand the underlying growth rate of revenue excluding the impact of non-comparable revenues. Our management believes same-site revenues are useful to users because they enable them to better understand the level of growth of our business period to period. We calculate Adjusted OIBDA as operating income before depreciation, amortization, net gains (losses) on dispositions and stock-based compensation. We calculate Adjusted OIBDA margin by dividing Adjusted OIBDA by total revenues. Adjusted OIBDA and Adjusted OIBDA margin are among the primary measures we use for managing our business, evaluating our operating performance and planning and forecasting future periods, as each is an important indicator of our operational strength and business performance. Our management believes users of our financial data are best served if the information that is made available to them allows them to align their analysis and evaluation of our operating results along the same lines that our management uses in managing, planning and executing our business strategy. Our management also believes that the presentations of Adjusted OIBDA and Adjusted OIBDA margin, as supplemental measures, are useful in evaluating our business because eliminating certain non-comparable items highlight operational trends in our business that may not otherwise be apparent when relying solely on GAAP financial measures. It is management's opinion that these supplemental measures provide users with an important perspective on our operating performance and also make it easier for users to compare our results with other companies that have different financing and capital structures or tax rates. We calculate FFO in accordance with the definition established by the National Association of Real Estate Investment Trusts ("NAREIT"). FFO reflects net income adjusted to exclude gains and losses from the sale of real estate assets, depreciation and amortization of real estate assets and amortization of direct lease acquisition costs, as well as the same adjustments for our equity based investments, as applicable. We calculate AFFO as FFO adjusted to include cash paid for direct lease acquisition costs as such costs are generally amortized over a period ranging from four weeks to one year and therefore are incurred on a regular basis. AFFO also includes cash paid for maintenance capital expenditures since these are routine uses of cash that are necessary for our operations. In addition, AFFO excludes certain non-cash items, including non-real estate depreciation and amortization, deferred income taxes, stock-based compensation expense, accretion expense, the non-cash effect of straight-line rent and amortization of deferred financing costs. We use FFO and AFFO measures for managing our business and for planning and forecasting future periods, and each is an important indicator of our operational strength and business performance, especially compared to other REITs. Our management believes users are best served if the information that is made available to them allows them to align their analysis and evaluation of our operating results along the same lines that our management uses in managing, planning and executing our business strategy. Our management also believes that the presentations of FFO, AFFO, and FFO and AFFO per adjusted weighted average share, as supplemental measures, are useful in evaluating our business because adjusting results to reflect items that have more bearing on the operating performance of REITs highlight trends in our business that may not otherwise be apparent when relying solely on GAAP financial measures. It is management's opinion that these supplemental measures provide users with an important perspective on our operating performance and also make it easier to compare our results to other companies in our industry, as well as to REITs. We present weighted average shares on an adjusted basis for basic earnings per share ("EPS") to give effect to the 23,000,000 shares issued on April 2, 2014, in connection with the IPO and the 97,000,000 shares outstanding after our stock split, and on an adjusted basis for diluted EPS to also give effect to dilutive potential shares from grants of restricted share units and performance-based restricted share units. We also present FFO, AFFO and net income per adjusted weighted average share for basic and diluted EPS. Our management believes that these presentations are useful in evaluating our business because they allow users to evaluate our per share results after giving effect to the issuance of shares of our common stock in connection with our initial public offering, which increased our outstanding shares of common stock. We calculate operating income, net income, Adjusted OIBDA, FFO and AFFO, and related per adjusted weighted average share amounts, in the three months and the six months ended June 30, 2013, on a comparable basis by adjusting to exclude net gains (loss) on dispositions incurred in the three and six months ended June 30, 2013, which included a significant net gain of $9.8 million incurred in the first six months of 2013 on the disposition of most of our billboards in Salt Lake City in exchange for billboards in New Jersey, and to include incremental costs associated with operating as a stand-alone public company of $5.2 million incurred in the three months ended June 30, 2014, and $9.0 million in the six months ended June 30, 2014, and interest expense of $18.5 million incurred in the three months ended June 30, 2014, and $30.9 million in the six months ended June 30, 2014, relating to our entry into our senior credit facilities and the issuance of our senior notes in the first quarter of 2014. Our management believes these adjusted presentations are useful in evaluating our business because they allow users to compare our operating performance for 2013 against the operating performance of the periods presented for 2014, including certain significant costs arising as a result of our separation from CBS Corporation. We calculate net income, FFO and AFFO on a REIT-comparable basis by adjusting to exclude income taxes that would not have been incurred had we been operating as a REIT in the three and six months ended June 30, 2013 and 2014. Our management believes these adjusted presentations are useful in evaluating our business because, in light of our REIT conversion on July 17, 2014, they allow users to compare our operating performance using the REIT tax treatment that would have applied if we were operating as a REIT for the periods presented. Since adjusted weighted average shares, Adjusted OIBDA, Adjusted OIBDA margin, FFO and AFFO, FFO, AFFO and net income per adjusted weighted average share for basic and diluted EPS, constant dollar revenues, same-site revenues, and, on a comparable basis for 2013, operating income, net income, Adjusted OIBDA, FFO and AFFO and related per adjusted weighted average share amounts, and net income, FFO and AFFO, on a REIT-comparable basis, are not measures calculated in accordance with GAAP, they should not be considered in isolation of, or as a substitute for, weighted average shares outstanding for basic and diluted EPS, operating income, net income, revenues and net income per common share for basic and diluted EPS, the most directly comparable GAAP financial measures, as indicators of operating performance. These measures, as we calculate them, may not be comparable to similarly titled measures employed by other companies. In addition, these measures do not necessarily represent funds available for discretionary use and are not necessarily a measure of our ability to fund our cash needs.

# Non-GAAP Reconciliations (unaudited)

| (in millions) | Three Months Ended June 30, 2014 | | | |
|---|---|---|---|---|
| | U.S. | International | Corporate | Consolidated |
| Revenues: | | | | |
| Billboard | $ 211.6 | $ 33.7 | $ — | $ 245.3 |
| Transit and other | 79.5 | 9.6 | — | 89.1 |
| **Total revenues** | 291.1 | 43.3 | — | 334.4 |
| Non-comparable revenues | (1.7) | — | — | (1.7) |
| Same-site revenues[2] | $ 289.4 | $ 43.3 | $ — | $ 336.1 |
| Operating income (loss) | $ 64.2 | $ 2.6 | $ (8.5) | $ 58.3 |
| Depreciation and amortization | 42.2 | 6.9 | — | 49.1 |
| Stock-based compensation | — | — | 2.9 | 2.9 |
| **Adjusted OIBDA** | $ 106.4 | $ 9.5 | $ (5.6) | $ 110.3 |
| Adjusted OIBDA margin | 36.6 % | 21.9 % | * | 33.0 % |
| Capital expenditures | $ 9.7 | $ 1.2 | $ — | $ 10.9 |

*See Footnotes on Page 21*

# Non-GAAP Reconciliations (unaudited)

| (in millions) | Three Months Ended June 30, 2013 U.S. | International | Corporate | Consolidated | In Constant $[3] |
|---|---|---|---|---|---|
| Revenues: | | | | | |
| Billboard | $ 204.8 | $ 36.6 | $ — | $ 241.4 | $ 238.8 |
| Transit and other | 81.1 | 10.2 | — | 91.3 | 90.3 |
| **Total revenues** | 285.9 | 46.8 | — | 332.7 | $ 329.1 |
| Non-comparable revenues[11] | (4.7) | — | — | (4.7) | |
| Same-site revenues[2] | $ 281.2 | $ 46.8 | $ — | $ 328.0 | |
| Operating income (loss) | $ 65.2 | $ 4.1 | $ (6.5) | $ 62.8 | |
| Net loss on dispositions | 0.1 | — | — | 0.1 | |
| Depreciation and amortization | 41.2 | 7.4 | — | 48.6 | |
| Stock-based compensation | — | — | 1.6 | 1.6 | |
| **Adjusted OIBDA** | 106.5 | 11.5 (4) | (4.9) | 113.1 | |
| Incremental stand-alone costs | (2.1) | — | (3.1) | (5.2) | |
| Adjusted OIBDA, on a comparable basis | $ 104.4 | $ 11.5 | $ (8.0) | $ 107.9 | |
| Adjusted OIBDA margin | 37.3 % | 24.6 % | * | 34.0 % | |
| Adjusted OIBDA margin, on a comparable basis | 36.5 % | 24.6 % | * | 32.4 % | |
| Capital expenditures | $ 8.0 | $ 0.9 | $ — | $ 8.9 | |

*See Footnotes on Page 21*

# Non-GAAP Reconciliations (unaudited)

| (in millions, except per share amounts) | Three Months Ended June 30, 2013 Reported | Net Loss on Dispositions (5) | Stand-Alone Costs (6) | Interest Expense (7) | Comparable to 2014 | REIT Tax Adjustment (8) | REIT - Comparable Basis | 2014 Reported | REIT Tax Adjustment (8) | REIT - Comparable Basis |
|---|---|---|---|---|---|---|---|---|---|---|
| **Revenues** | $ 332.7 | $ — | $ — | $ — | $ 332.7 | $ — | $ 332.7 | $ 334.4 | $ — | $ 334.4 |
| Operating | 171.4 | | | | 171.4 | | 171.4 | 171.6 | | 171.6 |
| Selling, general and administrative | 49.8 | | 5.2 | | 55.0 | | 55.0 | 55.4 | | 55.4 |
| Net loss on dispositions | 0.1 | (0.1) | | | — | | — | — | | — |
| Depreciation | 25.9 | | | | 25.9 | | 25.9 | 26.5 | | 26.5 |
| Amortization | 22.7 | | | | 22.7 | | 22.7 | 22.6 | | 22.6 |
| **Operating income** | 62.8 | 0.1 | (5.2) | — | 57.7 | — | 57.7 | 58.3 | — | 58.3 |
| Interest expense | — | | | (18.5) | (18.5) | | (18.5) | (18.5) | | (18.5) |
| Other expense, net | (0.1) | | | | (0.1) | | (0.1) | — | | — |
| Income before provision for income taxes and equity in earnings of investee companies | 62.7 | 0.1 | (5.2) | (18.5) | 39.1 | — | 39.1 | 39.8 | — | 39.8 |
| Provision for income taxes | (27.1) | — | 2.1 | 7.3 | (17.7) | 14.8 | (2.9) | (17.6) | 14.5 | (3.1) |
| Equity in earnings in investee companies, net of tax | 0.8 | | | | 0.8 | 0.4 | 1.2 | 0.2 | 0.1 | 0.3 |
| **Net income** | $ 36.4 | $ 0.1 | $ (3.1) | $ (11.2) | $ 22.2 | $ 15.2 | $ 37.4 | $ 22.4 | $ 14.6 | $ 37.0 |
| **Net income per common share:** | | | | | | | | | | |
| Basic | $ 0.30 | | | | $ 0.19 | | | $ 0.19 | | |
| Diluted | $ 0.30 | | | | $ 0.19 | | | $ 0.19 | | |
| **Weighted average shares outstanding:** | | | | | | | | | | |
| Basic | 119.7 | | | | 119.7 | | | 119.7 | | |
| Diluted | 119.9 | | | | 119.9 | | | 119.9 | | |
| **Net income per adjusted weighted average share[(1)]:** | | | | | | | | | | |
| Basic | | | | | $ 0.19 | | | $ 0.19 | | |
| Diluted | | | | | $ 0.18 | | | $ 0.19 | | |
| **Adjusted weighted average shares[(1)]:** | | | | | | | | | | |
| Basic | | | | | 120.0 | | | 120.0 | | |
| Diluted | | | | | 120.2 | | | 120.2 | | |

*See Footnotes on Page 21*

# Non-GAAP Reconciliations (unaudited)

| (in millions, except per share amounts) | Three Months Ended June 30, 2014 | Three Months Ended June 30, 2013 | Six Months Ended June 30, 2014 | Six Months Ended June 30, 2013 |
|---|---|---|---|---|
| **Net income** | $ 22.4 | $ 36.4 | $ 30.8 | $ 56.3 |
| Depreciation of billboard advertising structures | 24.6 | 24.2 | 48.8 | 48.4 |
| Amortization of real estate related intangible assets | 10.8 | 10.8 | 21.5 | 21.5 |
| Amortization of direct lease acquisition costs | 8.4 | 7.7 | 15.4 | 15.5 |
| Net gain on disposition of billboard advertising structures, net of tax | — | 0.1 | (0.2) | (5.6) |
| Adjustment related to equity based investments | 0.2 | 0.2 | 0.4 | 0.4 |
| **FFO** | 66.4 | 79.4 | 116.7 | 136.5 |
| Incremental stand-alone costs, net of tax[9] | — | (3.1) | — | (5.3) |
| Incremental interest expense, net of tax[10] | — | (11.2) | — | (18.2) |
| **FFO, 2013 on a comparable basis** | 66.4 | 65.1 | 116.7 | 113.0 |
| REIT tax adjustment[8] | 14.6 | 15.2 | 22.6 | 17.9 |
| **REIT-Comparable FFO** | $ 81.0 | $ 80.3 | $ 139.3 | $ 130.9 |
| | | | | |
| **FFO** | $ 66.4 | $ 79.4 | $ 116.7 | $ 136.5 |
| Adjustment for deferred income taxes | (6.0) | (1.1) | (12.9) | (8.9) |
| Cash paid for direct lease acquisition costs | (7.7) | (7.3) | (16.2) | (16.7) |
| Maintenance capital expenditures | (4.4) | (4.3) | (7.4) | (6.3) |
| Other depreciation | 1.9 | 1.7 | 3.8 | 3.5 |
| Other amortization | 3.4 | 4.2 | 7.6 | 8.6 |
| Stock-based compensation | 2.9 | 1.6 | 4.7 | 3.2 |
| Non-cash effect of straight-line rent | (0.3) | 0.4 | (0.5) | 0.6 |
| Accretion expense | 0.6 | 0.7 | 1.1 | 1.3 |
| Amortization of deferred financing costs | 1.2 | — | 1.9 | — |
| **AFFO** | 58.0 | 75.3 | 98.8 | 121.8 |
| Incremental stand-alone costs, net of tax[9] | — | (3.1) | — | (5.3) |
| Incremental interest expense, net of tax[10] | — | (11.2) | — | (18.2) |
| Amortization of deferred financing costs | — | 1.2 | — | 1.9 |
| **AFFO, 2013 on a comparable basis** | 58.0 | 62.2 | 98.8 | 100.2 |
| REIT tax adjustment[8] | 21.8 | 15.7 | 36.4 | 26.7 |
| **REIT-Comparable AFFO** | $ 79.8 | $ 77.9 | $ 135.2 | $ 126.9 |

*See Footnotes on Page 21*

# Non-GAAP Reconciliations (unaudited)

## Footnotes to Tables

1) Adjusted weighted average shares includes the 23.0 million shares issued in connection with the initial public offering and the 97.0 million shares outstanding after our stock split for basic earnings per share ("EPS") and adjusted weighted average shares for diluted EPS also includes dilutive potential shares from grants of restricted share units ("RSUs") and performance-based restricted share units ("PRSUs"). For the three months ended June 30, 2014 and 2013, respectively, basic adjusted weighted average shares were 120.0 million and diluted adjusted weighted average shares were 120.2 million. For the three months ended June 30, 2014 and 2013, respectively, basic weighted average shares outstanding were 119.7 million and diluted weighted average shares outstanding were 119.9 million.
2) Same-site revenues are adjusted to exclude revenues attributable to any billboards or transit agreements which were not in place for both periods in their entirety, as a result of new acquisitions, new agreements, divestitures, and non-renewals ("non-comparable revenues").
3) Revenues on a constant dollar basis are calculated as reported revenues excluding the impact of foreign currency exchange rates between periods.
4) International Adjusted OIBDA was $11.2 million on a constant dollar basis for the three months ended June 30, 2013.
5) Adjustment to exclude *Net loss on dispositions*.
6) Adjustment to reflect incremental stand-alone costs at 2014 level.
7) Adjustment to reflect incremental interest expense at 2014 level.
8) Adjustment to reflect tax provision as if we had been operating as a REIT for the entire period.
9) Adjustment to reflect incremental costs to operate as a stand-alone company, net of tax, at the same level as 2014.
10) Adjustment to reflect incremental interest expense, net of tax, at the same level as 2014.
11) Includes revenue of $3.6 million for the three month period ended June 30, 2013 related to the November 2013 sale of our transit shelter operations in the greater Los Angeles area and the April 2014 nonrenewal of an unprofitable contract.




**About CBS Outdoor Americas Inc.**

CBS Outdoor is one of the largest out-of-home media companies in the Americas and has a major presence in top markets throughout the United States, Canada, Mexico and South America. With traditional billboard and transit outdoor advertising properties, and a network of digital displays, CBS Outdoor gives advertisers both breadth and depth of audience across key geographies, as well as immersive ways to connect with increasingly mobile consumers. For more information, visit www.cbsoutdoor.com.

**investor@cbsoutdoor.com**