

# NOTICE OF ANNUAL GENERAL MEETING



23 October 2018

Dear Shareholder

On behalf of the Board of Directors I am pleased to invite you to attend the 2018 Annual General Meeting (AGM) of OneVue Holdings Limited (OneVue).

The meeting will be held at the Computershare Investor Services, Level 4, 60 Carrington Street, Sydney NSW at **10:00 am (AEDT) on Thursday, 29 November 2018.**

The AGM provides shareholders with an opportunity to receive an update on OneVue's performance during the year and plans for the future, to ask questions of the Board and management as well as OneVue's auditors and to vote on the items of business before the AGM.

The following information is enclosed:

- i. Notice of AGM (Notice) and Explanatory Notes
- ii. 2018 Annual Report (if you elected to receive a printed copy). The electronic copy is available on OneVue's website at **onevue.com.au**
- iii. 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 attending the meeting, please bring the enclosed Proxy Form to facilitate your registration, which will commence at 9:30 am.

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 and management for light refreshments at the conclusion of the meeting.

We look forward to your participation at the meeting.

Yours faithfully

A handwritten signature in black ink, appearing to be "RD", written over a horizontal line.

**Ronald Dewhurst**  
Chair

## Notice of meeting (Notice)

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The 2018 Annual General Meeting (AGM) of OneVue Holdings Limited (ACN 108 221 870) (OneVue, the Company) will be held at the Computershare Investor Services, Level 4, 60 Carrington Street, Sydney NSW on **Thursday, 29 November 2018 at 10:00 am**. Registration will commence at 9.30 am.

## Items of business

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### Financial statements

To receive and consider the Financial Report together with the Directors' Report and Auditor's Report as set out in the Company's 2018 Annual Report for the financial year ended 30 June 2018.

Note: There is no requirement for shareholders to approve these reports. Accordingly, there is no vote on this item.

### 1. Adoption of remuneration report

To consider and, if thought fit, pass the following as a non-binding resolution:

That the Remuneration Report of OneVue for the year ended 30 June 2018 as set out in the 2018 Annual Report be adopted.

### 2. Re-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, a Director retiring by rotation in accordance with the Constitution and being eligible for re-election, be re-elected as a Director of OneVue.

### 3. Grant of Rights to Managing Director

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

That approval be given, for the purposes of the Listing Rule 10.14 and all other purposes, for the grant of 306,147 Rights to Ms Connie Mckeage, Managing Director, in accordance with the terms of the OneVue Long Term Incentives and Rights Plan as described in the Explanatory statement.

If approval is obtained under Listing Rule 10.14, approval is not required under Listing Rule 7.1 and 10.11.

### 4. Approval of OneVue Short and Medium Term Incentive Plan

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

That issues of Rights under the OneVue Short and Medium Term Incentive Plan, the terms of which are described in the Explanatory Statement to this Notice, be approved as an exception to ASX Listing Rule 7.1 pursuant to Exception 9 in ASX Listing Rule 7.2.

By order of the Board.

**Ashley Fenton**  
Company Secretary

23 October 2018

## How to vote

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### 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 (eg 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, 27 November 2018**.

#### Electronic proxies

Electronic proxies must be registered by **10:00 am (Sydney time) on Tuesday, 27 November 2018** using the website maintained by the Company's Share Registry at [www.investorvote.com.au](http://www.investorvote.com.au) or, by Intermediary Online subscribers only, at [www.intermediaryonline.com](http://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 Computershare Investor Services 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 27 November 2018**, 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, 27 November 2018**.

## 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.

## G. Proxy voting by Chair

The Chair of the Meeting will vote undirected proxies in favour of all Resolutions. The voting restrictions on KMP in Resolutions 1, 3 and 4 do not apply to the Chair acting as proxy, if their appointment expressly authorises the Chair to exercise the proxy, even though the resolutions are connected directly or indirectly with the remuneration of a KMP.

## Explanatory notes on items of business

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### FINANCIAL STATEMENTS

The consolidated annual Financial Report together with the Directors' Report and Auditor's Report of OneVue for the financial year ended 30 June 2018 will be presented at the meeting for consideration in accordance with section 317 of the *Corporations Act 2001* (Cth) (Act).

The reports are available in the 2018 Annual Report on OneVue's website at [onevue.com.au](http://onevue.com.au)

No resolution is required to be moved in respect of this item.

However, shareholders are encouraged to consider these reports and will be given a reasonable opportunity at the meeting to ask questions and comment on the reports and on the management of OneVue generally.

Deloitte, OneVue's current external auditor, will attend the AGM and there will be a reasonable opportunity for shareholders to ask questions relevant to the audit and the independence of the auditor in relation to the conduct of the audit. The auditor will also be given a reasonable opportunity to answer any written questions submitted to the auditor under section 250PA of the Act.

### RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

The Remuneration Report forms part of the Directors' Report within OneVue's 2018 Annual Report.

The Remuneration Report:

- i. describes the policies and structure of the remuneration arrangements of the Company and the link between remuneration and the Company's performance
- ii. sets out the remuneration arrangements for each Director and Key Management Personnel (KMP) of the Company, and
- iii. sets out OneVue's remuneration philosophy, framework and approach.

Shareholders will be given a reasonable opportunity at the meeting to ask questions about, and comment on, the Remuneration Report.

While the vote on this resolution is advisory only and does not bind the Directors or OneVue under section 250R(3) of the Act, the Directors will take the outcome of the vote into consideration in determining future remuneration policy.

### Voting restrictions

A vote on Resolution 1 must not be cast by or on behalf of, and OneVue will disregard any vote cast by, a Key Management Personnel (KMP) whose remuneration is disclosed in OneVue's Remuneration Report and their closely related parties. However, such a person may cast a vote on this resolution if:

- i. the person is appointed as a proxy for a person who is permitted to vote and the proxy appointment specifies the way in which the proxy is to vote on the resolution, or
- ii. the appointed proxy is the Chair of the meeting and the proxy appointment expressly authorises the Chair to exercise the undirected proxies even if the resolution is connected with the remuneration of a KMP.

### Directors' recommendation

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

## RESOLUTION 2: RE-ELECTION OF MR GARRY WAYLING AS A DIRECTOR

### Garry Wayling (BCom, GAICD, ACA)

Chair of the OneVue Audit Risk Management and Compliance Committee

Garry, having joined the Board of OneVue as a Non-Executive Director in 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 40 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 brings to the Board extensive expertise in accounting and financial reporting along with his valuable experience in advising listed growth companies.

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.

### Voting restrictions

There are no voting restrictions on this resolution.

### Directors' recommendation

Mr Garry Wayling has an interest in this resolution 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.

## RESOLUTION 3: GRANT OF RIGHTS TO MANAGING DIRECTOR

Shareholder approval is sought to permit the grant of 306,147 Rights to Ms Connie Mckeage Managing Director (MD) under the OneVue Long Term Incentives and Rights Plan (LTI) with a 12-month vesting date from the date of issue.

Once approval is obtained pursuant to Listing Rule 10.14 by the passing of this resolution, the Company is entitled to rely on Listing Rule 10.12, Exception 4 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1.

The LTI was approved by shareholders at OneVue's AGM on 5 November 2015. The LTI allows OneVue to grant certain securities (in the form of Rights and/or Shares) to eligible executives if certain criteria are satisfied. The purpose of the LTI is to reward executives with a level and mix of remuneration that is aligned with the long-term success of the Company and contributes to sustained shareholder value.

Ms Mckeage, acting to her own detriment and in the best interest of the Company in order to preserve its cash resources, voluntarily forfeited:

- i. 348,866 Restricted Rights in lieu of a salary sacrifice arrangement and 479,000 Performance Rights approved by shareholders at the 2015 AGM
- ii. 357,846 Restricted Rights in lieu of a salary sacrifice arrangement and 322,554 Performance Rights approved by shareholders at the 2017 AGM in favour of a cash-based salary increase payment of \$24,000 and a cash bonus of \$25,000 respectively.

The Non-Executive Directors pursuant to the LTI recommend that Ms Mckeage be granted with 306,147 Rights to the value of \$250,000 with a 12-month vesting date in recognition of:

- i. her performance, particularly in the financial year ended 30 June (FY) 2018
- ii. her voluntary forfeitures of Rights, and
- iii. her remuneration being below P50/middle of the market.

The number of Rights to be issued to Ms Mckeage has been calculated by applying the below formula:

$$\frac{\$250,000}{\text{VWAP} *}$$

*\*VWAP is the volume weighted average price at which OneVue shares were traded on the ASX over the two weeks (10 business days) prior to 1 July 2018, calculated at \$0.8166.*

## Other information applicable to Rights

A summary of the features of the LTI is detailed in the 2015 Notice of Annual General Meeting and 2017 Annual Report.

In relation to the Rights:

- i. Ms Mckeage is the only Director entitled to be offered any form of Rights under the LTI.
- ii. No loan has or will be made by OneVue in relation to the acquisition or exercise of the Rights under the LTI; they will be granted at no cost to Ms Mckeage.
- iii. Each Right entitles Ms Mckeage to one fully paid ordinary share in OneVue.
- iv. OneVue may seek to apply a holding lock on the Rights to ensure their disposal restriction is effective.
- v. If approved, the Rights will be issued to Ms Mckeage within twelve months of the AGM meeting date.
- vi. OneVue has the flexibility to either issue new shares or to purchase shares on-market for allocation to the MD upon vesting of the Rights.
- vii. The shares issued on vesting of the Rights will rank equally with shares in the same class.

There has been no issue of Rights to Ms Mckeage, being the only Director eligible to participate in the LTI, since the last approval by shareholders at the 23 November 2017 AGM.

## Voting restrictions

OneVue will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- i. Ms Mckeage or any of her associates, and
- ii. a person, appointed as a proxy, who is a member of the KMP and their closely related parties if the appointment does not specify the way the proxy is to vote on the resolution.

However, OneVue need not disregard a vote if it is cast:

- i. by a person as proxy for a person entitled to vote, in accordance with the directions on the Proxy Form, or
- ii. by the Chair of the meeting as proxy for a person entitled to vote and the proxy appointment expressly authorises the Chair to exercise the undirected proxies even if the resolution is connected with the remuneration of a KMP.

## Directors' recommendation

Ms Connie Mckeage has an interest in Resolution 3 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 3.

## RESOLUTION 4: APPROVAL OF ONEVUE SHORT AND MEDIUM TERM INCENTIVE PLAN (PLAN)

The Company adopted the OneVue Long Term Incentives and Rights Plan (LTI) following approval by shareholders at the 2015 Annual General Meeting. The LTI was designed to attract and retain senior executives of the Company by allowing them to receive part of their remuneration in the form of Rights, ensuring competitive and performance linked remuneration aligned with shareholder value.

The number of securities issued under the LTI to date since its commencement on 5 November 2015, being the date approved by the shareholders at the 2015 AGM is set out below.

Class of securities	Issued to	Number issued	Number vested	Number exercised	Number on foot	Number of shares issued upon exercise
Performance Rights	Managing Director	284,865	Nil	Nil	284,865	Nil
Restricted Rights	Managing Director	316,035	316,035	Nil	316,035	Nil
Rights	KMP and Key Leaders	1,000,000	1,000,000	1,000,000	Nil	1,000,000

As three years have passed since this LTI was introduced, the Board has reviewed the remuneration framework with a view of providing a more contemporary employee value proposition by:

- increasing the proportion of at-risk remuneration in executive compensation and introducing a greater degree of equity-based compensation in at-risk remuneration
- increasing the group of eligible participants across the business who can receive at-risk remuneration, and
- making the incentive remuneration component a structural feature for participants, rather than discretionary.

The below diagram illustrates the existing remuneration under the LTI, alongside the revised OneVue Short and Medium Term Incentive Plan (Plan) that is being proposed from FY 2019. The long-term incentive component (LTIC) of the current LTI will be replaced with a medium-term incentive component (MTIC) and the short-term incentive component (STIC) will be subject to meeting gateway and performance conditions under the Plan.

Current remuneration structure under the LTI		Proposed remuneration structure under the Plan	
<b>Participants</b>	KMP only	<b>Participants</b>	KMP and Key Leaders
<b>LTIC</b>	Discretionary grant Equity Rights Discretionary vesting	<b>MTIC</b>	Annual grant Equity Rights Vesting years 2,3,4 EPS
<b>STIC</b>	Discretionary cash	<b>STIC</b>	Annual cash KPI metrics
<b>Fixed remuneration</b>	Base cash Superannuation Other fixed benefits	<b>Fixed remuneration</b>	Base cash Superannuation Other fixed benefits

The key changes to the remuneration framework proposed from FY 2019 are noted as follows:

■ **Participants**

The current LTI applies to the executive KMP group only. Under the new Plan, participation will be extended to KMP and their direct reports, the Key Leaders.

■ **Combined variable reward**

The revised incentive remuneration Plan has been designed to provide annual incentive opportunities to participants. The incentive awards consist of a mix of cash and deferred equity (all awards are set in proportion to the participants' total fixed remuneration). The ratio of cash to equity varies by executive levels, reflecting differing financial circumstances. Indicatively the ratio of cash to equity varies between 33% to 50%.

■ **Medium-term incentive**

We will be replacing the long-term incentive component (LTIC) of the current LTI with a medium-term incentive component (MTIC) which is based on deferred equity (refer to diagram on current and proposed remuneration structures above). Equity grants will occur annually, subject to meeting gateway and performance conditions, and vesting will occur at the end of years 2, 3 and 4. The vesting criteria will be Earnings Per Share (EPS), and a service condition applies at each vesting date. The EPS targets will be set at the time of each award for the three related annual vesting points. In addition, there will be a clawback condition for a period of 12 months after each vesting date, which will allow the Board to take a longer-term view of the performance of each equity award, and apply malus if needed.

■ **STI**

From FY 2019, the STI payment will be in cash, paid at the end of the calendar year, and subject to meeting gateway and performance conditions.

We believe that these enhancements are appropriate in order to better align the interests of our shareholders and management. We also see them as being important factors in helping us to attract and retain key talent in these competitive times.

The Plan is proposed to be implemented progressively over two years, with the maximum STI and MTI opportunities to apply in FY 2019 at half the rate of the incentive opportunities with full rate to then apply going forward for all participants, including the MD, from FY 2020.

ASX Listing Rule 7.1 generally restricts listed companies from issuing more than 15% of their issued share capital in any 12-month period without shareholder approval subject to a number of exceptions set out in Rule 7.2, including Exception 9.

Exception 9 provides that Listing Rule 7.1 does not apply to issues of securities under an employee incentive scheme, if within three years before the date of the issue, shareholders approve the issue of securities under the scheme as an exception to that rule.

Shareholder approval is sought to allow future issues of securities in the form of Rights under the revised Plan over the next three years to fall within Exception 9. This will assist the Company to manage its capital requirements by ensuring that its available placement capacity is not diminished and capacity is available for other purposes if necessary.

The Company will be able to issue entitlements to shares in the form of Rights, which are subject to gateway, performance and vesting conditions under the Plan to participants during the next three years without the need to seek further shareholder approval.

The eligible participants of the Plan comprise the MD, KMP who hold executive roles, other KMP's direct reports (Key Leaders) and other persons selected by the Board from time to time. The MD is the only Director eligible to participate in the Plan.

The guiding principles of the Plan are to attract, retain and incentivise eligible senior executives and Key Leaders needed to achieve the Company's business objectives and align their interests with those of the Company and its shareholders. The awards under the Plan are designed to drive Company performance and shareholder value.

## Information on the Plan

A summary of the key terms of the Plan are summarised in Annexure A to this Notice of Meeting.

No securities have been issued under the Plan.

## Voting restrictions

OneVue will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- i. Ms Mckeage, being the only Director eligible to participate in the Plan, or any of her associates, and
- ii. a Key Management Personnel (KMP) and their closely related parties.

However, such a person may cast a vote on this resolution if:

- i. the person is appointed as a proxy for a person who is permitted to vote and the proxy appointment specifies the way in which the proxy is to vote on the resolution, or
- ii. the appointed proxy is the Chair of the meeting and the proxy appointment expressly authorises the Chair to exercise the undirected proxies even if the resolution is connected with the remuneration of a KMP.

## Directors' recommendation

The Directors (with Ms Mckeage abstaining) recommend that shareholders vote in favour of this resolution.

## Enquiries

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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

Phone: 1300 855 080

Online: [investorcentre.com/contact](http://investorcentre.com/contact)

Website: [computershare.com.au](http://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

Phone: 02 8022 7408

OneVue's 2018 Annual Report is available on OneVue's website at [onevue.com.au](http://onevue.com.au)

## Annexure A

### Summary of key terms and conditions of the Short and Medium Term Incentive Plan (Plan)

<b>Purpose</b>	The purpose of the Plan is to retain and incentivise talent needed to achieve OneVue's business objectives and to drive its performance and shareholder value by providing a variable at risk element of executive remuneration that focuses on performance and service over a three or more-year period.
<b>Eligibility of participants</b>	<p>Senior Executives are eligible to participate in the Plan, comprising the MD, KMP who hold executive roles, other KMP's direct reports (Key Leaders) and other persons selected by the Board from time to time.</p> <p>Non-executive Directors are not eligible to participate in the Plan.</p>
<b>Structure of Awards</b>	<p>The Plan provides combined variable Awards comprising a mix of cash and equity in the form of Rights subject to meeting the Plan's gateway and performance conditions (Awards).</p> <p>Apart from the MD, the participants, depending on their executive tiers, have an opportunity for the following Awards:</p> <ol style="list-style-type: none"> <li>cash between 10% to 30% of their total fixed remuneration (TFR)</li> <li>Rights (subject to vesting conditions upon issue) equal to an amount that is between 15% to 50% of their TFR.</li> </ol> <p>The MD has an opportunity to be awarded with cash equals to 50% of TFR and Rights (subject to vesting conditions upon issue) equal to 50% of TFR.</p> <p>For the financial year ended 30 June 2019, the cash and equity percentages noted above for all participants, including the MD, will be halved as a result of the two-year implementation of the Plan.</p>
<b>Gateway and performance conditions of Awards</b>	<p>The Awards (comprising both cash and equity in the form of Rights) are subject to meeting the following gateway and performance conditions linked to growth in shareholder value:</p> <ol style="list-style-type: none"> <li>Group EBITDA gateway</li> <li>Group or business unit specific assessment metrics (including EBITDA and revenue), and</li> <li>individual initiatives, the weightings and nature of the initiatives may change from measurement period to measurement period.</li> </ol>
<b>Measurement period of Awards</b>	<p>The one-year measurement period of the Awards commences from 1 July to 30 June.</p> <p>Upon satisfying the gateway and performance conditions, cash payment will be made and Rights will be issued after 30 June with vesting to occur over three equal tranches in the subsequent three financial years.</p>
<b>Determining number of Rights</b>	The number of Rights is determined using the volume weighted average price at which OneVue shares were traded on the ASX over the two weeks (10 business days) prior to the commencement of the measurement period.
<b>Rights vesting conditions</b>	<p>Each of the three tranches of Rights issued will vest if the following vesting conditions are met:</p> <ol style="list-style-type: none"> <li>service condition; the unvested Rights are forfeited if the participants terminate their employment during the vesting period; however, the Board may exercise its discretion to waive this requirement for participants who are considered a good leaver, e.g. employment terminated due to redundancy, retirement and death</li> <li>achieving the annual Earnings Per Share (EPS) target set by the Board at the commencement of each of the relevant financial year; any adjustments to EPS due to changes in circumstance will be at the Board's sole discretion.</li> </ol>

# NOTICE OF ANNUAL GENERAL MEETING



<b>Claw back of Rights</b>	Each of the three vested tranches of Rights will be subject to a look-back provision, for a 12-month period from the vesting date, for malus only (as the service condition will not apply).
<b>Term of Rights</b>	The term of the Rights will be five years unless otherwise determined by the Board (Term).
<b>Exercise of vested Rights</b>	The exercise of vested Rights within their Term will be subject to the receipt of a Notice of Exercise completed by the participants. Rights not exercised within their Term will lapse.
<b>Issue or acquisition of shares</b>	Shares allocated to participants when Rights are exercised may be issued by the Company or acquired on or off market by the Company.
<b>Change of control of the Company</b>	If a Change of Control event occurs before a Right otherwise becomes exercisable, the Right becomes exercisable irrespective of the vesting date and vesting/exercise conditions attaching to the Right.
<b>Voting and dividend rights</b>	Rights do not carry voting or dividend entitlements. Shares issued when Rights vest carry the rights and entitlements of fully paid ordinary shares, including voting and dividend rights.
<b>No transfer of Rights</b>	Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered except where the transfer is effected by operation of law.
<b>Quotation</b>	Rights will not be quoted on the ASX. The Company will apply for official quotation of any shares issued under the Plan, in accordance with the ASX Listing Rules.
<b>Disposal restrictions</b>	Rights may not be disposed of or otherwise dealt with while they remain as Rights, ie prior to exercise. Shares that result from the exercise of Rights are subject to trading restrictions set out in the Company's Share Trading Policy.
<b>Plan limit</b>	No Rights shall be issued in relation to this Plan if the total number issued in the previous five years, including the issue being considered, would exceed 10% of the number of shares on issue at the time of calculation.
<b>Amendment to Plan</b>	To the extent permitted by the Listing Rules, the Board retains the discretion to vary the terms and conditions of the Plan. This includes varying the number or terms of securities to which a participant is entitled in the case of a reorganisation of capital or bonus issues such that the participant will neither be advantaged nor disadvantaged.



**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](http://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](http://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](http://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, 27 November 2018**

### 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](http://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 Computershare Investor Services, Level 4, 60 Carrington Street, Sydney NSW on Thursday, 29 November 2018 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 1, 3 and 4 (except where I/we have indicated a different voting intention below) even though Items 1, 3 and 4 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 1, 3 and 4 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.

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Mr Garry Wayling as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Grant of Rights to Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of OneVue Short and Medium Term Incentive Plan	<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

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / / \_\_\_\_\_

OVH

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Computershare +