

20 October 2016

Dear Shareholder

On behalf of the Board of Directors I invite you to attend the 2016 Annual General Meeting (AGM) of OneVue Holdings Limited (OneVue) which will be held at the Christie Conference Centre, 3 Spring Street, Sydney NSW on Thursday 24 November 2016 at 10:00 am AEDT.

The following information is enclosed:

- Notice of AGM (Notice) and Explanatory Notes
- 2016 Annual Report (if you elected to receive a printed copy). The electronic copy is available on OneVue's website at onevue.com.au.
- A Proxy Form and reply paid envelope for lodging your Proxy Form.

The business of the AGM is set out in the Notice and Explanatory Notes and I encourage you to read these documents carefully.

If you are unable to attend the meeting, you may wish to appoint a proxy to attend and vote at the meeting on your behalf. You may appoint a proxy using the enclosed Proxy Form. Please refer to the Proxy Form for further information and requirements.

Shareholders are invited to join the Board for light refreshments at the conclusion of the meeting.

If you plan to attend the meeting, please bring the enclosed Proxy Form to facilitate your registration which will commence at 9:30 am. I look forward to the opportunity to meet with you.

Yours faithfully

A handwritten signature in black ink, appearing to read "G Pemberton".

Gail Pemberton
Chair

Notice of Meeting

The 2016 Annual General Meeting (AGM) of OneVue Holdings Limited (ACN 108 221 870) (OneVue, the Company) will be held at the Christie Conference Centre, 3 Spring Street, Sydney on Thursday 24 November 2016 at 10:00 am. Registration will commence at 9.30 am.

Ordinary Business

1. Financial Statements

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of OneVue for the financial year ended 30 June 2016.

2. Election of Mr Garry Wayling as a Director

To consider and, if thought fit, pass the following as an ordinary resolution:

That Mr Garry Wayling, having been appointed as a Director who retires by rotation under the Constitution and is eligible for re-election, be re-elected as a Director of OneVue.

3. Election of Mr Stephen Knight as a Director

To consider and, if thought fit, pass the following as an ordinary resolution:

That Mr Stephen Knight, having been appointed as a Director who automatically retires under the Constitution and is eligible for re-election, be elected as a Director of OneVue.

4. Election of Mr Ron Dewhurst as a Director

To consider and, if thought fit, pass the following as an ordinary resolution:

That Mr Ron Dewhurst, having been appointed as a Director who automatically retires under the Constitution and is eligible for re-election, be elected as a Director of OneVue.

5. Election of Mr Andrew Macpherson as a Director

To consider and, if thought fit, pass the following as an ordinary resolution:

That Mr Andrew Macpherson, having been appointed as a Director who automatically retires under the Constitution and is eligible for re-election, be elected as a Director of OneVue.

6. Remuneration Report

To consider and, if thought fit, pass the following as an ordinary resolution:

To adopt the Remuneration Report of OneVue for the year ended 30 June 2016.

Voting Exclusion

A vote on Resolution 6 must not be cast (in any capacity) by, or on behalf of:

- a) a member or former member of the key management personnel (KMP) whose remuneration details are disclosed in OneVue's Remuneration Report, or
- b) a closely related party of such a KMP (a closely related party includes close family members and companies controlled by the KMP)

unless the vote is cast by a person as proxy for a shareholder entitled to vote in accordance with the directions on the Proxy Form.

7. Grant of Performance Rights and Restricted Rights to the Managing Director

To consider and, if thought fit, pass the following as an ordinary resolution:

That approval is given for the issue of:

(a) 284,865 Performance Rights in relation to long term incentives, with vesting subject to the achievement of performance relative to the vesting condition, and

(b) 316,035 Restricted Rights in relation to a salary sacrifice arrangement

to the Managing Director, Ms Connie Mckeage, for the 2017 financial year, under the OneVue Long Term Incentives and Rights Plan on the terms and conditions described in the Explanatory Notes to this Notice of Meeting.

Voting Exclusion

The Company will disregard any votes cast on Resolution 7(a) and 7(b) by, or on behalf of, Ms Connie Mckeage and her associates.

However the Company need not disregard a vote if it is cast by:

- a person as proxy for a shareholder entitled to vote in accordance with the directions on the proxy form, or
- the person chairing the meeting as proxy for a shareholder entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

8. Non-Executive Directors maximum aggregate fee increase

To consider and, if thought fit, pass the following as an ordinary resolution:

That the maximum aggregate amount of Directors' fees payable to Non-Executive Directors be increased by \$100,000 from \$500,000 to \$600,000 per annum.

Voting Exclusion

The Company will disregard any votes cast on Resolution 8 by, or on behalf of:

- the Directors and their associates
- KMP and their closely related parties

unless the vote is cast by a person as proxy for a shareholder entitled to vote in accordance with the directions on the proxy form.

Proxy Voting by Chair

The Chair of the Meeting will vote undirected proxies in favour of all Resolutions. The voting exclusion on KMP in Resolutions 6 to 8 does not apply to the Chair acting as proxy if their appointment expressly authorises the Chair to exercise the proxy even if the Resolutions are connected directly or indirectly with the remuneration of a KMP.

By resolution of the Board.

Ashley Fenton
Company Secretary
20 October 2016

How to Vote

A. Proxies

If you cannot attend, you may appoint a proxy to attend and vote for you. If you are entitled to cast two or more votes, you may nominate two persons to vote on your behalf at the meeting. If two proxies are appointed, each proxy may be appointed to represent a specified number or proportion of your votes. Fractions of votes will be disregarded. If no such number or proportion is specified, each proxy may exercise half your votes. For shareholders receiving the Notice of Meeting by post, a proxy form and a reply paid envelope have been included with this Notice of Meeting. Proxy voting instructions are provided on the proxy form.

A proxy need not be a shareholder. Votes may be cast 'For' or 'Against' or you may 'Abstain' from voting on a resolution. If you wish to direct a proxy how to vote on any resolution, place a mark (e.g. a cross) in the appropriate box on the proxy form and your votes may only be exercised in that manner. You may split your voting direction by inserting the number of shares or percentage of shares that you wish to vote in the appropriate box. If you place a mark in the 'Abstain' box, your votes will not be counted in computing the required majority on a poll.

B. Proxy Delivery

Proxies must be deposited, transmitted or lodged electronically at least 48 hours prior to the AGM as to how the individual named on the Proxy Form proposes to vote, ie by no later than **10:00 am (Sydney time) on Tuesday, 22 November 2016**.

Electronic Proxies

Electronic proxies must be registered by **10:00 am (Sydney time) on Tuesday, 22 November 2016** using the website maintained by the Company's Share Registry at www.investorvote.com.au or, by Intermediary Online subscribers only, at www.intermediaryonline.com.

A completed Proxy Form, or a copy or facsimile that appears on its face to be an authentic copy of the Proxy Form (and the Power of Attorney or other authority under which the Proxy Form is signed), must be deposited at, or sent by facsimile transmission to, the Company's Share Registry:

By Mail

Computershare Investor Services Pty Limited
GPO Box 242, Melbourne VIC 3001, Australia

By Person

Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street, Sydney, NSW, 2000

By Facsimile

1800 783 447 (from within Australia) or
+61 3 9473 2555 (from outside Australia)

Any revocations of proxies must be received before the commencement of the meeting, or at the registration desk at the Christie Conference Centre, Sydney for the 2016 Annual General Meeting from 9:30 am on the day of the meeting and no later than the commencement of the meeting.

C. Power of Attorney

If a shareholder has appointed an attorney to attend and vote at the meeting, or if the proxy is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by OneVue's share registry, Computershare Investor Services Pty Limited, at the addresses or facsimile number in Note B above by no later than **10:00 am (Sydney time) on Tuesday, 22 November 2016**, unless the power of attorney has been previously lodged with OneVue's share registry for notation.

D. Corporate Representatives

If a corporate shareholder wishes to appoint a person to act as its representative at the meeting, that person should be provided with a letter or certificate authorising him or her as the company's representative (executed in accordance with the company's constitution) or with a copy of the resolution appointing the representative, certified by a secretary or director of the company. A form of appointment of corporate representative may be obtained from OneVue's share registry.

E. Shareholders Eligible to Vote

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the holders of OneVue's ordinary shares for the purposes of the meeting, will be those registered holders of OneVue's ordinary shares at 7:00 pm (Sydney time) on Tuesday, 22 November 2016.

F. Voting at the Meeting

It is intended that voting on each of the proposed Resolutions at this meeting will be on a show of hands.

Explanatory Notes on Items of Business

Resolution 1 – Financial Statements

As required by section 317 of the *Corporations Act 2001 (Cth)* (Act), the Financial Report, Directors' Report and Auditor's Report of OneVue Holdings Limited (OneVue) and its subsidiaries (OneVue Group) for the most recent financial year will be laid before the meeting.

The reports are available in the Annual Report on OneVue's website at onevue.com.au

Shareholders will be provided with the opportunity to ask questions about, or make comments on, the reports, management or about OneVue Group generally but there will be no formal resolution put to the meeting in relation to Resolution 1. BDO, OneVue's external auditor, will attend the AGM and there will be a reasonable opportunity for shareholders as a whole to ask questions relevant to the audit.

Resolution 2 – Election of Mr Garry Wayling as a Director

Garry Wayling (BCom, GAICD, ACA)

Chair of the Audit, Risk Management and Compliance Committee

Garry, having joined the Board of OneVue as a Non-Executive Director on 7 February 2014, retires by rotation and, being eligible, offers himself for re-election as an Independent Non-Executive Director in accordance with clause 3.6 of the OneVue Constitution.

Garry brings to the OneVue Board accounting and leadership experience with more than 35 years of experience in a professional services career, primarily in external audit and advisory roles with Arthur Andersen and then Ernst and Young (EY) in the Strategic Growth Markets Group where he was the EY Oceania Markets IPO leader.

He has performed a wide variety of management consulting and project roles including Chief Financial Officer of an ASX listed company and has extensive experience working with high growth enterprises.

Garry is also currently a Non-Executive Director of Inabox Group Limited.

Garry is an Associate Chartered Accountant and Graduate of the Australian Institute of Company Directors.

Directors' Recommendation

Mr Garry Wayling has an interest in Resolution 2 and refrains from making any recommendation as to how shareholders should vote on the Resolution.

The Directors (with Mr Garry Wayling abstaining) recommend that shareholders vote in favour of this ordinary resolution.

Resolutions 3 to 5 – Election of Directors appointed by the Board

Mr Ron Dewhust, Mr Stephen Knight and Mr Andrew Macpherson, having been appointed as Independent Non-Executive Directors by the Board since the last Annual General Meeting, offer themselves for election as required by clause 3.3(a) of the OneVue Constitution.

Resolution 3—Election of Mr Stephen Knight as a Director

Stephen Knight (BA, FAICD)

Stephen joined the Board of OneVue as a Non-Executive Director on 26 August 2016.

Stephen has more than 30 years of senior executive experience in the financial services industry with a particular focus on the investment management, capital markets and government sectors.

Stephen served as CEO of NSW Treasury Corporation (TCorp) for a decade. Under his stewardship TCorp became one of Australia's top 10 asset managers, with about \$70 billion in funds under management on behalf of NSW government authorities.

Prior to TCorp, Stephen was Head of Treasury and Capital Markets at Union Bank of Switzerland (UBS) Australia and he also held senior treasury roles for ANZ, National Mutual Royal Bank and Australian Bank.

Stephen is also a Director of the Sydney Financial Forum, Primary Ethics Future Trust (PEFT) and is an Advisory Board member of the Australian Office of Financial Management (AOFM).

Stephen has a Bachelor of Arts (majoring in Economics and Applied Mathematics) from the University of Sydney, completed the General Manager Program at Harvard Business School, and is a Fellow of the Australian Institute of Company Directors.

Directors' Recommendation

Mr Stephen Knight has an interest in Resolution 3 and refrains from making any recommendation as to how shareholders should vote on the Resolution.

The Directors (with Mr Stephen Knight abstaining) recommend that shareholders vote in favour of this ordinary resolution.

Resolution 4 – Election of Mr Ron Dewhurst as a Director

Ron Dewhurst (Fellow, Finsia)

Chair of the OneVue Human Resources, Nomination and Remuneration Committee

Member of the Audit, Risk Management and Compliance Committee

Ron was the Chair of Diversa Limited (Diversa) and joined the Board of OneVue as a Non-Executive Director on 6 October 2016 following the successful completion of the merger with Diversa.

Ron brings global experience to the OneVue Board gained across the Investment Banking and Asset Management industries, having held senior leadership roles in some of the world's largest financial and investment companies over a 40 year career. Ron has held several leadership roles including as CEO of Australian stockbroker ANZ McCaughan Ltd, Managing Director of IOOF Holdings Ltd, Head of Americas for JP Morgan Investment Management and Executive Vice President and Head of Global Investment Managers for Legg Mason Inc, based in the US.

Directors' Recommendation

Mr Ron Dewhurst has an interest in Resolution 4 and refrains from making any recommendation as to how shareholders should vote on the Resolution.

The Directors (with Mr Ron Dewhurst abstaining) recommend that shareholders vote in favour of this ordinary resolution.

Resolution 5 – Election of Mr Andrew Macpherson as a Director

Andrew Macpherson (BE (Hons))

Member of the OneVue Human Resources, Nomination and Remuneration Committee

Andrew joined the Board of OneVue as a Non-Executive Director on 6 October 2016.

Andrew has close to 30 years' experience in financial and management consulting. He was previously a Regional Managing Director for Accenture until his retirement in 2005. His areas of specialisation were technology strategy and the implementation of technology to transform business operations in the Financial Services and Telecommunications industries for clients in Australia, New Zealand, Asia, Europe and the US. Since retiring from Accenture Andrew has been involved with a number of early stage technology businesses in the areas of biometrics, online retail and customer loyalty.

Andrew is currently Chair of the Securities Industry Research Centre of Asia-Pacific (SIRCA).

Andrew has a Bachelor of Industrial Engineering (Honours) from the University of NSW.

Directors' Recommendation

Mr Andrew Macpherson has an interest in Resolution 5 and refrains from making any recommendation as to how shareholders should vote on the Resolution.

The Directors (with Mr Andrew Macpherson abstaining) recommend that shareholders vote in favour of this ordinary resolution.

Resolution 6 – Remuneration Report

The Remuneration Report is contained within the Directors' Report in OneVue's 2016 Annual Report, available on OneVue's website at onevue.com.au. The Remuneration Report sets out OneVue's remuneration policy and remuneration details of its Directors and Senior Executives.

As required by section 250R(2) of the *Corporations Act 2001 (Cth)* (Act), a resolution that OneVue's Remuneration Report as presented in the 2016 Annual Report be adopted must be put to the vote.

Section 250R(3) of the Act provides that the vote on the resolution is advisory only. While the vote does not bind the Directors or the Company, the Directors will take the outcome of the vote into consideration in determining future remuneration policy.

Shareholders will be provided with an opportunity to ask questions about, or make comments on, the Remuneration Report.

A voting exclusion statement for Resolution 6 is set out in the Notice of Meeting.

Directors' Recommendation

The Directors recommend that shareholders vote in favour of this advisory resolution.

Resolution 7 Approval of the Granting of (a) Performance Rights and (b) Restricted Rights to the Managing Director

Shareholder approval is sought to permit the grant of Performance Rights and Restricted Rights to the Managing Director (MD), Ms Connie Mckeage, under the OneVue Long Term Incentives and Rights Plan (Plan) for the purposes of ASX Listing Rule 10.14.

The Plan was approved by shareholders at the Company's AGM on 5 November 2015. At that meeting, shareholders also approved the issue of 479,000 Performance Rights and 348,866 Restricted Rights to the MD for the 2016 financial year.

An independent review, conducted in 2015, of OneVue’s remuneration practices as compared to relevant market practices highlighted that the MD’s role was remunerated significantly below P50/middle of the market and a revised base package of \$393,000 was recommended. Ms Mckeage then entered into a voluntary agreement with the Board to limit the cash cost of her employment by salary sacrificing remuneration that would otherwise be delivered in the form of cash, into Restricted Rights, thereby preserving the cash resources of the Company.

Subsequent to the 2015 AGM, the MD voluntarily elected to forfeit her entitlement to the Restricted Rights and Performance Rights in full in addition to the proposed increase in her base salary. Ms Mckeage’s election to forfeit her entitlements was made to her own detriment. She considered the forfeiture to be in the best interest of the Company given its current status of profitability.

Resolution 7 seeks shareholder approval for the proposed grant for the 2017 financial year to Ms Mckeage of:

- a. 284,865 Performance Rights in relation to long term incentives, and
- b. 316,035 Restricted Rights in relation to a salary sacrifice arrangement

to be issued under the Plan within twelve months of the meeting date.

A summary of the features of the Plan are detailed in the 2016 Annual Report. Under the Plan, the Company has the flexibility to either issue new shares or to purchase shares on-market for allocation to the MD upon vesting of the Performance Rights and Restricted Rights.

Resolution 7(a) Performance Rights

Approval is sought to grant the maximum number of Performance Rights as follows:

Target as % of Base Package	Maximum Number of Performance Rights	Measurement Period Commencing on 1 July 2016	Vesting Condition
50%	284,865	3 years	iTSR

The vesting of the Performance Rights will be subject to achievement of performance relative to the vesting condition.

It is intended that all grants of Performance Rights will have a 3-year Measurement Period or longer.

The formula for calculating the maximum number of Performance Rights to be granted is:

Maximum Number of Performance Rights = Base Package x Target LTI% ÷ Right Value ÷ Vesting % at Target Performance.

Where: Base Package = \$393,000, Target LTI% of 50% and Performance Right Value is \$0.6898 and vesting at target performance is 100%.

The Performance Right Value has been calculated as Share Price less FY16 Dividends x Measurement Period in Years (nil).

Share Price is the volume weighted average price at which OneVue’ shares were traded on the ASX over the two weeks following the announcement of FY16 results, which was \$0.6898.

The vesting condition to be used will be indexed total shareholder return (iTSR): OneVue’s TSR will be compared to the growth in the All Ordinaries Accumulation Index (XAOAI) over the Measurement Period.

Total shareholder return (TSR) is the percentage return generated from an investment in the Company's shares over the Measurement Period assuming that dividends are reinvested into the Company's shares. Accumulation Indices reflect TSR. The following vesting scale will be applied subject to the iTSR Vesting Condition:

Performance Level	OneVue's TSR as % of the Movement in the AOAI	% of iTSR of Performance Rights to Vest
Below Threshold	<AOAI	0%
Threshold	100% of AOAI	50%
Between Threshold and Target	>100% & <150% of AOAI	Pro-rata
Target	150% of AOAI	100%

7(b) Restricted Rights

Approval is sought to grant 316,035 Restricted Rights, which will be immediately vested on grant date and subject to disposal restrictions for so long as they are Restricted Rights.

Restricted Rights are granted in relation to sacrificed or substituted salary and will not be subjected to performance testing or vesting conditions, in accordance with the nature of base package, which is effectively guaranteed income (contingent on employment).

For the 2017 financial year, Ms Mckeage has voluntarily agreed to salary sacrifice her remuneration, whereby she would limit her salary payable in the form of cash to \$175,000 and be issued with Restricted Rights to the equivalent of \$218,000. The Restricted Rights represent 55.471% of the \$393,000 base package.

The formula for calculating the maximum number of Restricted Rights to be granted is:

$$\text{Number of Restricted Rights} = \text{Base Package} \times \% \text{ Sacrificed} \div \text{Right Value}$$

Where: Base Package = \$393,000, % Sacrificed is 55.471% and Right Value is \$0.6898.

The Restricted Right Value has been calculated as Share Price less FY16 dividends x Measurement Period in Years (nil).

Share Price is the volume weighted average price at which OneVue' shares were traded on the ASX over the two weeks following the announcement of FY16 results, which was \$0.6898.

In proposing the grant the Board takes consideration of the commitment of the executive to the Company. In determining when to make the grant the Board will take into consideration the likelihood of continued employment in respect of the incumbent for the remainder of the financial year to which the sacrifice arrangement relates.

Disposal restrictions prevent the Restricted Rights and shares being transferred, sold, dealt with or otherwise encumbered for the period of the restriction, and the Company may seek to apply a CHES holding lock to ensure the restriction is effective.

Other information applicable to (a) Performance Rights and (b) Restricted Rights

In relation to the Performance Rights and Restricted Rights (Rights)

- i. Ms Mckeage is the only Director entitled to be offered the Rights under the Plan.
- ii. No grants of the Rights have been previously made under the Plan as Ms Mckeage elected to forfeit her entitlement to them despite having obtained shareholder approval at the last AGM.

- iii. No loan has or will be made by the Company in relation to the acquisition or exercise of the Rights under the Plan.
- iv. If approved the Rights will be issued to Ms Mckeage within twelve months of the meeting date.
- v. The Rights will be granted at no cost to Ms Mckeage.
- vi. Each Right entitles Ms Mckeage to one fully paid ordinary share in the Company. Performance Rights are subject to the satisfaction of the vesting conditions.
- vii. The shares issued on vesting of Rights will rank equally with shares in the same class.

A voting exclusion statement for Resolution 7(a) and 7(b) is set out in the Notice of Meeting.

Directors' Recommendation

Ms Connie Mckeage has an interest in Resolution 7(a) and 7(b) and refrains from making any recommendation as to how shareholders should vote on the Resolution.

The Directors (with Ms Connie Mckeage abstaining) recommend that shareholders vote in favour of Resolution 7(a) and 7(b).

Resolution 8 – Non-Executive Directors maximum aggregate fee increase

The Board seeks shareholder approval to increase the annual maximum aggregate Directors fee by \$100,000 from \$500,000 to \$600,000 that may be paid to OneVue Non-Executive Directors as required by ASX Listing Rule 10.17 and clause 9.2 of the OneVue Constitution.

Details of the Non-Executive Directors' Board and Committee fees are disclosed in the Remuneration Report contained in the 2016 Annual Report.

The current annual aggregate Directors fee is capped at \$500,000 as noted in the Company's prospectus dated 23 June 2014. This amount takes into account the time commitment and responsibilities involved and includes:

- a. all Board and Board Committee fees and superannuation contributions paid to OneVue Non-Executive Directors, and
- b. fees paid to Non-Executives Directors of OneVue subsidiaries, who are also Non-Executive Directors of OneVue.

The Board considers that the proposed increase to the maximum aggregate fee will enable it to maintain market competitiveness and continue to attract and retain Non-Executive Directors and Committee Members of appropriate skill, expertise and competency.

The proposed increase would also allow flexibility for market increases in the future and provides the capacity to appoint other Non-Executive Directors as determined by OneVue's growth profile.

Any increase in the annual maximum aggregate Directors fee is independent from, and will not affect, any decision to increase the fees actually paid to Non-Executive Directors.

A voting exclusion statement for Resolution 8 is set out in the Notice of Meeting.

No Recommendation

The Non-Executive Directors make no recommendation on this Resolution given that they have an interest in this matter.

Enquiries

Investors who wish to enquire about any matter relating to their OneVue shareholding are invited to contact the share registry:

Computershare Investor Services Pty Limited

GPO Box 2975

Melbourne VIC 8060 Australia

Telephone: 1300 855 080

Online: www.investorcentre.com/contact

Website: computershare.com.au

Other enquiries relating to OneVue can be directed to:

Company Secretary

OneVue Holdings Limited

Level 5, 10 Spring Street

Sydney NSW 2000

Telephone: 02 8823 2550

OneVue's 2016 Annual Report is available on OneVue's website at onevue.com.au



ONEVUE
OneVue Holdings Limited
ACN 108 221 870

OVH
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 10:00am (AEDT) on Tuesday 22 November 2016

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

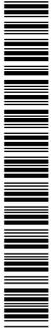
Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →



MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of OneVue Holdings Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of OneVue Holdings Limited to be held at the Christie Conference Centre, 3 Spring Street, Sydney, NSW 2000 on Thursday, 24 November 2016 at 10:00am (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 6 to 8 (except where I/we have indicated a different voting intention below) even though Items 6 to 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 6 to 8 by marking the appropriate box in step 2 below.

STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Business

	For	Against	Abstain
2. Election of Mr Garry Wayling as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Mr Stephen Knight as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Mr Ron Dewhurst as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of Mr Andrew Macpherson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Grant of Performance Rights and Restricted Rights to the Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Non-Executive Directors maximum aggregate fee increase	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>

Sole Director and Sole Company Secretary **Director** **Director/Company Secretary**

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____