

NOTICE OF ANNUAL GENERAL MEETING



9 October 2017

Dear Shareholder

On behalf of the Board of Directors I invite you to attend the 2017 Annual General Meeting (AGM) of OneVue Holdings Limited (OneVue) to be held at the Christie Conference Centre, 3 Spring Street, Sydney NSW on Thursday 23 November 2017 at 10:00 am AEDT.

The AGM provides shareholders with an opportunity to receive an update on OneVue's performance during the year, 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. 2017 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.

The Board and I look forward to seeing you at the meeting.

Yours faithfully

A handwritten signature in black ink, appearing to read "G Pemberton", with a large, stylized loop at the end.

Gail Pemberton

Chair

Notice of Meeting

The 2017 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 23 November 2017 at 10:00 am. Registration will commence at 9.30 am.

Items of Business

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 2017 Annual Report for the financial year ended 30 June 2017.

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

2. Re-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, 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. 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 2017 as set out in the 2017 Annual Report be adopted.

4. Performance Rights and Restricted Rights issue to Managing Director

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

That the Managing Director, Ms Connie Mckeage, be issued with 322,554 Performance Rights (in relation to long term incentives) and 357,846 Restricted Rights (in relation to salary sacrificed) for the 2018 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.

5. Appointment of Auditor

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

That Deloitte Touche Tohmatsu be appointed as the auditor of OneVue Holdings Limited, effective from the conclusion of its Annual General Meeting on 23 November 2017 subject to the Australian Securities and Investments Commission's consent to the resignation of BDO East Coast Partnership as auditor.

By order of the Board.

Ashley Fenton

Company Secretary

9 October 2017

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, 21 November 2017**.

Electronic Proxies

Electronic proxies must be registered by **10:00 am (Sydney time) on Tuesday, 21 November 2017** 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 2017 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, 21 November 2017**, 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, 21 November 2017**.

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 3 and 4 does 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

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 2017 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 2017 Annual Report on OneVue's website at 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.

BDO, 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: RE-ELECTION OF MR STEPHEN KNIGHT AS A DIRECTOR

Stephen Knight (BA, FAICD)

Chair of the OneVue Investment Committee

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

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's deep understanding of Finance and Audit along with his extensive experience in the wealth and superannuation industry makes him a valuable addition to the Board.

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 a Non Executive Director of FIIG Securities Ltd and the Sydney Financial Forum. He is also a Member of the Primary Ethics Investment Committee and the Australian Office of Financial Management Audit and Risk Committee.

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.

Voting Restrictions

There are no voting restrictions on Resolution 1.

Directors' Recommendation

Mr Stephen Knight has an interest in Resolution 1 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 2: RE-ELECTION OF MR ANDREW MACPHERSON AS A DIRECTOR

Andrew Macpherson (BE (Hons), MAICD)

Member of the OneVue Human Resources, Nomination and Remuneration Committee

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

Andrew has almost 30 years' experience in financial and management consulting. He was previously a Regional Managing Director for Accenture until his retirement in 2005. Andrew brings to the Board deep expertise in technology implementations and outsourcing contracts, particularly in the Financial Services sector.

Andrew's 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) Limited and Work Ventures Limited, and a Non-Executive Director of Melbourne IT Limited.

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

Voting Restrictions

There are no voting restrictions on Resolution 2.

Directors' Recommendation

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

RESOLUTION 3: ADOPTION OF REMUNERATION REPORT

The Remuneration Report forms part of the Directors' Report within OneVue's 2017 Annual Report.

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 3 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, except if the vote is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form.

KMP, and their closely related parties, cannot cast a vote as proxy for a person who is entitled to vote if the proxy is not directed how to vote on this Resolution, unless the KMP is the Chair of the Meeting and the appointment of the Chair as proxy expressly authorises the Chair to exercise the proxy in accordance with the directions to vote as the Chair decides.

Proxy Voting by Chair

The voting restrictions on KMP in Resolution 3 does not apply to the Chair acting as proxy, if their appointment expressly authorises the Chair to exercise the proxy, even if the Resolution is connected directly or indirectly with the remuneration of a KMP.

Directors' Recommendation

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

RESOLUTION 4: PERFORMANCE RIGHTS AND RESTRICTED RIGHTS ISSUE TO 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 OneVue's AGM on 5 November 2015. The Plan allows OneVue to grant certain securities (in the form of Restricted Rights, Performance Rights and/or Shares) to eligible executives if certain criteria are satisfied. The purpose of the Plan is to attract, retain and reward high performing executives.

OneVue aims 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.

For the 2018 financial year, the MD remuneration framework comprises:

1. fixed salary of \$393,000 based on achievement of agreed KPIs, including Restricted Rights for salary sacrificed, and
2. long term incentives (LTI) performance component in the form of Performance Rights linked to long term financial performance and shareholder return.

For the 2018 financial year, Ms Mckeage has voluntarily agreed 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. Ms Mckeage 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.

Restricted Rights are granted in relation to sacrificed salary and will not be subjected to performance vesting conditions, in accordance with the nature of the base package, which is effectively guaranteed income contingent on employment. In determining when to make the grant the Board will take into consideration the likelihood of continued employment for the remainder of the financial year to which the sacrifice arrangement relates.

The structure of Performance Rights, with vesting subject to achievement of performance relative to the vesting condition, is such that a significant proportion of the total remuneration of the MD is at risk and dependent on corporate and personal performance targets. They have a three-year measurement period commencing from 1 July 2017.

Performance Rights

Approval is sought to grant 322,554 Performance Rights to the MD, calculated as follows:

$$322,554 \text{ Performance Rights} = \text{Base Package of } \$393,000 \times \text{Target LTI\% of } 50\% \div \text{Performance Right Value of } \$0.6092 \div \text{vesting \% at target performance of } 100\%$$

The Performance Right Value has been calculated as:

$$\text{Share Price less [FY17 Dividends} \times \text{Measurement Period in Years (nil)]}$$

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 the FY17 results, calculated at \$0.6092.*

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 OneVue's shares over the Measurement Period assuming that dividends are reinvested into OneVue'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 AOA	% of iTSR of Performance Rights to Vest
Below Threshold	<AOAI	0%
Threshold	100% of AOA	50%
Between Threshold and Target	>100% & <150% of AOA	Pro-rata
Target	150% of AOA	100%

Restricted Rights

Approval is sought to grant 357,846 Restricted Rights to the MD. The Restricted Rights represent 55.471% of the \$393,000 base package and are calculated as follows:

$$357,846 \text{ Restricted Rights} = \text{Base Package of } \$393,000 \times 55.471\% \text{ of Salary Sacrificed} \div \text{Right Value of } \$0.6092.$$

The Restricted Right Value has been calculated as:

$$\text{Share Price less [FY17 dividends} \times \text{Measurement Period in Years (nil)].}$$

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 the FY17 results, calculated at \$0.6092.*

Other information applicable to Performance Rights and Restricted Rights

A summary of the features of the Plan is detailed in the 2017 Annual Report.

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. For the 2017 financial year, Ms Mckeage was issued with 284,865 Performance Rights at no cost to her and 284,865 Restricted Rights to the equivalent of \$218,000 salary sacrificed approved at the 2016 AGM.
- iii. No loan has or will be made by OneVue in relation to the acquisition or exercise of the Rights under the Plan. The Rights will be granted at no cost to Ms Mckeage.
- iv. Each Right entitles Ms Mckeage to one fully paid ordinary share in OneVue.
- v. Performance Rights are subject to satisfaction of the vesting conditions with a three year measurement period commencing from 1 July 2017.
- vi. Restricted Rights will vest immediately upon grant date and subject to disposal restrictions for so long as they are Restricted Rights
- vii. OneVue may seek to apply a CHESS holding lock to ensure the disposal restriction on the Rights is effective.
- viii. If approved the Rights will be issued to Ms Mckeage within twelve months of the meeting date.
- ix. OneVue 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
- x. The shares issued on vesting of Rights will rank equally with shares in the same class.

Voting Restrictions

A vote on Resolution 4 must not be cast by or on behalf of (and OneVue will disregard any vote cast by) Ms Mckeage and her associates.

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

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

Proxy Voting by Chair

The voting restrictions on KMP in Resolution 4 does not apply to the Chair acting as proxy if their appointment expressly authorises the Chair to exercise the proxy, even if the Resolution is connected directly or indirectly with the remuneration of a KMP.

Directors' Recommendation

Ms Connie Mckeage has an interest in Resolution 4 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 4.

RESOLUTION 5: APPOINTMENT OF AUDITOR

BDO East Coast Partnership (BDO) has been providing external audit and tax services to OneVue since 2011. The Board is satisfied with the services provided by BDO as auditor and thanks BDO for such services. However, given the length of time that BDO has acted as OneVue's auditor, a tender process for future audit and tax services has been undertaken in accordance with good governance practice.

Deloitte Touche Tohmatsu (Deloitte) has been recommended as the auditor of OneVue and nominated by a shareholder to be appointed as the auditor of OneVue. A copy of the notice of nomination by the shareholder received by OneVue is attached as Annexure A.

Shareholder approval is required to appoint Deloitte as the new auditor, which is subject to the Australian Securities and Investments Commission's consent to the resignation of BDO East Coast Partnership as auditor effective from the conclusion of the Annual General Meeting on 23 November 2017.

Voting Restrictions

There are no voting restrictions on Resolution 5.

Directors' Recommendation

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

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 8022 7408

OneVue's 2017 Annual Report is available on OneVue's website at onevue.com.au

NOTICE OF ANNUAL GENERAL MEETING

ANNEXURE A

The Directors
OneVue Holdings Limited
Level 5, 10 Spring Street
Sydney NSW 2000

4 October 2017

Dear Directors

Auditor Nomination Notice

The undersigned, being a shareholder of OneVue Holdings Limited (OneVue) hereby gives written notice pursuant to section 328B(1) of the *Corporations Act 2001* (Cth) of the nomination of Deloitte Touche Tohmatsu for appointment as auditor of the OneVue at the forthcoming Annual General Meeting.

Yours faithfully



Mr Nigel Stokes
Shareholder



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 21 November 2017

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

IND

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, 23 November 2017 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 3 and 4 (except where I/we have indicated a different voting intention below) even though Items 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 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 Re-Election of Mr Stephen Knight as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Mr Andrew Macpherson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Performance Rights and Restricted Rights issue to Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Appointment of Auditor	<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 ____/____/____