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

FORM 10-Q

x **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended June 30, 2022

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 1-36756

Lamar Advertising Company

Commission File Number 1-12407

Lamar Media Corp.

(Exact name of registrants as specified in their charters)

Delaware	**47-0961620**
Delaware	**72-1205791**
(State or other jurisdiction of incorporation or organization)	***(I.R.S Employer Identification No.)***
5321 Corporate Blvd., Baton Rouge, LA	**70808**
(Address of principal executive offices)	**(Zip Code)**

Registrants' telephone number, including area code: (225) 926-1000

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, $0.001 par value	LAMR	The NASDAQ Stock Market, LLC

Indicate by check mark whether each 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 x No ☐

Indicate by check mark whether each 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 such files). Yes x No ☐

Indicate by check mark whether Lamar Advertising Company 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	x	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if Lamar Advertising Company 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 Lamar Media Corp. 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	x	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if Lamar Media Corp. 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 Lamar Advertising Company is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes ☐ No x

Indicate by check mark whether Lamar Media Corp. is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes ☐ No x

The number of shares of Lamar Advertising Company's Class A common stock outstanding as of July 31, 2022: 87,114,517

The number of shares of the Lamar Advertising Company's Class B common stock outstanding as of July 31, 2022: 14,420,085

The number of shares of Lamar Media Corp. common stock outstanding as of July 31, 2022: 100

This combined Form 10-Q is separately filed by (i) Lamar Advertising Company and (ii) Lamar Media Corp. (which is a wholly owned subsidiary of Lamar Advertising Company). Lamar Media Corp. meets the conditions set forth in general instruction H(1) (a) and (b) of Form 10-Q and is, therefore, filing this form with the reduced disclosure format permitted by such instruction.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain information included in this report is forward-looking in nature within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. This report uses terminology such as "anticipates," "believes," "plans," "expects," "future," "intends," "may," "will," "should," "estimates," "predicts," "potential," "continue" and similar expressions to identify forward-looking statements. Examples of forward-looking statements in this report include statements about:

- our future financial performance and condition;
- our business plans, objectives, prospects, growth and operating strategies;
- our future capital expenditures and level of acquisition activity;
- our ability to integrate acquired assets and realize operating efficiency from acquisitions;
- market opportunities and competitive positions;
- our future cash flows and expected cash requirements;
- estimated risks;
- our ability to maintain compliance with applicable covenants and restrictions included in Lamar Media's senior credit facility, Accounts Receivable Securitization Program and the indentures relating to its outstanding notes;
- stock price;
- estimated future dividend distributions; and
- our ability to remain qualified as a Real Estate Investment Trust ("REIT").

Forward-looking statements are subject to known and unknown risks, uncertainties and other important factors, including but not limited to the following, any of which may cause the actual results, performance or achievements of Lamar Advertising Company (referred to herein as the "Company" or "Lamar Advertising") or Lamar Media Corp. (referred to herein as "Lamar Media") to differ materially from those expressed or implied by the forward-looking statements:

- the state of the economy and financial markets generally and their effects on the markets in which we operate and the broader demand for advertising, including inflationary pressures;
- the levels of expenditures on advertising in general and outdoor advertising in particular;
- risks and uncertainties relating to our significant indebtedness;
- the demand for outdoor advertising and its continued popularity as an advertising medium;
- our need for, and ability to obtain, additional funding for acquisitions, operations and debt refinancing;
- increased competition within the outdoor advertising industry;
- the regulation of the outdoor advertising industry by federal, state and local governments;
- our ability to renew expiring contracts at favorable rates;
- the integration of businesses and assets that we acquire and our ability to recognize cost savings and operating efficiencies as a result of these acquisitions;
- our ability to successfully implement our digital deployment strategy;
- the market for our Class A common stock;
- changes in accounting principles, policies or guidelines;
- our ability to effectively mitigate the threat of and damages caused by hurricanes and other kinds of severe weather;
- our ability to maintain our status as a REIT; and
- changes in tax laws applicable to REITs or in the interpretation of those laws.

The forward-looking statements in this report are based on our current good faith beliefs, however, actual results may differ due to inaccurate assumptions, the factors listed above or other foreseeable or unforeseeable factors. Consequently, we cannot guarantee that any of the forward-looking statements will prove to be accurate. The forward-looking statements in this report speak only as of the date of this report, and Lamar Advertising and Lamar Media expressly disclaim any obligation or undertaking to update or revise any forward-looking statement contained in this report, except as required by law.

For a further description of these and other risks and uncertainties, the Company encourages you to read carefully Item 1A to the combined Annual Report on Form 10-K for the year ended December 31, 2021 of the Company and Lamar Media (the "2021 Combined Form 10-K"), filed on February 25, 2022, and as such risk factors may be further updated or supplemented, from time to time, in our future combined Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

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PART I — FINANCIAL INFORMATION

ITEM 1. — FINANCIAL STATEMENTS

LAMAR ADVERTISING COMPANY AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(In thousands, except share and per share data)

	June 30, 2022	December 31, 2021
	(Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 91,686	$ 99,788
Receivables, net of allowance for doubtful accounts of $13,519 and $11,195 in 2022 and 2021, respectively	303,323	269,917
Other current assets	45,077	18,902
Total current assets	440,086	388,607
Property, plant and equipment	3,868,507	3,782,288
Less accumulated depreciation and amortization	(2,491,060)	(2,445,014)
Net property, plant and equipment	1,377,447	1,337,274
Operating lease right of use assets	1,244,392	1,224,672
Financing lease right of use assets	15,464	16,890
Goodwill	2,004,145	1,936,426
Intangible assets, net	1,109,687	1,045,177
Other assets	90,816	98,448
Total assets	$ 6,282,037	$ 6,047,494
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Trade accounts payable	$ 15,920	$ 16,429
Current maturities of long-term debt, net of deferred financing costs of $672 and $585 in 2022 and 2021, respectively	239,696	174,778
Current operating lease liabilities	179,691	198,286
Current financing lease liabilities	1,331	1,331
Accrued expenses	99,220	135,038
Deferred income	155,554	137,103
Total current liabilities	691,412	662,965
Long-term debt, net of deferred financing costs of $33,603 and $36,274 in 2022 and 2021, respectively	3,001,467	2,838,817
Operating lease liabilities	1,012,429	995,356
Financing lease liabilities	16,611	17,277
Deferred income tax liabilities	7,635	6,416
Asset retirement obligation	277,491	269,367
Other liabilities	34,926	40,207
Total liabilities	5,041,971	4,830,405
Stockholders' equity:		
Series AA preferred stock, par value $0.001, $63.80 cumulative dividends, 5,720 shares authorized; 5,720 shares issued and outstanding at 2022 and 2021	—	—
Class A common stock, par value $0.001, 362,500,000 shares authorized; 87,897,625 and 87,540,838 shares issued at 2022 and 2021, respectively; 87,114,517 and 86,852,821 outstanding at 2022 and 2021, respectively	88	88
Class B common stock, par value $0.001, 37,500,000 shares authorized, 14,420,085 shares issued and outstanding at 2022 and 2021	14	14
Additional paid-in capital	2,042,427	2,001,399
Accumulated comprehensive income	486	855
Accumulated deficit	(741,651)	(734,415)
Cost of shares held in treasury, 783,108 and 688,017 shares at 2022 and 2021, respectively	(61,298)	(50,852)
Stockholders' equity	1,240,066	1,217,089
Total liabilities and stockholders' equity	$ 6,282,037	$ 6,047,494

See accompanying notes to condensed consolidated financial statements.

LAMAR ADVERTISING COMPANY
AND SUBSIDIARIES
Condensed Consolidated Statements of Income and Comprehensive Income
(Unaudited)
(In thousands, except share and per share data)

	Three Months Ended June 30, 2022	Three Months Ended June 30, 2021	Six Months Ended June 30, 2022	Six Months Ended June 30, 2021
Statements of Income				
Net revenues	$ 517,852	$ 445,052	$ 969,240	$ 815,933
Operating expenses (income)				
Direct advertising expenses (exclusive of depreciation and amortization)	166,723	140,448	324,495	271,663
General and administrative expenses (exclusive of depreciation and amortization)	90,658	75,834	173,742	148,483
Corporate expenses (exclusive of depreciation and amortization)	27,591	20,643	49,603	38,403
Depreciation and amortization	67,750	60,622	136,377	121,371
Gain on disposition of assets	(1,374)	(1,481)	(1,937)	(1,896)
	351,348	296,066	682,280	578,024
Operating income	166,504	148,986	286,960	237,909
Other expense (income)				
Loss on extinguishment of debt	—	—	—	21,604
Interest income	(279)	(182)	(494)	(356)
Interest expense	29,493	26,359	56,279	54,513
Equity in earnings of investee	(355)	—	(1,101)	—
	28,859	26,177	54,684	75,761
Income before income tax expense	137,645	122,809	232,276	162,148
Income tax expense	3,440	3,200	5,920	4,210
Net income	134,205	119,609	226,356	157,938
Cash dividends declared and paid on preferred stock	91	91	182	182
Net income applicable to common stock	$ 134,114	$ 119,518	$ 226,174	$ 157,756
Earnings per share:				
Basic earnings per share	$ 1.32	$ 1.18	$ 2.23	$ 1.56
Diluted earnings per share	$ 1.32	$ 1.18	$ 2.23	$ 1.56
Cash dividends declared per share of common stock	$ 1.20	$ 0.75	$ 2.30	$ 1.50
Weighted average common shares used in computing earnings per share:				
Weighted average common shares outstanding basic	101,486,547	101,125,855	101,413,458	101,047,295
Weighted average common shares outstanding diluted	101,660,120	101,328,939	101,602,743	101,239,848
Statements of Comprehensive Income				
Net income	$ 134,205	$ 119,609	$ 226,356	$ 157,938
Other comprehensive (loss) income				
Foreign currency translation adjustments	(683)	300	(369)	504
Comprehensive income	$ 133,522	$ 119,909	$ 225,987	$ 158,442

See accompanying notes to condensed consolidated financial statements.

LAMAR ADVERTISING COMPANY
AND SUBSIDIARIES
Condensed Consolidated Statements of Stockholders' Equity
(Unaudited)
(In thousands, except share and per share data)

	Series AA PREF Stock	Class A CMN Stock	Class B CMN Stock	Treasury Stock	Add'l Paid in Capital	Accumulated Comprehensive Income	Accumulated Deficit	Total
Balance, December 31, 2021	$ —	$ 88	$ 14	$ (50,852)	$ 2,001,399	$ 855	$ (734,415)	$ 1,217,089
Non-cash compensation	—	—	—	—	1,405	—	—	1,405
Issuance of 241,750 shares of common stock through stock awards	—	—	—	—	30,145	—	—	30,145
Exercise of 26,190 shares of stock options	—	—	—	—	1,307	—	—	1,307
Issuance of 36,347 shares of common stock through employee purchase plan	—	—	—	—	3,589	—	—	3,589
Purchase of 95,091 shares of treasury stock	—	—	—	(10,446)	—	—	—	(10,446)
Foreign currency translation	—	—	—	—	—	314	—	314
Net income	—	—	—	—	—	—	92,151	92,151
Dividends/distributions to common shareholders ($1.10 per common share)	—	—	—	—	—	—	(111,602)	(111,602)
Dividends ($15.95 per preferred share)	—	—	—	—	—	—	(91)	(91)
Balance, March 31, 2022	$ —	$ 88	$ 14	$ (61,298)	$ 2,037,845	$ 1,169	$ (753,957)	$ 1,223,861
Non-cash compensation	—	—	—	—	1,356	—	—	1,356
Issuance of 7,197 shares of common stock through stock awards	—	—	—	—	221	—	—	221
Exercise of 13,131 shares of stock options	—	—	—	—	599	—	—	599
Issuance of 32,172 shares of common stock through employee purchase plan	—	—	—	—	2,406	—	—	2,406
Foreign currency translation	—	—	—	—	—	(683)	—	(683)
Net income	—	—	—	—	—	—	134,205	134,205
Dividends/distributions to common shareholders ($1.20 per common share)	—	—	—	—	—	—	(121,808)	(121,808)
Dividends ($15.95 per preferred share)	—	—	—	—	—	—	(91)	(91)
Balance, June 30, 2022	$ —	$ 88	$ 14	$ (61,298)	$ 2,042,427	$ 486	$ (741,651)	$ 1,240,066

See accompanying notes to condensed consolidated financial statements.

LAMAR ADVERTISING COMPANY
AND SUBSIDIARIES
Condensed Consolidated Statements of Stockholders' Equity
(Unaudited)
(In thousands, except share and per share data)

	Series AA PREF Stock	Class A CMN Stock	Class B CMN Stock	Treasury Stock	Add'l Paid in Capital	Accumulated Comprehensive Income	Accumulated Deficit	Total
Balance, December 31, 2020	$ —	$ 87	$ 14	$ (44,786)	$ 1,963,850	$ 934	$ (717,331)	$ 1,202,768
Non-cash compensation	—	—	—	—	1,060	—	—	1,060
Issuance of 149,000 shares of common stock through stock awards	—	—	—	—	13,376	—	—	13,376
Exercise of 82,101 shares of stock options	—	—	—	—	5,224	—	—	5,224
Issuance of 31,824 shares of common stock through employee purchase plan	—	—	—	—	2,172	—	—	2,172
Purchase of 65,290 shares of treasury stock	—	—		(5,717)	—	—	—	(5,717)
Foreign currency translation	—	—	—	—	—	204	—	204
Net income	—	—	—	—	—	—	38,329	38,329
Dividends/distributions to common shareholders ($0.75 per common share)	—	—	—	—	—	—	(75,818)	(75,818)
Dividends ($15.95 per preferred share)	—	—	—	—	—	—	(91)	(91)
Balance, March 31, 2021	$ —	$ 87	$ 14	$ (50,503)	$ 1,985,682	$ 1,138	$ (754,911)	$ 1,181,507
Non-cash compensation	—	—	—	—	917	—	—	917
Issuance of 4,685 shares of common stock through stock awards	—	—	—	—	594	—	—	594
Exercise of 38,265 shares of stock options	—	—	—	—	2,575	—	—	2,575
Issuance of 30,302 shares of common stock through employee purchase plan	—	—	—	—	2,068	—	—	2,068
Foreign currency translation	—	—	—	—	—	300	—	300
Net income	—	—	—	—	—	—	119,609	119,609
Dividends/distributions to common shareholders ($0.75 per common share)	—	—	—	—	—	—	(75,874)	(75,874)
Dividends ($15.95 per preferred share)	—	—	—	—	—	—	(91)	(91)
Balance, June 30, 2021	$ —	$ 87	$ 14	$ (50,503)	$ 1,991,836	$ 1,438	$ (711,267)	$ 1,231,605

See accompanying notes to condensed consolidated financial statements.

LAMAR ADVERTISING COMPANY
AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(Unaudited)
(In thousands)

	Six Months Ended June 30, 2022	Six Months Ended June 30, 2021
Cash flows from operating activities:		
Net income	$ 226,356	$ 157,938
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	136,377	121,371
Stock-based compensation	9,223	9,464
Amortization included in interest expense	2,950	2,962
Gain on disposition of assets and investments	(1,937)	(1,896)
Loss on extinguishment of debt	—	21,604
Equity in earnings of investee	(1,101)	—
Deferred tax expense	1,212	1,743
Provision for doubtful accounts	4,368	1,246
Changes in operating assets and liabilities		
Increase in:		
Receivables	(36,153)	(17,626)
Prepaid expenses	(5,513)	(3,222)
Other assets	(2,581)	(569)
(Decrease) increase in:		
Trade accounts payable	(995)	(1,212)
Accrued expenses	(15,086)	(9,182)
Operating lease liabilities	(21,780)	(29,039)
Other liabilities	17,290	31,675
Net cash provided by operating activities	312,630	285,257
Cash flows from investing activities:		
Acquisitions	(234,292)	(27,236)
Capital expenditures	(75,802)	(41,416)
Proceeds from disposition of assets and investments	1,716	3,982
Net cash used in investing activities	(308,378)	(64,670)
Cash flows from financing activities:		
Cash used for purchase of treasury stock	(10,446)	(5,717)
Net proceeds from issuance of common stock	7,901	12,039
Principal payments on long-term debt	(182)	(190)
Principal payments on financing leases	(666)	(666)
Payments on revolving credit facility	(240,000)	(25,000)
Proceeds received from revolving credit facility	400,000	25,000
Redemption of senior notes and senior subordinated notes	—	(668,688)
Proceeds received from note offering	—	550,000
Proceeds received from accounts receivable securitization program	65,000	32,500
Payments on accounts receivable securitization program	—	(32,500)
Debt issuance costs	(200)	(8,498)
Distributions to non-controlling interest	(98)	(49)
Dividends/distributions	(233,592)	(151,874)
Net cash used in financing activities	(12,283)	(273,643)
Effect of exchange rate changes in cash and cash equivalents	(71)	213
Net decrease in cash and cash equivalents	(8,102)	(52,843)
Cash and cash equivalents at beginning of period	99,788	121,569
Cash and cash equivalents at end of period	$ 91,686	$ 68,726
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 53,149	$ 62,966
Cash paid for foreign, state and federal income taxes	$ 6,201	$ 4,886

See accompanying notes to condensed consolidated financial statements.

LAMAR ADVERTISING COMPANY
AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(In thousands, except share and per share data)

1. Significant Accounting Policies

The information included in the foregoing interim condensed consolidated financial statements is unaudited. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the Company's financial position and results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the entire year. These interim condensed consolidated financial statements should be read in conjunction with the Company's consolidated financial statements and the notes thereto included in the 2021 Combined Form 10-K. Subsequent events, if any, are evaluated through the date on which the financial statements are issued.

2. Revenues

Advertising revenues: The majority of our revenues are derived from contracts for advertising space on billboard, logo and transit displays. Contracts which do not meet the criteria of a lease under ASC 842, *Leases* are accounted for under ASC 606, *Revenue from Contracts with Customers*. The majority of our advertising space contracts do not meet the definition of a lease under ASC 842 and are therefore accounted for under ASC 606. The contract revenues are recognized ratably over their contract life. Costs to fulfill a contract, which include our costs to install advertising copy onto billboards, are capitalized and amortized to direct advertising expenses (exclusive of depreciation and amortization) in the Condensed Consolidated Statements of Income and Comprehensive Income.

Other revenues: Our other component of revenue primarily consists of production services which includes creating and printing the advertising copy. Revenue for production contracts is recognized under ASC 606. Contract revenues for production services are recognized upon satisfaction of the contract which is typically less than one week.

Arrangements with multiple performance obligations: Our contracts with customers may include multiple performance obligations. For such arrangements, we allocate revenue to each performance obligation based on the relative standalone selling price. We determine standalone selling prices based on the prices charged to customers using expected cost plus margin.

Deferred revenues: We record deferred revenues when cash payments are received or due in advance of our performance obligation. The term between invoicing and when a payment is due is not significant. For certain services we require payment before the product or services are delivered to the customer. The balance of deferred income is considered short-term and will be recognized in revenue within twelve months.

Practical expedients and exemptions: The Company is utilizing the following practical expedients and exemptions from ASC 606. We generally expense sales commissions when incurred because the amortization period is one year or less. These costs are recorded within direct advertising expenses (exclusive of depreciation and amortization). We do not disclose the value of unsatisfied performance obligations as the majority of our contracts with customers have an original expected length of less than one year. For contracts with customers which exceed one year, the future amount to be invoiced to the customer corresponds directly with the value to be received by the customer.

The following table presents our disaggregated revenue by source for the three and six months ended June 30, 2022 and 2021.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Billboard advertising	$ 463,826	$ 405,284	$ 865,565	$ 739,323
Logo advertising	20,760	19,694	40,505	39,100
Transit advertising	33,266	20,074	63,170	37,510
Net revenues	$ 517,852	$ 445,052	$ 969,240	$ 815,933

LAMAR ADVERTISING COMPANY
AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(In thousands, except share and per share data)

3. Leases

During the three months ended June 30, 2022 and 2021, we had operating lease costs of $76,382 and $72,880, respectively, and variable lease costs of $15,671 and $18,749, respectively. During the six months ended June 30, 2022 and 2021, we had operating lease costs of $152,201 and $145,350, respectively, and variable lease costs of $27,875 and $33,993, respectively. These operating lease costs are recorded in direct advertising expenses (exclusive of depreciation and amortization). For the three months ended June 30, 2022 and 2021, we recorded a gain of $429 and $48, respectively, in gain on disposition of assets related to the amendment and termination of lease agreements. For the six months ended June 30, 2022 and 2021, we recorded a gain of $469 and $54, respectively, in gain on disposition of assets related to the amendment and termination of lease agreements. Cash payments of $180,151 and $170,619 were made reducing our operating lease liabilities for the six months ended June 30, 2022 and 2021, respectively, and are included in cash flows provided by operating activities in the Condensed Consolidated Statements of Cash Flows.

We elected the short-term lease exemption which applies to certain of our vehicle agreements. This election allows the Company to not recognize lease right of use assets ("ROU assets") or lease liabilities for agreements with a term of twelve months or less. We recorded $1,814 and $1,511 in direct advertising expenses (exclusive of depreciation and amortization) for these agreements during the three months ended June 30, 2022 and 2021, respectively. We recorded $3,551 and $2,891 in direct advertising expenses (exclusive of depreciation and amortization) for these agreements during the six months ended June 30, 2022 and 2021, respectively.

Our operating leases have a weighted-average remaining lease term of 12.3 years. The weighted-average discount rate of our operating leases is 4.4%. Also, during the periods ended June 30, 2022 and 2021, we obtained $32,492 and $9,871, respectively, of leased assets in exchange for new operating lease liabilities, which includes liabilities obtained through acquisitions.

The following is a summary of the maturities of our operating lease liabilities as of June 30, 2022:

2022	$	95,653
2023		202,515
2024		174,615
2025		148,283
2026		124,156
Thereafter		822,238
Total undiscounted operating lease payments		1,567,460
Less: Imputed interest		(375,340)
Total operating lease liabilities	$	1,192,120

During the three months ended June 30, 2022 and 2021, $713 of amortization expense for each period and $137 and $148 of interest expense relating to our financing lease liabilities were recorded in depreciation and amortization and interest expense, respectively, in the Condensed Consolidated Statements of Income and Comprehensive Income. During the six months ended June 30, 2022 and 2021, $1,427 of amortization expense for each period and $277 and $298 of interest expense relating to our financing lease liabilities were recorded in depreciation and amortization and interest expense, respectively, in the Condensed Consolidated Statements of Income and Comprehensive Income. Cash payments of $666 were made reducing our financing lease liabilities for each of the six months ended June 30, 2022 and 2021 and are included in cash flows used in financing activities in the Condensed Consolidated Statements of Cash Flows. Our financing leases have a weighted-average remaining lease term of 5.4 years and a weighted-average discount rate of 3.1%.

Due to our election not to reassess conclusions about lease identification as part of the adoption of ASC 842, *Leases*, our transit agreements were accounted for as leases on January 1, 2019. As we enter into new or renew current transit agreements, those agreements do not meet the criteria of a lease under ASC 842, therefore they are no longer accounted for as a lease. For the three months ended June 30, 2022 and 2021, non-lease variable transit payments were $24,241 and $6,212, respectively. For the six months ended June 30, 2022 and 2021, non-lease variable transit payments were $41,519 and $10,588, respectively. These transit expenses are recorded in direct advertising expenses (exclusive of depreciation and amortization) on the Condensed Consolidated Statements of Income and Comprehensive Income.

(In thousands, except share and per share data)

4. Acquisitions

During the six months ended June 30, 2022, the Company completed over 40 acquisitions of outdoor advertising assets for a total purchase price of $234,292.

Each of these acquisitions was accounted for under the acquisition method of accounting, and, accordingly, the accompanying condensed consolidated financial statements include the results of operations of each acquired entity from the date of acquisition. The acquisition purchase price has been allocated to assets acquired and liabilities assumed based on preliminary fair market value estimates at the dates of acquisition.

The following is a summary of the allocation of the purchase price in the above transactions, which includes the preliminary values for the acquisition of Burkhart Advertising Inc., which was completed on May 4, 2022 for an aggregate purchase price of $130,000.

	Total
Property, plant and equipment	$ 37,342
Goodwill	67,757
Site locations	110,798
Non-competition agreements	1,730
Customer lists and contracts	15,615
Asset acquisition costs	468
Current assets	1,793
Current liabilities	(4,284)
Operating lease right of use assets	27,070
Operating lease liabilities	(23,997)
	$ 234,292

Total acquired intangible assets for the six months ended June 30, 2022 were $196,368, of which $67,757 was assigned to goodwill. Goodwill is not amortized for financial statement purposes and $456 of goodwill related to 2022 acquisitions is expected to be deductible for tax purposes. The acquired intangible assets have a weighted average useful life of approximately 14 years. The intangible assets include customer lists and contracts of $15,615 (7 year weighted average useful life) and site locations of $110,798 (15 year weighted average useful life). The aggregate amortization expense related to the 2022 acquisitions for the six months ended June 30, 2022 was $2,677.

The following unaudited pro forma financial information for the Company gives effect to the 2022 and 2021 acquisitions as if they had occurred on January 1, 2021. These pro forma results do not purport to be indicative of the results of operations which actually would have resulted had the acquisitions occurred on such date or to project the Company's results of operations for any future period.

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	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
	(unaudited)			
Net revenues	$ 523,030	$ 459,492	$ 975,807	$ 847,569
Net income applicable to common stock	$ 135,464	$ 120,683	$ 224,792	$ 159,485
Net income per common share- basic	$ 1.33	$ 1.19	$ 2.22	$ 1.58
Net income per common share- diluted	$ 1.33	$ 1.19	$ 2.21	$ 1.58

5. Stock-Based Compensation

Equity Incentive Plan. Lamar Advertising's 1996 Equity Incentive Plan, as amended, (the "Incentive Plan") has reserved 17.5 million shares of Class A common stock for issuance to directors and employees, including shares underlying granted options and common stock reserved for issuance under its performance-based incentive program. Options granted under the plan expire ten years from the grant date with vesting terms ranging from three to five years and include 1) options that vest in one-fifth increments beginning on the grant date and continuing on each of the first four anniversaries of the grant date and 2) options that cliff-vest on the fifth anniversary of the grant date. All grants are made at fair market value based on the closing price of our Class A common stock as reported on the Nasdaq Global Select Market on the date of grant.

We use a Black-Scholes-Merton option pricing model to estimate the fair value of share-based awards. The Black-Scholes-Merton option pricing model incorporates various and highly subjective assumptions, including expected term and expected volatility. The Company granted options for an aggregate of 50,000 shares of its Class A common stock during the six months ended June 30, 2022. At June 30, 2022 a total of 2,064,325 shares were available for future grant.

Stock Purchase Plan. On May 30, 2019, our shareholders approved Lamar Advertising's 2019 Employee Stock Purchase Plan (the "2019 ESPP"). The number of shares of Class A common stock available under the 2019 ESPP was automatically increased by 86,853 shares on January 1, 2022 pursuant to the automatic increase provisions of the 2019 ESPP.

The following is a summary of 2019 ESPP share activity for the six months ended June 30, 2022:

	Shares
Available for future purchases, January 1, 2022	342,226
Additional shares reserved under 2019 ESPP	86,853
Purchases	(68,519)
Available for future purchases, June 30, 2022	360,560

Performance-based stock compensation. Unrestricted shares of our Class A common stock may be awarded to key officers, employees and directors under the Incentive Plan. The number of shares to be issued, if any, will be dependent on the level of achievement of performance measures for key officers and employees, as determined by the Company's Compensation Committee based on our 2022 results. Any shares issued based on the achievement of performance goals will be issued in the first quarter of 2023. The shares subject to these awards can range from a minimum of 0% to a maximum of 100% of the target number of shares depending on the level at which the goals are attained. For the three months ended June 30, 2022 and 2021, the Company recorded $5,959 and $4,406, respectively, as stock-based compensation expense related to performance-based awards. For the six months ended June 30, 2022 and 2021, the Company recorded $5,959 and $6,858, respectively, as stock-based compensation expense related to performance-based awards.

Restricted stock compensation. Annually, each non-employee director automatically receives a restricted stock award of our Class A common stock upon election or re-election. The awards vest 50% on grant date and 50% on the last day of the directors' one year term. For the three months ended June 30, 2022 and 2021, the Company recorded $369 and $408, respectively, in stock-based compensation expense related to these awards. For the six months ended June 30, 2022 and 2021, the Company recorded $429 and $474, respectively, in stock-based compensation expense related to these awards.

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6. Depreciation and Amortization

The Company includes all categories of depreciation and amortization on a separate line in its Condensed Consolidated Statements of Income and Comprehensive Income. The amounts of depreciation and amortization expense excluded from the following operating expenses in its Condensed Consolidated Statements of Income and Comprehensive Income are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Direct advertising expenses	$ 62,913	$ 56,276	$ 127,150	$ 112,748
General and administrative expenses	1,271	1,163	2,446	2,270
Corporate expenses	3,566	3,183	6,781	6,353
	$ 67,750	$ 60,622	$ 136,377	$ 121,371

7. Goodwill and Other Intangible Assets

The following is a summary of intangible assets at June 30, 2022 and December 31, 2021:

	Estimated Life (Years)	June 30, 2022		December 31, 2021	
		Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Amortizable intangible assets:					
Customer lists and contracts	7—10	$ 692,429	$ 600,855	$ 676,846	$ 587,056
Non-competition agreements	3—15	71,005	65,283	69,276	64,941
Site locations	15	2,730,099	1,729,533	2,619,531	1,680,333
Other	2—15	51,730	39,905	51,261	39,407
		$ 3,545,263	$ 2,435,576	$ 3,416,914	$ 2,371,737
Unamortizable intangible assets:					
Goodwill		$ 2,257,681	$ 253,536	$ 2,189,962	$ 253,536

8. Asset Retirement Obligations

The Company's asset retirement obligations include the costs associated with the removal of its structures, resurfacing of the land and retirement cost, if applicable, related to the Company's outdoor advertising portfolio. The following table reflects information related to our asset retirement obligations:

Balance at December 31, 2021	$ 269,367
Additions to asset retirement obligations	4,172
Revision in estimates	3,524
Accretion expense	2,099
Liabilities settled	(1,671)
Balance at June 30, 2022	$ 277,491

9. Distribution Restrictions

Lamar Media's ability to make distributions to Lamar Advertising is restricted under both the terms of the indentures relating to Lamar Media's outstanding notes and by the terms of its senior credit facility. As of June 30, 2022 and December 31, 2021, Lamar Media was permitted under the terms of its outstanding notes to make transfers to Lamar Advertising in the form of cash dividends, loans or advances in amounts up to $4,042,234 and $3,921,979, respectively.

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As of June 30, 2022, Lamar Media's senior credit facility allows it to make transfers to Lamar Advertising in any taxable year up to the amount of Lamar Advertising's taxable income (without any deduction for dividends paid). In addition, as of June 30, 2022, transfers to Lamar Advertising are permitted under Lamar Media's senior credit facility and as defined therein up to the available cumulative credit, as long as no default has occurred and is continuing and, after giving effect to such distributions, (i) the total debt ratio is less than 7.0 to 1 and (ii) the secured debt ratio does not exceed 4.5 to 1. As of June 30, 2022, the total debt ratio was less than 7.0 to 1 and Lamar Media's secured debt ratio was less than 4.5 to 1, and the available cumulative credit was $2,792,714.

10. Earnings Per Share

The calculation of basic earnings per share excludes any dilutive effect of stock options, while diluted earnings per share includes the dilutive effect of stock options. There were no dilutive shares excluded from this calculation resulting from their anti-dilutive effect for the three and six months ended June 30, 2022 or 2021.

11. Long-term Debt

Long-term debt consists of the following at June 30, 2022 and December 31, 2021:

	June 30, 2022		
	Debt	Deferred financing costs	Debt, net of deferred financing costs
Senior Credit Facility	$ 933,844	$ 8,177	$ 925,667
Accounts Receivable Securitization Program	240,000	672	239,328
3 3/4% Senior Notes	600,000	6,523	593,477
3 5/8% Senior Notes	550,000	7,350	542,650
4% Senior Notes	549,398	6,838	542,560
4 7/8% Senior Notes	400,000	4,715	395,285
Other notes with various rates and terms	2,196	—	2,196
	3,275,438	34,275	3,241,163
Less current maturities	(240,368)	(672)	(239,696)
Long-term debt, excluding current maturities	$ 3,035,070	$ 33,603	$ 3,001,467

	December 31, 2021		
	Debt	Deferred financing costs	Debt, net of deferred financing costs
Senior Credit Facility	$ 773,717	$ 9,306	$ 764,411
Accounts Receivable Securitization Program	175,000	585	174,415
3 3/4% Senior Notes	600,000	7,036	592,964
3 5/8% Senior Notes	550,000	7,711	542,289
4% Senior Notes	549,359	7,208	542,151
4 7/8% Senior Notes	400,000	5,013	394,987
Other notes with various rates and terms	2,378	—	2,378
	3,050,454	36,859	3,013,595
Less current maturities	(175,363)	(585)	(174,778)
Long-term debt, excluding current maturities	$ 2,875,091	$ 36,274	$ 2,838,817

Senior Credit Facility

On February 6, 2020, Lamar Media entered into a Fourth Amended and Restated Credit Agreement (the "Fourth Amended and Restated Credit Agreement") with certain of Lamar Media's subsidiaries as guarantors, JPMorgan Chase Bank, N.A. as administrative agent and the lenders party thereto, under which the parties agreed to amend and restate Lamar Media's existing senior credit facility. The Fourth Amended and Restated Credit Agreement amended and restated the Third Amended and Restated Credit Agreement dated as of May 15, 2017, as amended (the "Third Amended and Restated Credit Agreement").

The senior credit facility, as established by the Fourth Amended and Restated Credit Agreement (the "senior credit facility"), consists of (i) a $750,000 senior secured revolving credit facility which will mature on February 6, 2025 (the "revolving credit facility"), (ii) a $600,000 Term B loan facility (the "Term B loans") which will mature on February 6, 2027, and (iii) an incremental facility (the "Incremental Facility") pursuant to which Lamar Media may incur additional term loan tranches or increase its revolving credit facility subject to a pro forma secured debt ratio of 4.50 to 1.00, as well as certain other conditions including lender approval. Lamar Media borrowed all $600,000 in Term B loans on February 6, 2020. The entire amount of the Term B loans will be payable at maturity. The net proceeds from the Term B loans, together with borrowings under the revolving portion of the senior credit facility and a portion of the proceeds of the issuance of the 3 3/4% Senior Notes due 2028 and 4% Senior Notes due 2030 (both as described below), were used to repay all outstanding amounts under the Third Amended and Restated Credit Agreement, and all revolving commitments under that facility were terminated.

The Term B loans mature on February 6, 2027 with no required amortization payments. The Term B loans bear interest at rates based on the Adjusted LIBO Rate ("Eurodollar term loans") or the Adjusted Base Rate ("Base Rate term loans"), at Lamar Media's option. Eurodollar term loans bear interest at a rate per annum equal to the Adjusted LIBO Rate plus 1.50%. Base Rate term loans bear interest at a rate per annum equal to the Adjusted Base Rate plus 0.50%.

The revolving credit facility bears interest at rates based on the Adjusted LIBO Rate ("Eurodollar revolving loans") or the Adjusted Base Rate ("Base Rate revolving loans"), at Lamar Media's option. Eurodollar revolving loans bear interest at a rate per annum equal to the Adjusted LIBO Rate plus 1.50% (or the Adjusted LIBO Rate plus 1.25% at any time the Total Debt Ratio is less than or equal to 3.25 to 1). Base Rate revolving loans bear interest at a rate per annum equal to the Adjusted Base Rate plus 0.50% (or the Adjusted Base Rate plus 0.25% at any time the total debt ratio is less than or equal to 3.25 to 1). The guarantees, covenants, events of default and other terms of the senior credit facility apply to the Term B loans and revolving credit facility.

As of June 30, 2022, there were $335,000 in borrowings outstanding under the revolving credit facility. Availability under the revolving credit facility is reduced by the amount of any letters of credit outstanding. Lamar Media had $11,441 in letters of credit outstanding as of June 30, 2022 resulting in $403,559 of availability under its revolving credit facility. Revolving credit loans may be requested under the revolving credit facility at any time prior to its maturity on February 6, 2025.

The terms of Lamar Media's senior credit facility and the indentures relating to Lamar Media's outstanding notes restrict, among other things, the ability of Lamar Advertising and Lamar Media to:

- dispose of assets;
- incur or repay debt;
- create liens;
- make investments; and
- pay dividends.

The senior credit facility contains provisions that allow Lamar Media to conduct its affairs in a manner that allows Lamar Advertising to qualify and remain qualified as a REIT, including by allowing Lamar Media to make distributions to Lamar Advertising required for the Company to qualify and remain qualified for taxation as a REIT, subject to certain restrictions.

Lamar Media's ability to make distributions to Lamar Advertising is also restricted under the terms of these agreements. Under Lamar Media's senior credit facility, the Company must maintain a specified secured debt ratio as long as a revolving credit commitment, revolving loan or letter of credit remains outstanding, and in addition, must satisfy a total debt ratio in order to incur debt, make distributions or make certain investments.

Lamar Advertising and Lamar Media were in compliance with all of the terms of their indentures and the senior credit facility provisions during the periods presented.

Accounts Receivable Securitization Program

On December 18, 2018, Lamar Media entered into a $175,000 Receivable Financing Agreement (the "Receivable Financing Agreement") with its wholly-owned special purpose entities, Lamar QRS Receivables, LLC and Lamar TRS Receivables, LLC (the "Special Purpose Subsidiaries") (the "Accounts Receivable Securitization Program"). The Accounts Receivable Securitization Program is limited to the availability of eligible accounts receivable collateralizing the borrowings under the agreements governing the Accounts Receivable Securitization Program.

Pursuant to two separate Purchase and Sale Agreements dated December 18, 2018, each of which is among Lamar Media as initial Servicer, certain of Lamar Media's subsidiaries and a Special Purpose Subsidiary, the subsidiaries sold substantially all of their existing and future accounts receivable balances to the Special Purpose Subsidiaries. The Special Purpose Subsidiaries use the accounts receivable balances to collateralize loans pursuant to the Accounts Receivable Securitization Program. Lamar Media retains the responsibility of servicing the accounts receivable balances pledged as collateral under the Accounts Receivable Securitization Program and provides a performance guaranty.

On June 24, 2022, Lamar Media and the Special Purpose Subsidiaries entered into the Sixth Amendment (the "Sixth Amendment") to the Receivables Financing Agreement. The Sixth Amendment increased the Accounts Receivable Securitization Program from $175,000 to $250,000 and extended the maturity date of the Accounts Receivable Securitization Program to July 21, 2025. Additionally, the Sixth Amendment provides for the replacement of LIBOR-based interest rate mechanics with Term Secured Overnight Financing Rate ("SOFR") based interest rate mechanics for the Accounts Receivable Securitization Program.

As of June 30, 2022 there was $240,000 outstanding aggregate borrowings under the Accounts Receivable Securitization Program. Based on the availability of eligible accounts, Lamar Media had an additional $1,000 available for borrowing under the Accounts Receivable Securitization Program as of June 30, 2022. The commitment fees based on the amount of unused commitments under the Accounts Receivable Securitization Program were immaterial during the six months ended June 30, 2022.

The Accounts Receivable Securitization Program will mature on July 21, 2025. Lamar Media may amend the facility to extend the maturity date, enter into a new securitization facility with a different maturity date, or refinance the indebtedness outstanding under the Accounts Receivable Securitization Program using borrowings under its senior credit facility or from other financing sources.

The Accounts Receivable Securitization Program is accounted for as a collateralized financing activity, rather than a sale of assets, and therefore: (i) accounts receivable balances pledged as collateral are presented as assets and the borrowings are presented as liabilities on our Condensed Consolidated Balance Sheets, (ii) our Condensed Consolidated Statements of Income and Comprehensive Income reflect the associated charges for bad debt expense (a component of general and administrative expenses) related to the pledged accounts receivable and interest expense associated with the collateralized borrowings and (iii) receipts from customers related to the underlying accounts receivable are reflected as operating cash flows and borrowings and repayments under the collateralized loans are reflected as financing cash flows within our Condensed Consolidated Statements of Cash Flows.

5 3/4% Senior Notes

On January 28, 2016, Lamar Media completed an institutional private placement of $400,000 aggregate principal amount of 5 3/4% Senior Notes due 2026 (the “Original 5 3/4% Notes”). The institutional private placement on January 28, 2016 resulted in net proceeds to Lamar Media of approximately $394,500.

On February 1, 2019, Lamar Media completed an institutional private placement of an additional $250,000 aggregate principal amount of its 5 3/4% Notes (the “Additional 5 3/4% Notes", and together with the Original 5 3/4% Notes, the "5 3/4% Notes”). Other than with respect to the date of issuance, issue price and CUSIP number, the Additional 5 3/4% Notes have the same terms as the Original 5 3/4% Notes. The net proceeds after underwriting fees and expenses, was approximately $251,500.

On February 3, 2021, Lamar Media redeemed in full all $650,000 aggregate principal amount 5 3/4% Notes. The 5 3/4% Notes redemption was completed using the proceeds received from the 3 5/8% Notes offering completed on January 22, 2021 (as described below), together with cash on hand and borrowings under the revolving credit facility and Accounts Receivable Securitization Program. The 5 3/4% Notes were redeemed at a redemption price equal to 102.875% of the aggregate principal amount of the outstanding notes, plus accrued and unpaid interest to (but not including) the redemption date. During the six months ended June 30, 2021, the Company recorded a loss on debt extinguishment of approximately $21,604 related to the note redemption, of which $18,700 was in cash.

4% Senior Notes

On February 6, 2020, Lamar Media completed an institutional private placement of $400,000 aggregate principal amount of 4% Senior Notes due 2030 (the “Original 4% Notes”). The institutional private placement on February 6, 2020 resulted in net proceeds to Lamar Media of approximately $395,000.

On August 19, 2020, Lamar Media completed an institutional private placement of an additional $150,000 aggregate principal amount of its 4% Notes (the “Additional 4% Notes”, and together with the Original 4% Notes, the "4% Notes"). Other than with respect to the date of issuance and issue price, the Additional 4% Notes have the same terms as the Original 4% Notes. The institutional private placement on August 19, 2020 resulted in net proceeds to Lamar Media of approximately $146,900.

Lamar Media may redeem up to 40% of the aggregate principal amount of the 4% Notes, at any time and from time to time, at a price equal to 104% of the aggregate principal amount redeemed, plus accrued and unpaid interest thereon, with the net cash proceeds of certain public equity offerings completed before February 15, 2023, provided that following the redemption, at least 60% of the 4% Notes that were originally issued remain outstanding and any such redemption occurs within 120 days following the closing of any such public equity offering. At any time prior to February 15, 2025, Lamar Media may redeem some or all of the 4% Notes at a price equal to 100% of the aggregate principal amount, plus accrued and unpaid interest thereon and a make-whole premium. On or after February 15, 2025, Lamar Media may redeem the 4% Notes, in whole or in part, in cash at redemption prices specified in the 4% Notes. In addition, if the Company or Lamar Media undergoes a change of control, Lamar Media may be required to make an offer to purchase each holder’s 4% Notes at a price equal to 101% of the principal amount of the 4% Notes, plus accrued and unpaid interest, up to but not including the repurchase date.

3 3/4% Senior Notes

On February 6, 2020, Lamar Media completed an institutional private placement of $600,000 aggregate principal amount of 3 3/4% Senior Notes due 2028 (the “3 3/4% Notes”). The institutional private placement on February 6, 2020 resulted in net proceeds to Lamar Media of approximately $592,500.

Lamar Media may redeem up to 40% of the aggregate principal amount of 3 3/4% Notes, at any time and from time to time, at a price equal to 103.75% of the aggregate principal amount redeemed, plus accrued and unpaid interest thereon, with the net cash proceeds of certain public equity offerings completed before February 15, 2023, provided that following the redemption, at least 60% of the 3 3/4% Notes that were originally issued remain outstanding and any such redemption occurs within 120 days following the closing of any such public equity offering. At any time prior to February 15, 2023, Lamar Media may redeem some or all of the 3 3/4% Notes at a price equal to 100% of the aggregate principal amount, plus accrued and unpaid interest thereon and a make-whole premium. On or after February 15, 2023, Lamar Media may redeem the 3 3/4% Notes, in whole or in part, in cash at redemption prices specified in the 3 3/4% Notes. In addition, if the Company or Lamar Media undergoes a change of control, Lamar Media may be required to make an offer to purchase each holder’s 3 3/4% Notes at a price equal to 101% of the principal amount of the 3 3/4% Notes, plus accrued and unpaid interest, up to but not including the repurchase date.

4 7/8% Senior Notes

On May 13, 2020, Lamar Media completed an institutional private placement of $400,000 aggregate principal amount of 4 7/8% Senior Notes due 2029 (the “4 7/8% Notes”). The institutional private placement on May 13, 2020 resulted in net proceeds to Lamar Media of approximately $395,000.

Lamar Media may redeem up to 40% of the aggregate principal amount of the 4 7/8% Notes, at any time and from time to time, at a price equal to 104.875% of the aggregate principal amount redeemed, plus accrued and unpaid interest thereon, with the net cash proceeds of certain public equity offerings completed before May 15, 2023, provided that following the redemption, at least 60% of the 4 7/8% Notes that were originally issued remain outstanding and any such redemption occurs within 120 days following the closing of any such public equity offering. At any time prior to January 15, 2024, Lamar Media may redeem some or all of the 4 7/8% Notes at a price equal to 100% of the aggregate principal amount, plus accrued and unpaid interest thereon and a make-whole premium. On or after January 15, 2024, Lamar Media may redeem the 4 7/8% Notes, in whole or in part, in cash at redemption prices specified in the 4 7/8% Notes. In addition, if the Company or Lamar Media undergoes a change of control, Lamar Media may be required to make an offer to purchase each holder’s 4 7/8% Notes at a price equal to 101% of the principal amount of the 4 7/8% Notes, plus accrued and unpaid interest, up to but not including the repurchase date.

3 5/8% Senior Notes

On January 22, 2021, Lamar Media completed an institutional private placement of $550,000 aggregate principal amount of 3 5/8% Senior Notes due 2031 (the “3 5/8% Notes”). The institutional private placement on January 22, 2021 resulted in net proceeds to Lamar Media of approximately $542,500.

Lamar Media may redeem up to 40% of the aggregate principal amount of the 3 5/8% Notes, at any time and from time to time, at a price equal to 103.625% of the aggregate principal amount so redeemed, plus accrued and unpaid interest thereon, with the net cash proceeds of certain public equity offerings completed before January 15, 2024 provided that following the redemption, at least 60% of the 3 5/8% Notes that were originally issued remain outstanding and any such redemption occurs within 120 days following the closing of any such public equity offering. At any time prior to January 15, 2026, Lamar Media may redeem some or all of the 3 5/8% Notes at a price equal to 100% of the aggregate principal amount, plus accrued and unpaid interest thereon and a make-whole premium. On or after January 15, 2026, Lamar Media may redeem the 3 5/8% Notes, in whole or in part, in cash at redemption prices specified in the 3 5/8% Notes. In addition, if the Company or Lamar Media undergoes a change of control, Lamar Media may be required to make an offer to purchase each holder's 3 5/8% Notes at a price equal to 101% of the principal amount of the 3 5/8% Notes, plus accrued and unpaid interest, up to but not including the repurchase date.

Debt Repurchase Program

On March 16, 2020, the Company’s Board of Directors authorized Lamar Media to repurchase up to $250,000 in outstanding senior or senior subordinated notes and other indebtedness outstanding from time to time under its Fourth Amended and Restated Credit Agreement. On September 20, 2021, the Board of Directors authorized the extension of the repurchase program through March 31, 2023. There were no repurchases under the program as of June 30, 2022.

12. Fair Value of Financial Instruments

At June 30, 2022 and December 31, 2021, the Company’s financial instruments included cash and cash equivalents, marketable securities, accounts receivable, investments, accounts payable and borrowings. The fair values of cash and cash equivalents, accounts receivable, accounts payable and short-term borrowings and current portion of long-term debt approximated carrying values because of the short-term nature of these instruments. Investment contracts are reported at fair values. The estimated fair value of the Company’s long-term debt (including current maturities) was $2,931,182 which does not exceed the carrying

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amount of $3,275,438 as of June 30, 2022. The majority of the fair value is determined using observed prices of publicly traded debt (level 1 in the fair value hierarchy) and the remaining is valued based on quoted prices for similar debt (level 2 in the fair value hierarchy).

13. Investments

On July 12, 2021, Lamar invested $30,000 to acquire a 20% minority interest in Vistar Media, a leading global provider of programmatic technology for the digital out-of-home sector. This investment is accounted for as an equity method investment and is included in other assets on the Condensed Consolidated Balance Sheet. For the three and six months ended June 30, 2022, the Company recorded $318 and $1,039, respectively, in equity in earnings of investee on the Condensed Consolidated Statement of Income and Comprehensive Income.

14. New Accounting Pronouncements

In March 2020, the FASB issued ASU 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting,* which provides optional expedients and exceptions to account for contracts, hedging relationships and other transactions that reference the London Interbank Offered Rate (“LIBOR”) or another reference rate if certain criteria are met. In January 2021, the FASB clarified the scope of this guidance with the issuance of ASU 2021-01, *Reference Rate Reform: Scope*. ASU 2020-04 may be applied prospectively to contract modifications made and hedging relationships entered into or evaluated on or before December 31, 2022. As of June 30 2022, the Company has modified the Accounts Receivable Securitization Program to provide for the replacement of LIBOR-based interest rates with Term SOFR based interest rates. This modification is not expected to have a material impact on the Company's consolidated financial statements.

In October 2021, the FASB issued ASU 2021-08 *Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers,* which provides guidance on the recognition and measurement of contract assets and contract liabilities acquired in a business combination. At the acquisition date, the acquirer should account for the related revenue contracts as if the acquirer had originated the contracts. The guidance also provides certain practical expedients for acquirers when recognizing and measuring acquired contract assets and contract liabilities from revenue contracts in a business combination. This guidance is effective for public entities as of December 15, 2022. We do not anticipate the adoption of this guidance will have a material impact on the Company's consolidated financial statements.

15. Dividends/Distributions

During the three months ended June 30, 2022 and 2021, the Company declared and paid cash distributions in an aggregate amount of $121,808 or $1.20 per share and $75,874 or $0.75 per share, respectively. During the six months ended June 30, 2022 and 2021, the Company declared and paid cash distributions in an aggregate amount of $233,410 or $2.30 per share and $151,692 or $1.50 per share, respectively. The amount, timing and frequency of future distributions will be at the sole discretion of the Board of Directors and will be declared based upon various factors, a number of which may be beyond the Company’s control, including financial condition and operating cash flows, the amount required to maintain REIT status and reduce any income and excise taxes that the Company otherwise would be required to pay, limitations on distributions in our existing and future debt instruments, the Company’s ability to utilize net operating losses to offset, in whole or in part, the Company’s distribution requirements, limitations on its ability to fund distributions using cash generated through its taxable REIT subsidiaries (TRSs), the impact of general economic conditions on the Company’s operations and other factors that the Board of Directors may deem relevant. During the three and six months ended June 30, 2022 and 2021, the Company paid cash dividend distributions to holders of its Series AA Preferred Stock in an aggregate amount of $91 or $15.95 per share and $182 or $31.90 per share for each period, respectively.

16. Information about Geographic Areas

Revenues from external customers attributable to foreign countries totaled $21,949 and $10,617 for the six months ended June 30, 2022 and 2021, respectively. Net carrying value of long-lived assets located in foreign countries totaled $11,693 and

$11,318 as of June 30, 2022 and December 31, 2021, respectively. All other revenues from external customers and long-lived assets relate to domestic operations.

17. Stockholders' Equity

Sales Agreement. On May 1, 2018, the Company entered into an equity distribution agreement (the "Sales Agreement") with J.P. Morgan Securities LLC, Wells Fargo Securities LLC, and SunTrust Robinson Humphrey, Inc. as its sales agents. Under the terms of the Sales Agreement, the Company could have, from time to time, issued and sold shares of its Class A common stock, having an aggregate offering price of up to $400,000, through the sales agents party thereto as either agents or principals. The Sales Agreement expired by its terms on May 1, 2021 and as of that date, 842,412 shares of our Class A common stock were sold under the Sales Agreement.

On June 21, 2021, the Company entered into a new equity distribution agreement (the "2021 Sales Agreement") with J.P. Morgan Securities LLC, Wells Fargo Securities LLC, Truist Securities, Inc., SMBC Nikko Securities America, Inc. and Scotia Capital (USA) Inc. as our sales agents (each a "Sales Agent", and collectively, the "Sales Agents"), which replaced the prior Sales Agreement with substantially similar terms. Under the terms of the 2021 Sales Agreement, the Company may, from time to time, issue and sell shares of its Class A common stock, having an aggregate offering price of up to $400,000, through the Sales Agents as either agents or principals.

Sales of the Class A common stock, if any, may be made in negotiated transactions or transactions that are deemed to be "at-the-market offerings" as defined in Rule 415 under the Securities Act of 1933, as amended, including sales made directly on or through the Nasdaq Global Select Market and any other existing trading market for the Class A common stock, or sales made to or directly through a market maker other than on an exchange. The Company has no obligation to sell any of the Class A Common stock under the 2021 Sales Agreement and may at any time suspend solicitations and offers under the 2021 Sales Agreement.

As of June 30, 2022, no shares of our Class A common stock have been sold under the 2021 Sales Agreement and accordingly $400,000 remained available to be sold under the 2021 Sales Agreement as of June 30, 2022.

Shelf Registration. On June 21, 2021, the Company filed an automatically effective shelf registration statement that allows Lamar Advertising to offer and sell an indeterminate amount of additional shares of its Class A common stock. During the six months ended June 30, 2022 and the year ended December 31, 2021, the Company did not issue any shares under this shelf registration.

Stock Repurchase Program. On March 16, 2020, the Company's Board of Directors authorized the repurchase of up to $250,000 of the Company's Class A common stock. On September 20, 2021, the Board of Directors authorized the extension of the repurchase program through March 31, 2023. There were no repurchases under the program as of June 30, 2022.

18. Subsequent Event

On July 1, 2022, the Company completed a tax reorganization as a specific type of REIT known as an Umbrella Partnership Real Estate Investment Trust ("UPREIT"). The UPREIT structure allows property owners of appreciated properties to contribute property to the operating partnership of the REIT, on a tax-deferred basis, in exchange for a partnership interest in the form of operating partnership units. This reorganization is not expected to have any material impact on the Company's combined financial statements or business operations.

On July 29, 2022, Lamar Media entered into a new $350.0 million Senior Secured Term Loan A loan (the "Term A loans") agreement. The Term A loans are an incremental tranche under the Fourth Amended and Restated Credit Agreement and will mature February 6, 2025. The Term A loans bear interest at Term SOFR plus 1.25% and a credit spread adjustment of 0.10%. The covenants, events of default and other terms of the senior credit facility apply to the Term A loans. Proceeds from the Term A loans were used to repay outstanding balances on the revolving credit facility and a portion of the outstanding balance on the Accounts Receivable Securitization Program.

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(In thousands, except share data)

	June 30, 2022	December 31, 2021
	(Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 91,186	$ 99,288
Receivables, net of allowance for doubtful accounts of $13,519 and $11,195 in 2022 and 2021, respectively	303,323	269,917
Other current assets	45,077	18,902
Total current assets	439,586	388,107
Property, plant and equipment	3,868,507	3,782,288
Less accumulated depreciation and amortization	(2,491,060)	(2,445,014)
Net property, plant and equipment	1,377,447	1,337,274
Operating lease right of use assets	1,244,392	1,224,672
Financing lease right of use assets	15,464	16,890
Goodwill	1,993,993	1,926,274
Intangible assets, net	1,109,219	1,044,709
Other assets	85,193	93,105
Total assets	$ 6,265,294	$ 6,031,031
LIABILITIES AND STOCKHOLDER'S EQUITY		
Current liabilities:		
Trade accounts payable	$ 15,920	$ 16,429
Current maturities of long-term debt, net of deferred financing costs of $672 and $585 in 2022 and 2021, respectively	239,696	174,778
Current operating lease liabilities	179,691	198,286
Current financing lease liabilities	1,331	1,331
Accrued expenses	90,791	127,318
Deferred income	155,554	137,103
Total current liabilities	682,983	655,245
Long-term debt, net of deferred financing costs of $33,603 and $36,274 in 2022 and 2021, respectively	3,001,467	2,838,817
Operating lease liabilities	1,012,429	995,356
Financing lease liabilities	16,611	17,277
Deferred income tax liabilities	7,635	6,416
Asset retirement obligation	277,491	269,367
Other liabilities	34,926	40,207
Total liabilities	5,033,542	4,822,685
Stockholder's equity:		
Common stock, par value $0.01, 3,000 shares authorized, 100 shares issued and outstanding at 2022 and 2021	—	—
Additional paid-in-capital	3,112,934	3,071,905
Accumulated comprehensive income	486	855
Accumulated deficit	(1,881,668)	(1,864,414)
Stockholder's equity	1,231,752	1,208,346
Total liabilities and stockholder's equity	$ 6,265,294	$ 6,031,031

See accompanying notes to condensed consolidated financial statements.

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Condensed Consolidated Statements of Income and Comprehensive Income
(Unaudited)
(In thousands, except share and per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Statements of Income				
Net revenues	$ 517,852	$ 445,052	$ 969,240	$ 815,933
Operating expenses (income)				
Direct advertising expenses (exclusive of depreciation and amortization)	166,723	140,448	324,495	271,663
General and administrative expenses (exclusive of depreciation and amortization)	90,658	75,519	173,742	148,168
Corporate expenses (exclusive of depreciation and amortization)	27,481	20,534	49,357	38,157
Depreciation and amortization	67,750	60,622	136,377	121,371
Gain on disposition of assets	(1,374)	(1,481)	(1,937)	(1,896)
	351,238	295,642	682,034	577,463
Operating income	166,614	149,410	287,206	238,470
Other expense (income)				
Loss on extinguishment of debt	—	—	—	21,604
Interest income	(279)	(182)	(494)	(356)
Interest expense	29,493	26,359	56,279	54,513
Equity in earnings of investee	(355)	—	(1,101)	—
	28,859	26,177	54,684	75,761
Income before income tax expense	137,755	123,233	232,522	162,709
Income tax expense	3,440	3,200	5,920	4,210
Net income	$ 134,315	$ 120,033	$ 226,602	$ 158,499
Statements of Comprehensive Income				
Net income	$ 134,315	$ 120,033	$ 226,602	$ 158,499
Other comprehensive (loss) income				
Foreign currency translation adjustments	(683)	300	(369)	504
Comprehensive income	$ 133,632	$ 120,333	$ 226,233	$ 159,003

See accompanying notes to condensed consolidated financial statements.

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Condensed Consolidated Statements of Stockholder's Equity
(Unaudited)
(In thousands, except share and per share data)

	Common Stock	Additional Paid-In Capital	Accumulated Comprehensive Income	Accumulated Deficit	Total
Balance, December 31, 2021	$ —	$ 3,071,905	$ 855	$ (1,864,414)	$ 1,208,346
Contribution from parent	—	36,447	—	—	36,447
Foreign currency translations	—	—	314	—	314
Net income	—	—	—	92,287	92,287
Dividend to parent	—	—	—	(122,047)	(122,047)
Balance, March 31, 2022	$ —	3,108,352	1,169	(1,894,174)	$ 1,215,347
Contribution from parent	—	4,582	—	—	4,582
Foreign currency translations	—	—	(683)	—	(683)
Net income	—	—	—	134,315	134,315
Dividend to parent	—	—	—	(121,809)	(121,809)
Balance, June 30, 2022	$ —	3,112,934	486	(1,881,668)	$ 1,231,752

	Common Stock	Additional Paid-In Capital	Accumulated Comprehensive Income	Accumulated Deficit	Total
Balance, December 31, 2020	$ —	$ 3,034,357	$ 934	$ (1,842,447)	$ 1,192,844
Contribution from parent	—	21,831	—	—	21,831
Foreign currency translations	—	—	204	—	204
Net income	—	—	—	38,466	38,466
Dividend to parent	—	—	—	(81,535)	(81,535)
Balance, March 31, 2021	$ —	3,056,188	1,138	(1,885,516)	$ 1,171,810
Contribution from parent	—	6,154	—	—	6,154
Foreign currency translations	—	—	300	—	300
Net income	—	—	—	120,033	120,033
Dividend to parent	—	—	—	(75,874)	(75,874)
Balance, June 30, 2021	$ —	3,062,342	1,438	(1,841,357)	$ 1,222,423

See accompanying notes to condensed consolidated financial statements.

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(Unaudited)
(In thousands)

	Six Months Ended June 30,	
	2022	**2021**
Cash flows from operating activities:		
Net income	$ 226,602	$ 158,499
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	136,377	121,371
Non-cash compensation	9,223	9,464
Amortization included in interest expense	2,950	2,962
Gain on disposition of assets and investments	(1,937)	(1,896)
Loss on extinguishment of debt	—	21,604
Equity in earnings of investee	(1,101)	—
Deferred tax expense	1,212	1,743
Provision for doubtful accounts	4,368	1,246
Changes in operating assets and liabilities:		
Increase in:		
Receivables	(36,153)	(17,626)
Prepaid expenses	(5,513)	(3,222)
Other assets	(2,581)	(569)
(Decrease) increase in:		
Trade accounts payable	(995)	(1,212)
Accrued expenses	(15,086)	(9,182)
Operating lease liabilities	(21,780)	(29,039)
Other liabilities	(16,266)	14,986
Net cash provided by operating activities	279,320	269,129
Cash flows from investing activities:		
Acquisitions	(234,292)	(27,236)
Capital expenditures	(75,802)	(41,416)
Proceeds from disposition of assets and investments	1,716	3,982
Net cash used in investing activities	(308,378)	(64,670)
Cash flows from financing activities:		
Principal payments on long-term debt	(182)	(190)
Principal payments on financing leases	(666)	(666)
Payments on revolving credit facility	(240,000)	(25,000)
Proceeds received from revolving credit facility	400,000	25,000
Redemption of senior notes and senior subordinated notes	—	(668,688)
Proceeds received from note offering	—	550,000
Proceeds received from accounts receivable securitization program	65,000	32,500
Payments on accounts receivable securitization program	—	(32,500)
Debt issuance costs	(200)	(8,498)
Distributions to non-controlling interest	(98)	(49)
Contributions from parent	41,029	27,985
Dividend to parent	(243,856)	(157,409)
Net cash provided by (used in) financing activities	21,027	(257,515)
Effect of exchange rate changes in cash and cash equivalents	(71)	213
Net decrease in cash and cash equivalents	(8,102)	(52,843)
Cash and cash equivalents at beginning of period	99,288	121,069
Cash and cash equivalents at end of period	$ 91,186	$ 68,226
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 53,149	$ 62,966
Cash paid for foreign, state and federal income taxes	$ 6,201	$ 4,886

See accompanying notes to condensed consolidated financial statements.

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(In Thousands, Except for Share Data)

1. Significant Accounting Policies

The information included in the foregoing interim condensed consolidated financial statements is unaudited. In the opinion of management all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of Lamar Media's financial position and results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the entire year. These interim condensed consolidated financial statements should be read in conjunction with Lamar Media's consolidated financial statements and the notes thereto included in the 2021 Combined Form 10-K.

Certain notes are not provided for the accompanying condensed consolidated financial statements as the information in notes 1, 2, 3, 4, 5, 6, 7, 8, 9, 11, 12, 13, 14, 16, 17 and 18 to the condensed consolidated financial statements of Lamar Advertising included elsewhere in this report is substantially equivalent to that required for the condensed consolidated financial statements of Lamar Media. Earnings per share data is not provided for Lamar Media, as it is a wholly owned subsidiary of the Company.

2. Summarized Financial Information of Subsidiaries

Separate condensed consolidating financial information for Lamar Media, subsidiary guarantors and non-guarantor subsidiaries is presented below. Lamar Media and its subsidiary guarantors have fully and unconditionally guaranteed Lamar Media's obligations with respect to its publicly issued notes. All guarantees are joint and several. As a result of these guarantee arrangements, we are required to present the following condensed consolidating financial information. The following condensed consolidating financial information should be read in conjunction with the accompanying consolidated financial statements and notes. The condensed consolidating financial information is provided as an alternative to providing separate financial statements for guarantor subsidiaries. Separate financial statements of Lamar Media's subsidiary guarantors are not included because the guarantees are full and unconditional and the subsidiary guarantors are 100% owned and jointly and severally liable for Lamar Media's outstanding publicly issued notes. The accounts for all companies reflected herein are presented using the equity method of accounting for investments in subsidiaries.

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(In Thousands, Except for Share Data)

Condensed Consolidating Balance Sheet as of June 30, 2022

	Lamar Media Corp.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Lamar Media Consolidated
			(unaudited)		
ASSETS					
Total current assets	$ 71,880	$ 58,903	$ 308,803	$ —	$ 439,586
Net property, plant and equipment	—	1,361,206	16,241	—	1,377,447
Operating lease right of use assets	—	1,221,285	23,107	—	1,244,392
Intangibles and goodwill, net	—	3,086,061	17,151	—	3,103,212
Other assets	4,453,353	341,254	251,459	(4,945,409)	100,657
Total assets	$ 4,525,233	$ 6,068,709	$ 616,761	$ (4,945,409)	$ 6,265,294
LIABILITIES AND STOCKHOLDER'S EQUITY					
Current liabilities:					
Current maturities of long-term debt	$ —	$ 368	$ 239,328	$ —	$ 239,696
Current operating lease liabilities	—	172,062	7,629	—	179,691
Other current liabilities	22,190	224,804	16,602	—	263,596
Total current liabilities	22,190	397,234	263,559	—	682,983
Long-term debt	2,999,639	1,828	—	—	3,001,467
Operating lease liabilities	—	997,889	14,540	—	1,012,429
Other noncurrent liabilities	271,652	300,693	335,051	(570,733)	336,663
Total liabilities	3,293,481	1,697,644	613,150	(570,733)	5,033,542
Stockholder's equity	1,231,752	4,371,065	3,611	(4,374,676)	1,231,752
Total liabilities and stockholder's equity	$ 4,525,233	$ 6,068,709	$ 616,761	$ (4,945,409)	$ 6,265,294

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(In Thousands, Except for Share Data)

Condensed Consolidating Balance Sheet as of December 31, 2021

	Lamar Media Corp.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Lamar Media Consolidated
ASSETS					
Total current assets	$ 91,119	$ 29,379	$ 267,609	$ —	$ 388,107
Net property, plant and equipment	—	1,321,526	15,748	—	1,337,274
Operating lease right of use assets	—	1,198,934	25,738	—	1,224,672
Intangibles and goodwill, net	—	2,953,600	17,383	—	2,970,983
Other assets	4,188,436	311,046	187,044	(4,576,531)	109,995
Total assets	$ 4,279,555	$ 5,814,485	$ 513,522	$ (4,576,531)	$ 6,031,031
LIABILITIES AND STOCKHOLDER'S EQUITY					
Current liabilities:					
Current maturities of long-term debt	$ —	$ 363	$ 174,415	$ —	$ 174,778
Current operating lease liabilities	—	190,748	7,538	—	198,286
Other current liabilities	22,009	246,030	14,142	—	282,181
Total current liabilities	22,009	437,141	196,095	—	655,245
Long-term debt	2,836,801	2,016	—	—	2,838,817
Operating lease liabilities	—	977,463	17,893	—	995,356
Other noncurrent liabilities	212,399	292,194	292,281	(463,607)	333,267
Total liabilities	3,071,209	1,708,814	506,269	(463,607)	4,822,685
Stockholder's equity	1,208,346	4,105,671	7,253	(4,112,924)	1,208,346
Total liabilities and stockholder's equity	$ 4,279,555	$ 5,814,485	$ 513,522	$ (4,576,531)	$ 6,031,031

LAMAR MEDIA CORP.
AND SUBSIDIARIES
(Unaudited)
(In Thousands, Except for Share Data)

Condensed Consolidating Statements of Income and Comprehensive Income
for the Three Months Ended June 30, 2022

	Lamar Media Corp.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Lamar Media Consolidated
Statement of Income			(unaudited)		
Net revenues	$ —	$ 507,588	$ 10,211	$ 53	$ 517,852
Operating expenses (income)					
Direct advertising expenses[1]	—	159,151	7,519	53	166,723
General and administrative expenses[1]	—	88,860	1,798	—	90,658
Corporate expenses[1]	—	26,074	1,407	—	27,481
Depreciation and amortization	—	66,803	947	—	67,750
Gain on disposition of assets	—	(1,374)	—	—	(1,374)
	—	339,514	11,671	53	351,238
Operating income (loss)	—	168,074	(1,460)	—	166,614
Equity in (earnings) loss of subsidiaries	(162,870)	—	—	162,870	—
Interest expense (income), net	28,555	(79)	738	—	29,214
Equity in earnings of investee	—	(355)	—	—	(355)
Income (loss) before income tax expense (benefit)	134,315	168,508	(2,198)	(162,870)	137,755
Income tax expense (benefit)[2]	—	3,582	(142)	—	3,440
Net income (loss)	$ 134,315	$ 164,926	$ (2,056)	$ (162,870)	$ 134,315
Statement of Comprehensive Income					
Net income (loss)	$ 134,315	$ 164,926	$ (2,056)	$ (162,870)	$ 134,315
Total other comprehensive loss, net of tax	—	—	(683)	—	(683)
Total comprehensive income (loss)	$ 134,315	$ 164,926	$ (2,739)	$ (162,870)	$ 133,632

(1) Caption is exclusive of depreciation and amortization
(2) The income tax expense (benefit) reflected in each column does not include any tax effect of the equity in earnings from subsidiaries.

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(In Thousands, Except for Share Data)

Condensed Consolidating Statements of Income and Comprehensive Income
for the Three Months Ended June 30, 2021

	Lamar Media Corp.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Lamar Media Consolidated
Statement of Income			(unaudited)		
Net revenues	$ —	$ 436,984	$ 8,411	$ (343)	$ 445,052
Operating expenses (income)					
Direct advertising expenses[1]	—	134,204	6,587	(343)	140,448
General and administrative expenses[1]	—	74,063	1,456	—	75,519
Corporate expenses[1]	—	20,165	369	—	20,534
Depreciation and amortization	—	60,017	605	—	60,622
Gain on disposition of assets	—	(1,474)	(7)	—	(1,481)
	—	286,975	9,010	(343)	295,642
Operating income (loss)	—	150,009	(599)	—	149,410
Equity in (earnings) loss of subsidiaries	(146,005)	—	—	146,005	—
Interest expense (income), net	25,972	(8)	213	—	26,177
Income (loss) before income tax expense (benefit)	120,033	150,017	(812)	(146,005)	123,233
Income tax expense (benefit)[2]	—	3,251	(51)	—	3,200
Net income (loss)	$ 120,033	$ 146,766	$ (761)	$ (146,005)	$ 120,033
Statement of Comprehensive Income					
Net income (loss)	$ 120,033	$ 146,766	$ (761)	$ (146,005)	$ 120,033
Total other comprehensive income, net of tax	—	—	300	—	300
Total comprehensive income (loss)	$ 120,033	$ 146,766	$ (461)	$ (146,005)	$ 120,333

(1) Caption is exclusive of depreciation and amortization.
(2) The income tax expense (benefit) reflected in each column does not include any tax effect of the equity in earnings from subsidiaries.

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(In Thousands, Except for Share Data)

Condensed Consolidating Statements of Income and Comprehensive Income
for the Six Months Ended June 30, 2022

	Lamar Media Corp.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Lamar Media Consolidated
Statement of Income			(unaudited)		
Net revenues	$ —	$ 950,116	$ 19,306	$ (182)	$ 969,240
Operating expenses (income)					
Direct advertising expenses[1]	—	310,004	14,673	(182)	324,495
General and administrative expenses[1]	—	170,158	3,584	—	173,742
Corporate expenses[1]	—	47,689	1,668	—	49,357
Depreciation and amortization	—	134,591	1,786	—	136,377
Gain on disposition of assets	—	(1,937)	—	—	(1,937)
	—	660,505	21,711	(182)	682,034
Operating income (loss)	—	289,611	(2,405)	—	287,206
Equity in (earnings) loss of subsidiaries	(281,394)	—	—	281,394	—
Interest expense (income), net	54,792	(100)	1,093	—	55,785
Equity in earnings of investee	—	(1,101)	—	—	(1,101)
Income (loss) before income tax expense (benefit)	226,602	290,812	(3,498)	(281,394)	232,522
Income tax expense (benefit)[2]	—	6,145	(225)	—	5,920
Net income (loss)	$ 226,602	$ 284,667	$ (3,273)	$ (281,394)	$ 226,602
Statement of Comprehensive Income					
Net income (loss)	$ 226,602	$ 284,667	$ (3,273)	$ (281,394)	$ 226,602
Total other comprehensive loss, net of tax	—	—	(369)	—	(369)
Total comprehensive income (loss)	$ 226,602	$ 284,667	$ (3,642)	$ (281,394)	$ 226,233

(1) Caption is exclusive of depreciation and amortization.
(2) The income tax expense (benefit) reflected in each column does not include any tax effect of the equity in earnings from subsidiaries.

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(In Thousands, Except for Share Data)

Condensed Consolidating Statements of Income and Comprehensive Income
for the Six Months Ended June 30, 2021

	Lamar Media Corp.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Lamar Media Consolidated
Statement of Income			(unaudited)		
Net revenues	$ —	$ 800,596	$ 16,110	$ (773)	$ 815,933
Operating expenses (income)					
Direct advertising expenses[1]	—	261,619	10,817	(773)	271,663
General and administrative expenses[1]	—	146,014	2,154	—	148,168
Corporate expenses[1]	—	37,531	626	—	38,157
Depreciation and amortization	—	120,083	1,288	—	121,371
Gain on disposition of assets	—	(1,889)	(7)	—	(1,896)
	—	563,358	14,878	(773)	577,463
Operating income	—	237,238	1,232	—	238,470
Equity in (earnings) loss of subsidiaries	(233,829)	—	—	233,829	—
Loss on extinguishment of debt	21,604	—	—	—	21,604
Interest expense (income), net	53,726	(26)	457	—	54,157
Income (loss) before income tax expense	158,499	237,264	775	(233,829)	162,709
Income tax expense[2]	—	3,883	327	—	4,210
Net income (loss)	$ 158,499	$ 233,381	$ 448	$ (233,829)	$ 158,499
Statement of Comprehensive Income					
Net income (loss)	$ 158,499	$ 233,381	$ 448	$ (233,829)	$ 158,499
Total other comprehensive income, net of tax	—	—	504	—	504
Total comprehensive income (loss)	$ 158,499	$ 233,381	$ 952	$ (233,829)	$ 159,003

(1) Caption is exclusive of depreciation and amortization.
(2) The income tax expense reflected in each column does not include any tax effect of the equity in earnings from subsidiaries.

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(In Thousands, Except for Share Data)

Condensed Consolidating Statement of Cash Flows for the Six Months Ended June 30, 2022

	Lamar Media Corp.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Lamar Media Consolidated
			(unaudited)		
Cash flows from operating activities:					
Net cash provided by (used in) operating activities	$ 201,763	$ 364,272	$ (33,150)	$ (253,565)	$ 279,320
Cash flows from investing activities:					
Acquisitions	—	(234,292)	—	—	(234,292)
Capital expenditures	—	(73,562)	(2,240)	—	(75,802)
Proceeds from disposition of assets and investments	—	1,716	—	—	1,716
Investment in subsidiaries	(234,292)	—	—	234,292	—
Decrease (increase) in intercompany notes receivable	56,117	—	—	(56,117)	—
Net cash (used in) provided by investing activities	(178,175)	(306,138)	(2,240)	178,175	(308,378)
Cash flows from financing activities:					
Proceeds received from revolving credit facility	400,000	—	—	—	400,000
Payment on revolving credit facility	(240,000)	—	—	—	(240,000)
Principal payments on long-term debt	—	(182)	—	—	(182)
Principal payments on financing leases	—	(666)	—	—	(666)
Proceeds received from accounts receivable securitization program	—	—	65,000	—	65,000
Debt issuance costs	—	—	(200)	—	(200)
Intercompany loan (payments) proceeds	—	(33,387)	(22,730)	56,117	—
Distributions to non-controlling interest	—	—	(98)	—	(98)
Dividends (to) from parent	(243,856)	(253,565)	—	253,565	(243,856)
Contributions from (to) parent	41,029	234,292	—	(234,292)	41,029
Net cash (used in) provided by financing activities	(42,827)	(53,508)	41,972	75,390	21,027
Effect of exchange rate changes in cash and cash equivalents	—	—	(71)	—	(71)
Net (decrease) increase in cash and cash equivalents	(19,239)	4,626	6,511	—	(8,102)
Cash and cash equivalents at beginning of period	91,023	3,494	4,771	—	99,288
Cash and cash equivalents at end of period	$ 71,784	$ 8,120	$ 11,282	$ —	$ 91,186

LAMAR MEDIA CORP.
AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(In Thousands, Except for Share Data)

Condensed Consolidating Statement of Cash Flows for the Six Months Ended June 30, 2021

	Lamar Media Corp.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Lamar Media Consolidated
			(unaudited)		
Cash flows from operating activities:					
Net cash provided by (used in) operating activities	$ 232,261	$ 346,732	$ (15,922)	$ (293,942)	$ 269,129
Cash flows from investing activities:					
Acquisitions	—	(27,236)	—	—	(27,236)
Capital expenditures	—	(38,908)	(2,508)	—	(41,416)
Proceeds from disposition of assets and investments	—	3,982	—	—	3,982
Investment in subsidiaries	(27,236)	—	—	27,236	—
Decrease (increase) in intercompany notes receivable	1,562	—	—	(1,562)	—
Net cash (used in) provided by investing activities	(25,674)	(62,162)	(2,508)	25,674	(64,670)
Cash flows from financing activities:					
Proceeds received from revolving credit facility	25,000	—	—	—	25,000
Payment on revolving credit facility	(25,000)	—	—	—	(25,000)
Principal payments on long-term debt	—	(190)	—	—	(190)
Principal payments on financing leases	—	(666)	—	—	(666)
Proceeds received from note offering	550,000	—	—	—	550,000
Payment on accounts receivable securitization program	—	—	(32,500)	—	(32,500)
Proceeds received from accounts receivable securitization program	—	—	32,500	—	32,500
Redemption of senior notes	(668,688)	—	—	—	(668,688)
Debt issuance costs	(8,063)	—	(435)	—	(8,498)
Intercompany loan (payments) proceeds	—	(15,826)	14,264	1,562	—
Distributions to non-controlling interest	—	—	(49)	—	(49)
Dividends (to) from parent	(157,409)	(294,691)	—	294,691	(157,409)
Contributions from (to) parent	27,985	27,985	—	(27,985)	27,985
Net cash (used in) provided by financing activities	(256,175)	(283,388)	13,780	268,268	(257,515)
Effect of exchange rate changes in cash and cash equivalents	—	—	213	—	213
Net (decrease) increase in cash and cash equivalents	(49,588)	1,182	(4,437)	—	(52,843)
Cash and cash equivalents at beginning of period	110,588	1,732	8,749	—	121,069
Cash and cash equivalents at end of period	$ 61,000	$ 2,914	$ 4,312	$ —	$ 68,226

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This report contains forward-looking statements. Actual results could differ materially from those anticipated by the forward-looking statements due to risks and uncertainties described in the section of this combined report on Form 10-Q entitled "Note Regarding Forward-Looking Statements" and in Item 1A to the 2021 Combined Form 10-K filed on February 25, 2022, and as such risk factors may be further updated or supplemented, from time to time, in our future combined Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. You should carefully consider each of these risks and uncertainties in evaluating the Company's and Lamar Media's financial conditions and results of operations. Investors are cautioned not to place undue reliance on the forward-looking statements contained in this document. These statements speak only as of the date of this document, and the Company undertakes no obligation to update or revise the statements, except as may be required by law.

LAMAR ADVERTISING COMPANY

The following is a discussion of the consolidated financial condition and results of operations of the Company for the three and six months ended June 30, 2022 and 2021. This discussion should be read in conjunction with the consolidated financial statements of the Company and the related notes thereto.

Overview

The Company's net revenues are derived primarily from the rental of advertising space on outdoor advertising displays owned and operated by the Company. Revenue growth is based on many factors that include the Company's ability to increase occupancy of its existing advertising displays; raise advertising rates; and acquire new advertising displays and its operating results are therefore affected by general economic conditions, as well as trends in the advertising industry. Advertising spending is particularly sensitive to changes in general economic conditions which affect the rates that the Company is able to charge for advertising on its displays and its ability to maximize advertising sales or occupancy on its displays.

Acquisitions and capital expenditures

Historically, the Company has made strategic acquisitions of outdoor advertising assets to increase the number of outdoor advertising displays it operates in existing and new markets. The Company continues to evaluate and pursue strategic acquisition opportunities as they arise. The Company has financed its historical acquisitions and intends to finance any future acquisition activity from available cash, borrowings under its senior credit facility or the issuance of debt or equity securities. See "Liquidity and Capital Resources- *Sources of Cash*" for more information.

During the six months ended June 30, 2022, the Company completed over 40 acquisitions for a total cash purchase price of approximately $234.3 million. See *Uses of Cash – Acquisitions* for more information. The Company's business requires expenditures for maintenance and capitalized costs associated with the construction of new billboard displays, the entrance into and renewal of logo sign and transit contracts, and the purchase of real estate and operating equipment. The following table presents a breakdown of capitalized expenditures for the three and six months ended June 30, 2022 and 2021:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Total capital expenditures:				
Billboard — traditional	$ 10,091	$ 4,604	$ 18,223	$ 7,371
Billboard — digital	28,618	13,627	41,954	22,701
Logos	3,595	2,644	6,003	4,567
Transit	1,714	757	2,204	1,210
Land and buildings	1,146	1,388	2,635	2,362
Operating equipment	1,879	2,064	4,783	3,205
Total capital expenditures	$ 47,043	$ 25,084	$ 75,802	$ 41,416

Umbrella Partnership Real Estate Investment Trust

As previously announced, on July 1, 2022, the Company completed a tax reorganization to a specific type of REIT known as an Umbrella Partnership Real Estate Investment Trust ("UPREIT"). The UPREIT structure allows property owners of appreciated properties to contribute property to the operating partnership of the REIT, on a tax-deferred basis, in exchange for a partnership interest in the form of operating partnership units. This reorganization is not expected to have any material impact on the Company's combined financial statements or business operations.

Non-GAAP Financial Measures

Our management reviews our performance by focusing on several key performance indicators not prepared in conformity with Generally Accepted Accounting Principles in the United States (“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.

Included in our analysis of our results of operations are discussions regarding earnings before interest, taxes, depreciation and amortization (“adjusted EBITDA”), funds from operations (“FFO”), as defined by the National Association of Real Estate Investment Trusts, adjusted funds from operations (“AFFO”) and acquisition-adjusted net revenue.

We define adjusted EBITDA as net income before income tax expense (benefit), interest expense (income), equity in earnings (loss) of investees, loss (gain) on extinguishment of debt and investments, stock-based compensation, depreciation and amortization, loss (gain) on disposition of assets and investments, transaction expenses and capitalized contract fulfillment costs, net.

FFO is defined as net income before gains or losses from the sale or disposal of real estate assets and investments and real estate related depreciation and amortization and including adjustments to eliminate unconsolidated affiliates and non-controlling interest.

We define AFFO as FFO before (i) straight-line income and expense; (ii) capitalized contract fulfillment costs, net (iii) stock-based compensation expense; (iv) non-cash portion of tax expense (benefit); (v) non-real estate related depreciation and amortization; (vi) amortization of deferred financing costs; (vii) loss on extinguishment of debt; (viii) transactions expenses; (ix) non-recurring infrequent or unusual losses (gains); (x) less maintenance capital expenditures; and (xi) an adjustment for unconsolidated affiliates and non-controlling interest.

Acquisition-adjusted net revenue adjusts our net revenue for the prior period by adding to it the net revenue generated by the acquired assets before our acquisition of these assets for the same time frame that those assets were owned in the current period. In calculating acquisition-adjusted revenue, therefore, we include revenue generated by assets that we did not own in the period but acquired in the current period. We refer to the amount of pre-acquisition revenue generated by the acquired assets during the prior period that corresponds with the current period in which we owned the assets (to the extent within the period to which this report relates) as “acquisition net revenue”. In addition, we also adjust the prior period to subtract revenue generated by the assets that have been divested since the prior period and, therefore, no revenue derived from those assets is reflected in the current period.

Adjusted EBITDA, FFO, AFFO and acquisition-adjusted net revenue are not intended to replace net income or any other performance measures determined in accordance with GAAP. Neither FFO nor AFFO represent cash flows from operating activities in accordance with GAAP and, therefore, these measures should not be considered indicative of cash flows from operating activities as a measure of liquidity or of funds available to fund our cash needs, including our ability to make cash distributions. Rather, adjusted EBITDA, FFO, AFFO and acquisition-adjusted net revenue are presented as we believe each is a useful indicator of our current operating performance. We believe that these metrics are useful to an investor in evaluating our operating performance because (1) each is a key measure used by our management team for purposes of decision-making and for evaluating our core operating results; (2) adjusted EBITDA is widely used in the industry to measure operating performance as depreciation and amortization may vary significantly among companies depending upon accounting methods and useful lives, particularly where acquisitions and non-operating factors are involved; (3) acquisition-adjusted net revenue is a supplement to net revenue to enable investors to compare period-over-period results on a more consistent basis without the effects of acquisitions and divestitures, which reflects our core performance and organic growth (if any) during the period in which the assets were owned and managed by us; (4) adjusted EBITDA, FFO and AFFO each provide investors with a meaningful measure for evaluating our period-to-period operating performance by eliminating items that are not operational in nature; and (5) each provides investors with a measure for comparing our results of operations to those of other companies.

Our measurement of adjusted EBITDA, FFO, AFFO and acquisition-adjusted net revenue may not, however, be fully comparable to similarly titled measures used by other companies. Reconciliations of adjusted EBITDA, FFO, AFFO and acquisition-adjusted net revenue to net income, the most directly comparable GAAP measure, have been included herein.

RESULTS OF OPERATIONS

Six months ended June 30, 2022 compared to six months ended June 30, 2021

Net revenues increased $153.3 million or 18.8% to $969.2 million for the six months ended June 30, 2022 from $815.9 million for the same period in 2021. This increase was primarily attributable to an increase in billboard net revenues of $126.2 million, an increase in transit net revenues of $25.7 million, and an increase in logo net revenues of $1.4 million over the same period in 2021.

For the six months ended June 30, 2022, there was a $127.0 million increase in net revenues as compared to acquisition-adjusted net revenue for the six months ended June 30, 2021, which represents an increase of 15.1%. See “Reconciliations” below. The $127.0 million increase in revenue is primarily due to an increase of $102.6 million in billboard net revenues as well as an increase in transit net revenues of $23.2 million over the same period in 2021.

Total operating expenses, exclusive of depreciation and amortization and gain on disposition of assets, increased $89.3 million, or 19.5%, to $547.8 million for the six months ended June 30, 2022 from $458.5 million for the same period in 2021. The $89.3 million increase over the prior year is comprised of a $85.9 million increase in total direct, general and administrative and corporate expenses (excluding stock-based compensation and transaction expenses) primarily related to the operations of our outdoor advertising assets, as well as a $3.7 million increase in transaction expenses related to acquisitions and the write-off of deferred offering costs, offset by a $0.2 million decrease in stock-based compensation.

Depreciation and amortization expense increased $15.0 million to $136.4 million for the six months ended June 30, 2022 as compared to $121.4 million for the same period in 2021. The increase is primarily due to acquisitions and capital expenditures that occurred during 2021 and the first half of 2022.

For the six months ended June 30, 2022, the Company recognized a gain on disposition of assets of $1.9 million primarily resulting from transactions related to the sale of billboard locations and displays.

Due to the above factors, operating income increased by $49.1 million to $287.0 million for the six months ended June 30, 2022 as compared to $237.9 million for the same period in 2021.

During the six months ended June 30, 2021, the Company recognized a loss on debt extinguishment of $21.6 million related to the early repayment of our 5 3/4% Senior Notes during the period. There was no loss on debt extinguishment during the six months ended June 30, 2022.

Interest expense increased $1.8 million for the six months ended June 30, 2022 to $56.3 million as compared to $54.5 million for the six months ended June 30, 2021.

Equity in earnings of investee was $1.1 million for the six months ended June 30, 2022 as a result of investments that occurred in July of 2021. There was no equity in earnings of investee for the six months ended June 30, 2021.

The increase in operating income and the decrease in loss on extinguishment of debt, offset by the increase in interest expense, resulted in a $70.1 million increase in net income before income taxes. The effective tax rate for the six months ended June 30, 2022 was 2.5%, which differs from the federal statutory rate primarily due to our qualification for taxation as a REIT and adjustments for foreign items.

As a result of the above factors, the Company recognized net income for the six months ended June 30, 2022 of $226.4 million, as compared to net income of $157.9 million for the same period in 2021.

Reconciliations:

Because acquisitions occurring after December 31, 2020 have contributed to our net revenue results for the periods presented, we provide 2021 acquisition-adjusted net revenue, which adjusts our 2021 net revenue for the six months ended June 30, 2021 by adding to or subtracting from it the net revenue generated by the acquired or divested assets prior to our acquisition or divestiture of these assets for the same time frame that those assets were owned in the six months ended June 30, 2022.

Reconciliations of 2021 reported net revenue to 2021 acquisition-adjusted net revenue for the six months ended June 30, as well as a comparison of 2021 acquisition-adjusted net revenue to 2022 reported net revenue for the six months ended June 30, are provided below:

Reconciliation and Comparison of Reported Net Revenue to Acquisition-Adjusted Net Revenue

	Six Months Ended June 30,	
	2022	2021
	(in thousands)	
Reported net revenue	$ 969,240	$ 815,933
Acquisition net revenue	—	26,262
Adjusted totals	$ 969,240	$ 842,195

Key Performance Indicators

Net Income/Adjusted EBITDA

(in thousands)

	Six Months Ended June 30,		Amount of	Percent
	2022	2021	Increase (Decrease)	Increase (Decrease)
Net income	$ 226,356	$ 157,938	$ 68,418	43.3 %
Income tax expense	5,920	4,210	1,710	
Loss on debt extinguishment	—	21,604	(21,604)	
Transaction expenses	3,676	—	3,676	
Interest expense (income), net	55,785	54,157	1,628	
Equity in earnings of investee	(1,101)	—	(1,101)	
Gain on disposition of assets	(1,937)	(1,896)	(41)	
Depreciation and amortization	136,377	121,371	15,006	
Capitalized contract fulfillment costs, net	309	(900)	1,209	
Stock-based compensation expense	9,223	9,464	(241)	
Adjusted EBITDA	$ 434,608	$ 365,948	$ 68,660	18.8 %

Adjusted EBITDA for the six months ended June 30, 2022 increased 18.8% to $434.6 million. The increase in adjusted EBITDA was primarily attributable to an increase in our gross margin (net revenue less direct advertising expense, exclusive of depreciation and amortization and capitalized contract fulfillment costs, net) of $99.3 million, offset by an increase in total general and administrative and corporate expenses of $33.0 million, excluding the impact of stock-based compensation expense and transaction expenses.

Net Income/FFO/AFFO

(in thousands)

	Six Months Ended June 30, 2022	Six Months Ended June 30, 2021	Amount of Increase (Decrease)	Percent Increase (Decrease)
Net income	$ 226,356	$ 157,938	$ 68,418	43.3 %
Depreciation and amortization related to real estate	130,075	115,815	14,260	
Gain from sale or disposal of real estate, net of tax	(1,773)	(1,795)	22	
Adjustments for unconsolidated affiliates and non-controlling interest	(771)	285	(1,056)	
FFO	$ 353,887	$ 272,243	$ 81,644	30.0 %
Straight line expense	2,143	1,729	414	
Capitalized contract fulfillment costs, net	309	(900)	1,209	
Stock-based compensation expense	9,223	9,464	(241)	
Non-cash portion of tax provision	1,212	1,743	(531)	
Non-real estate related depreciation and amortization	6,303	5,556	747	
Amortization of deferred financing costs	2,950	2,962	(12)	
Loss on extinguishment of debt	—	21,604	(21,604)	
Transaction expenses	3,676	—	3,676	
Capital expenditures – maintenance	(31,673)	(19,603)	(12,070)	
Adjustments for unconsolidated affiliates and non-controlling interest	771	(285)	1,056	
AFFO	$ 348,801	$ 294,513	$ 54,288	18.4 %

FFO for the six months ended June 30, 2022 increased from $272.2 million in 2021 to $353.9 million for the same period in 2022, an increase of 30.0%. AFFO for the six months ended June 30, 2022 increased 18.4% to $348.8 million as compared to $294.5 million for the same period in 2021. The increase in AFFO was primarily attributable to an increase in our gross margin (net revenue less direct advertising expense, exclusive of depreciation and amortization and capitalized contract fulfillment costs, net) offset by an increase in total general and administrative and corporate expenses (excluding the effect of stock-based compensation expense and transaction expenses) and capital expenditures related to the maintenance of our advertising assets.

Three months ended June 30, 2022 compared to three months ended June 30, 2021

Net revenues increased $72.8 million or 16.4% to $517.9 million for the three months ended June 30, 2022 from $445.1 million for the same period in 2021. This increase was primarily attributable to an increase in billboard net revenues of $58.5 million, an increase in transit net revenues of $13.2 million, and an increase in logo net revenues of $1.1 million over the same period in 2021.

For the three months ended June 30, 2022, there was a $56.3 million increase in net revenues as compared to acquisition-adjusted net revenue for the three months ended June 30, 2021, which represents an increase of 12.2%. See "Reconciliations" below. The $56.3 million increase in revenue is primarily due to an increase of $43.5 million in billboard net revenues as well as an increase in transit net revenues of $11.9 million over the same period in 2021.

Total operating expenses, exclusive of depreciation and amortization and gain on disposition of assets, increased $48.0 million, or 20.3%, to $285.0 million for the three months ended June 30, 2022 from $236.9 million for the same period in 2021. The $48.0 million increase over the prior year is comprised of a $42.7 million increase in total direct, general and administrative and corporate expenses (excluding stock-based compensation and transaction expenses) primarily related to the operations of our outdoor advertising assets, as well as a $1.7 million increase in stock-based compensation and a $3.7 million increase in transaction expenses related to acquisitions and the write-off of deferred offering costs.

Depreciation and amortization increased $7.1 million to $67.8 million for the three months ended June 30, 2022 as compared to $60.6 million for the same period in 2021. The increase is primarily due to acquisitions and capital expenditures that occurred during 2021 and the first half of 2022.

For the three months ended June 30, 2022, the Company recognized a gain on disposition of assets of $1.4 million primarily resulting from transactions related to the sale of billboard locations and displays.

Due to the above factors, operating income increased by $17.5 million to $166.5 million for the three months ended June 30, 2022 as compared to $149.0 million for the same period in 2021.

Interest expense increased $3.1 million for the three months ended June 30, 2022 to $29.5 million as compared to $26.4 million for the three months ended June 30, 2021.

Equity in earnings of investee was $0.4 million for the three months ended June 30, 2022 as a result of investments that occurred in July of 2021. There was no equity in earnings of investee for the three months ended June 30, 2021.

The increase in operating income, offset by the increase in interest expense, resulted in a $14.8 million increase in net income before income taxes. The effective tax rate for the three months ended June 30, 2022 was 2.5%, which differs from the federal statutory rate primarily due to our qualification for taxation as a REIT and adjustments for foreign items.

As a result of the above factors, the Company recognized net income for the three months ended June 30, 2022 of $134.2 million, as compared to net income of $119.6 million for the same period in 2021.

Reconciliations:

Because acquisitions occurring after December 31, 2020 have contributed to our net revenue results for the periods presented, we provide 2021 acquisition-adjusted net revenue, which adjusts our 2021 net revenue for the three months ended June 30, 2021 by adding to or subtracting from it the net revenue generated by the acquired or divested assets prior to our acquisition or divestiture of these assets for the same time frame that those assets were owned in the three months ended June 30, 2022.

Reconciliations of 2021 reported net revenue to 2021 acquisition-adjusted net revenue for the three months ended June 30, as well as a comparison of 2021 acquisition-adjusted net revenue to 2022 reported net revenue for the three months ended June 30, are provided below:

Reconciliation and Comparison of Reported Net Revenue to Acquisition-Adjusted Net Revenue

	Three Months Ended June 30,	
	2022	2021
	(in thousands)	
Reported net revenue	$ 517,852	$ 445,052
Acquisition net revenue	—	16,461
Adjusted totals	$ 517,852	$ 461,513

Key Performance Indicators

Net Income/Adjusted EBITDA

(in thousands)

	Three Months Ended June 30, 2022	Three Months Ended June 30, 2021	Amount of Increase (Decrease)	Percent Increase (Decrease)
Net income	$ 134,205	$ 119,609	$ 14,596	12.2 %
Income tax expense	3,440	3,200	240	
Transaction expenses	3,676	—	3,676	
Interest (expense) income, net	29,214	26,177	3,037	
Equity in earnings of investee	(355)	—	(355)	
Gain on disposition of assets	(1,374)	(1,481)	107	
Depreciation and amortization	67,750	60,622	7,128	
Capitalized contract fulfillment costs, net	(637)	(400)	(237)	
Stock-based compensation expense	7,443	5,789	1,654	
Adjusted EBITDA	$ 243,362	$ 213,516	$ 29,846	14.0 %

Adjusted EBITDA for the three months ended June 30, 2022 increased 14.0% to $243.4 million. The increase in adjusted EBITDA was primarily attributable to an increase in our gross margin (net revenue less direct advertising expense, exclusive of depreciation and amortization and capitalized contract fulfillment costs, net) of $46.8 million, offset by an increase in total general and administrative and corporate expenses of $16.4 million, excluding the impact of stock-based compensation expense and transaction expenses.

Net Income/FFO/AFFO

(in thousands)

	Three Months Ended June 30, 2022	Three Months Ended June 30, 2021	Amount of Increase (Decrease)	Percent Increase (Decrease)
Net income	$ 134,205	119,609	$ 14,596	12.2 %
Depreciation and amortization related to real estate	64,549	57,852	6,697	
Gain from sale or disposal of real estate, net of tax	(1,319)	(1,412)	93	
Adjustments for unconsolidated affiliates and non-controlling interest	124	132	(8)	
FFO	$ 197,559	$ 176,181	$ 21,378	12.1 %
Straight line expense	1,228	954	274	
Capitalized contract fulfillment costs, net	(637)	(400)	(237)	
Stock-based compensation expense	7,443	5,789	1,654	
Non-cash portion of tax provision	1,554	2,763	(1,209)	
Non-real estate related depreciation and amortization	3,202	2,770	432	
Amortization of deferred financing costs	1,479	1,591	(112)	
Transaction expenses	3,676	—	3,676	
Capital expenditures - maintenance	(18,488)	(11,699)	(6,789)	
Adjustments for unconsolidated affiliates and non-controlling interest	(124)	(132)	8	
AFFO	$ 196,892	$ 177,817	$ 19,075	10.7 %

FFO for the three months ended June 30, 2022 increased from $176.2 million in 2021 to $197.6 million for the same period in 2022, an increase of 12.1%. AFFO for the three months ended June 30, 2022 increased 10.7% to $196.9 million as compared to $177.8 million for the same period in 2021. The increase in AFFO was primarily attributable to an increase in our gross margin (net revenue less direct advertising expense, exclusive of depreciation and amortization and capitalized contract fulfillment costs, net) offset by an increase in total general and administrative and corporate expenses (excluding the effect of stock-based compensation expense and transaction expenses) and capital expenditures related to the maintenance of our advertising assets.

LIQUIDITY AND CAPITAL RESOURCES

Overview

The Company has historically satisfied its working capital requirements with cash from operations and borrowings under the senior credit facility. The Company's wholly owned subsidiary, Lamar Media Corp., is the borrower under the senior credit facility and maintains all corporate operating cash balances. Any cash requirements of the Company, therefore, must be funded by distributions from Lamar Media.

Sources of Cash

Total Liquidity. As of June 30, 2022 we had $496.3 million of total liquidity, which is comprised of $91.7 million in cash and cash equivalents, $403.6 million of availability under the revolving portion of Lamar Media's senior credit facility and $1.0 million of availability under the Accounts Receivable Securitization Program. We expect our total liquidity to be adequate for the Company to meet its operational requirements for the next twelve months. We are currently in compliance with the maintenance covenant included in the senior credit facility and we would remain in compliance after giving effect to borrowing the full amount available to us under the revolving portion of the senior credit facility.

As of June 30, 2022 and December 31, 2021, the Company had a working capital deficit of $251.3 million and $274.4 million, respectively. The decrease in working capital deficit of $23.0 million is primarily due to increases in cash and cash equivalents and receivables, net, offset by an increase in current maturities of long-term debt as of June 30, 2022.

Cash Generated by Operations. For the six months ended June 30, 2022 and 2021, our cash provided by operating activities was $312.6 million and $285.3 million, respectively. The increase in cash provided by operating activities for the six months ended June 30, 2022 over the same period in 2021 primarily relates to an increase in revenues of $153.3 million offset by an increase in operating expenses (excluding stock-based compensation, gain on disposition of assets, and depreciation and amortization) of $89.5 million. We expect to generate cash flows from operations during 2022 in excess of our cash needs for operations, capital expenditures and dividends, as described herein. We believe we have sufficient liquidity available under our revolving credit facility to meet our operating cash needs for the next twelve months.

Accounts Receivable Securitization Program. On June 24, 2022, Lamar Media and the Special Purpose Subsidiaries entered into the Sixth Amendment (the "Sixth Amendment") to the Receivables Financing Agreement. The Sixth Amendment increased the Accounts Receivable Securitization Program from $175.0 million to $250.0 million and extended the maturity date of the Accounts Receivable Securitization Program to July 21, 2025. Additionally, the Sixth Amendment provides for the replacement of LIBOR-based interest rate mechanics with Secured Overnight Financing Rate ("SOFR") based interest rate mechanics for the Accounts Receivable Securitization Program.

Borrowing capacity under the Accounts Receivable Securitization Program is limited to the availability of eligible accounts receivable collateralizing the borrowings under the agreements governing the Accounts Receivable Securitization Program. In connection with the Accounts Receivable Securitization Program, Lamar Media and certain of its subsidiaries (such subsidiaries, the "Subsidiary Originators") sell and/or contribute their existing and future accounts receivable and certain related assets to one of two special purpose subsidiaries, Lamar QRS Receivables, LLC (the "QRS SPV") and Lamar TRS Receivables, LLC (the "TRS SPV" and together with the QRS SPV the "Special Purpose Subsidiaries"), each of which is a wholly-owned subsidiary of Lamar Media. Existing and future accounts receivable relating to Lamar Media and its qualified REIT subsidiaries will be sold and/or contributed to the QRS SPV and existing and future accounts receivable relating to Lamar Media's taxable REIT subsidiaries will be sold and/or contributed to the TRS SPV. Each of the Special Purpose Subsidiaries has granted the lenders party to the Accounts Receivable Securitization Program a security interest in all of its assets, which consist of the accounts receivable and related assets sold or contributed to them, as described above, in order to secure the obligations of the Special Purpose Subsidiaries under the agreements governing the Accounts Receivable Securitization Program. Pursuant to the Accounts Receivable Securitization Program, Lamar Media has agreed to service the accounts receivable on behalf of the two Special Purpose Subsidiaries for a fee. Lamar Media has also agreed to guaranty its performance in its capacity as servicer and originator, as well as the performance of the Subsidiary Originators, of their obligations under the agreements governing the Account Receivable Securitization Program. None of Lamar Media, the Subsidiary Originators or the Special Purpose Subsidiaries guarantees the collectability of the receivables under the Accounts Receivable Securitization Program. In addition, each of the Special Purpose Subsidiaries is a separate legal entity with its own separate creditors who will be entitled to access the assets of such Special Purpose Subsidiary before the assets become available to Lamar Media. Accordingly, the assets of the Special Purpose Subsidiaries are not available to pay creditors of Lamar Media or any of its subsidiaries, although collections from receivables in excess of the amounts required to repay the lenders and the other creditors of the Special Purpose Subsidiaries may be remitted to Lamar Media.

As of June 30, 2022, there was $240.0 million in outstanding aggregate borrowings under the Accounts Receivable Securitization Program. Based on the availability of eligible accounts, Lamar Media had $1.0 million of unused availability under the Accounts Receivable Securitization Program as of June 30, 2022. The Accounts Receivable Securitization Program will mature on July 21, 2025.

"At-the-Market" Offering Program. On May 1, 2018, the Company entered into an equity distribution agreement (the "Sales Agreement") with J.P. Morgan Securities LLC, Wells Fargo Securities LLC and SunTrust Robinson Humphrey, Inc. as our sales agents. Under the terms of the Sales Agreement, the Company could have, from time to time, issued and sold shares of its Class A common stock, having an aggregate offering price of up to $400.0 million through the sales agents as either agents or principals. The Sales Agreement expired by its terms on May 1, 2021. The Company did not issue any shares under this program in 2021.

On June 21, 2021, the Company entered into a new equity distribution agreement (the "2021 Sales Agreement"), with J.P. Morgan Securities LLC, Wells Fargo Securities LLC, Truist Securities, Inc., SMBC Nikko Securities America, Inc. and Scotia Capital (USA) Inc. as our sales agents (each a "Sales Agent", and collectively, the "Sales Agents"), which replaced the prior Sales Agreement with substantially similar terms. Under the terms of the 2021 Sales Agreement, the Company may, from time to time, issue and sell shares of its Class A common stock, having an aggregate offering price of up to $400.0 million through the Sales Agents as either agents or principals. Sales of the Class A common stock, if any, may be made in negotiated transactions or transactions that are deemed to be "at-the-market offerings" as defined in Rule 415 under the Securities Act of 1933, as amended, including sales made directly on or through the Nasdaq Global Select Market and any other existing trading market for the Class A common stock, or sales made to or through a market maker other than on an exchange. The Company has no obligation to sell any of the Class A common stock under the 2021 Sales Agreement and may at any time suspend solicitations and offers under the 2021 Sales Agreement. The Company intends to use the net proceeds, if any, from the sale of the Class A common stock pursuant to the 2021 Sales Agreement for general corporate purposes, which may include the repayment, refinancing, redemption or repurchase of existing indebtedness, working capital, capital expenditures, acquisition of outdoor advertising assets and businesses and other related investments. The Company did not issue any shares under this program from its inception through June 30, 2022.

*Shelf Registration Statement***.** On June 21, 2021, the Company filed a new automatically effective shelf registration statement that allows Lamar Advertising to offer and sell an indeterminate amount of additional shares of its Class A common stock. During the six months ended June 30, 2022 and the year ended December 31, 2021, the Company did not issue any shares under either shelf registration.

Credit Facilities. On February 6, 2020, Lamar Media entered into a Fourth Amended and Restated Credit Agreement (the "Fourth Amended and Restated Credit Agreement") with certain of Lamar Media's subsidiaries as guarantors, JPMorgan Chase Bank, N.A. as administrative agent and the lenders party thereto, under which the parties agreed to amend and restate Lamar Media's existing senior credit facility. The Fourth Amended and Restated Credit Agreement amended and restated the Third Amended and Restated Credit Agreement dated as of May 15, 2017, as amended (the "Third Amended and Restated Credit Agreement").

On July 2, 2021, Lamar Media entered into Amendment No. 1 (the "Amendment"), to the Fourth Amended and Restated Credit Agreement. The Amendment amends the definition of "Subsidiary" to exclude each of Lamar Partnering Sponsor LLC and Lamar Partnering Corporation and any of their subsidiaries (collectively, the "Lamar Partnering Entities") such that, after the giving effect to the Amendment, none of the Lamar Partnering Entities are subject to the Fourth Amended and Restated Credit Agreement covenants and reporting requirements, but any investment by Lamar Media in any of the Lamar Partnering Entities would be subject to the Fourth Amended and Restated Credit Agreement covenants. The Amendment also amends the definition of "EBITDA" to replace the existing calculation with a net income-based calculation, which excludes the income of non-Subsidiary entities such as the Lamar Partnering Entities, except to the extent that income of such entities is received by Lamar Media in the form of dividends or distributions.

The senior credit facility, as established by the Fourth Amended and Restated Credit Agreement (the "senior credit facility"), consists of (i) a $750.0 million senior secured revolving credit facility which will mature on February 6, 2025 (the "revolving credit facility"), (ii) a $600.0 million Term B loan facility (the "Term B loans") which will mature on February 6, 2027, and (iii) an incremental facility (the "Incremental Facility") pursuant to which Lamar Media may incur additional term loan tranches or increase its revolving credit facility subject to a pro forma secured debt ratio calculated as described under *"Restrictions under Senior Credit Facility"* of 4.50 to 1.00, as well as certain other conditions including lender approval. Lamar Media borrowed all $600.0 million in Term B loans on February 6, 2020. The entire amount of the Term B loans will be payable at maturity.

The Term B loans bear interest at rates based on the Adjusted LIBO Rate (“Eurodollar term loans”) or the Adjusted Base Rate (“Base Rate term loans”), at Lamar Media’s option. Eurodollar term loans bear interest at a rate per annum equal to the Adjusted LIBO Rate plus 1.50%. Base Rate term loans bear interest at a rate per annum equal to the Adjusted Base Rate plus 0.50%. The revolving credit facility bears interest at rates based on the Adjusted LIBO Rate (“Eurodollar revolving loans”) or the Adjusted Base Rate (“Base Rate revolving loans”), at Lamar Media’s option. Eurodollar revolving loans bear interest at a rate per annum equal to the Adjusted LIBO Rate plus 1.50% (or the Adjusted LIBO Rate plus 1.25% at any time the Total Debt Ratio is less than or equal to 3.25 to 1). Base Rate revolving loans bear interest at a rate per annum equal to the Adjusted Base Rate plus 0.50% (or the Adjusted Base Rate plus 0.25% at any time the total debt ratio is less than or equal to 3.25 to 1). The guarantees, covenants, events of default and other terms of the senior credit facility apply to the Term B loans and revolving credit facility.

As of June 30, 2022 the aggregate balance outstanding under the senior credit facility was $935.0 million, consisting of $600.0 million in Term B loans aggregate principal balance and $335.0 million in outstanding borrowings under our revolving credit facility. Lamar Media had approximately $403.6 million of unused capacity under the revolving credit facility.

On July 29, 2022, Lamar Media entered into a new $350.0 million Senior Secured Term Loan A loan (the “Term A loans”) agreement. The Term A loans are an incremental tranche under the Fourth Amended and Restated Credit Agreement and will mature February 6, 2025. The Term A loans bear interest at Term SOFR plus 1.25% and a credit spread adjustment of 0.10%. The covenants, events of default and other terms of the senior credit facility apply to the Term A loans. Proceeds from the Term A loans were used to repay outstanding balances on the revolving credit facility and a portion of the outstanding balance on our Accounts Receivable Securitization Program. Subsequent to the repayments, and currently, we have no balances outstanding under our revolving credit facility and $170.0 million outstanding on our Accounts Receivable Securitization Program.

Factors Affecting Sources of Liquidity

Internally Generated Funds. The key factors affecting internally generated cash flow are general economic conditions, specific economic conditions in the markets where the Company conducts its business and overall spending on advertising by advertisers. We expect to generate cash flows from operations during 2022 in excess of our cash needs for operations, capital expenditures and dividends, as described herein, and we believe we have sufficient liquidity with cash on hand and availability under our revolving credit facility to meet our operating cash needs for the next twelve months.

Credit Facilities and Other Debt Securities. The Company and Lamar Media must comply with certain covenants and restrictions related to the senior credit facility, its outstanding debt securities and its Accounts Receivable Securitization Program.

Restrictions Under Debt Securities. The Company and Lamar Media must comply with certain covenants and restrictions related to its outstanding debt securities. Currently, Lamar Media has outstanding the $600.0 million 3 3/4% Senior Notes issued February 2020, the $550.0 million 4% Senior Notes issued February 2020 and August 2020, the $400.0 million 4 7/8% Senior Notes issued in May 2020 and the $550.0 million 3 5/8% Senior Notes issued in January 2021.

The indentures relating to Lamar Media’s outstanding notes restrict its ability to incur additional indebtedness, but permit the incurrence of indebtedness (including indebtedness under the senior credit facility), (i) if no default or event of default would result from such incurrence and (ii) if after giving effect to any such incurrence, the leverage ratio (defined as the sum of (x) total consolidated debt plus (y) the aggregate liquidation preference of any preferred stock of Lamar Media’s restricted subsidiaries to trailing four fiscal quarter EBITDA (as defined in the indentures)) would be less than 7.0 to 1.0. Currently, Lamar Media is not in default under the indentures of any of its outstanding notes and, therefore, would be permitted to incur additional indebtedness subject to the foregoing provision.

In addition to debt incurred under the provisions described in the preceding paragraph, the indentures relating to Lamar Media’s outstanding notes permit Lamar Media to incur indebtedness pursuant to the following baskets:

- up to $2.0 billion of indebtedness under the senior credit facility;
- indebtedness outstanding on the date of the indentures or debt incurred to refinance outstanding debt;
- inter-company debt between Lamar Media and its restricted subsidiaries or between restricted subsidiaries;
- certain purchase money indebtedness and capitalized lease obligations to acquire or lease property in the ordinary course of business that cannot exceed the greater of $50.0 million or 5% of Lamar Media’s net tangible assets;
- additional debt not to exceed $75.0 million; and

- up to $500.0 million of permitted securitization financings.

Restrictions Under Senior Credit Facility. Lamar Media is required to comply with certain covenants and restrictions under the senior credit facility. If the Company or Lamar Media fails to comply with these tests, the lenders under the senior credit facility will be entitled to exercise certain remedies, including the termination of the lending commitments and the acceleration of the debt payments under the senior credit facility. At June 30, 2022 we were, and currently, we are, in compliance with all such tests under the senior credit facility.

Lamar Media must maintain a secured debt ratio, defined as total consolidated secured debt of Lamar Advertising, Lamar Media and its restricted subsidiaries (including capital lease obligations), minus the lesser of (x) $150.0 million and (y) the aggregate amount of unrestricted cash and cash equivalents of Lamar Advertising, Lamar Media and its restricted subsidiaries (other than the Special Purpose Subsidiaries (as defined above under *Sources of Cash – Accounts Receivable Securitization Program*)) to EBITDA, as defined below, for the period of four consecutive fiscal quarters then ended, of less than or equal to 4.5 to 1.0.

Lamar Media is restricted from incurring additional indebtedness subject to exceptions, one of which is that it may incur additional indebtedness not exceeding the greater of $250.0 million or 6% of its total assets.

Lamar Media is also restricted from incurring additional unsecured senior indebtedness under certain circumstances unless, after giving effect to the incurrence of such indebtedness, Lamar Media would have a total debt ratio, defined as (a) total consolidated debt (including subordinated debt) of Lamar Advertising, Lamar Media and its restricted subsidiaries as of any date minus the lesser of (i) $150.0 million and (ii) the aggregate amount of unrestricted cash and cash equivalents of Lamar Advertising, Lamar Media and its restricted subsidiaries (other than the Special Purpose Subsidiaries) to (b) EBITDA, as defined below, for the most recent four fiscal quarters then ended, is less than 7.0 to 1.0.

Lamar Media is also restricted from incurring additional subordinated indebtedness under certain circumstances unless, after giving effect to the incurrence of such indebtedness, it is in compliance with the secured debt ratio covenant and its total debt ratio is less than 7.0 to 1.0.

Under the senior credit facility, as amended, “EBITDA” means, for any period, net income, plus (a) to the extent deducted in determining net income for such period, the sum determined without duplication and in accordance with GAAP, of (i) taxes, (ii) interest expense, (iii) depreciation, (iv) amortization, (v) any other non-cash income or charges accrued for such period, (vi) charges and expenses in connection with the senior credit facility, any actual or proposed acquisition, disposition or investment (excluding, in each case, purchases and sales of advertising space and operating assets in the ordinary course of business) and any actual or proposed offering of securities, incurrence or repayment of indebtedness (or amendment to any agreement relating to indebtedness), including any refinancing thereof, or recapitalization, (vii) any loss or gain relating to amounts paid or earned in cash prior to the stated settlement date of any swap agreement that has been reflected in operating income for such period), and (viii) any loss on sales of receivables and related assets to a securitization entity in connection with a permitted securitization financing, plus (b) the amount of cost savings, operating expense reductions and other operating improvements or synergies projected by Lamar Media in good faith to be realized as a result of any acquisition, investment, merger, amalgamation or disposition within 18 months of any such acquisition, investment, merger, amalgamation or disposition, net of the amount of actual benefits realized during such period from such action; provided, (a) the aggregate amount for all such cost savings, operating expense reductions and other operating improvements or synergies will not exceed an amount equal to 15% of EBITDA for the applicable four quarter period and (b) any such adjustment to EBITDA pursuant to this clause (b) may only take into account cost savings, operating expense reductions and other operating improvements or synergies that are (I) directly attributable to such acquisition, investment, merger, amalgamation or disposition, (II) expected to have a continuing impact on Lamar Media and its restricted subsidiaries and (III) factually supportable, in each case all as certified by the chief financial officer of Lamar Media) on behalf of Lamar Media, minus (c) to the extent included in net income for such period (determined without duplication and in accordance with GAAP) (i) any extraordinary and unusual gains or losses during such period, and (ii) the proceeds of any casualty events and dispositions. For purposes of this EBITDA definition, the effect thereon of any adjustments required under Statement of Financial Accounting Standards No. 141R will be excluded. If during any period for which EBITDA is being determined, we have consummated any acquisition or disposition, EBITDA will be determined on a pro forma basis as if such acquisition or disposition had been made or consummated on the first day of such period.

Under the senior credit facility, “net income” means for any period, the consolidated net income (or loss) of Lamar Advertising, us, and our restricted subsidiaries, determined on a consolidated basis in accordance with GAAP; provided that the following is excluded from net income: (a) the income (or deficit) of any person accrued prior to the date it becomes a restricted subsidiary or is merged into or consolidated with Lamar Advertising, us or any of our restricted subsidiaries, and (b) the income (or deficit) of any person (other than any of our restricted subsidiaries) in which Lamar Advertising, we or any of our subsidiaries has an ownership interest, except to the extent that any such income is received by Lamar Advertising, us or any of our restricted subsidiaries in the form of dividends or similar distributions.

The Company believes that its current level of cash on hand, availability under the senior credit facility and future cash flows from operations are sufficient to meet its operating needs for the next twelve months. All debt obligations are reflected on the Company's balance sheet.

Restrictions under Accounts Receivable Securitization Program. The agreements governing the Accounts Receivable Securitization Program contain customary representations and warranties, affirmative and negative covenants, and termination event provisions, including but not limited to those providing for the acceleration of amounts owed under the Accounts Receivable Securitization Program if, among other things, the Special Purpose Subsidiaries fail to make payments when due, Lamar Media, the Subsidiary Originators or the Special Purpose Subsidiaries become insolvent or subject to bankruptcy proceedings or certain judicial judgments, breach certain representations and warranties or covenants or default under other material indebtedness, a change of control occurs, or if Lamar Media fails to maintain the maximum secured debt ratio of 4.5 to 1.0 required under Lamar Media's senior credit facility.

Uses of Cash

Capital Expenditures. Capital expenditures, excluding acquisitions, were approximately $75.8 million for the six months ended June 30, 2022. We anticipate our 2022 total capital expenditures to be approximately $170.0 million.

Acquisitions. During the six months ended June 30, 2022, the Company completed acquisitions for an aggregate purchase price of approximately $234.3 million, which were financed using available cash on hand and borrowings on the Accounts Receivable Securitization Program and revolving credit facility.

On May 4, 2022, the Company acquired Burkhart Advertising Inc. which includes more than 1,500 billboard structures and 3,200 billboard faces, including 23 digital displays. The acquisition was funded with a combination of cash on hand and borrowings under our revolving credit facility.

*Dividends***.** On February 24, 2022, the Company's Board of Directors declared a quarterly cash dividend of $1.10 per share, paid on March 31, 2022 to its stockholders of record of its Class A common stock and Class B common stock on March 21, 2022. On May 19, 2022, the Company's Board of Directors declared a quarterly cash dividend of $1.20 per share, paid on June 30, 2022 to its stockholders of record of its Class A common stock and Class B common stock on June 20, 2022. Subject to approval of the Company's Board of Directors, the Company expects aggregate quarterly distributions to stockholders in 2022 will be $4.70 per common share, including the dividend paid on June 30, 2022.

As a REIT, the Company must annually distribute to its stockholders an amount equal to at least 90% of its REIT taxable income (determined before the deduction for distributed earnings and excluding any net capital gain). The amount, timing and frequency of future distributions will be at the sole discretion of the Board of Directors and will be declared based upon various factors, a number of which may be beyond the Company's control, including financial condition and operating cash flows, the amount required to maintain REIT status and reduce any income and excise taxes that the Company otherwise would be required to pay, limitations on distributions in our existing and future debt instruments, the Company's ability to utilize net operating losses to offset, in whole or in part, the Company's distribution requirements, limitations on its ability to fund distributions using cash generated through its Taxable REIT Subsidiaries ("TRSs"), the impact of general economic conditions on the Company's operations and other factors that the Board of Directors may deem relevant.

Special Purpose Acquisition Company. On April 6, 2021, Lamar Partnering Corporation ("LPC"), a newly formed special purpose acquisition company and indirect wholly-owned subsidiary of the Company, filed a Registration Statement on Form S-1, with the Securities and Exchange Commission (the "SEC"). On June 21, 2022, LPC filed its request to withdraw its registration statement with the SEC. In conjunction with the withdrawn offering, the Company incurred a transaction expense of $1.1 million for the write-off of deferred offering costs incurred on behalf of LPC's registration statement. The $1.1 million in expenses are included in Corporate expenses in our Condensed Consolidated Statement of Income and Comprehensive Income at June 30, 2022.

Stock and Debt Repurchasing Program. On March 16, 2020, the Company's Board of Directors authorized the repurchase of up to $250.0 million of the Company's Class A common stock. Additionally, the Board of Directors has authorized Lamar Media to repurchase up to $250.0 million in outstanding senior or senior subordinated notes and other indebtedness outstanding from time to time under its senior credit agreement. On September 20, 2021, the Board of Directors authorized the extension of the repurchase program through March 31, 2023. There were no repurchases under the program as of June 30, 2022. The Company’s management may opt not to make any repurchases under the program, or may make aggregate purchases less than the total amount authorized.

Material Cash Requirements

Our expected material cash requirements for the three months ended June 30, 2022 and thereafter are comprised of contractual obligations, required annual distributions and other opportunistic expenditures.

Debt and Contractual Obligations. The following table summarizes our future debt maturities, interest payment obligations, and contractual obligations including required payments under operating and financing leases as of June 30, 2022 (in millions):

	Less than 1 year	Thereafter
Debt maturities[1]	$ 239.7	$ 3,001.5
Interest obligations on long-term debt[2]	118.5	603.3
Contractual obligations, including operating and financing leases	249.2	1,489.4
Total payments due	$ 607.4	$ 5,094.2

(1) Debt maturities assume there is no refinancing prior to the existing maturity date.
(2) Interest rates on our variable rate instruments assume rates at the June 2022 levels.

Required Annual Distributions. As a REIT, the Company must annually distribute to its stockholders an amount equal to at least 90% of its REIT taxable income (determined before the deduction for distributed earnings and excluding any net capital gain). On February 24, 2022, the Company's Board of Directors approved a dividend of $1.10 per common share, paid on March 31, 2022. On May 19, 2022, the Company's Board of Directors approved a dividend of $1.20 per common share, paid on June 30, 2022. Our Board of Directors will continue to evaluate future dividends in order to continue to satisfy the requirements needed to maintain our REIT status.

Opportunistic Expenditures. As part of our capital allocation strategy, we plan to continue to allocate our available capital among investment alternatives that meet our return on investment criteria. We will continue to reinvest in our existing assets and expand our outdoor advertising display portfolio through new construction. We will also continue to pursue strategic acquisitions of outdoor advertising businesses and assets. This includes acquisitions in our existing markets and in new markets where we can meet our return on investment criteria.

Cash Flows

The Company's cash flows provided by operating activities increased $27.4 million from $285.3 million for the six months ended June 30, 2021 to $312.6 million for the three months ended June 30, 2022, primarily resulting from an increase in revenues of $153.3 million offset by an increase in operating expenses (excluding stock-based compensation, gain on disposition of assets, and depreciation and amortization) of $89.5 million, as compared to the comparable period in 2021.

Cash flows used in investing activities increased $243.7 million from $64.7 million for the six months ended June 30, 2021 to $308.4 million for the six months ended June 30, 2022 primarily due to a net increase in the amount of assets acquired through acquisitions, investments and capital expenditures of $241.4 million, as compared to the same period in 2021.

The Company's cash flows used in financing activities were $12.3 million for the six months ended June 30, 2022 as compared to $273.6 million for the six months ended June 30, 2021. This decrease in cash used in financing activities of $261.4 million for the six months ended June 30, 2022 is primarily due to financing transactions that occurred during 2021, offset by an increase in cash paid for dividends and distributions in 2022 over the comparable period in 2021.

Critical Accounting Estimates

Our discussion and analysis of our results of operations and liquidity and capital resources are based on our condensed consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. There have been no material changes to the critical accounting policies and estimates as previously disclosed in Item 7 of our 2021 Combined Form 10-K.

Accounting Standards and Regulatory Update

See Note 14, "New Accounting Pronouncements" to our condensed consolidated financial statements included in Part 1, Item 1 of this report for a discussion of our Accounting Standards and Regulatory Update.

LAMAR MEDIA CORP.

The following is a discussion of the consolidated financial condition and results of operations of Lamar Media for the three and six months ended June 30, 2022 and 2021. This discussion should be read in conjunction with the consolidated financial statements of Lamar Media and the related notes thereto.

RESULTS OF OPERATIONS

Six months ended June 30, 2022 compared to six months ended June 30, 2021

Net revenues increased $153.3 million or 18.8% to $969.2 million for the six months ended June 30, 2022 from $815.9 million for the same period in 2021. This increase was primarily attributable to an increase in billboard net revenues of $126.2 million, an increase in transit net revenues of $25.7 million, and an increase in logo net revenues of $1.4 million over the same period in 2021.

For the six months ended June 30, 2022, there was a $127.0 million increase in net revenues as compared to acquisition-adjusted net revenue for the six months ended June 30, 2021, which represents an increase of 15.1%. See “Reconciliations” below. The $127.0 million increase in revenue is primarily due to an increase of $102.6 million in billboard net revenues as well as an increase in transit net revenues of $23.2 million over the same period in 2021.

Total operating expenses, exclusive of depreciation and amortization and gain on disposition of assets, increased $89.6 million, or 19.6%, to $547.6 million for the six months ended June 30, 2022 from $458.0 million for the same period in 2021. The $89.6 million increase over the prior year is comprised of a $86.2 million increase in total direct, general and administrative and corporate expenses (excluding stock-based compensation and transaction expenses) primarily related to the operations of our outdoor advertising assets, as well as a $3.7 million increase in transaction expenses related to acquisitions and the write-off of deferred offering costs, offset by a $0.2 million decrease in stock-based compensation.

Depreciation and amortization expense increased $15.0 million to $136.4 million for the six months ended June 30, 2022 as compared to $121.4 million for the same period in 2021. The increase is primarily due to acquisitions and capital expenditures that occurred during 2021 and the first half of 2022.

For the six months ended June 30, 2022, Lamar Media recognized a gain on disposition of assets of $1.9 million, primarily resulting from transactions related to billboard locations and displays.

Due to the above factors, operating income increased by $48.7 million to $287.2 million for the six months ended June 30, 2022 as compared to $238.5 million for the same period in 2021.

During the six months ended June 30, 2021, Lamar Media recognized a loss on debt extinguishment of $21.6 million related to the early repayment of our 5 3/4% Senior Notes during the period. There was no loss on debt extinguishment during the six months ended June 30, 2022.

Interest expense increased $1.8 million for the six months ended June 30, 2022 to $56.3 million as compared to $54.5 million for the six months ended June 30, 2021.

Equity in earnings of investee was $1.1 million for the six months ended June 30, 2022 as a result of investments that occurred in July of 2021. There was no equity in earnings of investee for the six months ended June 30, 2021.

The increase in operating income and the decrease in loss on extinguishment of debt, offset by the increase in interest expense, resulted in a $69.8 million increase in net income before income taxes. The effective tax rate for the six months ended June 30, 2022 was 2.5%, which differs from the federal statutory rate primarily due to our qualification for taxation as a REIT and adjustments for foreign items.

As a result of the above factors, Lamar Media recognized net income for the six months ended June 30, 2022 of $226.6 million, as compared to net income of $158.5 million for the same period in 2021.

Reconciliations:

Because acquisitions occurring after December 31, 2020 have contributed to our net revenue results for the periods presented, we provide 2021 acquisition-adjusted net revenue, which adjusts our 2021 net revenue for the six months ended June 30, 2021 by adding to or subtracting from it the net revenue generated by the acquired or divested assets prior to our acquisition or divestiture of these assets for the same time frame that those assets were owned in the six months ended June 30, 2022.

Reconciliations of 2021 reported net revenue to 2021 acquisition-adjusted net revenue for the six months ended June 30, as well as a comparison of 2021 acquisition-adjusted net revenue to 2022 reported net revenue for the six months ended June 30, are provided below:

Reconciliation and Comparison of Reported Net Revenue to Acquisition-Adjusted Net Revenue

	Six Months Ended June 30,	
	2022	2021
	(in thousands)	
Reported net revenue	$ 969,240	$ 815,933
Acquisition net revenue	—	26,262
Adjusted totals	$ 969,240	$ 842,195

Key Performance Indicators

Net Income/Adjusted EBITDA

(in thousands)

	Six Months Ended June 30,		Amount of Increase (Decrease)	Percent Increase (Decrease)
	2022	2021		
Net income	$ 226,602	$ 158,499	$ 68,103	43.0 %
Income tax expense	5,920	4,210	1,710	
Loss on debt extinguishment	—	21,604	(21,604)	
Transaction expenses	3,676	—	3,676	
Interest expense (income), net	55,785	54,157	1,628	
Equity in earnings of investee	(1,101)	—	(1,101)	
Gain on disposition of assets	(1,937)	(1,896)	(41)	
Depreciation and amortization	136,377	121,371	15,006	
Capitalized contract fulfillment costs, net	309	(900)	1,209	
Stock-based compensation expense	9,223	9,464	(241)	
Adjusted EBITDA	$ 434,854	$ 366,509	$ 68,345	18.6 %

Adjusted EBITDA for the six months ended June 30, 2022 increased 18.6% to $434.9 million. The increase in adjusted EBITDA was primarily attributable to an increase in our gross margin (net revenue less direct advertising expense, exclusive of depreciation and amortization and capitalized contract fulfillment costs, net) of $99.3 million, offset by an increase in total general and administrative and corporate expenses of $33.3 million, excluding the impact of stock-based compensation expense and transaction expenses.

Net Income/FFO/AFFO

(in thousands)

	Six Months Ended June 30, 2022	Six Months Ended June 30, 2021	Amount of Increase (Decrease)	Percent Increase (Decrease)
Net income	$ 226,602	$ 158,499	$ 68,103	43.0 %
Depreciation and amortization related to real estate	130,075	115,815	14,260	
Gain from sale or disposal of real estate, net of tax	(1,773)	(1,795)	22	
Adjustments for unconsolidated affiliates and non-controlling interest	(771)	285	(1,056)	
FFO	$ 354,133	$ 272,804	$ 81,329	29.8 %
Straight line expense	2,143	1,729	414	
Capitalized contract fulfillment costs, net	309	(900)	1,209	
Stock-based compensation expense	9,223	9,464	(241)	
Non-cash portion of tax provision	1,212	1,743	(531)	
Non-real estate related depreciation and amortization	6,303	5,556	747	
Amortization of deferred financing costs	2,950	2,962	(12)	
Loss on extinguishment of debt	—	21,604	(21,604)	
Transaction expenses	3,676	—	3,676	
Capital expenditures – maintenance	(31,673)	(19,603)	(12,070)	
Adjustments for unconsolidated affiliates and non-controlling interest	771	(285)	1,056	
AFFO	$ 349,047	$ 295,074	$ 53,973	18.3 %

FFO for the six months ended June 30, 2022 increased from $272.8 million in 2021 to $354.1 million for the same period in 2022, an increase of 29.8%. AFFO for the six months ended June 30, 2022 increased 18.3% to $349.0 million as compared to $295.1 million for the same period in 2021. The increase in AFFO was primarily attributable to an increase in our gross margin (net revenue less direct advertising expense, exclusive of depreciation and amortization and capitalized contract fulfillment costs, net) offset by an increase in total general and administrative and corporate expenses (excluding the effect of stock-based compensation expense and transaction expenses) and capital expenditures related to the maintenance of our advertising assets.

Three months ended June 30, 2022 compared to three months ended June 30, 2021

Net revenue increased $72.8 million or 16.4% to $517.9 million for the three months ended June 30, 2022 from $445.1 million for the same period in 2021. This increase was primarily attributable to an increase in billboard net revenues of $58.5 million, an increase in transit net revenues of $13.2 million, and an increase in logo net revenues of $1.1 million over the same period in 2021.

For the three months ended June 30, 2022, there was a $56.3 million increase in net revenues as compared to acquisition-adjusted net revenue for the three months ended June 30, 2021, which represents an increase of 12.2%. See "Reconciliations" below. The $56.3 million increase in revenue is primarily due to an increase of $43.5 million in billboard net revenues as well as an increase in transit net revenues of $11.9 million over the same period in 2021.

Total operating expenses, exclusive of depreciation and amortization and gain on disposition of assets, increased $48.4 million, or 20.4%, to $284.9 million for the three months ended June 30, 2022 from $236.5 million for the same period in 2021. The $48.4 million increase over the prior year is comprised of a $43.0 million increase in total direct, general and administrative and corporate expenses (excluding stock-based compensation and transaction expenses) primarily related to the operations of our outdoor advertising assets, as well as a $1.7 million increase in stock-based compensation and a $3.7 million increase in transaction expenses related to acquisitions and the write-off of deferred offering costs.

Depreciation and amortization expense increased $7.1 million to $67.8 million for the three months ended June 30, 2022 as compared to $60.6 million for the same period in 2021. The increase is primarily due to acquisitions and capital expenditures that occurred during 2021 and the first half of 2022.

For the three months ended June 30, 2022, Lamar Media recognized a gain on disposition of assets of $1.4 million, primarily resulting from transactions related to billboard locations and displays.

Due to the above factors, operating income increased by $17.2 million to $166.6 million for the three months ended June 30, 2022 as compared to $149.4 million for the same period in 2021.

Interest expense increased $3.1 million for the three months ended June 30, 2022 to $29.5 million as compared to $26.4 million for the three months ended June 30, 2021.

Equity in earnings of investee was $0.4 million for the three months ended June 30, 2022 as a result of investments that occurred in July of 2021. There was no equity in earnings of investee for the three months ended June 30, 2021.

The increase in operating income, offset by the increase in interest expense, resulted in a $14.5 million increase in net income before income taxes. The effective tax rate for the three months ended June 30, 2022 was 2.5%, which differs from the federal statutory rate primarily due to our qualification for taxation as a REIT and adjustments for foreign items.

As a result of the above factors, Lamar Media recognized net income for the three months ended June 30, 2022 of $134.3 million, as compared to net income of $120.0 million for the same period in 2021.

Reconciliations:

Because acquisitions occurring after December 31, 2020 have contributed to our net revenue results for the periods presented, we provide 2021 acquisition-adjusted net revenue, which adjusts our 2021 net revenue for the three months ended June 30, 2021 by adding to or subtracting from it the net revenue generated by the acquired or divested assets prior to our acquisition or divestiture of these assets for the same time frame that those assets were owned in the three months ended June 30, 2022.

Reconciliations of 2021 reported net revenue to 2021 acquisition-adjusted net revenue for the three months ended June 30, as well as a comparison of 2021 acquisition -adjusted net revenue to 2022 reported net revenue for the three months ended June 30, are provided below:

Reconciliation and Comparison of Reported Net Revenue to Acquisition-Adjusted Net Revenue

	Three Months Ended June 30,	
	2022	**2021**
	(in thousands)	
Reported net revenue	$ 517,852	$ 445,052
Acquisition net revenue	—	16,461
Adjusted totals	$ 517,852	$ 461,513

Key Performance Indicators

Net Income/Adjusted EBITDA

(in thousands)

	Three Months Ended June 30,						
	2022		2021		Amount of Increase (Decrease)		Percent Increase (Decrease)
Net income	$	134,315	$	120,033	$	14,282	11.9 %
Income tax expense		3,440		3,200		240	
Transaction expenses		3,676		—		3,676	
Interest expense (income), net		29,214		26,177		3,037	
Equity in earnings of investee		(355)		—		(355)	
Gain on disposition of assets		(1,374)		(1,481)		107	
Depreciation and amortization		67,750		60,622		7,128	
Capitalized contract fulfillment costs, net		(637)		(400)		(237)	
Stock-based compensation expense		7,443		5,789		1,654	
Adjusted EBITDA	$	243,472	$	213,940	$	29,532	13.8 %

Adjusted EBITDA for the three months ended June 30, 2022 increased 13.8% to $243.5 million. The increase in adjusted EBITDA was primarily attributable to an increase in our gross margin (net revenue less direct advertising expense, exclusive of depreciation and amortization and capitalized contract fulfillment costs, net) of $46.8 million, offset by an increase in total general and administrative and corporate expenses of $16.8 million, excluding the impact of stock-based compensation expense and transaction expenses.

Net Income/FFO/AFFO

(in thousands)

	Three Months Ended June 30,						
	2022		2021		Amount of Increase (Decrease)		Percent Increase (Decrease)
Net income	$	134,315	$	120,033	$	14,282	11.9 %
Depreciation and amortization related to real estate		64,549		57,852		6,697	
Gain from sale or disposal of real estate, net of tax		(1,319)		(1,412)		93	
Adjustments for unconsolidated affiliates and non-controlling interest		124		132		(8)	
FFO	$	197,669	$	176,605	$	21,064	11.9 %
Straight line expense		1,228		954		274	
Capitalized contract fulfillment costs, net		(637)		(400)		(237)	
Stock-based compensation expense		7,443		5,789		1,654	
Non-cash portion of tax provision		1,554		2,763		(1,209)	
Non-real estate related depreciation and amortization		3,202		2,770		432	
Amortization of deferred financing costs		1,479		1,591		(112)	
Transaction expenses		3,676		—		3,676	
Capital expenditures - maintenance		(18,488)		(11,699)		(6,789)	
Adjustments for unconsolidated affiliates and non-controlling interest		(124)		(132)		8	
AFFO	$	197,002	$	178,241	$	18,761	10.5 %

FFO for the three months ended June 30, 2022 increased from $176.6 million in 2021 to $197.7 million for the same period in 2022, an increase of 11.9%. AFFO for the three months ended June 30, 2022 increased 10.5% to $197.0 million as compared to $178.2 million for the same period in 2021. The increase in AFFO was primarily attributable to an increase in our gross margin (net revenue less direct advertising expense, exclusive of depreciation and amortization and capitalized contract fulfillment costs, net) offset by an increase in total general and administrative and corporate expenses (excluding the effect of stock-based compensation expense and transaction expenses) and capital expenditures related to the maintenance of our advertising assets.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Lamar Advertising Company and Lamar Media Corp.

Lamar Advertising is exposed to interest rate risk in connection with variable rate debt instruments issued by its wholly owned subsidiary Lamar Media. The information below summarizes the Company's interest rate risk associated with its principal variable rate debt instruments outstanding at June 30, 2022, and should be read in conjunction with Note 11 of the Notes to the Company's Condensed Consolidated Financial Statements.

Lamar Media has variable-rate debt outstanding under its senior credit facility and its Accounts Receivable Securitization Program. Because interest rates may increase or decrease at any time, the Company is exposed to market risk as a result of the impact that changes in interest rates may have on the applicable borrowings outstanding. Increases in the interest rates applicable to these borrowings would result in increased interest expense and a reduction in the Company's net income.

At June 30, 2022 there was approximately $1.17 billion of indebtedness outstanding under the senior credit facility and the Accounts Receivable Securitization Program, or approximately 35.8% of the Company's outstanding long-term debt on that date, bearing interest at variable rates. The aggregate interest expense for 2022 with respect to borrowings under the senior credit facility and the Accounts Receivable Securitization Program was $10.1 million, and the weighted average interest rate applicable to these borrowings during 2022 was 2.0%. Assuming that the weighted average interest rate was 200 basis points higher (that is 4.0% rather than 2.0%), then the Company's 2022 interest expense would have increased by approximately $9.9 million for the six months ended June 30, 2022.

The Company attempts to mitigate the interest rate risk resulting from its variable interest rate long-term debt instruments by issuing fixed rate long-term debt instruments and maintaining a balance over time between the amount of the Company's variable rate and fixed rate indebtedness. In addition, the Company has the capability under the senior credit facility to fix the interest applicable to its borrowings at an amount equal to Adjusted LIBO Rate or Adjusted Base Rate plus the applicable margin for periods of up to twelve months (in certain cases with the consent of the lenders), which would allow the Company to mitigate the impact of short-term fluctuations in market interest rates. In the event of an increase in interest rates, the Company may take further actions to mitigate its exposure. The Company cannot guarantee, however, that the actions that it may take to mitigate this risk will be feasible or that, if these actions are taken, that they will be effective.

ITEM 4. CONTROLS AND PROCEDURES

a) *Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures.*

The Company's and Lamar Media's management, with the participation of the principal executive officer and principal financial officer of the Company and Lamar Media, have evaluated the effectiveness of the design and operation of the Company's and Lamar Media's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this quarterly report. Based on this evaluation, the principal executive officer and principal financial officer of the Company and Lamar Media concluded that these disclosure controls and procedures are effective and designed to ensure that the information required to be disclosed in the Company's and Lamar Media's reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the requisite time periods.

b) *Changes in Internal Control Over Financial Reporting.*

There have been no changes in the internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) of the Company and Lamar Media identified in connection with the evaluation of the Company's and Lamar Media's internal control performed during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's and Lamar Media's internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1A. RISK FACTORS

Our operations and financial results are subject to various risks and uncertainties, including those described in Part I, Item 1A, "Risk Factors" in our combined Annual Report on Form 10-K for the year ended December 31, 2021, which could adversely affect our business, financial condition, results of operations, cash flows, and the trading price of our Class A common stock. Except as stated below, there have been no material changes to our risk factors since our combined Annual Report on Form 10-K for the year ended December 31, 2021.

Our UPREIT structure may result in potential conflicts of interest.

We are structured as an "UPREIT," which stands for "umbrella partnership real estate investment trust." While limited partners of Lamar Advertising Limited Partnership (the "Operating Partnership") do not generally have any right to participate in or exercise management power over the business and affairs of the Operating Partnership, they do have the right to vote on certain amendments to the partnership agreement of the Operating Partnership, as well as on certain other matters. Persons holding such voting rights may exercise them in a manner that conflicts with the interests of our stockholders.

The partnership agreement of the Operating Partnership provides that, for so long as we own a controlling interest in the Operating Partnership, any conflict that cannot be resolved in a manner not adverse to either our stockholders or the limited partners shall be resolved by the general partner in favor of our stockholders. Circumstances may arise in the future when the interests of limited partners in the Operating Partnership may conflict with the interests of our stockholders.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of Lamar Advertising Company (the "Company"), as filed with the Secretary of the State of Delaware effective as of November 18, 2014. Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 1-36756) filed on November 19, 2014 and incorporated herein by reference.
3.2	Certificate of Merger, effective as of November 18, 2014. Previously filed as Exhibit 3.2 to the Company's Current Report on Form 8-K (File No. 1-36756) filed on November 19, 2014 and incorporated herein by reference.
3.3	Amended and Restated Certificate of Incorporation of Lamar Media Corp. ("Lamar Media"). Previously filed as Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2007 (File No. 0-30242) filed on May 10, 2007 and incorporated herein by reference.
3.4	Amended and Restated Bylaws of the Company, adopted as of November 18, 2014. Previously filed as Exhibit 3.3 to the Company's Current Report on Form 8-K (File No. 1-36756) filed on November 19, 2014 and incorporated herein by reference.
3.5	Amended and Restated Bylaws of Lamar Media. Previously filed as Exhibit 3.1 to Lamar Media's Quarterly Report on Form 10-Q for the period ended September 30, 1999 (File No. 1-12407) filed on November 12, 1999 and incorporated herein by reference.
4.1	Supplemental Indenture to the Indenture dated as of June 3, 2022, among Lamar Media, the Guarantors named therein and U.S. Bank National Association, as Trustee, dated as of January 22, 2021, relating to Lamar Media's 3.625%% Senior Notes due 2031. Filed herewith.
4.2	Supplemental Indenture to the Indenture dated as of June 3, 2022, among Lamar Media, the Guarantors named therein and U.S. Bank National Association, as Trustee, dated as of February 6, 2020, relating to Lamar Media's 3.750% Senior Notes due 2028. Filed herewith.
4.3	Supplemental Indenture to the Indenture dated as of June 3, 2022, among Lamar Media, the Guarantors named therein and U.S. Bank National Association, as Trustee, dated as of February 6, 2020, relating to Lamar Media's 4.000% Senior Notes due 2030. Filed herewith.
4.4	Supplemental Indenture to the Indenture dated as of June 3, 2022, among Lamar Media, the Guarantors named therein and U.S. Bank National Association, as Trustee, dated as of May 13, 2020, relating to Lamar Media's 4.875% Senior Notes due 2029. Filed herewith.
10.1	Joinder Agreement, dated as of June 7, 2022, to the Fourth Amended and Restated Credit Agreement dated as of dated as of February 6, 2020 (as amended by that certain Amendment No. 1, dated as of July 2, 2021, and as further amended), among Lamar Media, the subsidiary borrower party thereto, the subsidiary guarantors party thereto, the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent, by Lamar Advertising Limited Partnership, Lamar Advertising General Partner, and Sky High Murals-Colossal Media, LLC. Filed herewith.
10.2	Sixth Amendment to the Receivables Financing Agreement, dated as of June 24, 2022, among Lamar Media, as Initial Servicer, the SPEs, as Borrowers, and PNC Bank, National Association, as Administrative Agent and a Lender. Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 1-36756) filed on June 30, 2022 and incorporated herein by reference.
31.1	Certification of the Chief Executive Officer of the Company and Lamar Media pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.
31.2	Certification of the Chief Financial Officer of the Company and Lamar Media pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.
32.1	Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Filed herewith.

101	The following financial statements from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2022, formatted in Inline XBRL: (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Income and Comprehensive Income, (iii) Condensed Consolidated Statements of Stockholders' Equity, (iv) Condensed Consolidated Statements of Cash Flows, and (v) Notes to the Condensed Consolidated Financial Statements, tagged as blocks of text and including detailed tags.
104	Cover Page Interactive Date File (formatted as Inline XBRL and contained in Exhibit 101).

SIGNATURES

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

		LAMAR ADVERTISING COMPANY
DATED: August 3, 2022	BY:	/s/ Jay L. Johnson
		Executive Vice President, Chief Financial Officer and Treasurer
		LAMAR MEDIA CORP.
DATED: August 3, 2022	BY:	/s/ Jay L. Johnson
		Executive Vice President, Chief Financial Officer and Treasurer

SUPPLEMENTAL INDENTURE

TO INDENTURE DATED JANUARY 22, 2021

THIS SUPPLEMENTAL INDENTURE dated as of June 3, 2022, among LAMAR MEDIA CORP., a Delaware corporation (the "Company"), the undersigned Guarantors party hereto, LAMAR ADVERTISING LIMITED PARTNERSHIP, a Delaware limited partnership ("Lamar LP"), LAMAR ADVERTISING GENERAL PARTNER, LLC, a Delaware limited liability company ("Lamar GP"), SKYHIGH MURALS – COLOSSAL MEDIA, LLC, a New York limited liability company ("Colossal" and together with Lamar LP and Lamar GP, collectively, the "New Guarantors" and each a "New Guarantor"), and U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION (as successor in interest to U.S. Bank National Association), as Trustee (the "Trustee").

WHEREAS, each of the Company and the Guarantors (as defined in the Indenture referred to below) has heretofore executed and delivered to the original trustee, The Bank of New York Mellon Trust Company, N.A., an Indenture, dated as of January 22, 2021 (the "Indenture"), providing for the issuance of 3.625%% Senior Notes due 2031 (the "Notes");

WHEREAS, the New Guarantors desire to provide guarantees (the "Guarantees") of the obligations of the Company under the Notes and the Indenture in accordance with Article 10 of the Indenture;

WHEREAS, pursuant to Section 8.01 of the Indenture, the Company, the Trustee, the Guarantors and the New Guarantors are authorized to execute and deliver this Supplemental Indenture; and

WHEREAS, all conditions precedent provided for in the Indenture relating to the execution of this Supplemental Indenture have been complied with.

NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto mutually covenant and agree for the equal and ratable benefit of the Holders as follows:

1. Definitions. All terms used herein without definition have the meanings ascribed to them in the Indenture.

2. Guarantee. Each New Guarantor hereby agrees to provide a full and unconditional guarantee of the Company's obligations under the Notes and the Indenture on the terms and subject to the conditions set forth in the Indenture, including but not limited to Article 10 thereof, with the same effect and to the same extent as if such New Guarantor had been named as a Guarantor in the Indenture.

3. Effectiveness of Supplemental Indenture. This Supplemental Indenture shall become effective upon the execution and delivery of this Supplemental Indenture by the Company, the Guarantors, the New Guarantors and the Trustee.

4. Indenture Remains in Full Force and Effect. This Supplemental Indenture shall form a part of the Indenture for all purposes and, except as supplemented or amended hereby, all other provisions in the Indenture and the Notes, to the extent not inconsistent with the terms and provisions of this Supplemental Indenture, shall remain in full force and effect.

5. Headings. The headings of the Articles and Sections of this Supplemental Indenture are inserted for convenience of reference and shall not be deemed a part thereof.

6. Counterparts. This Supplemental Indenture may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, but all such counterparts shall together constitute but one and the same instrument.

7. Governing Law. This Supplemental Indenture shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to principles of conflicts of laws.

8. Trustee Disclaimer. The Trustee is not responsible for the validity or sufficiency of this Supplemental Indenture nor for the recitals hereof, which shall be taken as the statements of the Company, the Guarantors and the New Guarantors.

(The remainder of this page is intentionally left blank.)

IN WITNESS WHEREOF, the undersigned have caused this Supplemental Indenture to be duly executed as of the day and year first above written.

NEW GUARANTORS:

LAMAR ADVERTISING GENERAL PARTNER, LLC
SKYHIGH MURALS – COLOSSAL MEDIA, LLC

By: Lamar Media Corp., its sole member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR ADVERTISING LIMITED PARTNERSHIP

By: Lamar Advertising General Partner, LLC, its general partner

By: Lamar Media Corp., its sole member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

COMPANY:

LAMAR MEDIA CORP.

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

GUARANTORS:

COLORADO LOGOS, LLC
KANSAS LOGOS, LLC
MICHIGAN LOGOS, LLC
MINNESOTA LOGOS, LLC
NEBRASKA LOGOS, LLC
NEVADA LOGOS, LLC
NEW MEXICO LOGOS, LLC
OHIO LOGOS, LLC
SOUTH CAROLINA LOGOS, LLC
TENNESSEE LOGOS, LLC
UTAH LOGOS, LLC

By: Interstate Logos, L.L.C., its sole member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR ELECTRICAL, LLC
LAMAR ADVERTISING OF MICHIGAN, LLC
LAMAR ADVERTISING OF YOUNGSTOWN, LLC
TLC PROPERTIES, LLC
LAMAR OCI SOUTH, LLC
LAMAR OHIO OUTDOOR HOLDING, LLC

By: The Lamar Company, L.L.C., its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR ADVERTISING SOUTHWEST, LLC

By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR AIRPORT ADVERTISING COMPANY
LAMAR PENSACOLA TRANSIT, INC.

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

ARIZONA LOGOS, L.L.C.
DELAWARE LOGOS, L.L.C.
GEORGIA LOGOS, L.L.C.
KENTUCKY LOGOS, LLC
LOUISIANA INTERSTATE LOGOS, L.L.C.
MAINE LOGOS, L.L.C.
MISSISSIPPI LOGOS, L.L.C.
MISSOURI LOGOS, LLC
MONTANA LOGOS, LLC
NEW HAMPSHIRE LOGOS, L.L.C.
NEW JERSEY LOGOS, L.L.C.
OKLAHOMA LOGOS, L.L.C.
VIRGINIA LOGOS, LLC
WASHINGTON LOGOS, L.L.C.
WISCONSIN LOGOS, LLC

By: Interstate Logos, L.L.C., its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

INTERSTATE LOGOS TRS, LLC

By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

INTERSTATE LOGOS, L.L.C.
LAMAR CENTRAL OUTDOOR, LLC
THE LAMAR COMPANY, L.L.C.
LAMAR TRS HOLDINGS, LLC

By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR ADVERTISING OF COLORADO SPRINGS, L.L.C.
LAMAR ADVERTISING OF LOUISIANA, L.L.C.
LAMAR ADVERTISING OF SOUTH DAKOTA, L.L.C.
LAMAR AIR, L.L.C.
LAMAR FLORIDA, L.L.C.
LAMAR OCI NORTH, L.L.C.
LAMAR TENNESSEE, L.L.C.

By: The Lamar Company, L.L.C., its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR TEXAS LIMITED PARTNERSHIP

By: The Lamar Company, L.L.C., its General Partner
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

TLC FARMS, L.L.C.
TLC PROPERTIES, L.L.C.

By: TLC Properties, Inc., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR ADVANTAGE GP COMPANY, LLC
LAMAR ADVANTAGE LP COMPANY, LLC
TRIUMPH OUTDOOR HOLDINGS, LLC

By: Lamar Central Outdoor, LLC, its Managing
Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR ADVANTAGE OUTDOOR COMPANY, L.P.

By: Lamar Advantage GP Company, LLC, its General Partner
By: Lamar Central Outdoor, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR ADVANTAGE HOLDING COMPANY

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR INVESTMENTS, LLC
LAMAR SERVICE COMPANY, LLC
LAMAR TRANSIT, LLC

By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

FLORIDA LOGOS, LLC

By: Interstate Logos TRS, LLC, its Managing Member
By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

OUTDOOR MARKETING SYSTEMS, L.L.C.
OUTDOOR PROMOTIONS WEST, LLC
TRIUMPH OUTDOOR RHODE ISLAND, LLC

By: Lamar Transit, LLC, its Managing Member
By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

TLC PROPERTIES II, LLC

By: Lamar Investments, LLC, its Managing Member
By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR ADVERTISING OF PENN, LLC

By: The Lamar Company, L.L.C., its Class A Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

By: Lamar Transit, LLC, its Class B Member
By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR OBIE COMPANY, LLC

By: Lamar Media Corp., its Class A Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

By: Lamar Transit, LLC, its Class B Member
By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

FMG OUTDOOR HOLDINGS, LLC

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

FAIRWAY MEDIA GROUP, LLC

By: Lamar Media Corp., its managing member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

FAIRWAY OUTDOOR ADVERTISING, LLC

By: Fairway Media Group, LLC, its sole managing member

By: Lamar Media Corp., its managing member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

FAIRWAY OUTDOOR FUNDING HOLDINGS, LLC

By: Fairway Outdoor Advertising, LLC, its sole managing member

By: Fairway Media Group, LLC, its sole managing member

By: Lamar Media Corp., its managing member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

FAIRWAY OUTDOOR FUNDING, LLC

By: Fairway Outdoor Funding Holdings, LLC, its sole managing member

By: Fairway Outdoor Advertising, LLC, its sole managing member

By: Fairway Media Group, LLC, its sole managing member

By: Lamar Media Corp., its managing member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

MCC OUTDOOR, LLC
MAGIC MEDIA REAL ESTATE, LLC
FMO REAL ESTATE, LLC
OLYMPUS MEDIA/INDIANA, LLC
FAIRWAY CCO INDIANA, LLC

By: Fairway Outdoor Funding, LLC, its sole managing member

By: Fairway Outdoor Funding Holdings, LLC, its sole managing member

By: Fairway Outdoor Advertising, LLC, its sole managing member

By: Fairway Media Group, LLC, its sole managing member

By: Lamar Media Corp., its managing member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

ASHBY STREET OUTDOOR HOLDINGS LLC

By: Lamar Media Corp., its sole member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

ASHBY STREET OUTDOOR CC, LLC
ASHBY STREET OUTDOOR LLC

By: Ashby Street Outdoor Holdings LLC, its sole member
By: Lamar Media Corp., its sole member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

TRUSTEE:

U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION, successor in interest to U.S. Bank National Association, as Trustee

By: /s/ Wallace L. Duke____________________
Name: Wallace L. Duke
Title: Vice President

Exhibit 4.2

SUPPLEMENTAL INDENTURE

TO INDENTURE DATED FEBRUARY 6, 2020

THIS SUPPLEMENTAL INDENTURE dated as of June 3, 2022, among LAMAR MEDIA CORP., a Delaware corporation (the "Company"), the undersigned Guarantors party hereto, LAMAR ADVERTISING LIMITED PARTNERSHIP, a Delaware limited partnership ("Lamar LP"), LAMAR ADVERTISING GENERAL PARTNER, LLC, a Delaware limited liability company ("Lamar GP"), SKYHIGH MURALS – COLOSSAL MEDIA, LLC, a New York limited liability company ("Colossal" and together with Lamar LP and Lamar GP, collectively, the "New Guarantors" and each a "New Guarantor"), and U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION (as successor in interest to U.S. Bank National Association)**,** as Trustee (the "Trustee").

WHEREAS, each of the Company and the Guarantors (as defined in the Indenture referred to below) has heretofore executed and delivered to the original trustee, The Bank of New York Mellon Trust Company, N.A., an Indenture, dated as of February 6, 2020 (the "Indenture"), providing for the issuance of 3.750% Senior Notes due 2028 (the "Notes");

WHEREAS, the New Guarantors desire to provide guarantees (the "Guarantees") of the obligations of the Company under the Notes and the Indenture in accordance with Article 10 of the Indenture;

WHEREAS, pursuant to Section 8.01 of the Indenture, the Company, the Trustee, the Guarantors and the New Guarantors are authorized to execute and deliver this Supplemental Indenture; and

WHEREAS, all conditions precedent provided for in the Indenture relating to the execution of this Supplemental Indenture have been complied with.

NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto mutually covenant and agree for the equal and ratable benefit of the Holders as follows:

1. Definitions. All terms used herein without definition have the meanings ascribed to them in the Indenture.

2. Guarantee. Each New Guarantor hereby agrees to provide a full and unconditional guarantee of the Company's obligations under the Notes and the Indenture on the terms and subject to the conditions set forth in the Indenture, including but not limited to Article 10 thereof, with the same effect and to the same extent as if such New Guarantor had been named as a Guarantor in the Indenture.

3. Effectiveness of Supplemental Indenture. This Supplemental Indenture shall become effective upon the execution and delivery of this Supplemental Indenture by the Company, the Guarantors, the New Guarantors and the Trustee.

4. Indenture Remains in Full Force and Effect. This Supplemental Indenture shall form a part of the Indenture for all purposes and, except as supplemented or amended hereby, all other provisions in the Indenture and the Notes, to the extent not inconsistent with the terms and provisions of this Supplemental Indenture, shall remain in full force and effect.

5. Headings. The headings of the Articles and Sections of this Supplemental Indenture are inserted for convenience of reference and shall not be deemed a part thereof.

6. Counterparts. This Supplemental Indenture may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, but all such counterparts shall together constitute but one and the same instrument.

7. Governing Law. This Supplemental Indenture shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to principles of conflicts of laws.

8. Trustee Disclaimer. The Trustee is not responsible for the validity or sufficiency of this Supplemental Indenture nor for the recitals hereof, which shall be taken as the statements of the Company, the Guarantors and the New Guarantors.

(The remainder of this page is intentionally left blank.)

IN WITNESS WHEREOF, the undersigned have caused this Supplemental Indenture to be duly executed as of the day and year first above written.

NEW GUARANTORS:

LAMAR ADVERTISING GENERAL PARTNER, LLC
SKYHIGH MURALS – COLOSSAL MEDIA, LLC

By: Lamar Media Corp., its sole member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR ADVERTISING LIMITED PARTNERSHIP

By: Lamar Advertising General Partner, LLC, its general partner

By: Lamar Media Corp., its sole member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

COMPANY:

LAMAR MEDIA CORP.

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

[Signature Page to Supplemental Indenture]

GUARANTORS:

COLORADO LOGOS, LLC
KANSAS LOGOS, LLC
MICHIGAN LOGOS, LLC
MINNESOTA LOGOS, LLC
NEBRASKA LOGOS, LLC
NEVADA LOGOS, LLC
NEW MEXICO LOGOS, LLC
OHIO LOGOS, LLC
SOUTH CAROLINA LOGOS, LLC
TENNESSEE LOGOS, LLC
UTAH LOGOS, LLC

By: Interstate Logos, L.L.C., its sole member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR ELECTRICAL, LLC
LAMAR ADVERTISING OF MICHIGAN, LLC
LAMAR ADVERTISING OF YOUNGSTOWN, LLC
TLC PROPERTIES, LLC
LAMAR OCI SOUTH, LLC
LAMAR OHIO OUTDOOR HOLDING, LLC

By: The Lamar Company, L.L.C., its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR ADVERTISING SOUTHWEST, LLC

By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President

and Chief Financial Officer

LAMAR AIRPORT ADVERTISING COMPANY
LAMAR PENSACOLA TRANSIT, INC.

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

[Signature Page to Supplemental Indenture]

ARIZONA LOGOS, L.L.C.
DELAWARE LOGOS, L.L.C.
GEORGIA LOGOS, L.L.C.
KENTUCKY LOGOS, LLC
LOUISIANA INTERSTATE LOGOS, L.L.C.
MAINE LOGOS, L.L.C.
MISSISSIPPI LOGOS, L.L.C.
MISSOURI LOGOS, LLC
MONTANA LOGOS, LLC
NEW HAMPSHIRE LOGOS, L.L.C.
NEW JERSEY LOGOS, L.L.C.
OKLAHOMA LOGOS, L.L.C.
VIRGINIA LOGOS, LLC
WASHINGTON LOGOS, L.L.C.
WISCONSIN LOGOS, LLC

By: Interstate Logos, L.L.C., its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

INTERSTATE LOGOS TRS, LLC

By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

INTERSTATE LOGOS, L.L.C.
LAMAR CENTRAL OUTDOOR, LLC
THE LAMAR COMPANY, L.L.C.
LAMAR TRS HOLDINGS, LLC

By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson____________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR ADVERTISING OF COLORADO SPRINGS, L.L.C.
LAMAR ADVERTISING OF LOUISIANA, L.L.C.
LAMAR ADVERTISING OF SOUTH DAKOTA, L.L.C.
LAMAR AIR, L.L.C.
LAMAR FLORIDA, L.L.C.
LAMAR OCI NORTH, L.L.C.
LAMAR TENNESSEE, L.L.C.

By: The Lamar Company, L.L.C., its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson____________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR TEXAS LIMITED PARTNERSHIP

By: The Lamar Company, L.L.C., its General Partner
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

TLC FARMS, L.L.C.
TLC PROPERTIES, L.L.C.

By: TLC Properties, Inc., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR ADVANTAGE GP COMPANY, LLC
LAMAR ADVANTAGE LP COMPANY, LLC
TRIUMPH OUTDOOR HOLDINGS, LLC

By: Lamar Central Outdoor, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR ADVANTAGE OUTDOOR COMPANY, L.P.

By: Lamar Advantage GP Company, LLC, its General Partner
By: Lamar Central Outdoor, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR ADVANTAGE HOLDING COMPANY

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR INVESTMENTS, LLC
LAMAR SERVICE COMPANY, LLC
LAMAR TRANSIT, LLC

By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

[Signature Page to Supplemental Indenture]

FLORIDA LOGOS, LLC

By: Interstate Logos TRS, LLC, its Managing Member
By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

OUTDOOR MARKETING SYSTEMS, L.L.C.
OUTDOOR PROMOTIONS WEST, LLC
TRIUMPH OUTDOOR RHODE ISLAND, LLC

By: Lamar Transit, LLC, its Managing Member
By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

TLC PROPERTIES II, LLC

By: Lamar Investments, LLC, its Managing Member
By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR ADVERTISING OF PENN, LLC

By: The Lamar Company, L.L.C., its Class A Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

By: Lamar Transit, LLC, its Class B Member
By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR OBIE COMPANY, LLC

By: Lamar Media Corp., its Class A Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

By: Lamar Transit, LLC, its Class B Member
By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

FMG OUTDOOR HOLDINGS, LLC

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

FAIRWAY MEDIA GROUP, LLC

By: Lamar Media Corp., its managing member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

FAIRWAY OUTDOOR ADVERTISING, LLC

By: Fairway Media Group, LLC, its sole managing member

By: Lamar Media Corp., its managing member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

FAIRWAY OUTDOOR FUNDING HOLDINGS, LLC

By: Fairway Outdoor Advertising, LLC, its sole managing member

By: Fairway Media Group, LLC, its sole managing member

By: Lamar Media Corp., its managing member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

FAIRWAY OUTDOOR FUNDING, LLC

By: Fairway Outdoor Funding Holdings, LLC, its sole managing member

By: Fairway Outdoor Advertising, LLC, its sole managing member

By: Fairway Media Group, LLC, its sole managing member

By: Lamar Media Corp., its managing member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

MCC OUTDOOR, LLC
MAGIC MEDIA REAL ESTATE, LLC
FMO REAL ESTATE, LLC
OLYMPUS MEDIA/INDIANA, LLC
FAIRWAY CCO INDIANA, LLC

By: Fairway Outdoor Funding, LLC, its sole managing member

By: Fairway Outdoor Funding Holdings, LLC, its sole managing member

By: Fairway Outdoor Advertising, LLC, its sole managing member

By: Fairway Media Group, LLC, its sole managing member

By: Lamar Media Corp., its managing member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

ASHBY STREET OUTDOOR HOLDINGS LLC

By: Lamar Media Corp., its sole member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

[Signature Page to Supplemental Indenture]

ASHBY STREET OUTDOOR CC, LLC
ASHBY STREET OUTDOOR LLC

By: Ashby Street Outdoor Holdings LLC, its sole member
By: Lamar Media Corp., its sole member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

[Signature Page to Supplemental Indenture]

TRUSTEE:

U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION, successor in interest to U.S. Bank National Association, as Trustee

By: /s/ Wallace L. Duke____________________
Name: Wallace L. Duke
Title: Vice President

[Signature Page to Supplemental Indenture]

SUPPLEMENTAL INDENTURE

TO INDENTURE DATED FEBRUARY 6, 2020

THIS SUPPLEMENTAL INDENTURE dated as of June 3, 2022, among LAMAR MEDIA CORP., a Delaware corporation (the "Company"), the undersigned Guarantors party hereto, LAMAR ADVERTISING LIMITED PARTNERSHIP, a Delaware limited partnership ("Lamar LP"), LAMAR ADVERTISING GENERAL PARTNER, LLC, a Delaware limited liability company ("Lamar GP"), SKYHIGH MURALS – COLOSSAL MEDIA, LLC, a New York limited liability company ("Colossal" and together with Lamar LP and Lamar GP, collectively, the "New Guarantors" and each a "New Guarantor"), and U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION, (as successor in interest to U.S. Bank National Association), as Trustee (the "Trustee").

WHEREAS, each of the Company and the Guarantors (as defined in the Indenture referred to below) has heretofore executed and delivered to the original trustee, The Bank of New York Mellon Trust Company, N.A., an Indenture, dated as of February 6, 2020 (the "Indenture"), providing for the issuance of 4.000% Senior Notes due 2030 (the "Notes");

WHEREAS, the New Guarantors desire to provide guarantees (the "Guarantees") of the obligations of the Company under the Notes and the Indenture in accordance with Article 10 of the Indenture;

WHEREAS, pursuant to Section 8.01 of the Indenture, the Company, the Trustee, the Guarantors and the New Guarantors are authorized to execute and deliver this Supplemental Indenture; and

WHEREAS, all conditions precedent provided for in the Indenture relating to the execution of this Supplemental Indenture have been complied with.

NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto mutually covenant and agree for the equal and ratable benefit of the Holders as follows:

1. Definitions. All terms used herein without definition have the meanings ascribed to them in the Indenture.

2. Guarantee. Each New Guarantor hereby agrees to provide a full and unconditional guarantee of the Company's obligations under the Notes and the Indenture on the terms and subject to the conditions set forth in the Indenture, including but not limited to Article 10 thereof, with the same effect and to the same extent as if such New Guarantor had been named as a Guarantor in the Indenture.

3. Effectiveness of Supplemental Indenture. This Supplemental Indenture shall become effective upon the execution and delivery of this Supplemental Indenture by the Company, the Guarantors, the New Guarantors and the Trustee.

4. Indenture Remains in Full Force and Effect. This Supplemental Indenture shall form a part of the Indenture for all purposes and, except as supplemented or amended hereby, all other provisions in the Indenture and the Notes, to the extent not inconsistent with the terms and provisions of this Supplemental Indenture, shall remain in full force and effect.

5. Headings. The headings of the Articles and Sections of this Supplemental Indenture are inserted for convenience of reference and shall not be deemed a part thereof.

6. Counterparts. This Supplemental Indenture may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, but all such counterparts shall together constitute but one and the same instrument.

7. Governing Law. This Supplemental Indenture shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to principles of conflicts of laws.

8. Trustee Disclaimer. The Trustee is not responsible for the validity or sufficiency of this Supplemental Indenture nor for the recitals hereof, which shall be taken as the statements of the Company, the Guarantors and the New Guarantors.

(The remainder of this page is intentionally left blank.)

IN WITNESS WHEREOF, the undersigned have caused this Supplemental Indenture to be duly executed as of the day and year first above written.

NEW GUARANTORS:

LAMAR ADVERTISING GENERAL PARTNER, LLC
SKYHIGH MURALS – COLOSSAL MEDIA, LLC

By: Lamar Media Corp., its sole member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR ADVERTISING LIMITED PARTNERSHIP

By: Lamar Advertising General Partner, LLC, its general partner

By: Lamar Media Corp., its sole member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

COMPANY:

LAMAR MEDIA CORP.

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

GUARANTORS:

COLORADO LOGOS, LLC
KANSAS LOGOS, LLC
MICHIGAN LOGOS, LLC
MINNESOTA LOGOS, LLC
NEBRASKA LOGOS, LLC
NEVADA LOGOS, LLC
NEW MEXICO LOGOS, LLC
OHIO LOGOS, LLC
SOUTH CAROLINA LOGOS, LLC
TENNESSEE LOGOS, LLC
UTAH LOGOS, LLC

By: Interstate Logos, L.L.C., its sole member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR ELECTRICAL, LLC
LAMAR ADVERTISING OF MICHIGAN, LLC
LAMAR ADVERTISING OF YOUNGSTOWN, LLC
TLC PROPERTIES, LLC
LAMAR OCI SOUTH, LLC
LAMAR OHIO OUTDOOR HOLDING, LLC

By: The Lamar Company, L.L.C., its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR ADVERTISING SOUTHWEST, LLC

By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR AIRPORT ADVERTISING COMPANY
LAMAR PENSACOLA TRANSIT, INC.

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

ARIZONA LOGOS, L.L.C.
DELAWARE LOGOS, L.L.C.
GEORGIA LOGOS, L.L.C.
KENTUCKY LOGOS, LLC
LOUISIANA INTERSTATE LOGOS, L.L.C.
MAINE LOGOS, L.L.C.
MISSISSIPPI LOGOS, L.L.C.
MISSOURI LOGOS, LLC
MONTANA LOGOS, LLC
NEW HAMPSHIRE LOGOS, L.L.C.
NEW JERSEY LOGOS, L.L.C.
OKLAHOMA LOGOS, L.L.C.
VIRGINIA LOGOS, LLC
WASHINGTON LOGOS, L.L.C.
WISCONSIN LOGOS, LLC

By: Interstate Logos, L.L.C., its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

INTERSTATE LOGOS TRS, LLC

By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

INTERSTATE LOGOS, L.L.C.
LAMAR CENTRAL OUTDOOR, LLC
THE LAMAR COMPANY, L.L.C.
LAMAR TRS HOLDINGS, LLC

By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR ADVERTISING OF COLORADO SPRINGS, L.L.C.
LAMAR ADVERTISING OF LOUISIANA, L.L.C.
LAMAR ADVERTISING OF SOUTH DAKOTA, L.L.C.
LAMAR AIR, L.L.C.
LAMAR FLORIDA, L.L.C.
LAMAR OCI NORTH, L.L.C.
LAMAR TENNESSEE, L.L.C.

By: The Lamar Company, L.L.C., its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR TEXAS LIMITED PARTNERSHIP

By: The Lamar Company, L.L.C., its General Partner
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson_____________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

TLC FARMS, L.L.C.
TLC PROPERTIES, L.L.C.

By: TLC Properties, Inc., its Managing Member

By: /s/ Jay Johnson_____________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR ADVANTAGE GP COMPANY, LLC
LAMAR ADVANTAGE LP COMPANY, LLC
TRIUMPH OUTDOOR HOLDINGS, LLC

By: Lamar Central Outdoor, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson_____________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR ADVANTAGE OUTDOOR COMPANY, L.P.

By: Lamar Advantage GP Company, LLC, its General Partner
By: Lamar Central Outdoor, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR ADVANTAGE HOLDING COMPANY

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR INVESTMENTS, LLC
LAMAR SERVICE COMPANY, LLC
LAMAR TRANSIT, LLC

By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

FLORIDA LOGOS, LLC

By: Interstate Logos TRS, LLC, its Managing Member
By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

OUTDOOR MARKETING SYSTEMS, L.L.C.
OUTDOOR PROMOTIONS WEST, LLC
TRIUMPH OUTDOOR RHODE ISLAND, LLC

By: Lamar Transit, LLC, its Managing Member
By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

TLC PROPERTIES II, LLC

By: Lamar Investments, LLC, its Managing Member
By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR ADVERTISING OF PENN, LLC

By: The Lamar Company, L.L.C., its Class A Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

By: Lamar Transit, LLC, its Class B Member
By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR OBIE COMPANY, LLC

By: Lamar Media Corp., its Class A Member

By: /s/ Jay Johnson_____________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

By: Lamar Transit, LLC, its Class B Member
By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson_____________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

FMG OUTDOOR HOLDINGS, LLC

By: /s/ Jay Johnson_____________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

FAIRWAY MEDIA GROUP, LLC

By: Lamar Media Corp., its managing member

By: /s/ Jay Johnson_____________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

FAIRWAY OUTDOOR ADVERTISING, LLC

By: Fairway Media Group, LLC, its sole managing member

By: Lamar Media Corp., its managing member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

FAIRWAY OUTDOOR FUNDING HOLDINGS, LLC

By: Fairway Outdoor Advertising, LLC, its sole managing member

By: Fairway Media Group, LLC, its sole managing member

By: Lamar Media Corp., its managing member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

FAIRWAY OUTDOOR FUNDING, LLC

By: Fairway Outdoor Funding Holdings, LLC, its sole managing member

By: Fairway Outdoor Advertising, LLC, its sole managing member

By: Fairway Media Group, LLC, its sole managing member

By: Lamar Media Corp., its managing member

By: /s/ Jay Johnson
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

MCC OUTDOOR, LLC
MAGIC MEDIA REAL ESTATE, LLC
FMO REAL ESTATE, LLC
OLYMPUS MEDIA/INDIANA, LLC
FAIRWAY CCO INDIANA, LLC

By: Fairway Outdoor Funding, LLC, its sole managing member

By: Fairway Outdoor Funding Holdings, LLC, its sole managing member

By: Fairway Outdoor Advertising, LLC, its sole managing member

By: Fairway Media Group, LLC, its sole managing member

By: Lamar Media Corp., its managing member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

ASHBY STREET OUTDOOR HOLDINGS LLC

By: Lamar Media Corp., its sole member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

ASHBY STREET OUTDOOR CC, LLC
ASHBY STREET OUTDOOR LLC

By: Ashby Street Outdoor Holdings LLC, its sole member
By: Lamar Media Corp., its sole member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

TRUSTEE:

U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION, successor in interest to U.S. Bank National Association, as Trustee

By: /s/ Wallace L. Duke____________________
Name: Wallace L. Duke
Title: Vice President

Exhibit 4.4

SUPPLEMENTAL INDENTURE

TO INDENTURE DATED MAY 13, 2020

THIS SUPPLEMENTAL INDENTURE dated as of June 3, 2022, among LAMAR MEDIA CORP., a Delaware corporation (the "Company"), the undersigned Guarantors party hereto, LAMAR ADVERTISING LIMITED PARTNERSHIP, a Delaware limited partnership ("Lamar LP"), LAMAR ADVERTISING GENERAL PARTNER, LLC, a Delaware limited liability company ("Lamar GP"), SKYHIGH MURALS – COLOSSAL MEDIA, LLC, a New York limited liability company ("Colossal" and together with Lamar LP and Lamar GP, collectively, the "New Guarantors" and each a "New Guarantor"), and U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION (as successor in interest to U.S. Bank National Association), as Trustee (the "Trustee").

WHEREAS, each of the Company and the Guarantors (as defined in the Indenture referred to below) has heretofore executed and delivered to the original trustee, The Bank of New York Mellon Trust Company, N.A., an Indenture, dated as of May 13, 2020 (the "Indenture"), providing for the issuance of 4.875% Senior Notes due 2029 (the "Notes");

WHEREAS, the New Guarantors desire to provide guarantees (the "Guarantees") of the obligations of the Company under the Notes and the Indenture in accordance with Article 10 of the Indenture;

WHEREAS, pursuant to Section 8.01 of the Indenture, the Company, the Trustee, the Guarantors and the New Guarantors are authorized to execute and deliver this Supplemental Indenture; and

WHEREAS, all conditions precedent provided for in the Indenture relating to the execution of this Supplemental Indenture have been complied with.

NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto mutually covenant and agree for the equal and ratable benefit of the Holders as follows:

1. Definitions. All terms used herein without definition have the meanings ascribed to them in the Indenture.

2. Guarantee. Each New Guarantor hereby agrees to provide a full and unconditional guarantee of the Company's obligations under the Notes and the Indenture on the terms and subject to the conditions set forth in the Indenture, including but not limited to Article 10 thereof, with the same effect and to the same extent as if such New Guarantor had been named as a Guarantor in the Indenture.

3. Effectiveness of Supplemental Indenture. This Supplemental Indenture shall become effective upon the execution and delivery of this Supplemental Indenture by the Company, the Guarantors, the New Guarantors and the Trustee.

4. Indenture Remains in Full Force and Effect. This Supplemental Indenture shall form a part of the Indenture for all purposes and, except as supplemented or amended hereby, all other provisions in the Indenture and the Notes, to the extent not inconsistent with the terms and provisions of this Supplemental Indenture, shall remain in full force and effect.

5. Headings. The headings of the Articles and Sections of this Supplemental Indenture are inserted for convenience of reference and shall not be deemed a part thereof.

6. Counterparts. This Supplemental Indenture may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, but all such counterparts shall together constitute but one and the same instrument.

7. Governing Law. This Supplemental Indenture shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to principles of conflicts of laws.

8. Trustee Disclaimer. The Trustee is not responsible for the validity or sufficiency of this Supplemental Indenture nor for the recitals hereof, which shall be taken as the statements of the Company, the Guarantors and the New Guarantors.

(The remainder of this page is intentionally left blank.)

IN WITNESS WHEREOF, the undersigned have caused this Supplemental Indenture to be duly executed as of the day and year first above written.

NEW GUARANTORS:

LAMAR ADVERTISING GENERAL PARTNER, LLC
SKYHIGH MURALS – COLOSSAL MEDIA, LLC

By: Lamar Media Corp., its sole member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR ADVERTISING LIMITED PARTNERSHIP

By: Lamar Advertising General Partner, LLC, its general partner

By: Lamar Media Corp., its sole member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

COMPANY:

LAMAR MEDIA CORP.

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

GUARANTORS:

COLORADO LOGOS, LLC
KANSAS LOGOS, LLC
MICHIGAN LOGOS, LLC
MINNESOTA LOGOS, LLC
NEBRASKA LOGOS, LLC
NEVADA LOGOS, LLC
NEW MEXICO LOGOS, LLC
OHIO LOGOS, LLC
SOUTH CAROLINA LOGOS, LLC
TENNESSEE LOGOS, LLC
UTAH LOGOS, LLC

By: Interstate Logos, L.L.C., its sole member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR ELECTRICAL, LLC
LAMAR ADVERTISING OF MICHIGAN, LLC
LAMAR ADVERTISING OF YOUNGSTOWN, LLC
TLC PROPERTIES, LLC
LAMAR OCI SOUTH, LLC
LAMAR OHIO OUTDOOR HOLDING, LLC

By: The Lamar Company, L.L.C., its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR ADVERTISING SOUTHWEST, LLC

By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President

and Chief Financial Officer

LAMAR AIRPORT ADVERTISING COMPANY
LAMAR PENSACOLA TRANSIT, INC.

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

ARIZONA LOGOS, L.L.C.
DELAWARE LOGOS, L.L.C.
GEORGIA LOGOS, L.L.C.
KENTUCKY LOGOS, LLC
LOUISIANA INTERSTATE LOGOS, L.L.C.
MAINE LOGOS, L.L.C.
MISSISSIPPI LOGOS, L.L.C.
MISSOURI LOGOS, LLC
MONTANA LOGOS, LLC
NEW HAMPSHIRE LOGOS, L.L.C.
NEW JERSEY LOGOS, L.L.C.
OKLAHOMA LOGOS, L.L.C.
VIRGINIA LOGOS, LLC
WASHINGTON LOGOS, L.L.C.
WISCONSIN LOGOS, LLC

By: Interstate Logos, L.L.C., its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

INTERSTATE LOGOS TRS, LLC

By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

INTERSTATE LOGOS, L.L.C.
LAMAR CENTRAL OUTDOOR, LLC
THE LAMAR COMPANY, L.L.C.
LAMAR TRS HOLDINGS, LLC

By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR ADVERTISING OF COLORADO SPRINGS, L.L.C.
LAMAR ADVERTISING OF LOUISIANA, L.L.C.
LAMAR ADVERTISING OF SOUTH DAKOTA, L.L.C.
LAMAR AIR, L.L.C.
LAMAR FLORIDA, L.L.C.
LAMAR OCI NORTH, L.L.C.
LAMAR TENNESSEE, L.L.C.

By: The Lamar Company, L.L.C., its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR TEXAS LIMITED PARTNERSHIP

By: The Lamar Company, L.L.C., its General Partner
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

TLC FARMS, L.L.C.
TLC PROPERTIES, L.L.C.

By: TLC Properties, Inc., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR ADVANTAGE GP COMPANY, LLC
LAMAR ADVANTAGE LP COMPANY, LLC
TRIUMPH OUTDOOR HOLDINGS, LLC

By: Lamar Central Outdoor, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR ADVANTAGE OUTDOOR COMPANY, L.P.

By: Lamar Advantage GP Company, LLC, its General Partner
By: Lamar Central Outdoor, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR ADVANTAGE HOLDING COMPANY

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR INVESTMENTS, LLC
LAMAR SERVICE COMPANY, LLC
LAMAR TRANSIT, LLC

By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

FLORIDA LOGOS, LLC

By: Interstate Logos TRS, LLC, its Managing Member
By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

OUTDOOR MARKETING SYSTEMS, L.L.C.
OUTDOOR PROMOTIONS WEST, LLC
TRIUMPH OUTDOOR RHODE ISLAND, LLC

By: Lamar Transit, LLC, its Managing Member
By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

TLC PROPERTIES II, LLC

By: Lamar Investments, LLC, its Managing Member
By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR ADVERTISING OF PENN, LLC

By: The Lamar Company, L.L.C., its Class A Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

By: Lamar Transit, LLC, its Class B Member
By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

LAMAR OBIE COMPANY, LLC

By: Lamar Media Corp., its Class A Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

By: Lamar Transit, LLC, its Class B Member
By: Lamar TRS Holdings, LLC, its Managing Member
By: Lamar Media Corp., its Managing Member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

FMG OUTDOOR HOLDINGS, LLC

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

FAIRWAY MEDIA GROUP, LLC

By: Lamar Media Corp., its managing member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

FAIRWAY OUTDOOR ADVERTISING, LLC

By: Fairway Media Group, LLC, its sole managing member

By: Lamar Media Corp., its managing member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

FAIRWAY OUTDOOR FUNDING HOLDINGS, LLC

By: Fairway Outdoor Advertising, LLC, its sole managing member

By: Fairway Media Group, LLC, its sole managing member

By: Lamar Media Corp., its managing member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

FAIRWAY OUTDOOR FUNDING, LLC

By: Fairway Outdoor Funding Holdings, LLC, its sole managing member

By: Fairway Outdoor Advertising, LLC, its sole managing member

By: Fairway Media Group, LLC, its sole managing member

By: Lamar Media Corp., its managing member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

MCC OUTDOOR, LLC
MAGIC MEDIA REAL ESTATE, LLC
FMO REAL ESTATE, LLC
OLYMPUS MEDIA/INDIANA, LLC
FAIRWAY CCO INDIANA, LLC

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By: Fairway Outdoor Advertising, LLC, its sole managing member

By: Fairway Media Group, LLC, its sole managing member

By: Lamar Media Corp., its managing member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

ASHBY STREET OUTDOOR HOLDINGS LLC

By: Lamar Media Corp., its sole member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

ASHBY STREET OUTDOOR CC, LLC
ASHBY STREET OUTDOOR LLC

By: Ashby Street Outdoor Holdings LLC, its sole member
By: Lamar Media Corp., its sole member

By: /s/ Jay Johnson______________________
Name: Jay Johnson, Executive Vice-President
and Chief Financial Officer

TRUSTEE:

U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION, successor in interest to U.S. Bank National Association, as Trustee

By: /s/ Wallace L. Duke____________________
Name: Wallace L. Duke
Title: Vice President

JOINDER AGREEMENT

JOINDER AGREEMENT dated as of June 7, 2022, by Lamar Advertising Limited Partnership, a Delaware limited partnership, Lamar Advertising General Partner, LLC, a Delaware limited liability company, and SkyHigh Murals – Colossal Media, LLC, a New York limited liability company (collectively, the "Additional Subsidiary Guarantors" and each an "Additional Subsidiary Guarantor"), in favor of JPMorgan Chase Bank, N.A., as administrative agent for the Lenders party to the Credit Agreement referred to below (in such capacity, together with its successors in such capacity, the "Administrative Agent").

Lamar Media Corp., a Delaware corporation (the "Company"), each Additional Subsidiary Borrower that may be or may become a party thereto (each an "Additional Subsidiary Borrower" and together with the Company, the "Borrowers") and certain of its subsidiaries (collectively, the "Existing Subsidiary Guarantors" and, together with the Borrowers, the "Securing Parties") are parties to that certain Fourth Amended and Restated Credit Agreement dated as of February 6, 2020 (as amended by that certain Amendment No. 1, dated as of July 2, 2021, and as further amended, restated, amended and restated, extended, supplemented or otherwise modified from time to time, the "Credit Agreement"), providing, subject to the terms and conditions thereof, for extensions of credit (by means of loans and letters of credit) to be made by the Lenders named therein (collectively, together with any entity that becomes a "Lender" party to the Credit Agreement after the date hereof as provided therein, the "Lenders" and, together with Administrative Agent and any successors or assigns of any of the foregoing, the "Secured Parties") to the Borrowers. In addition, the Borrowers may from time to time be obligated to one or more of the Lenders under the Credit Agreement in respect of Swap Agreements under and as defined in the Credit Agreement (collectively, the "Swap Agreements").

In connection with the Credit Agreement, the Borrowers, the Existing Subsidiary Guarantors and the Administrative Agent are parties to that certain Amended and Restated Pledge Agreement dated as of February 3, 2014 (the "Pledge Agreement") pursuant to which the Securing Parties have, inter alia, granted a security interest in the Collateral (as defined in the Pledge Agreement) as collateral security for the Secured Obligations (as so defined). Terms defined in the Pledge Agreement are used herein as defined therein.

To induce the Secured Parties to enter into the Credit Agreement, and to extend credit thereunder and to extend credit to the Borrowers under Swap Agreements, and for other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the Additional Subsidiary Guarantors have agreed to become a party to the Credit Agreement and the Pledge Agreement as a "Subsidiary Guarantor" thereunder, and to pledge and grant a security interest in the Collateral (as defined in the Pledge Agreement).

Accordingly, the parties hereto agree as follows:

Section 1. Definitions. Terms defined in the Credit Agreement are used herein as defined therein.

Section 2. Joinder to Agreements. Effective upon the execution and delivery hereof, each Additional Subsidiary Guarantor hereby agrees that it shall become a "Subsidiary Guarantor" under and for all purposes of the Credit Agreement and a "Securing Party" under and for all purposes of the Pledge Agreement with all the rights and obligations of a Subsidiary Guarantor and Securing Party thereunder, as applicable. Without limiting the generality of the foregoing, each Additional Subsidiary Guarantor hereby:

(i) jointly and severally with the other Subsidiary Guarantors party to the Credit Agreement guarantees to each Secured Party and their respective successors and assigns the prompt payment in full when due (whether at stated maturity, by acceleration or otherwise) of all Guaranteed Obligations in the same manner and to the same extent as is provided in Article III of the Credit Agreement;

(ii) pledges and grants the security interests in all right, title and interest of such Additional Subsidiary Guarantor in all Collateral (as defined in the Pledge Agreement) that it now owns or hereafter acquires and whether now existing or hereafter coming into existence provided for by Article III of the Pledge Agreement as collateral security for the Secured Obligations and agrees that the Schedules thereof shall be supplemented as provided in Appendices A and B hereto;

(iii) makes the representations and warranties set forth in Article IV of the Credit Agreement and in Article II of the Pledge Agreement, to the extent relating to such Additional Subsidiary Guarantor or to the Pledged Equity evidenced by the certificates, if any, identified in Appendix A hereto; and

(iv) submits to the jurisdiction of the courts, and waives jury trial, as provided in Sections 10.09 and 10.10 of the Credit Agreement.

Each Additional Subsidiary Guarantor hereby instructs its counsel to deliver the opinions referred to in Section 6.10(a)(iii) of the Credit Agreement to the Secured Parties.

[*Signature Page Follows*]

IN WITNESS WHEREOF, the Additional Subsidiary Guarantors have caused this Joinder Agreement to be duly executed and delivered as of the day and year first above written.

ADDITIONAL SUBSIDIARY GUARANTORS:
LAMAR ADVERTISING GENERAL PARTNER, LLC
SKYHIGH MURALS – COLOSSAL MEDIA, LLC

By: Lamar Media Corp., its sole member

By: /s/ Jay Johnson
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

LAMAR ADVERTISING LIMITED PARTNERSHIP

By: Lamar Advertising General Partner, LLC, its general partner

By: Lamar Media Corp., its sole member

By: /s/ Jay Johnson
Name: Jay Johnson, Executive Vice-President and Chief Financial Officer

Attest:

By: /s/ James R. McIlwain
James R. McIlwain, Secretary

[*Signature Page to Joinder Agreement*]

Accepted and agreed:

JPMORGAN CHASE BANK, N.A.,
as Administrative Agent

By: /s/ Bruce S. Borden_______________
Title: Executive Director______________

The undersigned hereby respectively pledges and grants a security interest in the Pledged Equity that it owns as described in Appendix A hereto and agrees that Schedule 1, Part 2 – Pledged Equity of the Pledge Agreement is hereby supplemented by adding thereto the information listed on Appendix A.

Lamar Media Corp., Issuee

By: /s/ Jay L. Johnson________________
Jay L. Johnson, Executive Vice President,
Chief Financial Officer and Treasurer

Lamar Advertising General Partner, LLC, Issuee

By: Lamar Media Corp., its sole member

By: /s/ Jay L. Johnson________________
Jay Johnson, Executive Vice-President
and Chief Financial Officer

Exhibit 31.1

CERTIFICATION

I, Sean E. Reilly, certify that:

1. I have reviewed this combined quarterly report on Form 10-Q of Lamar Advertising Company and Lamar Media Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrants as of, and for, the periods presented in this report;
4. The registrants' other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrants and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrants, including their consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrants' disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrants' internal control over financial reporting that occurred during the registrants' most recent fiscal quarter (the registrants' fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrants' internal control over financial reporting; and
5. The registrants' other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrants' auditors and the audit committee of the registrants' board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrants' abilities to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrants' internal control over financial reporting.

Date: August 3, 2022

/s/ Sean E. Reilly
Sean E. Reilly
Chief Executive Officer, Lamar Advertising Company
Chief Executive Officer, Lamar Media Corp.

Exhibit 31.2

CERTIFICATION

I, Jay L. Johnson, certify that:

1. I have reviewed this combined quarterly report on Form 10-Q of Lamar Advertising Company and Lamar Media Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrants as of, and for, the periods presented in this report;

4. The registrants' other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrants and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrants, including their consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrants' disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrants' internal control over financial reporting that occurred during the registrants' most recent fiscal quarter (the registrants' fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrants' internal control over financial reporting; and

5. The registrants' other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrants' auditors and the audit committee of the registrants' board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrants' abilities to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrants' internal control over financial reporting.

Date: August 3, 2022

/s/ Jay L. Johnson

Jay L. Johnson
Chief Financial Officer, Lamar Advertising Company
Chief Financial Officer, Lamar Media Corp.

Exhibit 32.1

LAMAR ADVERTISING COMPANY
LAMAR MEDIA CORP.

Certification of Periodic Financial Report
Pursuant to 18 U.S.C. Section 1350
as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Each of the undersigned officers of Lamar Advertising Company ("Lamar Advertising") and Lamar Media Corp. ("Lamar Media") certifies, to his knowledge and solely for the purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the combined Quarterly Report on Form 10-Q of Lamar Advertising and Lamar Media for the period ended June 30, 2022 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the combined Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Lamar Advertising and Lamar Media

Date: August 3, 2022

BY: /s/ Sean E. Reilly
Sean E. Reilly
Chief Executive Officer, Lamar Advertising Company
Chief Executive Officer, Lamar Media Corp.

Date: August 3, 2022

BY: /s/ Jay L. Johnson
Jay L. Johnson
Chief Financial Officer, Lamar Advertising Company
Chief Financial Officer, Lamar Media Corp.