UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2025

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from **to**

Commission File Number: 001-36367

OUTFRONT Media Inc.

(*Exact name of registrant as specified in its charter*)

Maryland	**46-4494703**
(*State or other jurisdiction of incorporation or organization*)	(*I.R.S. Employer Identification No.*)
90 Park Avenue, 9th Floor **New York, NY**	**10016**
(*Address of principal executive offices*)	(*Zip Code*)

(212) 297-6400
(*Registrant's telephone number, including area code*)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.01, par value	**OUT**	**New York Stock Exchange**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). ☐ Yes ☒ No

As of May 8, 2025, the number of shares outstanding of the registrant's common stock was 167,073,744.

OUTFRONT MEDIA INC.
QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTER ENDED MARCH 31, 2025
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PART I

Item 1. Financial Statements.

OUTFRONT Media Inc.
Consolidated Statements of Financial Position
(Unaudited)

(in millions)	As of March 31, 2025	As of December 31, 2024
Assets:		
Current assets:		
Cash and cash equivalents	$ 30.5	$ 46.9
Receivables, less allowance ($21.4 in 2025 and $20.6 in 2024)	258.5	305.3
Prepaid lease and transit franchise costs	3.9	4.0
Other prepaid expenses	17.4	17.8
Other current assets	11.0	11.8
Total current assets	321.3	385.8
Property and equipment, net (Note 3)	648.8	648.9
Goodwill	2,006.4	2,006.4
Intangible assets (Note 4)	642.9	652.0
Operating lease assets (Note 5)	1,495.3	1,503.8
Other assets	17.6	18.3
Total assets	$ 5,132.3	$ 5,215.2
Liabilities:		
Current liabilities:		
Accounts payable	$ 42.4	$ 51.4
Accrued compensation	37.7	56.7
Accrued interest	23.0	34.5
Accrued lease and franchise costs	59.6	82.8
Other accrued expenses	57.1	54.3
Deferred revenues	59.5	42.8
Short-term debt (Note 8)	50.0	10.0
Short-term operating lease liabilities (Note 5)	177.4	168.7
Other current liabilities	23.1	19.6
Total current liabilities	529.8	520.8
Long-term debt, net (Note 8)	2,483.7	2,482.5
Asset retirement obligation (Note 6)	34.2	33.9
Operating lease liabilities (Note 5)	1,336.3	1,351.8
Other liabilities	42.6	42.2
Total liabilities	4,426.6	4,431.2
Commitments and contingencies (Note 16)		
Redeemable noncontrolling interests (Notes 9 and 18)	17.4	13.6
Preferred stock (2025 - 50.0 shares authorized, and 0.1 shares of Series A Preferred Stock issued and outstanding; 2024 - 50.0 shares authorized, and 0.1 shares of Series A Preferred Stock issued and outstanding) (Note 10)	119.8	119.8
Stockholders' equity (Note 10):		
Common stock (2025 - 450.0 shares authorized, and 167.1 shares issued and outstanding; 2024 - 450.0 shares authorized, and 166.0 issued and outstanding)	1.7	1.7
Additional paid-in capital	2,484.4	2,493.6
Distribution in excess of earnings	(1,919.1)	(1,846.2)
Accumulated other comprehensive loss	(0.1)	(0.1)
Total stockholders' equity	566.9	649.0
Noncontrolling interests	1.6	1.6
Total liabilities and equity	$ 5,132.3	$ 5,215.2

See accompanying notes to unaudited consolidated financial statements.

OUTFRONT Media Inc.
Consolidated Statements of Operations
(Unaudited)

(in millions, except per share amounts)	Three Months Ended March 31, 2025	2024
Revenues	$ 390.7	$ 408.5
Expenses:		
Operating	221.3	238.7
Selling, general and administrative	114.7	110.5
Net loss on dispositions	0.1	0.1
Impairment charges	—	9.1
Depreciation	23.6	18.5
Amortization	17.1	17.6
Total expenses	376.8	394.5
Operating income	13.9	14.0
Interest expense, net	(36.0)	(41.4)
Loss before benefit (provision) for income taxes and equity in earnings of investee companies	(22.1)	(27.4)
Benefit (provision) for income taxes	(0.5)	0.5
Equity in earnings of investee companies, net of tax	1.9	(0.2)
Net loss before allocation to redeemable and non-redeemable noncontrolling interests	(20.7)	(27.1)
Net income (loss) attributable to redeemable and non-redeemable noncontrolling interests	(0.1)	0.1
Net loss attributable to OUTFRONT Media Inc.	$ (20.6)	$ (27.2)
Net loss per common share:		
Basic	$ (0.14)	$ (0.18)
Diluted	$ (0.14)	$ (0.18)
Weighted average shares outstanding:		
Basic	166.4	161.4
Diluted	166.4	161.4

See accompanying notes to unaudited consolidated financial statements.

OUTFRONT Media Inc.
Consolidated Statements of Comprehensive Loss
(Unaudited)

(in millions)	Three Months Ended March 31, 2025	2024
Net loss before allocation to redeemable and non-redeemable noncontrolling interests	$ (20.7)	$ (27.1)
Net income (loss) attributable to redeemable and non-redeemable noncontrolling interests	(0.1)	0.1
Net loss attributable to OUTFRONT Media Inc.	(20.6)	(27.2)
Other comprehensive loss, net of tax:		
Cumulative translation adjustments	—	(3.1)
Total other comprehensive loss, net of tax	—	(3.1)
Total comprehensive loss	$ (20.6)	$ (30.3)

See accompanying notes to unaudited consolidated financial statements.

OUTFRONT Media Inc.
Consolidated Statements of Redeemable Noncontrolling Interests, Preferred Stock and Equity
(Unaudited)

(in millions, except per share amounts)	Redeemable Non-controlling Interests	Stockholders' Equity								Non-controlling Interests
		Shares of Series A Preferred Stock	Series A Preferred Stock ($0.01 per share par value)	Shares of Common Stock	Common Stock ($0.01 per share par value)	Additional Paid-In Capital	Distribution in Excess of Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity	
Balance as of December 31, 2023	$ 31.3	0.1	$ 119.8	161.1	$ 1.7	$ 2,402.5	$ (1,821.1)	$ (5.8)	$ 577.3	$ 1.7
Net income (loss)	0.1	—	—	—	—	—	(27.2)	—	(27.2)	—
Other comprehensive loss	—	—	—	—	—	—	—	(3.1)	(3.1)	—
Stock-based payments:										
Vested	—	—	—	1.4	—	—	—	—	—	—
Amortization	—	—	—	—	—	7.2	—	—	7.2	—
Shares paid for tax withholding for stock-based payments	—	—	—	(0.6)	—	(7.5)	—	—	(7.5)	—
Series A Preferred Stock dividends (7%)	—	—	—	—	—	—	(2.2)	—	(2.2)	—
Dividends ($0.30 per share)	—	—	—	—	—	—	(50.0)	—	(50.0)	—
Adjustment to redeemable value of noncontrolling interests	3.6	—	—	—	—	(3.6)	—	—	(3.6)	—
Other	(0.1)	—	—	—	—	—	—	—	—	(0.1)
Balance as of March 31, 2024	$ 34.9	0.1	$ 119.8	161.9	$ 1.7	$ 2,398.6	$ (1,900.5)	$ (8.9)	$ 490.9	$ 1.6
Balance as of December 31, 2024	$ 13.6	0.1	$ 119.8	166.0	$ 1.7	$ 2,493.6	$ (1,846.2)	$ (0.1)	$ 649.0	$ 1.6
Net loss	(0.1)	—	—	—	—	—	(20.6)	—	(20.6)	—
Stock-based payments:										
Vested	—	—	—	1.9	—	—	—	—	—	—
Amortization	—	—	—	—	—	9.5	—	—	9.5	—
Shares paid for tax withholding for stock-based payments	—	—	—	(0.8)	—	(14.9)	—	—	(14.9)	—
Series A Preferred Stock dividends (7%)	—	—	—	—	—	—	(2.2)	—	(2.2)	—
Dividends ($0.30 per share)	—	—	—	—	—	—	(50.1)	—	(50.1)	—
Adjustment to redeemable value of noncontrolling interests	3.8	—	—	—	—	(3.8)	—	—	(3.8)	—
Other	0.1	—	—	—	—	—	—	—	—	—
Balance as of March 31, 2025	$ 17.4	0.1	$ 119.8	167.1	$ 1.7	$ 2,484.4	$ (1,919.1)	$ (0.1)	$ 566.9	$ 1.6

See accompanying notes to unaudited consolidated financial statements.

OUTFRONT Media Inc.
Consolidated Statements of Cash Flows
(Unaudited)

(in millions)	Three Months Ended March 31, 2025	2024
Operating activities:		
Net loss attributable to OUTFRONT Media Inc.	$ (20.6)	$ (27.2)
Adjustments to reconcile net income (loss) to net cash flow provided by operating activities:		
Net income (loss) attributable to redeemable and non-redeemable noncontrolling interests	(0.1)	0.1
Depreciation and amortization	40.7	36.1
Deferred tax provision	—	1.0
Stock-based compensation	9.5	7.2
Provision for doubtful accounts	1.5	1.1
Accretion expense	0.7	0.8
Net loss on dispositions	0.1	0.1
Equity in earnings of investee companies, net of tax	(1.9)	0.2
Distributions from investee companies	0.3	0.7
Amortization of deferred financing costs and debt discount	1.5	1.6
Change in assets and liabilities, net of investing and financing activities:		
Decrease in receivables	45.3	34.9
(Increase) decrease in prepaid expenses and other current assets	0.8	(2.0)
Decrease in accounts payable and accrued expenses	(67.8)	(41.6)
Increase in operating lease assets and liabilities	2.1	3.6
Increase in deferred revenues	16.7	14.7
Increase in income taxes	0.5	1.2
Decrease in assets and liabilities held for sale, net	—	(0.5)
Other, net	4.3	(1.4)
Net cash flow provided by operating activities	33.6	30.6
Investing activities:		
Capital expenditures	(17.2)	(18.4)
Acquisitions	(5.7)	(6.0)
MTA franchise rights	(4.0)	—
Net proceeds from dispositions	0.7	5.4
Return of investment in investee companies	1.5	—
Net cash flow used for investing activities	(24.7)	(19.0)
Financing activities:		
Proceeds from borrowings under short-term debt facilities	50.0	65.0
Repayments of borrowings under short-term debt facilities	(10.0)	(10.0)
Payments of deferred financing costs	—	(0.1)
Taxes withheld for stock-based compensation	(12.3)	(7.4)
Dividends	(53.0)	(52.4)
Net cash flow used for financing activities	(25.3)	(4.9)

OUTFRONT Media Inc.
Consolidated Statements of Cash Flows (Continued)
(Unaudited)

(in millions)	Three Months Ended March 31, 2025	2024
Effect of exchange rate changes on cash and cash equivalents	—	(0.3)
Net increase (decrease) in cash and cash equivalents	(16.4)	6.4
Cash and cash equivalents at beginning of period	46.9	36.0
Cash and cash equivalents at end of period	$ 30.5	$ 42.4
Supplemental disclosure of cash flow information:		
Cash paid for income taxes	$ —	$ 0.1
Cash paid for interest	46.2	51.2
Non-cash investing and financing activities:		
Accrued purchases of property and equipment	$ 13.4	$ 8.0
Accrued MTA franchise rights	1.6	—
Taxes withheld for stock-based compensation	2.6	0.1

See accompanying notes to unaudited consolidated financial statements.

OUTFRONT Media Inc.
Notes to Consolidated Financial Statements
(Unaudited)

Note 1. Description of Business and Basis of Presentation

Description of Business

OUTFRONT Media Inc. (the "Company") and its subsidiaries (collectively, "we," "us" or "our") is a real estate investment trust ("REIT"), which provides advertising space ("displays") on out-of-home advertising structures and sites in the United States (the "U.S."). Our inventory consists of billboard displays, which are primarily located on the most heavily traveled highways and roadways in top Nielsen Designated Market Areas ("DMAs"), and transit advertising displays operated under exclusive multi-year contracts with municipalities in large cities across the U.S. In total, we have displays in all of the 25 largest markets in the U.S. and approximately 120 markets across the U.S. We currently manage our operations through two reportable operating segments—(1) *Billboard* and (2) *Transit*. Prior to its sale, our Canadian operations comprised our International operating segment, which did not meet the criteria to be a reportable segment and accordingly, was included in *Other*. Historical operating results of our Canadian operations are included in *Other* through the date of sale.

On June 7, 2024, we sold all of our equity interests in Outdoor Systems Americas ULC and its subsidiaries (the "Transaction"), which held all of the assets of the Company's outdoor advertising business in Canada (the "Canadian Business"). (See Note 12. *Acquisitions and Dispositions*: *Dispositions*.)

Basis of Presentation and Use of Estimates

The accompanying unaudited consolidated financial statements have been prepared pursuant to the rules of the Securities and Exchange Commission (the "SEC"). In the opinion of our management, the accompanying unaudited consolidated financial statements reflect all adjustments, consisting of normal and recurring adjustments, necessary for a fair presentation of our financial position, results of operations and cash flows for the periods presented. These financial statements should be read in conjunction with the more detailed financial statements and notes thereto, included in our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on February 28, 2025.

The preparation of our financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amount of revenues and expenses during the reporting period. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ materially from these estimates under different assumptions or conditions.

On January 17, 2025, the Company effected a Reverse Stock Split (as defined below) of the Company's common stock (see Note 10. *Equity*). All shares of the Company's common stock and per-share data included in these consolidated financial statements have been retroactively adjusted as though the Reverse Stock Split has been effected prior to all periods presented.

Revision of Previously Issued Financial Information

In the third quarter of 2024, we identified an error related to the accounting for noncontrolling interests in our consolidated joint ventures, which include buy/sell clauses. The error related to the appropriate classification of these noncontrolling interests as redeemable and recognition of these redeemable noncontrolling interests at the maximum redemption value for each period. The Company assessed the materiality of the error on its previously issued financial statements in accordance with the SEC's Staff Accounting Bulletin ("SAB") No. 99 and SAB No. 108 and concluded that the amount was not material, individually or in the aggregate, to any of its previously issued financial statements, but would have been material to certain of our financial statements in the current period. Accordingly, we have revised our previously issued financial information. All relevant prior period amounts affected by these revisions have been corrected in the applicable Notes to the Consolidated Financial Statements, as appropriate. Any prior periods not presented herein may be revised in future filings to the extent necessary. (See Note 18. *Revised Consolidated Financial Information*.)

The impact of the revisions have been reflected throughout the Consolidated Financial Statements, including the applicable Notes to the Consolidated Financial Statements, as appropriate.

Note 2. New Accounting Standards

Adoption of New Accounting Standards

In December 2023, the Financial Accounting Standards Board ("FASB") issued guidance to enhance the transparency and decision usefulness of income tax disclosures primarily related to rate reconciliation and income taxes paid information. The guidance is effective for annual periods beginning after December 15, 2024. Retrospective application is permitted. We are currently evaluating the impact of this guidance on our 2025 annual consolidated financial statements.

Recent Pronouncements

In November 2024 and January 2025, the FASB issued guidance to improve disclosure of expenses by providing more detailed information about specific expense categories included in commonly presented financial statement expense captions in the notes to the financial statements. The guidance is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted. This guidance does not change or remove current expense disclosure requirements and will not have any impact on our consolidated financial statements.

Note 3. Property and Equipment, Net

The table below presents the balances of major classes of assets and accumulated depreciation.

(in millions)	Estimated Useful Lives	As of March 31, 2025	As of December 31, 2024
Land		$ 110.3	$ 110.2
Buildings	15 to 35 years	47.6	47.1
Advertising structures	3 to 20 years	1,767.0	1,752.8
Furniture, equipment and other	3 to 10 years	190.4	186.8
Construction in progress		34.1	32.9
		2,149.4	2,129.8
Less: Accumulated depreciation		1,500.6	1,480.9
Property and equipment, net		$ 648.8	$ 648.9

Depreciation expense was $23.6 million in the three months ended March 31, 2025, and $18.5 million in the three months ended March 31, 2024.

Note 4. Intangible Assets

Our identifiable intangible assets primarily consist of acquired permits and leasehold agreements, and franchise agreements, which grant us the right to operate out-of-home structures in specified locations and the right to provide advertising space on railroad and municipal transit properties. Identifiable intangible assets are amortized on a straight-line basis over their estimated useful life, which is the respective life of the agreement that in some cases includes historical experience of renewals.

Our identifiable intangible assets consist of the following:

(in millions)	Gross	Accumulated Amortization	Impairment	Net
As of March 31, 2025:				
Permits and leasehold agreements	$ 1,539.5	$ (948.9)	$ —	$ 590.6
Franchise agreements[(a)]	892.6	(363.3)	(485.8)	43.5
Other intangible assets	19.5	(10.7)	—	8.8
Total intangible assets	$ 2,451.6	$ (1,322.9)	$ (485.8)	$ 642.9
As of December 31, 2024:				
Permits and leasehold agreements	$ 1,535.9	$ (935.7)	$ —	$ 600.2
Franchise agreements[(a)]	888.8	(360.9)	(485.8)	42.1
Other intangible assets	19.5	(9.8)	—	9.7
Total intangible assets	$ 2,444.2	$ (1,306.4)	$ (485.8)	$ 652.0

(a) We reclassified all *Prepaid MTA equipment deployment costs* (see Note 16. *Commitments and Contingencies*) and recorded impairments in the first and second quarters of 2024, due to the long-term outlook of our Transit reporting unit.

In the three months ended March 31, 2025, we acquired 6 displays, resulting in amortizable intangible assets for permits and leasehold agreements of $4.9 million, which are amortized using the straight-line method over their estimated useful lives, an average period of 18.8 years.

All of our intangible assets, except goodwill, are subject to amortization. Amortization expense was $17.1 million in the three months ended March 31, 2025, and $17.6 million in the three months ended March 31, 2024.

As a result of negative aggregate undiscounted cash flow forecasts related to our New York Metropolitan Transportation Authority (the "MTA") asset group, we performed a quarterly impairment analysis on the MTA asset group during the three months ended March 31, 2024, and recorded an impairment charge of $9.1 million, representing additional MTA equipment deployment cost spending during the quarter. No impairment charges were recorded during the three months ended March 31, 2025.

Note 5. Leases

Lessee

The following table presents our operating lease assets and liabilities:

(in millions, except years and percentages)	As of March 31, 2025	As of December 31, 2024
Operating lease assets	$ 1,495.3	$ 1,503.8
Short-term operating lease liabilities	177.4	168.7
Non-current operating lease liabilities	1,336.3	1,351.8
Weighted-average remaining lease term	10.8 years	10.8 years
Weighted-average discount rate	6.4 %	6.4 %

The components of our lease expenses were as follows:

(in millions)	Three Months Ended March 31, 2025	2024
Operating expenses	$ 109.4	$ 121.2
Selling, general and administrative expenses	2.9	3.9
Variable costs	25.9	28.6
Cash paid for operating leases[(a)]	133.0	142.5
Leased assets obtained in exchange for new operating lease liabilities	56.1	60.5

(a) In 2024, includes amounts related to Canada. (See Note 12. *Acquisitions and Dispositions*: *Dispositions*.)

For each of the three months ended March 31, 2025 and 2024, sublease income related to office properties was immaterial.

Lessor

We recorded rental income of $289.1 million for the three months ended March 31, 2025, and $304.1 million for the three months ended March 31, 2024, in *Revenues* on our Consolidated Statement of Operations.

Note 6. Asset Retirement Obligation

The following table sets forth the change in the asset retirement obligations associated with our advertising structures located on leased properties. The obligation is calculated based on the assumption that all of our advertising structures will be removed within the next 50 years. The estimated annual costs to dismantle and remove the structures upon the termination or non-renewal of our leases are consistent with our historical experience.

(in millions)	
As of December 31, 2024	$ 33.9
Accretion expense	0.7
Additions	0.1
Liabilities settled	(0.5)
As of March 31, 2025	$ 34.2

Note 7. Related Party Transactions

On January 18, 2023, we entered into a transaction with an affiliate of Providence Equity Partners L.L.C. (the "Providence Affiliate") in connection with the Providence Affiliate's purchase of a lease for certain outdoor advertising assets (the "Assets") from a third-party seller. Pursuant to an agreement between us and the Providence Affiliate (the "Billboard Agreement"), we agreed to exclusively market, license and make advertising space available on the Assets to third-party advertisers for a term of up to ten years (the "Billboard Transaction"). In return, we will retain all revenues from the sale of advertising with respect to the Assets less the following payments to the Providence Affiliate or its payment designee, as applicable: (i) a minimum annual guarantee payment paid to the Providence Affiliate's payment designee that increases from approximately $1.8 million to $3.5 million during the term of the Billboard Agreement; (ii) a minimum annual guarantee payment paid to the Providence Affiliate that increases from $8.5 million to $12.0 million by year six and adjusted for inflation thereafter through year ten; (iii) a percentage revenue share payment on gross revenues generated above $22.0 million paid to the Providence Affiliate during the term of the Billboard Agreement; (iv) a percentage revenue share payment on net revenues until $100.0 million is paid to the Providence Affiliate or its payment designee, as applicable; and (v) a one-time payment of $10.0 million paid to the Providence Affiliate on the fifth anniversary of the closing of the Billboard Transaction (the "Billboard Transaction Closing") if we have not yet acquired the Assets as described below. The Billboard Agreement also provides that (i) we have the option to acquire the Assets from the Providence Affiliate between the third and seventh anniversaries of the Billboard Transaction Closing at pre-agreed prices depending on the time at which we exercise the option; (ii) prior to the seventh anniversary of the Billboard Transaction Closing, we have a right of first offer prior to any sale of the Assets by the Providence Affiliate to a third-

party; and (iii) in the event of a termination of the Billboard Agreement by the Providence Affiliate after a sale to a third-party, we may in certain circumstances be entitled to receive a termination payment. As of March 31, 2025, operating lease assets related to the Billboard Agreement were $83.0 million, current operating lease liabilities related to the Billboard Agreement were $4.3 million and non-current operating lease liabilities related to the Billboard Agreement were $87.8 million, and are included in *Operating lease assets,* current *Operating lease liabilities* and non-current *Operating lease liabilities*, respectively, on the Consolidated Statements of Financial Position. Billboard revenues related to the Billboard Agreement were $3.0 million in the three months ended March 31, 2025, $2.8 million in the three months ended March 31, 2024, and recorded in *Revenues* on the Consolidated Statement of Operations. Operating lease expenses related to the Billboard Agreement were $3.0 million in the three months ended March 31, 2025, and $3.5 million in the three months ended March 31, 2024, and recorded in *Operating* expenses on the Consolidated Statement of Operations.

Joint Ventures

Additionally, we have a 50% ownership interest in one active joint venture that operates transit shelters in the greater Los Angeles area and two active joint ventures which operate a total of nine billboard displays in New York and Boston. All of these joint ventures are accounted for as equity investments. These investments totaled $8.8 million as of March 31, 2025, and $8.6 million as of December 31, 2024, and are included in *Other assets* on the Consolidated Statements of Financial Position. We provided sales and management services to these joint ventures and recorded management fees in *Revenues* on the Consolidated Statement of Operations of $0.6 million in the three months ended March 31, 2025 and $1.0 million in the three months ended March 31, 2024.

Note 8. Debt

Debt, net, consists of the following:

	As of	
(in millions, except percentages)	**March 31, 2025**	**December 31, 2024**
Short-term debt:		
AR Facility	$ 50.0	$ 10.0
Total short-term debt	50.0	10.0
Long-term debt:		
Term loan, due 2026	399.6	399.5
Senior secured notes:		
7.375% senior secured notes, due 2031	450.0	450.0
Senior unsecured notes:		
5.000% senior unsecured notes, due 2027	650.0	650.0
4.250% senior unsecured notes, due 2029	500.0	500.0
4.625% senior unsecured notes, due 2030	500.0	500.0
Total senior unsecured notes	1,650.0	1,650.0
Debt issuance costs	(15.9)	(17.0)
Total long-term debt, net	2,483.7	2,482.5
Total debt, net	$ 2,533.7	$ 2,492.5
Weighted average cost of debt	5.4 %	5.4 %

Term Loan

The interest rate on the term loan due in 2026 (the "Term Loan") was 6.1% per annum as of March 31, 2025. As of March 31, 2025, a discount of $0.4 million on the Term Loan remains unamortized. The discount is being amortized through *Interest expense, net*, on the Consolidated Statement of Operations.

Revolving Credit Facility

We also have a $500.0 million revolving credit facility, which matures in 2028 (the "Revolving Credit Facility," together with the Term Loan, the "Senior Credit Facilities").

As of March 31, 2025, there were no outstanding borrowings under the Revolving Credit Facility.

The commitment fee based on the amount of unused commitments under the Revolving Credit Facility was $0.5 million in each of the three months ended March 31, 2025, and 2024. As of March 31, 2025, we had issued letters of credit totaling approximately $5.2 million against the letter of credit facility sublimit under the Revolving Credit Facility.

Standalone Letter of Credit Facilities

As of March 31, 2025, we had issued letters of credit totaling approximately $64.7 million under our aggregate $81.0 million standalone letter of credit facilities. The total fees under the letter of credit facilities were immaterial in each of the three months ended March 31, 2025 and 2024.

Accounts Receivable Securitization Facility

As of March 31, 2025, we have a $150.0 million revolving accounts receivable securitization facility (the "AR Facility"), which terminates in June 2027, unless further extended.

In connection with the AR Facility, Outfront Media LLC and Outfront Media Outernet Inc., each a wholly-owned subsidiary of the Company, and certain of the Company's taxable REIT subsidiaries ("TRSs") (the "Originators"), will sell and/or contribute their respective existing and future accounts receivable and certain related assets to either Outfront Media Receivables LLC, a special purpose vehicle and wholly-owned subsidiary of the Company relating to the Company's qualified REIT subsidiary accounts receivable assets (the "QRS SPV") or Outfront Media Receivables TRS, LLC a special purpose vehicle and wholly-owned subsidiary of the Company relating to the Company's TRS accounts receivable assets (the "TRS SPV" and together with the QRS SPV, the "SPVs"). The SPVs may transfer undivided interests in their respective accounts receivable assets to certain purchasers from time to time (the "Purchasers"). The SPVs are separate legal entities with their own separate creditors who will be entitled to access the SPVs' assets before the assets become available to the Company. Accordingly, the SPVs' assets are not available to pay creditors of the Company or any of its subsidiaries, although collections from the receivables in excess of amounts required to repay the Purchasers and other creditors of the SPVs may be remitted to the Company. Outfront Media LLC will service the accounts receivables on behalf of the SPVs for a fee. The Company has agreed to guarantee the performance of the Originators and Outfront Media LLC, in its capacity as servicer, of their respective obligations under the agreements governing the AR Facility. Neither the Company, the Originators nor the SPVs guarantee the collectability of the receivables under the AR Facility. Further, the TRS SPV and the QRS SPV are jointly and severally liable for their respective obligations under the agreements governing the AR Facility.

As of March 31, 2025, there were $50.0 million of outstanding borrowings under the AR Facility, at a borrowing rate of 5.6%. As of March 31, 2025, borrowing capacity remaining under the AR Facility was $100.0 million based on approximately $312.9 million of accounts receivable that could be used as collateral for the AR Facility in accordance with the agreements governing the AR Facility. The commitment fee based on the amount of unused commitments under the AR Facility was $0.1 million in each of the three months ended March 31, 2025 and 2024. In April 2025, we made a repayment of $10.0 million under the AR Facility.

Debt Covenants

Our credit agreement, dated as of January 31, 2014 (as amended, restated, amended and restated, supplemented or otherwise modified, the "Credit Agreement"), governing the Senior Credit Facilities, the agreements governing the AR Facility, and the indentures governing our senior notes contain customary affirmative and negative covenants, subject to certain exceptions,

including but not limited to those that restrict the Company's and its subsidiaries' abilities to (i) pay dividends on, repurchase or make distributions in respect to the Company's or its wholly-owned subsidiary, Outfront Media Capital LLC's capital stock or make other restricted payments other than dividends or distributions necessary for us to maintain our REIT status, subject to certain conditions and exceptions, (ii) enter into agreements restricting certain subsidiaries' ability to pay dividends or make other intercompany or third-party transfers, and (iii) incur additional indebtedness. One of the exceptions to the restriction on our ability to incur additional indebtedness is satisfaction of a Consolidated Total Leverage Ratio, which is the ratio of our consolidated total debt to our Consolidated EBITDA (as defined in the Credit Agreement) for the trailing four consecutive quarters, of no greater than 6.0 to 1.0. As of March 31, 2025, our Consolidated Total Leverage Ratio was 4.8 to 1.0, as adjusted to give pro forma effect to the Transaction, in accordance with the Credit Agreement.

The terms of the Credit Agreement (and under certain circumstances, the agreements governing the AR Facility) require that we maintain a Consolidated Net Secured Leverage Ratio, which is the ratio of (i) our consolidated secured debt (less up to $150.0 million of unrestricted cash) to (ii) our Consolidated EBITDA (as defined in the Credit Agreement) for the trailing four consecutive quarters, of no greater than 4.5 to 1.0. As of March 31, 2025, our Consolidated Net Secured Leverage Ratio was 1.6 to 1.0, as adjusted to give pro forma effect to the Transaction, in accordance with the Credit Agreement. As of March 31, 2025, we are in compliance with our debt covenants.

Deferred Financing Costs

As of March 31, 2025, we had deferred $19.6 million in fees and expenses associated with the Term Loan, the Revolving Credit Facility, the AR Facility and our senior notes. We are amortizing the deferred fees through *Interest expense, net,* on our Consolidated Statement of Operations over the respective terms of the Term Loan, Revolving Credit Facility, AR Facility and our senior notes.

Fair Value

Under the fair value hierarchy, observable inputs such as unadjusted quoted prices in active markets for identical assets or liabilities are defined as Level 1; observable inputs other than quoted prices included within Level 1 that are either directly or indirectly observable for the asset or liability are defined as Level 2; and unobservable inputs for the asset or liability are defined as Level 3. The aggregate fair value of our debt, which is estimated based on quoted market prices of similar liabilities, was approximately $2.5 billion as of both March 31, 2025, and December 31, 2024. The fair value of our debt as of both March 31, 2025, and December 31, 2024, is classified as Level 2.

Note 9. Redeemable Noncontrolling Interests

To the extent that the noncontrolling interests' buy/sell arrangement redemption amount is correlated with the estimated fair value of the subsidiary or its underlying assets, we have used the market method to estimate such fair values. The redemption value of these interests, as of all periods presented, is classified as Level 3. (See Note 8. *Debt: Fair Value*.)

Note 10. Equity

As of March 31, 2025, 450,000,000 shares of our common stock, par value $0.01 per share, were authorized; 167,073,066 shares were issued and outstanding; and 50,000,000 shares of our preferred stock, par value $0.01 per share, were authorized, with 125,000 shares of our Series A Convertible Perpetual Preferred Stock (the "Series A Preferred Stock"), par value $0.01 per share, issued and outstanding.

The Series A Preferred Stock ranks senior to the shares of the Company's common stock with respect to dividend and distribution rights. Holders of the Series A Preferred Stock are entitled to a cumulative dividend accruing at the initial rate of 7.0% per year, payable quarterly in arrears, subject to increases as set forth in the Articles Supplementary, effective as of April 20, 2020 (the "Articles"). Dividends may, at the option of the Company, be paid in cash, in-kind, through the issuance of additional shares of Series A Preferred Stock or a combination of cash and in-kind, until April 20, 2028, after which time dividends will be payable solely in cash. So long as any shares of Series A Preferred Stock remain outstanding, the Company may not, without the consent of a specified percentage of holders of shares of Series A Preferred Stock, declare a dividend on, or make any distributions relating to, capital stock that ranks junior to, or on a parity basis with, the Series A Preferred Stock, subject to certain exceptions, including but not limited to (i) any dividend or distribution in cash or capital stock of the Company on or in respect of the capital stock of the Company to the extent that such dividend or distribution is necessary to maintain the Company's status as a REIT; and (ii) any dividend or distribution in cash in respect of our common stock that,

together with the dividends or distributions during the 12-month period immediately preceding such dividend or distribution, is not in excess of 5% of the aggregate dividends or distributions paid by the Company necessary to maintain its REIT status during such 12-month period. If any dividends or distributions in respect of the shares of our common stock are paid in cash, the shares of Series A Preferred Stock will participate in the dividends or distributions on an as-converted basis up to the amount of their accrued dividend for such quarter, which amounts will reduce the dividends payable on the shares of Series A Preferred Stock dollar-for-dollar for such quarter. The Series A Preferred Stock is convertible at the option of any holder at any time into shares of our common stock at an initial conversion price of $16.00 per share and an initial conversion rate of 62.50 shares of our common stock per share of Series A Preferred Stock, subject to certain anti-dilution adjustments and a share cap as set forth in the Articles. Subject to certain conditions set forth in the Articles (including a change of control), each of the Company and the holders of the Series A Preferred Stock may convert or redeem the Series A Preferred Stock at the prices set forth in the Articles, plus any accrued and unpaid dividends.

During the three months ended March 31, 2025, we paid cash dividends of $2.2 million on the Series A Preferred Stock. As of March 31, 2025, the maximum number of shares of common stock that could be required to be issued on conversion of the outstanding shares of Series A Preferred Stock was approximately 7.8 million shares.

We have a sales agreement in connection with an "at-the-market" equity offering program (the "ATM Program"), under which we may, from time to time, issue and sell shares of our common stock up to an aggregate offering price of $300.0 million. We have no obligation to sell any of our common stock under the sales agreement and may at any time suspend solicitations and offers under the sales agreement. No shares were sold under the ATM Program during the three months ended March 31, 2025. As of March 31, 2025, we had approximately $232.5 million of capacity remaining under the ATM Program.

On January 17, 2025, we effectuated a 1-for-1.024549 reverse stock split on our common stock (the "Reverse Stock Split"). All shares of the Company's common stock included in these Consolidated Financial Statements have been retroactively adjusted as though the Reverse Stock Split has been effected prior to all periods presented.

On May 8, 2025, we announced that our board of directors approved a quarterly cash dividend of $0.30 per share on our common stock payable on June 30, 2025, to stockholders of record at the close of business on June 6, 2025.

Note 11. Revenues

The following table summarizes revenues by source:

	Three Months Ended March 31,	
(in millions)	**2025**	**2024**
Billboard:		
Static displays	$ 206.9	$ 222.8
Digital displays	92.3	93.9
Other	11.5	12.1
Billboard revenues	310.7	328.8
Transit:		
Static displays	34.1	38.7
Digital displays	35.6	32.8
Other	8.0	7.9
Transit revenues	77.7	79.4
Other	2.3	0.3
Total revenues	$ 390.7	$ 408.5

Rental income was $289.1 million in the three months ended March 31, 2025, and $304.1 million in the three months ended March 31, 2024, and is recorded in *Revenues* on the Consolidated Statement of Operations.

The following table summarizes revenues by geography:

(in millions)	Three Months Ended March 31, 2025	2024
United States:		
Billboard	$ 310.7	$ 313.9
Transit	77.7	75.7
Other	2.3	0.3
Total United States revenues	390.7	389.9
Canada	—	18.6
Total revenues	$ 390.7	$ 408.5

We recognized substantially all of the *Deferred revenues* on the Consolidated Statement of Financial Position as of December 31, 2024, during the three months ended March 31, 2025.

Note 12. Acquisitions and Dispositions

Acquisitions

We completed several asset acquisitions for a total purchase price of approximately $5.7 million in the three months ended March 31, 2025, and $6.0 million in the three months ended March 31, 2024. The value of the assets acquired during 2025 and 2024 has primarily been allocated to the related permits and leasehold agreements intangible assets (see Note 4. *Intangible Assets*).

Dispositions

On June 7, 2024, the Company completed the sale of the Canadian Business in the Transaction. In connection with the Transaction, the Company received C$410.0 million in cash, subject to certain purchase price adjustments.

Note 13. Stock-Based Compensation

In the first quarter of 2025, the Company updated its long-term equity incentive compensation program for the Company's executive officers and certain other employees by adding a relative total shareholder return ("TSR") financial measure and removing adjusted funds from operations as a financial measure for the allocation and calculation of performance-based restricted share units ("PRSUs") awards. The Company modified the vesting schedule for the PRSU awards as well. Accordingly, the Company's annual long-term equity incentive compensation awards for these employees will be allocated as follows going forward: (i) 60% PRSUs, which contain market and service conditions, (1) with 60% of the awards earned based on one-year Adjusted OIBDA (as defined below) performance, subject to ratable vesting over a three-year period following the grant date, and (2) 40% earned based on the Company's TSR relative to the TSRs of the companies in a custom peer group based on a three-year performance period from January 1, 2025 to December 31, 2027, subject to cliff vesting in full on the third anniversary of the award grant date; and (ii) 40% time-based restricted share units ("RSUs"), which only contain a service condition, subject to ratable vesting over a three-year period following the grant date. The number of PRSUs eligible to vest will range from 0% to 120% or 0% to 200% of target based on the Company's Adjusted OIBDA performance and the Company's relative TSR performance, as applicable. Monte Carlo method simulation has been used to estimate the grant date fair value of the PRSUs that have a market condition.

In addition, in the first quarter of 2025, the Company granted one-time grants of PRSUs to certain executive officers and other employees to, among other things, address the change in vesting periods of the PRSU awards, from PRSU awards that had one-year determination periods in 2024 to PRSU awards that had a combination of one-year and three-year determination periods in 2025. The terms and conditions of these PRSU grants are substantially similar to those of the PRSU grants described above, except that the Company's TSR relative to the TSRs of the companies in a custom peer group will be measured over a two-year performance period from January 1, 2025 to December 31, 2026, and these PRSU grants will cliff vest in full on the second anniversary of the award grant date. Monte Carlo method simulation has been used to estimate the grant date fair value of these one-time PRSU grants.

The following table summarizes our stock-based compensation expense for the three months ended March 31, 2025 and 2024.

	Three Months Ended March 31,	
(in millions)	2025	2024
Stock-based compensation expenses (RSUs and PRSUs), before income taxes	$ 9.5	$ 7.2
Tax benefit	(0.4)	(0.2)
Stock-based compensation expense, net of tax	$ 9.1	$ 7.0

As of March 31, 2025, total unrecognized compensation cost related to non-vested RSUs and PRSUs was $42.1 million, which is expected to be recognized over a weighted average period of 2.3 years.

RSUs and PRSUs

The following table summarizes activity for the three months ended March 31, 2025, of RSUs and PRSUs issued to our employees.

	Activity	Weighted Average Per Share Grant Date Fair Market Value
Non-vested as of December 31, 2024	3,282,970	$ 15.37
Granted:		
RSUs	1,017,966	18.30
PRSUs	435,384	20.81
Vested:		
RSUs	(1,040,617)	17.15
PRSUs	(498,297)	16.80
Forfeitures:		
RSUs	(17,031)	15.33
Non-vested as of March 31, 2025	3,180,375	16.25

Note 14. Income Taxes

We are organized in conformity with the requirements for qualification and taxation as a REIT under the Internal Revenue Code of 1986, as amended (the "Code") and, accordingly, we have not provided for U.S. federal income tax on our REIT taxable income that we distribute to our stockholders. We have elected to treat our subsidiaries that participate in certain non-REIT qualifying activities as TRSs. As such, we have provided for their federal, state and foreign income taxes.

Tax years 2021 to present are open for examination by the tax authorities.

Our effective income tax rate represents a combined annual effective tax rate for federal, state, local and foreign taxes applied to interim operating results.

In the three months ended March 31, 2025, our effective tax rate differed from the U.S. federal statutory income tax rate primarily due to our REIT status, including the dividends paid deduction, and the impact of state and local taxes. In the three months ended March 31, 2024, our effective tax rate also included the effect of foreign operations before the impact of the Transaction.

Note 15. Earnings Per Share ("EPS")

(in millions)	Three Months Ended March 31, 2025	2024
Net loss available for common stockholders	$ (20.6)	$ (27.2)
Less: Distributions to holders of Series A Preferred Stock	2.2	2.2
Net loss available for common stockholders, basic and diluted	$ (22.8)	$ (29.4)
Weighted average shares for basic EPS	166.4	161.4
Weighted average shares for diluted EPS[(a)(b)]	166.4	161.4

(a) The potential impact of 2.4 million granted RSUs and PRSUs in the three months ended March 31, 2025, and 1.8 million granted RSUs and PRSUs in the three months ended March 31, 2024, were antidilutive.
(b) The potential impact of 7.8 million shares of our common stock issuable upon conversion of the Series A Preferred Stock in each of the three months ended March 31, 2025 and 2024, were antidilutive.

Note 16. Commitments and Contingencies

Off-Balance Sheet Arrangements

Our off-balance sheet commitments primarily consist of guaranteed minimum annual payments and letters of credit. These arrangements result from our normal course of business and represent obligations that are payable over several years.

Contractual Obligations

We have agreements with municipalities and transit operators which entitle us to operate advertising displays within their transit systems, including on the interior and exterior of rail and subway cars and buses, as well as on benches, transit shelters, street kiosks, and transit platforms. Under most of these franchise agreements, the franchisor is entitled to receive the greater of a percentage of the relevant revenues, net of agency fees, or a specified guaranteed minimum annual payment.

Under the current MTA agreement, which was amended in June 2020 and July 2021 and is subject to modification as agreed-upon by us and the MTA (as amended, the "MTA Agreement"):

- *Deployments*. We must deploy, over a number of years, (i) 5,433 digital advertising screens on subway and train platforms and entrances, (ii) 15,896 smaller-format digital advertising screens on rolling stock, and (iii) 9,283 MTA communications displays, which amounts are subject to the MTA's ability to fulfill its pre-installation obligations under the MTA Agreement. We are also obligated to deploy certain additional digital advertising screens and MTA communications displays in subway and train stations and rolling stock that the MTA may build or acquire in the future (collectively, the "New Inventory").

- *Recoupment of Equipment Deployment Costs.* We may retain incremental revenues that exceed an annual base revenue amount for the cost of deploying advertising and communications displays throughout the transit system. Recoupable MTA equipment deployment costs are recorded as *Prepaid MTA equipment deployment costs* and *Intangible assets* on our Consolidated Statement of Financial Position, and as these costs are recouped from incremental revenues that the MTA would otherwise be entitled to receive, *Prepaid MTA equipment deployment costs* will be reduced. If incremental revenues generated over the term of the agreement are not sufficient to cover all or a portion of the equipment deployment costs, the costs will not be recouped, which could have an adverse effect on our business, financial condition and results of operations, including impairment charges (see Note 4. *Intangible Assets*). If we do not recoup all costs of deploying advertising and communications screens with respect to the New Inventory by the end of the term of the MTA Agreement, the MTA will be obligated to reimburse us for these costs. Deployment costs in an amount not to exceed $50.7 million, which are deemed authorized before December 31, 2020, will be paid directly by the MTA. For any deployment costs deemed authorized after December 31, 2020, the MTA and the Company will no longer be obligated to directly pay 70% and 30% of the costs, respectively, and these costs will be subject to recoupment in accordance with the MTA Agreement. We did not recoup any equipment deployment costs in the three months ended March 31, 2025. In addition, we currently do not expect to recoup any equipment deployment costs throughout the remainder of the Amended Term (as defined below) of the MTA Agreement.

- *Payments*. We must pay to the MTA the greater of a percentage of revenues or a guaranteed minimum annual payment. Our payment obligations with respect to guaranteed minimum annual payment amounts owed to the MTA resumed on January 1, 2021, in accordance with the terms of the MTA Agreement, and any guaranteed minimum annual payment amounts that would have been paid for the period from April 1, 2020 through December 31, 2020 (less any revenue share amounts actually paid during this period using an increased revenue share percentage of 65%) will instead be added in equal increments to the guaranteed minimum annual payment amounts owed for the period from January 1, 2022, through December 31, 2026. The MTA Agreement also provides that if prior to April 1, 2028 the balance of unrecovered costs of deploying advertising and communications screens throughout the transit system is equal to or less than zero, then in any year following the year in which such recoupment occurs (the "Recoupment Year"), the MTA is entitled to receive an additional payment equal to 2.5% of the annual base revenue amount for such year calculated in accordance with the MTA Agreement, provided that gross revenues in such year (i) were at least equal to the gross revenues generated in the Recoupment Year, and (ii) did not decline by more than 5% from the prior year.

- *Term*. In July 2021, we extended the initial 10-year term of the MTA Agreement to a 13-year base term (the "Amended Term"). We have the option to extend the Amended Term for an additional five-year period at the end of the Amended Term, subject to satisfying certain quantitative and qualitative conditions.

During the three months ended March 31, 2025, we had no recoupment from incremental revenues. As of March 31, 2025, 27,033 digital displays had been installed, composed of 4,998 digital advertising screens on subway and train platforms and entrances, 15,664 smaller-format digital advertising screens on rolling stock and 6,371 MTA communications displays. In the three months ended March 31, 2025, 788 installations occurred. During the three months ended March 31, 2025, we incurred equipment deployment costs of $3.7 million, which were recorded as *Intangible assets* related to franchise agreements. As of March 31, 2025, we had *Intangible assets* related to franchise agreements balance related to the MTA Agreement of $13.9 million.
As a result of negative aggregate undiscounted cash flow forecasts related to our MTA asset group, we performed a quarterly impairment analysis on the MTA asset group during the three months ended March 31, 2024, and recorded an impairment charge of $9.1 million, representing additional MTA equipment deployment cost spending during the quarter. No impairment charges were recorded during the three months ended March 31, 2025.

Letters of Credit

We have indemnification obligations with respect to letters of credit and surety bonds primarily used as security against non-performance in the normal course of business. As of March 31, 2025, the outstanding letters of credit were approximately $69.9 million and outstanding surety bonds were approximately $172.6 million, and were not recorded on the Consolidated Statements of Financial Position.

Legal Matters

On an ongoing basis, we are engaged in lawsuits and governmental proceedings and respond to various investigations, inquiries, notices and claims from national, state and local governmental and other authorities (collectively, "litigation"). Litigation is inherently uncertain and always difficult to predict. Although it is not possible to predict with certainty the eventual outcome of any litigation, in our opinion, none of our current litigation is expected to have a material adverse effect on our results of operations, financial position or cash flows.

Note 17. Segment Information

We have identified our Interim Chief Executive Officer as the chief operating decision maker for purposes of determining segments. We currently manage our operations through two reportable operating segments—(1) *Billboard,* which provides advertising space on billboard advertising structures and sites in the U.S., and (2) *Transit*, which provides advertising space on transit advertising displays operating under exclusive multi-year contracts with municipalities in large cities across the U.S. Prior to its sale, our Canadian operations comprised our International operating segment, which did not meet the criteria to be a reportable segment and accordingly, was included in *Other*. Historical operating results of our Canadian operations are included in *Other* through the date of sale. Also included in *Other* are operating results for third-party digital equipment sales.

OUTFRONT Media Inc.
Notes to Consolidated Financial Statements
(Unaudited)

The following tables set forth our financial performance by segment. We present *Operating income (loss)* before *Depreciation*, *Amortization*, *Net (gain) loss on dispositions, Stock-based compensation* and *Impairment charge* ("Adjusted OIBDA") as the primary measure of profit and loss for our operating segments. Adjusted OIBDA margin is a secondary measure utilized to measure performance of our operating segments.

Our chief operating decision maker utilized Adjusted OIBDA and Adjusted OIBDA margin in evaluating our operating performance and planning and forecasting future periods, as each is an important indicator of our operational strength and business performance. We believe these measures highlight operational trends and provide an important perspective on operational performance across periods.

	Three Months Ended	
in millions, except percentages)	**March 31, 2025**	**March 31, 2024**
Billboard:		
Billboard revenues	$ 310.7	$ 313.9
Billboard property lease[a]	(109.2)	(115.5)
Posting, maintenance and other[a]	(35.7)	(36.6)
Significant *Billboard* segment operating expenses[a]	(144.9)	(152.1)
Significant *Billboard* segment selling, general and administrative[b]	(66.8)	(64.7)
Billboard Adjusted OIBDA	$ 99.0	$ 97.1
Billboard Adjusted OIBDA margin	31.9%	30.9%
Transit:		
Transit revenues	$ 77.7	$ 75.7
Transit franchise[a]	(58.0)	(58.0)
Posting, maintenance and other[a]	(16.6)	(16.1)
Significant *Transit* segment operating expenses[a]	(74.6)	(74.1)
Significant *Transit* segment selling, general and administrative[b]	(17.3)	(16.9)
Transit Adjusted OIBDA	$ (14.2)	$ (15.3)
Transit Adjusted OIBDA margin	(18.3%)	(20.2%)
Total segments:		
Segment revenues	$ 388.4	$ 389.6
Billboard property lease[a]	(109.2)	(115.5)
Transit franchise[a]	(58.0)	(58.0)
Posting, maintenance and other[a]	(52.3)	(52.7)
Significant segment operating expenses[a]	(219.5)	(226.2)
Significant segment selling, general and administrative[b]	(84.1)	(81.6)
Segment Adjusted OIBDA	$ 84.8	$ 81.8

OUTFRONT Media Inc.
Notes to Consolidated Financial Statements
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(in millions)		Three Months Ended March 31, 2025	March 31, 2024
Reconciliation to net loss:			
Segment Adjusted OIBDA	$	84.8	$ 81.8
Non-segment Adjusted OIBDA		(20.6)	(15.3)
Total Adjusted OIBDA		64.2	66.5
Net loss on dispositions		(0.1)	(0.1)
Impairment charge		—	(9.1)
Depreciation		(23.6)	(18.5)
Amortization		(17.1)	(17.6)
Stock-based compensation		(9.5)	(7.2)
Total operating income		13.9	14.0
Interest expense, net		(36.0)	(41.4)
Loss before benefit (provision) for income taxes and equity in earnings of investee companies		(22.1)	(27.4)
(Provision) benefit for income taxes		(0.5)	0.5
Equity in earnings of investee companies, net of tax		1.9	(0.2)
Net loss before allocation to redeemable and non-redeemable noncontrolling interests		(20.7)	(27.1)
Net income (loss) attributable to redeemable and non-redeemable noncontrolling interests		(0.1)	0.1
Net loss attributable to OUTFRONT Media Inc.	$	(20.6)	$ (27.2)
Revenues	$	390.7	$ 408.5
Billboard property lease[(a)]	$	(109.2)	$ (121.7)
Transit franchise[(a)]		(58.0)	(59.0)
Posting, maintenance and other[(a)]		(54.1)	(58.0)
Operating expenses[(a)]		(221.3)	(238.7)
Selling, general and administrative[(b)]		(114.7)	(110.5)
Stock-based compensation		9.5	7.2
Adjusted OIBDA	$	64.2	$ 66.5

(a) The significant expense categories and amounts align with the segment-level information that is regularly provided to the chief operating decision maker.
(b) *Selling, general and administrative* expenses includes, but is not limited to, compensation and benefits, including commissions, professional fees, office rent and travel and entertainment.

Other disclosures[a]:

	Three Months Ended	
in millions)	**March 31, 2025**	**March 31, 2024**
Revenues[b]:		
United States	$ 390.7	$ 389.9
Canada	—	18.6
Total revenues	$ 390.7	$ 408.5

	As of	
	March 31, 2025	**December 31, 2024**
Long-lived Assets[c]:		
United States	$ 4,802.1	$ 4,820.7

(a) Total assets and capital expenditures by segment are not regularly provided or reviewed by the chief operating decision maker. These metrics are reviewed and managed on a consolidated basis.
(b) *Revenues* classifications are based on the geography of the advertising.
(c) Reflects total assets less current assets, investments and non-current deferred tax assets.

Note 18. Revised Consolidated Financial Information

In the third quarter of 2024, we identified an error related to the accounting for noncontrolling interests in our consolidated joint ventures, which include buy/sell clauses. The error related to the appropriate classification of these noncontrolling interests as redeemable and recognition of these redeemable noncontrolling interests at the maximum redemption value for each period. The Company assessed the materiality of the error on its previously issued financial statements in accordance with the SEC's SAB No. 99 and SAB No. 108 and concluded that the amount was not material, individually or in the aggregate, to any of its previously issued financial statements, but would have been material to certain of our financial statements in the current period. Accordingly, we have revised our previously issued financial information. All relevant prior period amounts affected by these revisions have been corrected in the applicable Notes to the Consolidated Financial Statements, as appropriate. Any prior periods not presented herein may be revised in future filings to the extent necessary.

There is no impact to net cash provided by operating activities, investing activities or financing activities in our Consolidated Statements of Cash Flows.

OUTFRONT Media Inc.
Notes to Consolidated Financial Statements
(Unaudited)

The following tables present the impact of correcting the errors related to the classification of redeemable noncontrolling interests and variable lease costs on the affected line items of our Consolidated Statements of Redeemable Noncontrolling Interests, Preferred Stock and Equity for the three months ended March 31, 2024, and the three and six months ended June 30, 2024.

	As Reported			
		Stockholders' Equity		
(in millions, except per share amounts)	Redeemable Non-controlling Interests	Additional Paid-In Capital	Total Stockholders' Equity	Non-controlling Interests
Balance as of December 31, 2023	$ —	$ 2,432.2	$ 607.0	$ 3.3
Net income (loss)	—	—	(27.2)	0.1
Other comprehensive loss	—	—	(3.1)	—
Stock-based payments:				
Amortization	—	7.2	7.2	—
Shares paid for tax withholding for stock-based payments	—	(7.5)	(7.5)	—
Series A Preferred Stock dividends (7%)	—	—	(2.2)	—
Dividends ($0.30 per share)	—	—	(50.0)	—
Other	—	—	—	(0.2)
Balance as of March 31, 2024	$ —	$ 2,431.9	$ 524.2	$ 3.2

	Adjustments			
		Stockholders' Equity		
(in millions)	Redeemable Non-controlling Interests	Additional Paid-In Capital	Total Stockholders' Equity	Non-controlling Interests
Balance as of December 31, 2023	$ 31.3	$ (29.7)	$ (29.7)	$ (1.6)
Net income (loss)	0.1	—	—	(0.1)
Adjustment to redeemable value of noncontrolling interests	3.6	(3.6)	(3.6)	—
Other	(0.1)	—	—	0.1
Balance as of March 31, 2024	$ 34.9	$ (33.3)	$ (33.3)	$ (1.6)

	As Revised			
		Stockholders' Equity		
(in millions, except per share amounts)	Redeemable Non-controlling Interests	Additional Paid-In Capital	Total Stockholders' Equity	Non-controlling Interests
Balance as of December 31, 2023	$ 31.3	$ 2,402.5	$ 577.3	$ 1.7
Net income (loss)	0.1	—	(27.2)	—
Other comprehensive loss	—	—	(3.1)	—
Stock-based payments:				
Amortization	—	7.2	7.2	—
Shares paid for tax withholding for stock-based payments	—	(7.5)	(7.5)	—
Series A Preferred Stock dividends (7%)	—	—	(2.2)	—
Dividends ($0.30 per share)	—	—	(50.0)	—
Adjustment to redeemable value of noncontrolling interests	3.6	(3.6)	(3.6)	—
Other	(0.1)	—	—	(0.1)
Balance as of March 31, 2024	$ 34.9	$ 2,398.6	$ 490.9	$ 1.6

OUTFRONT Media Inc.
Notes to Consolidated Financial Statements
(Unaudited)

(in millions, except per share amounts)	As Reported			
	Redeemable Non-controlling Interests	Stockholders' Equity		
		Additional Paid-In Capital	Total Stockholders' Equity	Non-controlling Interests
Balance as of March 31, 2024	$ —	$ 2,431.9	$ 524.2	$ 3.2
Net income	—	—	176.8	0.2
Other comprehensive income	—	—	8.6	—
Stock-based payments:				
Amortization	—	7.6	7.6	—
Shares paid for tax withholding for stock-based payments	—	(0.2)	(0.2)	—
Series A Preferred Stock dividends (7%)	—	—	(2.2)	—
Dividends ($0.30 per share)	—	—	(49.9)	—
Other	—	—	—	0.2
Balance as of June 30, 2024	$ —	$ 2,439.3	$ 664.9	$ 3.6

(in millions)	Adjustments			
	Redeemable Non-controlling Interests	Stockholders' Equity		
		Additional Paid-In Capital	Total Stockholders' Equity	Non-controlling Interests
Balance as of March 31, 2024	$ 34.9	$ (33.3)	$ (33.3)	$ (1.6)
Net income (loss)	0.2	—	—	(0.2)
Adjustment to redeemable value of noncontrolling interests	2.9	(2.9)	(2.9)	—
Other	0.2	—	—	(0.2)
Balance as of June 30, 2024	$ 38.2	$ (36.2)	$ (36.2)	$ (2.0)

(in millions, except per share amounts)	As Revised			
	Redeemable Non-controlling Interests	Stockholders' Equity		
		Additional Paid-In Capital	Total Stockholders' Equity	Non-controlling Interests
Balance as of March 31, 2024	$ 34.9	$ 2,398.6	$ 490.9	$ 1.6
Net income	0.2	—	176.8	—
Other comprehensive income	—	—	8.6	—
Stock-based payments:				
Amortization	—	7.6	7.6	—
Shares paid for tax withholding for stock-based payments	—	(0.2)	(0.2)	—
Series A Preferred Stock dividends (7%)	—	—	(2.2)	—
Dividends ($0.30 per share)	—	—	(49.9)	—
Adjustment to redeemable value of noncontrolling interests	2.9	(2.9)	(2.9)	—
Other	0.2	—	—	—
Balance as of June 30, 2024	$ 38.2	$ 2,403.1	$ 628.7	$ 1.6

OUTFRONT Media Inc.
Notes to Consolidated Financial Statements
(Unaudited)

	As Reported			
		Stockholders' Equity		
(in millions, except per share amounts)	Redeemable Non-controlling Interests	Additional Paid-In Capital	Total Stockholders' Equity	Non-controlling Interests
Balance as of December 31, 2023	$ —	2,432.2	$ 607.0	$ 3.3
Net income	—	—	149.6	0.3
Other comprehensive income	—	—	5.5	—
Stock-based payments:				
Amortization	—	14.8	14.8	—
Shares paid for tax withholding for stock-based payments	—	(7.7)	(7.7)	—
Series A Preferred Stock dividends 7%)	—	—	(4.4)	—
Dividends ($0.60 per share)	—	—	(99.9)	—
Balance as of June 30, 2024	$ —	$ 2,439.3	$ 664.9	$ 3.6

	Adjustments			
		Stockholders' Equity		
(in millions)	Redeemable Non-controlling Interests	Additional Paid-In Capital	Total Stockholders' Equity	Non-controlling Interests
Balance as of December 31, 2023	$ 31.3	$ (29.7)	$ (29.7)	$ (1.6)
Net income (loss)	0.3	—	—	(0.3)
Adjustment to redeemable value of noncontrolling interests	6.5	(6.5)	(6.5)	—
Other	0.1	—	—	(0.1)
Balance as of June 30, 2024	$ 38.2	$ (36.2)	$ (36.2)	$ (2.0)

	As Revised			
		Stockholders' Equity		
(in millions, except per share amounts)	Redeemable Non-controlling Interests	Additional Paid-In Capital	Total Stockholders' Equity	Non-controlling Interests
Balance as of December 31, 2023	$ 31.3	$ 2,402.5	$ 577.3	$ 1.7
Net income	0.3	—	149.6	—
Other comprehensive income	—	—	5.5	—
Stock-based payments:				
Amortization	—	14.8	14.8	—
Shares paid for tax withholding for stock-based payments	—	(7.7)	(7.7)	—
Series A Preferred Stock dividends (7%)	—	—	(4.4)	—
Dividends ($0.60 per share)	—	—	(99.9)	—
Adjustment to redeemable value of noncontrolling interests	6.5	(6.5)	(6.5)	—
Other	0.1	—	—	(0.1)
Balance as of June 30, 2024	$ 38.2	$ 2,403.1	$ 628.7	$ 1.6

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be read in conjunction with our historical consolidated financial statements and the notes thereto appearing in our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the Securities and Exchange Commission (the "SEC") on February 28, 2025, and the unaudited consolidated financial statements and the notes thereto included in this Quarterly Report on Form 10-Q. This MD&A contains forward-looking statements that involve numerous risks and uncertainties. The forward-looking statements are subject to a number of important factors, including, but not limited to, those factors discussed in the sections entitled "Risk Factors" in this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on February 28, 2025, and the section entitled "Cautionary Statement Regarding Forward-Looking Statements" in this Quarterly Report on Form 10-Q, that could cause our actual results to differ materially from the results described herein or implied by such forward-looking statements. Except as otherwise indicated or unless the context otherwise requires, all references in this Quarterly Report on Form 10-Q to (i) "OUTFRONT Media," "the Company," "we," "our," "us" and "our company" mean OUTFRONT Media Inc., a Maryland corporation, and unless the context requires otherwise, its consolidated subsidiaries, and (ii) the "25 largest markets in the U.S.," "approximately 120 markets in the U.S." and "Nielsen Designated Market Areas" are based, in whole or in part, on Nielsen Media Research's 2025 Designated Market Area rankings.

Overview

OUTFRONT Media is a real estate investment trust ("REIT"), which provides advertising space ("displays") on out-of-home advertising structures and sites in the United States (the "U.S."). We currently manage our operations through two reportable operating segments—(1) *Billboard* and (2) *Transit*. Prior to its sale, our Canadian operations comprised our International operating segment, which did not meet the criteria to be a reportable segment and accordingly, was included in *Other*. Historical operating results of our Canadian operations are included in *Other* (see Note 17. *Segment Information* to the Consolidated Financial Statements) through the date of sale.

On June 7, 2024, we sold all of our equity interests in Outdoor Systems Americas ULC and its subsidiaries (the "Transaction"), which held all of the assets of the Company's outdoor advertising business in Canada (the "Canadian Business"). (See Note 12. *Acquisitions and Dispositions*: *Dispositions* to the Consolidated Financial Statements.)

Business

We are one of the largest providers of advertising space on out-of-home advertising structures and sites across the U.S. Our inventory consists of billboard displays, which are primarily located on the most heavily traveled highways and roadways in top Nielsen Designated Market Areas ("DMAs"), and transit advertising displays operated under exclusive multi-year contracts with municipalities in large cities across the U.S. In total, we have displays in all of the 25 largest markets in the U.S. and approximately 120 markets in the U.S. Our top market, high profile location focused portfolio includes sites in and around both Grand Central Station and Times Square in New York, various locations along Sunset Boulevard in Los Angeles, and the Bay Bridge in San Francisco. The breadth and depth of our portfolio provides our customers with a range of options to address their marketing objectives, from national, brand-building campaigns to hyper-local campaigns that drive customers to the advertiser's website or retail location "one mile down the road."

In addition to providing location-based displays, we also focus on delivering mass and targeted audiences to our customers. Geopath, the out-of-home advertising industry's audience measurement system, enables us to build campaigns based on the size and demographic composition of audiences. As part of our technology platform, we are developing solutions for enhanced demographic and location targeting, and engaging ways to connect with consumers on-the-go.

We believe out-of-home continues to be an attractive form of advertising, as our displays are always viewable and cannot be turned off, skipped, blocked or fast-forwarded. Further, out-of-home advertising can be an effective "stand-alone" medium, as well as an integral part of a campaign to reach audiences using multiple forms of media, including television, radio, print, online, mobile and social media advertising platforms. We provide our customers with a differentiated advertising solution at an attractive price point relative to other forms of advertising. In addition to leasing displays, we provide other value-added services to our customers, such as pre-campaign category research, consumer insights, print production, creative services and post-campaign tracking and analytics.

Economic Environment

Our revenues and operating results are sensitive to fluctuations in advertising expenditures, general economic conditions and other external events beyond our control, such as supply chain disruptions, inflationary price increases, changes in

governmental fiscal and trade policies (such as tariffs), pandemics like the COVID-19 pandemic, industry shutdowns or slowdowns (including due to labor strikes), extraordinary weather events (such as hurricanes and wildfires), and shifts in market demographics and transportation patterns (including reductions in foot traffic, roadway traffic, commuting, transit ridership and overall target audiences due to remote work, safety concerns or otherwise), among other things. These sensitivities may adversely impact our revenues and operating results on a consolidated basis and/or may have a disproportionate adverse impact on our Transit segment.

We rely on third parties to manufacture, transport and install our digital displays, and provide programmatic and direct sale advertising platform technologies for our digital display inventory. Historically, we have experienced delays and price increases with respect to certain of our digital displays due to external events beyond our control. If we experience delays and/or price increases in the future, it could have an adverse effect on our business, financial condition and results of operations.

Historically, we have experienced inflationary increases with respect to some of our posting, maintenance and other expenses, some of our corporate expenses, and our interest expense. Our billboard property lease expenses and transit franchise expenses have been less impacted by inflation due to the long-term nature of most of our operating leases and transit franchise agreements. However, our transit franchise agreements that contain inflationary price adjustments may cause increases in our transit franchise expenses in the over the remaining terms of the agreements. Though the Company cannot reasonably estimate the full impact of inflationary increases on our business, financial condition and results of operations at this time, a portion of these increases may be fully or partially offset by increases in advertising rates on our displays and cost efficiencies.

Business Environment

The outdoor advertising industry is fragmented, consisting of several companies operating on a national basis, as well as hundreds of smaller regional and local companies operating a limited number of displays in a single or a few local geographic markets. We compete with these companies for both customers and structure and display locations. We also compete with other media, including online, mobile and social media advertising platforms and traditional advertising platforms (such as television, radio, print and direct mail marketers). In addition, we compete with a wide variety of out-of-home media, including advertising in shopping centers, airports, movie theaters, supermarkets and taxis.

Increasing the number of digital displays in our prime audience locations is an important element of our organic growth strategy, as digital displays have the potential to attract additional business from both new and existing customers. We believe digital displays are attractive to our customers because they allow for the development of richer and more visually engaging messages, provide our customers with the flexibility both to target audiences and to quickly launch new advertising campaigns, and eliminate or greatly reduce print production and installation costs. In addition, digital displays enable us to run multiple advertisements on each display. Digital billboard displays generate approximately four to five times more revenue per display on average than comparable traditional static billboard displays. Digital billboard displays also incur, on average, approximately two to four times more costs, including higher variable costs associated with the increase in revenue than comparable traditional static billboard displays. As a result, digital billboard displays generate higher profits and cash flows than comparable traditional static billboard displays.

We have deployed state-of-the-art digital transit displays in connection with several transit franchises we operate and we expect to continue these deployments over the coming years, but at a slower pace than our historical deployments. Revenues generated on our network of digital transit displays are generally higher than revenues generated on a comparable portfolio of our static transit displays.

We have incurred, and we intend to incur, significant equipment deployment costs and capital expenditures, in the coming years to continue increasing the number of digital displays in our portfolio. However, we expect our annual equipment deployment cost spending with respect to the New York Metropolitan Transportation Authority (the “MTA”) transit franchise will decline now that we have substantially completed our initial deployment during 2024.

During the three months ended March 31, 2025, we built or converted 28 new digital billboard displays and entered into marketing arrangements to sell advertising on 2 third-party digital billboard displays. In the three months ended March 31, 2025, we built, converted or replaced 788 digital transit and other displays. The following table sets forth information regarding our digital displays.

	Digital Revenues (in millions) for the Three Months Ended March 31, 2025[a]			Number of Digital Displays as of March 31, 2025[a]		
Location	Digital Billboard	Digital Transit	Total Digital Revenues	Digital Billboard Displays	Digital Transit Displays	Total Digital Displays
United States	$ 92.3	$ 35.6	$ 127.9	1,961	29,156	31,117

(a) Digital display amounts include 6,449 displays reserved for transit agency use. Our number of digital displays is impacted by acquisitions, dispositions, management agreements, the net effect of new and lost billboards, and the net effect of won and lost franchises in the period.

Our revenues and profits fluctuate due to seasonal advertising patterns and influences on advertising markets. Typically, our revenues and profits are highest in the fourth quarter, during the holiday shopping season, and lowest in the first quarter, as advertisers adjust their spending following the holiday shopping season. As described above, our revenues and profits also fluctuate due to external events beyond our control.

During the three months ended March 31, 2025, our largest categories of advertisers were entertainment, retail and legal services/lawyers, each of which represented 19%, 12% and 11% of our total revenues from our *Billboard* and *Transit* segments, respectively. During the three months ended March 31, 2024, our largest categories of advertisers were entertainment, retail and health/medical, each of which represented 20%, 11% and 10% of our total revenues from our *Billboard* and *Transit* segments, respectively.

Our large-scale portfolio allows our customers to reach a national audience and also provides the flexibility to tailor campaigns to specific regions or markets. We generated approximately 42% of our total revenues from our *Billboard* and *Transit* segments from national advertising campaigns in the three months ended March 31, 2025, compared to approximately 40% in the same prior-year period.

Our transit businesses require us to periodically obtain and renew contracts with municipalities and other governmental entities. When these contracts expire, we generally must participate in highly competitive bidding processes in order to obtain or renew contracts.

Key Performance Indicators

Our management reviews our performance by focusing on the indicators described below.

Several of our key performance indicators are not prepared in conformity with Generally Accepted Accounting Principles in the United States of America ("GAAP"). We believe these non-GAAP performance indicators are meaningful supplemental measures of our operating performance and should not be considered in isolation of, or as a substitute for, their most directly comparable GAAP financial measures.

(in millions, except percentages)	Three Months Ended March 31, 2025	2024	% Change
Revenues	$ 390.7	$ 408.5	(4) %
Organic revenues[(a)(b)]	390.7	389.9	—
Operating income	13.9	14.0	(1)
Adjusted OIBDA[(b)]	64.2	66.5	(3)
Adjusted OIBDA[(b)] margin	16.4 %	16.3 %	
Net loss attributable to OUTFRONT Media Inc.	(20.6)	(27.2)	(24)
Funds from operations ("FFO")[(b)] attributable to OUTFRONT Media Inc.	26.5	22.3	19
Adjusted FFO ("AFFO")[(b)] attributable to OUTFRONT Media Inc.	23.9	23.2	3

(a) Organic revenues exclude revenues associated with the impact of the Transaction ("non-organic revenues"). We provide organic revenues to understand the underlying growth rate of revenue excluding the impact of non-organic revenue items. Our management believes organic revenues are useful to users of our financial data because it enables them to better understand the level of growth of our business period to period. Since organic revenues are not calculated in accordance with GAAP, it should not be considered in isolation of, or as a substitute for, revenues as an indicator of operating performance. Organic revenues, as we calculate it, may not be comparable to similarly titled measures employed by other companies.

(b) See the "Reconciliation of Non-GAAP Financial Measures" and "Revenues" sections of this MD&A for reconciliations of *Operating income (loss)* to *Operating income (loss)* before *Depreciation*, *Amortization*, *Net (gain) loss on dispositions*, *Stock-based compensation* and *Impairment charge* ("Adjusted OIBDA") *Net income (loss) attributable to OUTFRONT Media Inc.* to FFO attributable to OUTFRONT Media Inc. and AFFO attributable to OUTFRONT Media Inc., and *Revenues* to organic revenues.

Analysis of Results of Operations

Revenues

We derive *Revenues* primarily from providing advertising space to customers on our advertising structures and sites. Our traditional contracts with customers generally cover periods ranging from four weeks to one year. Revenues from billboard displays are recognized as rental income on a straight-line basis over the contract term. Transit display revenues are recognized based on the level of units displayed in proportion to the total units to be displayed over the contract period. Billboard display and Transit display revenues generated from programmatic advertising platforms are recognized as rental income as the related advertisement is displayed. Billboard and Transit display revenues derived from impression-based sales contracts fulfilled on direct sales advertising platforms are recognized as revenue over the contract period based pro-rata on the number of impressions delivered in proportion to the total number of impressions to be delivered. Revenues generated from programmatic advertising platforms are based on agreements with the platforms, rather than direct contracts with individual advertisers. (See Note 11. *Revenues* to the Consolidated Financial Statements.)

(in millions, except percentages)	Three Months Ended March 31, 2025	2024	% Change
Total revenues	$ 390.7	$ 408.5	(4) %
Organic revenues[(a)]	$ 390.7	$ 389.9	—
Non-organic revenues	—	18.6	*
Total revenues	$ 390.7	$ 408.5	(4)

* Calculation is not meaningful.

(a) Organic revenues exclude revenues associated with the impact of the Transaction ("non-organic revenues").

Total revenues decreased by $17.8 million, or 4%, and organic revenues increased $0.8 million in the three months ended March 31, 2025, compared to the same prior-year period.

In the three months ended March 31, 2024, non-organic revenues reflect the impact of the Transaction.

Expenses

(in millions, except percentages)	Three Months Ended March 31, 2025	2024	% Change
Expenses:			
Operating	$ 221.3	$ 238.7	(7) %
Selling, general and administrative	114.7	110.5	4
Net loss on dispositions	0.1	0.1	—
Impairment charge	—	9.1	*
Depreciation	23.6	18.5	28
Amortization	17.1	17.6	(3)
Total expenses	$ 376.8	$ 394.5	(4)

* Calculation is not meaningful.

Operating Expenses

(in millions, except percentages)	Three Months Ended March 31, 2025	2024	% Change
Operating expenses:			
Billboard property lease	$ 109.2	$ 121.7	(10) %
Transit franchise	58.0	59.0	(2)
Posting, maintenance and other	54.1	58.0	(7)
Total operating expenses	$ 221.3	$ 238.7	(7)

Billboard property lease expenses represented 28% of total revenues in the three months ended March 31, 2025, and 30% in the three months ended March 31, 2024. The decrease in billboard property lease expenses as a percentage of total revenues in the three months ended March 31, 2025, compared to the same prior-year period is primarily due to lower variable billboard property lease costs driven by higher relative revenue performance in advertising markets that have lower variable billboard property lease costs and lower revenue performance in advertising markets that have higher variable billboard property lease costs (see Note 5. *Leases* to the Consolidated Financial Statements) and the impact of lost billboards.

Billboard property lease expenses decreased $12.5 million, or 10%, primarily due to lower variable billboard property lease expenses, the impact of the Transaction and lost billboards. Transit franchise expenses decreased $1.0 million, or 2%, in the three months ended March 31, 2025, compared to the same prior-year period, primarily due to the impact of the Transaction.

Transit franchise expenses represented 15% of total revenues in the three months ended March 31, 2025, and 14% in the three months ended March 31, 2024. The increase in transit franchise expenses, as a percentage of total revenues in the three months ended March 31, 2025, compared to the same prior-year period, was primarily driven by the impact of the Transaction.

Posting, maintenance and other expenses, as a percentage of total revenues, were 14% in each of the three months ended March 31, 2025 and 2024. Posting, maintenance and other expenses decreased $3.9 million, or 7%, in the three months ended March 31, 2025, compared to the same prior-year period, primarily due to the impact of the Transaction, partially offset by higher materials costs driven by higher third-party equipment sales.

Selling, General and Administrative Expenses ("SG&A")

SG&A expenses increased $4.2 million, or 4%, in the three months ended March 31, 2025, compared to the same prior-year period, primarily due to higher compensation-related expenses, including severance and salaries, and higher professional fees, as a result of a management consulting project, partially offset by the impact of the Transaction and the impact of market fluctuations on an unfunded equity-linked retirement plan offered by the Company to certain employees. We continue to evaluate methods to lower SG&A expense growth.

Net Loss on Dispositions

Net loss on dispositions was $0.1 million in each of the three months ended March 31, 2025 and 2024.

Impairment Charge

We recorded an impairment charge of $9.1 million in the three months ended March 31, 2024.

As a result of negative aggregate undiscounted cash flow forecasts related to our MTA asset group, we performed a quarterly impairment analysis on the MTA asset group during the three months ended March 31, 2024, we recorded an impairment charge of $9.1 million, representing additional MTA equipment deployment cost spending during the quarter (see Note 4. *Intangible Assets* to the Consolidated Financial Statements). No impairment charges were recorded during the three months ended March 31, 2025.

Depreciation

Depreciation increased $5.1 million, or 28%, in the three months ended March 31, 2025, compared to the same prior-year period, due primarily to higher depreciation related to the change in estimated useful life of certain advertising displays.

Amortization

Amortization decreased $0.5 million, or 3%, in the three months ended March 31, 2025, compared to the same prior-year period.

Interest Expense, Net

Interest expense, net, was $36.0 million (including $1.5 million of deferred financing costs) in the three months ended March 31, 2025, and $41.4 million (including $1.6 million of deferred financing costs) in the same prior-year period. *Interest expense, net,* decreased in the three months ended March 31, 2025, compared to the same prior-year period, primarily due to a lower average debt balance and lower interest rates.

Benefit (Provision) for Income Taxes

Provision for income taxes was $0.5 million in the three months ended March 31, 2025, compared to a *Benefit for income taxes* of $0.5 million in the same prior-year period, due primarily to the inclusion of foreign operations before the impact of the Transaction.

Net Loss

Net loss before allocation to redeemable and non-redeemable noncontrolling interests decreased $6.6 million, or 24%, in the three months ended March 31, 2025, compared the same prior-year period, primarily driven by an impairment charge incurred in 2024.

Reconciliation of Non-GAAP Financial Measures

Adjusted OIBDA

We calculate Adjusted OIBDA as operating income (loss) before depreciation, amortization, net (gain) loss on dispositions, stock-based compensation and impairment charges. 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 of our financial data with an important perspective on our operating performance and also make it easier for users of our financial data to compare our results with other companies that have different financing and capital structures or tax rates.

FFO and AFFO

When used herein, references to "FFO" and "AFFO" mean "FFO attributable to OUTFRONT Media Inc." and "AFFO attributable to OUTFRONT Media Inc.," respectively. We calculate FFO in accordance with the definition established by the National Association of Real Estate Investment Trusts ("NAREIT"). FFO reflects net income (loss) attributable to OUTFRONT Media Inc. adjusted to exclude gains and losses from the sale of real estate assets, impairment charges, depreciation and amortization of real estate assets, amortization of direct lease acquisition costs and the same adjustments for our equity-based investments and redeemable and non-redeemable noncontrolling interests, as well as the related income tax effect of adjustments, 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, impairment charges on non-real estate assets, stock-based compensation expense, accretion expense, the non-cash effect of straight-line rent, amortization of deferred financing costs and the same adjustments for our redeemable and non-redeemable noncontrolling interests, along with the non-cash portion of income taxes, and the related income tax effect of adjustments, as applicable. 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 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 FFO and AFFO, 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 of our financial data 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.

Since Adjusted OIBDA, Adjusted OIBDA margin, FFO and AFFO are not measures calculated in accordance with GAAP, they should not be considered in isolation of, or as a substitute for, operating income (loss), net income (loss) attributable to OUTFRONT Media Inc., and revenues, 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.

The following table reconciles *Operating income* to Adjusted OIBDA, and *Net loss attributable to OUTFRONT Media Inc.* to FFO attributable to OUTFRONT Media Inc. and AFFO attributable to OUTFRONT Media Inc.

	Three Months Ended March 31,	
(in millions, except percentages)	**2025**	**2024**
Total revenues	$ 390.7	$ 408.5
Operating income	$ 13.9	$ 14.0
Net loss on dispositions	0.1	0.1
Impairment charge	—	9.1
Depreciation	23.6	18.5
Amortization	17.1	17.6
Stock-based compensation	9.5	7.2
Adjusted OIBDA	$ 64.2	$ 66.5
Adjusted OIBDA margin	16.4 %	16.3 %
Net loss attributable to OUTFRONT Media Inc.	$ (20.6)	$ (27.2)
Depreciation of billboard advertising structures	18.8	13.6
Amortization of real estate-related intangible assets	15.1	16.1
Amortization of direct lease acquisition costs	13.2	13.1
Net loss on disposition of real estate assets	0.1	0.1
Impairment charge[(a)]	—	6.7
Adjustment related to redeemable and non-redeemable noncontrolling interests	(0.1)	(0.1)
FFO attributable to OUTFRONT Media Inc.	26.5	22.3
Non-cash portion of income taxes	0.5	(0.6)
Cash paid for direct lease acquisition costs	(16.4)	(15.3)
Maintenance capital expenditures	(6.3)	(4.7)
Other depreciation	4.8	4.9
Other amortization	2.0	1.5
Impairment charge on non-real estate assets[(a)]	—	2.4
Stock-based compensation	9.5	7.2
Non-cash effect of straight-line rent	1.1	3.1
Accretion expense	0.7	0.8
Amortization of deferred financing costs	1.5	1.6
AFFO attributable to OUTFRONT Media Inc.	$ 23.9	$ 23.2

(a) Primarily an *Impairment charge* related to our Transit reporting unit and MTA asset group (see Note 4. *Intangible Assets* to the Consolidated Financial Statements).

FFO attributable to OUTFRONT Media Inc. increased $4.2 million in the three months ended March 31, 2025, compared to the same prior-year period, due primarily to lower interest expense and the impact of an impairment charge in 2024, partially offset by higher stock-based compensation. AFFO attributable to OUTFRONT Media Inc. increased $0.7 million, or 3%, in the three months ended March 31, 2025, compared to the same prior-year period, due primarily to lower interest expense and higher equity earnings, partially offset by lower Adjusted OIBDA, lower non-cash effect of straight-line rent and higher maintenance capital expenditures.

Segment Results of Operations

We present Adjusted OIBDA as the primary measure of profit and loss for our reportable segments. (See the “Key Performance Indicators” section of this MD&A and Note 17. *Segment Information* to the Consolidated Financial Statements.)

We currently manage our operations through two reportable operating segments—(1) *Billboard* and (2) *Transit*. Prior to its sale, our Canadian operations comprised our International operating segment, which did not meet the criteria to be a reportable segment and accordingly, was included in *Other*. Historical operating results of our Canadian operations are included in *Other* (see Note 17. *Segment Information* to the Consolidated Financial Statements) through the date of sale. Also included in *Other* are operating results for third-party digital equipment sales.

The following table presents our *Revenues*, Adjusted OIBDA and *Operating income* by segment in the three months ended March 31, 2025 and 2024.

	Three Months Ended March 31,	
(in millions)	**2025**	**2024**
Revenues:		
Billboard	$ 310.7	$ 313.9
Transit	77.7	75.7
Other	2.3	18.9
Total revenues	$ 390.7	$ 408.5
Operating income	$ 13.9	$ 14.0
Net loss on dispositions	0.1	0.1
Impairment charge	—	9.1
Depreciation	23.6	18.5
Amortization	17.1	17.6
Stock-based compensation[(a)]	9.5	7.2
Total Adjusted OIBDA	$ 64.2	$ 66.5
Adjusted OIBDA:		
Billboard	$ 99.0	$ 97.1
Transit	(14.2)	(15.3)
Other	0.5	0.9
Corporate	(21.1)	(16.2)
Total Adjusted OIBDA	$ 64.2	$ 66.5
Operating income (loss):		
Billboard	$ 61.0	$ 63.7
Transit	(17.0)	(27.2)
Other	0.5	0.9
Corporate	(30.6)	(23.4)
Total operating income	$ 13.9	$ 14.0

(a) Stock-based compensation is classified as Corporate expense.

Billboard

(in millions, except percentages)	Three Months Ended March 31, 2025	2024	% Change
Operating income	$ 61.0	$ 63.7	(4) %
Net loss on dispositions	0.7	—	*
Depreciation	21.6	16.7	29
Amortization	15.7	16.7	(6)
Adjusted OIBDA	$ 99.0	$ 97.1	2
Revenues	$ 310.7	$ 313.9	(1)
Operating expenses:			
Billboard property lease	(109.2)	(115.5)	(5)
Posting, maintenance and other	(35.7)	(36.6)	(2)
Total operating expenses	(144.9)	(152.1)	(5)
SG&A expenses	(66.8)	(64.7)	3
Adjusted OIBDA	$ 99.0	$ 97.1	2
Adjusted OIBDA margin	31.9 %	30.9 %	
New York metropolitan area revenues as a percentage of *Billboard* segment revenues	8 %	10 %	
Los Angeles metropolitan area revenues as a percentage of *Billboard* segment revenues	15 %	15 %	

* Calculation is not meaningful.

Billboard segment revenues decreased $3.2 million, or 1%, in the three months ended March 31, 2025, compared to the same prior-year period, driven by the impact of lost billboards in the period and lower proceeds from condemnations, partially offset by an increase in average revenue per display (yield), including the impact of programmatic platforms on digital billboard revenues. We expect lost billboards to continue to adversely impact *Billboard* segment revenue performance throughout the remainder of 2025, particularly in the New York and Los Angeles metropolitan areas. We generated approximately 39% in the three months ended March 31, 2025, and 36% in the three months ended March 31, 2024, of our *Billboard* segment revenues from national advertising campaigns.

Billboard segment property lease expenses represented 35% of *Billboard* segment revenues in the three months ended March 31, 2025, and 37% in the three months ended March 31, 2024. *Billboard* segment property lease expenses decreased $6.3 million, or 5%, in the three months ended March 31, 2025, compared to same prior-year period, primarily driven by the impact of lost billboards and lower variable lease costs. We expect *Billboard* segment property lease expenses to decline throughout the remainder of 2025, compared to the same prior-year periods, as a result of lost billboards. *Billboard* segment posting maintenance and other expenses decreased $0.9 million, or 2%, in the three months ended March 31, 2025, compared to the same prior-year period, primarily driven by lower maintenance and utilities cost, and lower posting and rotation costs, partially offset by higher compensation-related expenses.

SG&A expenses in the *Billboard* segment increased $2.1 million, or 3%, in the three months ended March 31, 2025, compared to the same prior-year period, primarily driven by higher compensation-related expenses, including salaries and commissions, higher travel and entertainment expenses and a higher allowance for bad debt.

Billboard segment Adjusted OIBDA increased $1.9 million, or 2%, in three months ended March 31, 2025, compared to the same prior-year period. *Billboard* segment Adjusted OIBDA margin was 31.9% in the three months ended March 31, 2025, and 30.9% in the three months ended March 31, 2024.

Transit

(in millions, except percentages)	Three Months Ended March 31, 2025	2024	% Change
Operating loss	$ (17.0)	$ (27.2)	(38) %
Net (gain) loss on dispositions	(0.6)	0.1	*
Impairment charge	—	9.1	*
Depreciation	2.0	1.8	11
Amortization	1.4	0.9	56
Adjusted OIBDA	$ (14.2)	$ (15.3)	(7)
Revenues	$ 77.7	$ 75.7	3
Operating expenses:			
Transit franchise	(58.0)	(58.0)	—
Posting, maintenance and other	(16.6)	(16.1)	3
Total operating expenses	(74.6)	(74.1)	1
SG&A expenses	(17.3)	(16.9)	2
Adjusted OIBDA	$ (14.2)	$ (15.3)	(7)
Adjusted OIBDA margin	(18.3)%	(20.2)%	
New York metropolitan area revenues as a percentage of *Transit* segment revenues	57 %	54 %	
Los Angeles metropolitan area revenues as a percentage of *Transit* segment revenues	6 %	9 %	

* Calculation is not meaningful.

Transit segment revenues increased $2.0 million, or 3%, in three months ended March 31, 2025, compared to the same prior-year period, primarily due to an increase in average revenue per display (yield), partially offset by the impact of new and lost transit franchise contracts in the period. We generated approximately 54% in each of the three months ended March 31, 2025 and 2024, of our *Transit* segment revenues from national advertising campaigns.

Transit segment franchise expenses represented 75% of *Transit* segment revenues in the three months ended March 31, 2025, and 77% in the three months ended March 31, 2024. *Transit* segment franchise expenses in three months ended March 31, 2025, was comparable to the same prior-year period, primarily driven by higher guaranteed minimum annual payments to the MTA, offset by lower variable franchise expenses. *Transit* segment posting, maintenance and other expenses increased $0.5 million, or 3%, in the three months ended March 31, 2025, compared to the same prior-year period, primarily driven by higher maintenance and utility costs.

SG&A expenses in the *Transit* segment increased $0.4 million, or 2%, in the three months ended March 31, 2025, compared to the same prior-year period, primarily driven by higher professional fees and a higher allowance for bad debt.

In the three months ended March 31, 2024, we recorded an impairment charge of $9.1 million primarily related to an impairment charge with respect to our MTA asset group and our historical Transit reporting unit (see Note 4. *Intangible Assets* to the Consolidated Financial Statements).

Transit segment Adjusted OIBDA loss decreased $1.1 million, or 7%, in the three months ended March 31, 2025, compared to the same prior year period, due primarily to a larger increase in *Transit* segment revenues compared to a smaller increase in *Transit* segment operating expenses.

Other

(in millions, except percentages)	Three Months Ended March 31, 2025	2024	% Change
Operating income	$ 0.5	$ 0.9	(44) %
Adjusted OIBDA	$ 0.5	$ 0.9	(44)
Revenues	$ 2.3	$ 18.9	(88)
Organic revenues[(a)]:	$ 2.3	$ 0.3	*
Non-organic revenues	—	18.6	*
Total revenues	2.3	18.9	(88)
Operating expenses:			
Billboard property lease	—	(6.2)	*
Transit Franchise	—	(1.0)	*
Posting, maintenance and other	(1.8)	(5.3)	(66)
Total operating expenses	(1.8)	(12.5)	(86)
SG&A expenses	—	(5.5)	*
Adjusted OIBDA	$ 0.5	$ 0.9	(44)
Adjusted OIBDA margin	21.7 %	4.8 %	

* Calculation is not meaningful.
(a) Organic revenues exclude the impact of the Transaction ("non-organic revenues").

Total *Other* revenues decreased $16.6 million, or 88%, in the three months ended March 31, 2025, compared to the same prior-year period, primarily driven by the impact of the Transaction, partially offset by an increase in third-party digital equipment sales.

In the three months ended March 31, 2024, non-organic revenues reflect the impact of the Transaction.

Organic *Other* revenues increased $2.0 million in the three months ended March 31, 2025, compared to the same prior-year period, primarily driven by an increase in third-party digital equipment sales.

Other operating expenses decreased $10.7 million, or 86%, in the three months ended March 31, 2025, compared to the same prior-year period, primarily driven by the impact of the Transaction, partially offset by higher costs related to third-party digital equipment sales. *Other* SG&A expenses decreased $5.5 million in the three months ended March 31, 2025, compared to the same prior-year period, primarily driven by the impact of the Transaction.

Other Adjusted OIBDA decreased $0.4 million, or 44%, in the three months ended March 31, 2025, compared to the same prior-year period, due primarily to the impact of the Transaction, partially offset by an increase in third-party digital equipment sales.

Corporate

Corporate expenses primarily include expenses associated with employees who provide centralized services. Corporate expenses, excluding stock-based compensation, increased $4.9 million, or 30%, in the three months ended March 31, 2025, compared to the same prior-year period, primarily due to higher compensation-related expenses, including severance, and higher professional fees, including fees related to a management consulting project, partially offset by the impact of market fluctuations on an unfunded equity-linked retirement plan offered by the Company to certain employees.

Liquidity and Capital Resources

(in millions, except percentages)	As of March 31, 2025	As of December 31, 2024	% Change
Assets:			
Cash and cash equivalents	$ 30.5	$ 46.9	(35) %
Receivables, less allowance ($21.4 in 2025 and $20.6 in 2024)	258.5	305.3	(15)
Prepaid lease and transit franchise costs	3.9	4.0	(3)
Other prepaid expenses	17.4	17.8	(2)
Other current assets	11.0	11.8	(7)
Total current assets	321.3	385.8	(17)
Liabilities:			
Accounts payable	42.4	51.4	(18)
Accrued compensation	37.7	56.7	(34)
Accrued interest	23.0	34.5	(33)
Accrued lease and transit franchise costs	59.6	82.8	(28)
Other accrued expenses	57.1	54.3	5
Deferred revenues	59.5	42.8	39
Short-term debt	50.0	10.0	*
Short-term operating lease liabilities	177.4	168.7	5
Other current liabilities	23.1	19.6	18
Total current liabilities	529.8	520.8	2
Working capital	$ (208.5)	$ (135.0)	54

* Calculation is not meaningful.

We continually project anticipated cash requirements for our operating, investing and financing needs as well as cash flows generated from operating activities available to meet these needs. Due to seasonal advertising patterns and influences on advertising markets, our revenues and operating income are typically highest in the fourth quarter, during the holiday shopping season, and lowest in the first quarter, as advertisers adjust their spending following the holiday shopping season. Further, certain of our municipal transit contracts require guaranteed minimum annual payments to be paid on a monthly or quarterly basis, as applicable.

Our short-term cash requirements primarily include payments for operating leases, guaranteed minimum annual payments, interest, capital expenditures, equipment deployment costs and dividends. Funding for short-term cash needs will come primarily from our cash on hand, operating cash flows, our ability to issue debt and equity securities, and borrowings under the Revolving Credit Facility (as defined below), the AR Facility (as defined below) or other credit facilities that we may establish, to the extent available.

In addition, as part of our growth strategy, we frequently evaluate strategic opportunities to acquire new businesses, assets or digital technology, directly or in connection with joint ventures (including buy/sell arrangements with joint venture partners). Consistent with this strategy, we regularly evaluate potential acquisitions, ranging from small transactions to larger acquisitions, which transactions and transaction-related expenses will be funded through cash on hand, additional borrowings, equity or other securities, or some combination thereof.

Our long-term cash needs include principal payments on outstanding indebtedness and commitments related to operating leases and franchise and other agreements, including any related guaranteed minimum annual payments, and equipment deployment costs. Funding for long-term cash needs will come from our cash on hand, operating cash flows, our ability to issue debt and equity securities, and borrowings under the Revolving Credit Facility or other credit facilities that we may establish, to the extent available.

Although we have taken several actions to date to enhance our financial flexibility and increase our liquidity, our short-term and long-term cash needs and related funding capability may be adversely affected if cash on hand and operating cash flows decrease in 2025, and our ability to issue debt and equity securities and/or borrow under our existing or new credit facilities on reasonable pricing terms, or at all, may become uncertain. (See the “Overview” section of this MD&A.)

Working capital was a deficit of $208.5 million as of March 31, 2025, compared to a deficit of $135.0 million as of December 31, 2024, primarily driven by lower receivables, higher borrowings under the AR Facility, lower accrued lease and franchise costs, and lower bonus accruals.

Under the current MTA agreement, which was amended in June 2020 and July 2021 and is subject to modification as agreed-upon by us and the MTA (as amended, the "MTA Agreement"):

- *Deployments*. We must deploy, over a number of years, (i) 5,433 digital advertising screens on subway and train platforms and entrances, (ii) 15,896 smaller-format digital advertising screens on rolling stock, and (iii) 9,283 MTA communications displays, which amounts are subject to the MTA's ability to fulfill its pre-installation obligations under the MTA Agreement. We are also obligated to deploy certain additional digital advertising screens and MTA communications displays in subway and train stations and rolling stock that the MTA may build or acquire in the future (collectively, the "New Inventory").

- *Recoupment of Equipment Deployment Costs.* We may retain incremental revenues that exceed an annual base revenue amount for the cost of deploying advertising and communications displays throughout the transit system. Recoupable MTA equipment deployment costs are recorded as *Prepaid MTA equipment deployment costs* and *Intangible assets* on our Consolidated Statement of Financial Position, and as these costs are recouped from incremental revenues that the MTA would otherwise be entitled to receive, *Prepaid MTA equipment deployment costs* will be reduced. If incremental revenues generated over the term of the agreement are not sufficient to cover all or a portion of the equipment deployment costs, the costs will not be recouped, which could have an adverse effect on our business, financial condition and results of operations, including impairment charges (see Note 4. *Intangible Assets* to the Consolidated Financial Statements). If we do not recoup all costs of deploying advertising and communications screens with respect to the New Inventory by the end of the term of the MTA Agreement, the MTA will be obligated to reimburse us for these costs. Deployment costs in an amount not to exceed $50.7 million, which are deemed authorized before December 31, 2020, will be paid directly by the MTA. For any deployment costs deemed authorized after December 31, 2020, the MTA and the Company will no longer be obligated to directly pay 70% and 30% of the costs, respectively, and these costs will be subject to recoupment in accordance with the MTA Agreement. We did not recoup any equipment deployment costs in the three months ended March 31, 2025. In addition, we currently do not expect to recoup any equipment deployment costs throughout the remainder of the Amended Term (as defined below) of the MTA Agreement. We expect our MTA equipment deployment costs to be approximately $35.0 million in 2025. We expect MTA equipment deployment costs to be approximately $30.0 million to $40.0 million annually throughout the remainder of the Amended Term (as defined below) of the MTA Agreement and encompass replacement costs. Accordingly, we expect annual MTA equipment deployment costs will decline now that we have substantially completed our initial deployment during 2024.

- *Payments*. We must pay to the MTA the greater of a percentage of revenues or a guaranteed minimum annual payment. Our payment obligations with respect to guaranteed minimum annual payment amounts owed to the MTA resumed on January 1, 2021, in accordance with the terms of the MTA Agreement, and any guaranteed minimum annual payment amounts that would have been paid for the period from April 1, 2020 through December 31, 2020 (less any revenue share amounts actually paid during this period using an increased revenue share percentage of 65%) will instead be added in equal increments to the guaranteed minimum annual payment amounts owed for the period from January 1, 2022, through December 31, 2026. The MTA Agreement also provides that if prior to April 1, 2028 the balance of unrecovered costs of deploying advertising and communications screens throughout the transit system is equal to or less than zero, then in any year following the year in which such recoupment occurs (the "Recoupment Year"), the MTA is entitled to receive an additional payment equal to 2.5% of the annual base revenue amount for such year calculated in accordance with the MTA Agreement, provided that gross revenues in such year (i) were at least equal to the gross revenues generated in the Recoupment Year, and (ii) did not decline by more than 5% from the prior year.

- *Term.* In July 2021, we extended the initial 10-year term of the MTA Agreement to a 13-year base term (the "Amended Term"). We have the option to extend the Amended Term for an additional five-year period at the end of the Amended Term, subject to satisfying certain quantitative and qualitative conditions.

We may utilize cash on hand and/or incremental third-party financing to fund equipment deployment costs over the next couple of years. However, we cannot reasonably estimate the aggregate financing amount, if any, at this time. As of March 31, 2025, we have issued surety bonds in favor of the MTA totaling approximately $136.0 million, which amount is subject to change as equipment installations are completed and revenues are generated. We incurred $3.7 million related to MTA equipment deployment costs in the three months ended March 31, 2025 (which includes equipment deployment costs related to future deployments), for a total of $612.6 million to date, of which $33.9 million had been recouped from incremental revenues to

date. As of March 31, 2025, we had *Intangible assets* related to franchise agreements balance related to the MTA Agreement of $13.9 million. As of March 31, 2025, 27,033 digital displays had been installed, composed of 4,998 digital advertising screens on subway and train platforms and entrances, 15,664 smaller-format digital advertising screens on rolling stock and 6,371 MTA communications displays. In the three months ended March 31, 2025, 788 installations occurred.

As a result of negative aggregate undiscounted cash flow forecasts related to our MTA asset group, we performed a quarterly impairment analysis on the MTA asset group during the three months ended March 31, 2024, and recorded an impairment charge of $9.1 million for the quarter. The impairment charge recorded during 2024 represented additional MTA equipment deployment cost spending during the three months ended March 31, 2024. No impairment charges were recorded during the three months ended March 31, 2025. We currently expect positive aggregate cash flows on an undiscounted basis through to the end of the Amended Term of the MTA Agreement. If our MTA performance continues to be in line with, or better than, our current model, we would not expect to incur additional impairment charges on our MTA equipment deployment cost spending. There can be no assurance that these estimates and assumptions will prove to be an accurate prediction of the future, and a downward revision of these estimates and/or assumptions would decrease our cash flows, which could result in additional impairment charges in the future.

On May 8, 2025, we announced that our board of directors approved a quarterly cash dividend of $0.30 per share on our common stock payable on June 30, 2025, to stockholders of record at the close of business on June 6, 2025.

Debt

Debt, net, consists of the following:

	As of	
(in millions, except percentages)	**March 31, 2025**	**December 31, 2024**
Short-term debt:		
AR Facility	$ 50.0	$ 10.0
Total short-term debt	50.0	10.0
Long-term debt:		
Term loan, due 2026	399.6	399.5
Senior secured notes:		
7.375% senior secured notes, due 2031	450.0	450.0
Senior unsecured notes:		
5.000% senior unsecured notes, due 2027	650.0	650.0
4.250% senior unsecured notes, due 2029	500.0	500.0
4.625% senior unsecured notes, due 2030	500.0	500.0
Total senior unsecured notes	1,650.0	1,650.0
Debt issuance costs	(15.9)	(17.0)
Total long-term debt, net	2,483.7	2,482.5
Total debt, net	$ 2,533.7	$ 2,492.5
Weighted average cost of debt	5.4 %	5.4 %

	Payments Due by Period				
(in millions)	**Total**	**2025**	**2026-2027**	**2028-2029**	**2030 and thereafter**
Long-term debt	$ 2,500.0	$ —	$ 1,050.0	$ 500.0	$ 950.0
Interest	578.8	140.6	240.6	144.5	53.1
Total	$ 3,078.8	$ 140.6	$ 1,290.6	$ 644.5	$ 1,003.1

Term Loan

The interest rate on the term loan due in 2026 (the "Term Loan") was 6.1% per annum as of March 31, 2025. As of March 31, 2025, a discount of $0.4 million on the Term Loan remains unamortized. The discount is being amortized through *Interest expense, net*, on the Consolidated Statement of Operations.

Revolving Credit Facility

We also have a $500.0 million revolving credit facility, which matures in 2028 (the "Revolving Credit Facility," together with the Term Loan, the "Senior Credit Facilities").

As of March 31, 2025, there were no outstanding borrowings under the Revolving Credit Facility.

The commitment fee based on the amount of unused commitments under the Revolving Credit Facility was $0.5 million in each of the three months ended March 31, 2025, and 2024. As of March 31, 2025, we had issued letters of credit totaling approximately $5.2 million against the letter of credit facility sublimit under the Revolving Credit Facility.

Standalone Letter of Credit Facilities

As of March 31, 2025, we had issued letters of credit totaling approximately $64.7 million under our aggregate $81.0 million standalone letter of credit facilities. The total fees under the letter of credit facilities were immaterial in each of the three months ended March 31, 2025 and 2024.

Accounts Receivable Securitization Facility

As of March 31, 2025, we have a $150.0 million revolving accounts receivable securitization facility (the "AR Facility"), which terminates in June 2027, unless further extended.

In connection with the AR Facility, Outfront Media LLC and Outfront Media Outernet Inc., each a wholly-owned subsidiary of the Company, and certain of the Company's taxable REIT subsidiaries ("TRSs") (the "Originators"), will sell and/or contribute their respective existing and future accounts receivable and certain related assets to either Outfront Media Receivables LLC, a special purpose vehicle and wholly-owned subsidiary of the Company relating to the Company's qualified REIT subsidiary accounts receivable assets (the "QRS SPV") or Outfront Media Receivables TRS, LLC a special purpose vehicle and wholly-owned subsidiary of the Company relating to the Company's TRS accounts receivable assets (the "TRS SPV" and together with the QRS SPV, the "SPVs"). The SPVs may transfer undivided interests in their respective accounts receivable assets to certain purchasers from time to time (the "Purchasers"). The SPVs are separate legal entities with their own separate creditors who will be entitled to access the SPVs' assets before the assets become available to the Company. Accordingly, the SPVs' assets are not available to pay creditors of the Company or any of its subsidiaries, although collections from the receivables in excess of amounts required to repay the Purchasers and other creditors of the SPVs may be remitted to the Company. Outfront Media LLC will service the accounts receivables on behalf of the SPVs for a fee. The Company has agreed to guarantee the performance of the Originators and Outfront Media LLC, in its capacity as servicer, of their respective obligations under the agreements governing the AR Facility. Neither the Company, the Originators nor the SPVs guarantee the collectability of the receivables under the AR Facility. Further, the TRS SPV and the QRS SPV are jointly and severally liable for their respective obligations under the agreements governing the AR Facility.

As of March 31, 2025, there were $50.0 million of outstanding borrowings under the AR Facility, at a borrowing rate of 5.6%. As of March 31, 2025, borrowing capacity remaining under the AR Facility was $100.0 million based on approximately $312.9 million of accounts receivable that could be used as collateral for the AR Facility in accordance with the agreements governing the AR Facility. The commitment fee based on the amount of unused commitments under the AR Facility was $0.1 million in each of the three months ended March 31, 2025 and 2024. In April 2025, we made a repayment of $10.0 million under the AR Facility.

Debt Covenants

Our credit agreement, dated as of January 31, 2014 (as amended, restated, amended and restated, supplemented or otherwise modified, the "Credit Agreement"), governing the Senior Credit Facilities, the agreements governing the AR Facility, and the indentures governing our senior notes contain customary affirmative and negative covenants, subject to certain exceptions, including but not limited to those that restrict the Company's and its subsidiaries' abilities to (i) pay dividends on, repurchase or make distributions in respect to the Company's or its wholly-owned subsidiary, Outfront Media Capital LLC's capital stock or

make other restricted payments other than dividends or distributions necessary for us to maintain our REIT status, subject to certain conditions and exceptions, (ii) enter into agreements restricting certain subsidiaries' ability to pay dividends or make other intercompany or third-party transfers, and (iii) incur additional indebtedness. One of the exceptions to the restriction on our ability to incur additional indebtedness is satisfaction of a Consolidated Total Leverage Ratio, which is the ratio of our consolidated total debt to our Consolidated EBITDA (as defined in the Credit Agreement) for the trailing four consecutive quarters, of no greater than 6.0 to 1.0. As of March 31, 2025, our Consolidated Total Leverage Ratio was 4.8 to 1.0, as adjusted to give pro forma effect to the Transaction, in accordance with the Credit Agreement.

The terms of the Credit Agreement (and under certain circumstances, the agreements governing the AR Facility) require that we maintain a Consolidated Net Secured Leverage Ratio, which is the ratio of (i) our consolidated secured debt (less up to $150.0 million of unrestricted cash) to (ii) our Consolidated EBITDA (as defined in the Credit Agreement) for the trailing four consecutive quarters, of no greater than 4.5 to 1.0. As of March 31, 2025, our Consolidated Net Secured Leverage Ratio was 1.6 to 1.0, as adjusted to give pro forma effect to the Transaction, in accordance with the Credit Agreement. As of March 31, 2025, we are in compliance with our debt covenants.

Deferred Financing Costs

As of March 31, 2025, we had deferred $19.6 million in fees and expenses associated with the Term Loan, the Revolving Credit Facility, the AR Facility and our senior notes. We are amortizing the deferred fees through *Interest expense, net,* on our Consolidated Statement of Operations over the respective terms of the Term Loan, Revolving Credit Facility, AR Facility and our senior notes.

Equity

At-the-Market Equity Offering Program

We have a sales agreement in connection with an "at-the-market" equity offering program (the "ATM Program"), under which we may, from time to time, issue and sell shares of our common stock up to an aggregate offering price of $300.0 million. We have no obligation to sell any of our common stock under the sales agreement and may at any time suspend solicitations and offers under the sales agreement. No shares were sold under the ATM Program during the three months ended March 31, 2025. As of March 31, 2025, we had approximately $232.5 million of capacity remaining under the ATM Program.

Series A Preferred Stock Issuance

On April 20, 2020, we issued 400,000 shares of our Series A Convertible Perpetual Preferred Stock (the "Series A Preferred Stock"), par value $0.01 per share. The Series A Preferred Stock ranks senior to the shares of the Company's common stock with respect to dividend and distribution rights. Holders of the Series A Preferred Stock are entitled to a cumulative dividend accruing at the initial rate of 7.0% per year, payable quarterly in arrears, subject to increases as set forth in the Articles Supplementary, effective as of April 20, 2020 (the "Articles"). Dividends may, at the option of the Company, be paid in cash, in-kind, through the issuance of additional shares of Series A Preferred Stock or a combination of cash and in-kind, until April 20, 2028, after which time dividends will be payable solely in cash. So long as any shares of Series A Preferred Stock remain outstanding, the Company may not, without the consent of a specified percentage of holders of shares of Series A Preferred Stock, declare a dividend on, or make any distributions relating to, capital stock that ranks junior to, or on a parity basis with, the Series A Preferred Stock, subject to certain exceptions, including but not limited to (i) any dividend or distribution in cash or capital stock of the Company on or in respect of the capital stock of the Company to the extent that such dividend or distribution is necessary to maintain the Company's status as a REIT; and (ii) any dividend or distribution in cash in respect of our common stock that, together with the dividends or distributions during the 12-month period immediately preceding such dividend or distribution, is not in excess of 5% of the aggregate dividends or distributions paid by the Company necessary to maintain its REIT status during such 12-month period. If any dividends or distributions in respect of the shares of our common stock are paid in cash, the shares of Series A Preferred Stock will participate in the dividends or distributions on an as-converted basis up to the amount of their accrued dividend for such quarter, which amounts will reduce the dividends payable on the shares of Series A Preferred Stock dollar-for-dollar for such quarter. The Series A Preferred Stock is convertible at the option of any holder at any time into shares of our common stock at an initial conversion price of $16.00 per share and an initial conversion rate of 62.50 shares of our common stock per share of Series A Preferred Stock, subject to certain anti-dilution adjustments and a share cap as set forth in the Articles. Subject to certain conditions set forth in the Articles (including a change of control), each of the Company and the holders of the Series A Preferred Stock may convert or redeem the Series A Preferred Stock at the prices set forth in the Articles, plus any accrued and unpaid dividends.

Reverse Stock Split

On January 17, 2025, we effectuated a 1-for-1.024549 reverse stock split on our common stock (the "Reverse Stock Split"). All shares of the Company's common stock and per-share data included in the Consolidated Financial Statements have been retroactively adjusted as though the Reverse Stock Split has been effected prior to all periods presented.

Cash Flows

The following table presents our cash flows in the three months ended March 31, 2025 and 2024.

	Three Months Ended March 31,		%
(in millions, except percentages)	**2025**	**2024**	**Change**
Net cash flow provided by operating activities	$ 33.6	$ 30.6	10 %
Net cash flow used for investing activities	(24.7)	(19.0)	30
Net cash flow used for financing activities	(25.3)	(4.9)	*
Effect of exchange rate changes on cash and cash equivalents	—	(0.3)	*
Net increase (decrease) in cash and cash equivalents	$ (16.4)	$ 6.4	*

* Calculation is not meaningful.

Cash provided by operating activities increased $3.0 million, or 10%, in the three months ended March 31, 2025, compared to the same prior-year period, due primarily to the timing of receivables and a lower net loss in 2025 compared to 2024, due to an impairment charge in 2024 and lower interest expense, partially offset by a larger use of cash related to accounts payable and accrued expenses, driven by higher incentive compensation payments made in 2025.

Cash used by investing activities increased by $5.7 million, or 30%, in the three months ended March 31, 2025, compared to the same prior-year period, due primarily to lower proceeds from dispositions.

The following table presents our capital expenditures in the three months ended March 31, 2025 and 2024.

	Three Months Ended March 31,		%
(in millions, except percentages)	**2025**	**2024**	**Change**
Growth	$ 10.9	$ 13.7	(20) %
Maintenance	6.3	4.7	34
Total capital expenditures	$ 17.2	$ 18.4	(7)

Capital expenditures decreased $1.2 million, or 7%, in the three months ended March 31, 2025, compared to the same prior-year period, primarily due to the impact of the Transaction and lower spending on safety-related projects, partially offset by increased growth in digital displays, higher spending on software and technology, and increased maintenance spending for billboard display upgrades.

For the full year of 2025, we expect our capital expenditures to be approximately $85.0 million, which will be used primarily for new and replacement digital displays, the renovation of certain office facilities, software and technology, maintenance and safety-related projects. This estimate does not include equipment deployment costs that will be incurred in connection with the MTA Agreement (as described above).

Cash used for financing activities increased by $20.4 million in the three months ended March 31, 2025 compared to the same prior-year period. In the three months ended March 31, 2025, we paid total cash dividends of $53.0 million on our common stock, the Series A Preferred Stock and vested restricted share units granted to employees, and drew net borrowings on the AR Facility of $40.0 million. In the three months ended March 31, 2024, we paid total cash dividends of $52.4 million on our common stock, the Series A Preferred Stock and vested restricted share units granted to employees, and drew net borrowings on the AR Facility of $55.0 million.

Cash paid for income taxes was $0.1 million in the three months ended March 31, 2024. *Cash paid for income taxes* in the three months ended March 31, 2025, was immaterial.

Off-Balance Sheet Arrangements

Our off-balance sheet commitments primarily consist of guaranteed minimum annual payments and letters of credit. (See Note 16. *Commitments and Contingencies* to the Consolidated Financial Statements for information about our off-balance sheet commitments.)

Critical Accounting Policies

The preparation of our financial statements in conformity with GAAP requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. On an ongoing basis, we evaluate these estimates, which are based on historical experience and on various assumptions that we believe are reasonable under the circumstances. The result of these evaluations forms the basis for making judgments about the carrying values of assets and liabilities and the reported amount of revenues and expenses that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions.

For information regarding accounting policies we consider to be the most critical as they are significant to our financial condition and results of operations, and require significant judgment and estimates on the part of management in their application, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies" in our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on February 28, 2025.

For a summary of our significant accounting policies, see Item 8., Note 2. *Summary of Significant Accounting Policies* to the Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on February 28, 2025.

Accounting Standards

See Note 2. *New Accounting Standards* to the Consolidated Financial Statements for information about the adoption of new accounting standards and recent accounting pronouncements.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

We have made statements in this Annual Report on Form 10-K 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," "forecast" 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 related to 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;
- The severity and duration of pandemics, and the impact on our business, financial condition and results of operations;
- Competition;
- Government regulation;
- Our ability to operate our digital display platform;
- Losses and costs resulting from recalls and product liability, warranty and intellectual property claims;
- Our ability to obtain and renew key municipal contracts on favorable terms;
- Taxes, fees and registration requirements;
- Decreased government compensation for the removal of lawful billboards;
- Content-based restrictions on outdoor advertising;
- Seasonal variations;
- Acquisitions and other strategic transactions that we may pursue could have a negative effect on our results of operations;
- Dependence on our management team and other key employees;
- Experiencing a cybersecurity incident;

- Changes in regulations and consumer concerns regarding privacy, information security and data, or any failure or perceived failure to comply with these regulations or our internal policies;
- Asset impairment charges for our long-lived assets and goodwill;
- Environmental, health and safety laws and regulations;
- Expectations relating to environmental, social and governance considerations;
- Our substantial indebtedness;
- Restrictions in the agreements governing our indebtedness;
- Incurrence of additional debt;
- Interest rate risk exposure from our variable-rate indebtedness;
- Our ability to generate cash to service our indebtedness;
- Cash available for distributions;
- Hedging transactions;
- The ability of our board of directors to cause us to issue additional shares of stock without common 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;
- Our failure to remain qualified to be taxed as a REIT;
- REIT distribution requirements;
- Availability of external sources of capital;
- We may face other tax liabilities even if we remain qualified to be taxed as a REIT;
- Complying with REIT requirements may cause us to liquidate investments or forgo otherwise attractive investments or business opportunities;
- Our ability to contribute certain contracts to a TRS;
- Our planned use of TRSs may cause us to fail to remain qualified to be taxed as a REIT;
- REIT ownership limits;
- Complying with REIT requirements may limit our ability to hedge effectively;
- The ability of our board of directors to revoke our REIT election at any time without stockholder approval;
- The Internal Revenue Service may deem the gains from sales of our outdoor advertising assets to be subject to a 100% prohibited transaction tax; and
- Establishing operating partnerships as part of our REIT structure.

While forward-looking statements reflect our good-faith beliefs, they are not guarantees of future performance. All forward-looking statements in this Quarterly Report on Form 10-Q apply as of the date of this report 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. For a further discussion of these and other factors that could impact our future results, performance or transactions, see the section entitled "Risk Factors" in this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on February 28, 2025. You should understand that it is not possible to predict or identify all such factors. Consequently, you should not consider any such list to be a complete set of all potential risks or uncertainties.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to market risk related to commodity prices and to a limited extent, interest rates and credit risks.

Commodity Price Risk

We incur various operating costs that are subject to price risk caused by volatility in underlying commodity values. Commodity price risk is present in electricity costs associated with powering our digital billboard displays and lighting our traditional static billboard displays at night.

We do not currently use derivatives or other financial instruments to mitigate our exposure to commodity price risk. However, we do enter into contracts with commodity providers to limit our exposure to commodity price fluctuations. For the year ended December 31, 2024, such contracts accounted for 8.2% of our total utility costs. As of March 31, 2025, we had active electricity purchase agreements with fixed contract rates for locations in Illinois, New Jersey, New York, Pennsylvania and Texas, which expire at various dates through October 2027.

Interest Rate Risk

We are subject to interest rate risk to the extent we have variable-rate debt outstanding, including under the Senior Credit Facilities and the AR Facility.

As of March 31, 2025, we had a $400.0 million variable-rate Term Loan due 2026 outstanding, which has an interest rate of 6.1% per year. An increase or decrease of 1/4% in our interest rate on the Term Loan will change our annualized interest expense by approximately $1.0 million.

As of March 31, 2025, there were $50.0 million of outstanding borrowings under the AR Facility, at a borrowing rate of 5.6%. An increase or decrease of 1/4% in our interest rate on the AR Facility will change our annualized interest expense by approximately $0.1 million. In April 2025, we made a repayment of $10.0 million under the AR Facility.

We are not currently using derivatives or other financial instruments to mitigate interest rate risk, although we may do so in the future.

Credit Risk

In the opinion of our management, credit risk is limited due to the large number of customers and advertising agencies utilized. We perform credit evaluations on our customers and agencies and believe that the allowances for credit losses are adequate. We do not currently use derivatives or other financial instruments to mitigate credit risk.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

As required by Rule 13a-15(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), our management has carried out an evaluation, under the supervision of and with the participation of our Interim Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rule 13a-15(e) of the Exchange Act, as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on the foregoing, our Interim Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of the end of the period covered by this report, were effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and is accumulated and communicated to our management, including our Interim Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act, during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Disclosure Controls and Procedures and Internal Control Over Financial Reporting

In designing and evaluating our disclosure controls and procedures and internal control over financial reporting, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures and internal control over financial reporting must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

PART II

Item 1. Legal Proceedings.

On an ongoing basis, we are engaged in lawsuits and governmental proceedings and respond to various investigations, inquiries, notices and claims from national, state and local governmental and other authorities (collectively, "litigation"). Litigation is inherently uncertain and always difficult to predict. Although it is not possible to predict with certainty the eventual outcome of any litigation, in our opinion, none of our current litigation is expected to have a material adverse effect on our results of operations, financial position or cash flows.

Item 1A. Risk Factors.

We have disclosed the risk factors affecting our business, results of operations and financial condition in the section entitled "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on February 28, 2025. There have been no material changes from the risk factors previously disclosed.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Unregistered Sales of Equity Securities

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

None.

Item 5. Other Information.

On March 14, 2025, Richard H. Sauer, the Company's Executive Vice President, General Counsel, adopted a trading arrangement for the sale of the Company's common stock (the "Rule 10b5-1 Trading Plan") that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) of the Exchange Act. The Rule 10b5-1 Trading Plan, which has a term of six months, provides for the sale of up to 50,000 shares of the Company's common stock pursuant to the terms of the Rule 10b5-1 Trading Plan.

Item 6. Exhibits.

See Exhibit Index immediately following this Item, which is incorporated herein by reference.

EXHIBIT INDEX

Exhibit Number	Description
2.1	Share Purchase Agreement, dated October 22, 2023, by and among OUTFRONT Media Inc., Outfront Canada HoldCo 2 LLC, Outfront Canada Sub LLC, and Bell Media Inc. (incorporated herein by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K (File No. 001-36367), filed on October 23, 2023).
3.1	Articles of Amendment and Restatement of OUTFRONT Media Inc. effective March 28, 2014, as amended by the Articles of Amendment of OUTFRONT Media Inc. effective November 20, 2014, June 10, 2019 and January 17, 2025 (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-36367), filed on January 17, 2025).
3.2	Amended and Restated Bylaws of OUTFRONT Media Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-36367), filed on December 9, 2022).
3.3	Articles Supplementary of OUTFRONT Media Inc. effective April 20, 2020 (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-36367), filed on April 21, 2020).
10.1	Letter Agreement between OUTFRONT Media Inc. and Nicolas Brien, dated as of January 31, 2025 (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-36367), filed on February 4, 2025).
10.2	Form of Certificate and Terms and Conditions for Performance-Based Restricted Share Units Awards with Time Vesting granted under the OUTFRONT Media Inc. Amended and Restated Omnibus Stock Incentive Plan.
10.3	Form of Certificate and Terms and Conditions for One-Time Transition Performance-Based Restricted Share Units Awards with Time Vesting granted under the OUTFRONT Media Inc. Amended and Restated Omnibus Stock Incentive Plan.
10.4	Form of Certificate and Terms and Conditions for One-Time Interim Chief Executive Officer Restricted Share Units Award with Time Vesting granted under the OUTFRONT Media Inc. Amended and Restated Omnibus Stock Incentive Plan.
31.1	Certification of the Chief Executive Officer of OUTFRONT Media Inc. pursuant to Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer of OUTFRONT Media Inc. pursuant to Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Chief Executive Officer of OUTFRONT Media Inc. furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley act of 2002.
32.2	Certification of the Chief Financial Officer of OUTFRONT Media Inc. furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley act of 2002.
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema
101.CAL	Inline XBRL Taxonomy Calculation Linkbase
101.DEF	Inline XBRL Taxonomy Definition Document
101.LAB	Inline XBRL Taxonomy Label Linkbase
101.PRE	Inline XBRL Taxonomy Presentation Linkbase
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

OUTFRONT MEDIA INC.

By: /s/ Matthew Siegel

Name: Matthew Siegel

Title: Executive Vice President and Chief Financial Officer (Principal Financial Officer)

Date: May 9, 2025