

FAX TO ASX:
1300 135 638

Form 604

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Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme ONEMARKET LIMITED

ACN/ARSN 623 247 549

1. Details of substantial holder(1)

Name SAMUEL TERRY ASSET MANAGEMENT PTY LTD
ACN/ARSN # (if applicable) 108 611 785

There was a change in the interests of the substantial holder on 29/3/19
The previous notice was given to the company on 1/3/19
The previous notice was dated 1/3/19

2. Previous and present voting power.

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
<u>ORD Shares</u>	<u>10,481,445</u>	<u>10.1%</u>	<u>15,668,205</u>	<u>15.1%</u>

3. Changes in relevant interests

SEE ANNEXURE B

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected

4. Present relevant interests

SEE ANNEXURE A

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes

2**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

SEE ANNEXURE C

Name	Address

Signature

print name

Mitch Taylor

capacity

Portfolio Manager - STAM

sign here



date

2 / 4 / 19

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

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Samuel Terry Asset Management Pty Ltd ("STAM")

ACN: 108 611 785

www.samuelterry.com.au

Annexure to Form 604

OneMarket Limited. ACN: 623 247 549

Annexure A

Holder of Relevant Interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Number of ORD shares held
STAM	JP Morgan Nominees Australia Ltd	JP Morgan Nominees Australia Ltd as sub-custodian of the Samuel Terry Absolute Return Fund	STAM controls the shares as trustee of, and by virtue of a management agreement with the Samuel Terry Absolute Return Fund ("STAR Fund")	15,302,705
Fred Woollard	Fred Woollard	Fred Woollard	Direct holding. Fred Woollard is a Director of STAM	500
Therese Cochrane	Therese Cochrane	Therese Cochrane	Direct holding. Therese Cochrane is an associate of STAM	50,000
Nigel Burgess and Yukari Burgess as trustees of the Nenkin Superannuation Fund ("NSF")	Nigel Burgess and Yukari Burgess as trustees of NSF	Nigel Burgess and Yukari Burgess as trustees of NSF	Units owned on behalf of superannuation fund. Nigel Burgess is a director of STAM	200,000
M Conway Investments Pty Ltd as trustee for the Conway Family Trust ("CFT")	M Conway Investments Pty Ltd as trustee for CFT	M Conway Investments Pty Ltd as trustee for CFT	Units owned on behalf of family trust. Mike Conway is a Director of M Conway Investments Pty Ltd and an associate of STAM	115,000
TOTAL				15,668,205

(4)

Annexure B**Purchases by STAM and associates since 1 March 2019**

Holder of relevant interest	Date	Consideration	Number of ORD shares
STAR Fund	1-Mar-19	\$64,854.75	100,000
STAR Fund	4-Mar-19	\$4,945.76	7,746
STAR Fund	19-Mar-19	\$25,732.74	45,096
STAR Fund	29-Mar-19	\$1,872,455.30	3,086,804
STAR Fund	2-Apr-19	\$1,278,280.34	1,947,114

Annexure C**Addresses**

- STAM, STAR Fund, Fred Woollard, Therese Cochrane, Nigel Burgess and Yukari Burgess ATF NSF, M Conway Investments Pty Ltd ATF CFT: PO Box R1743 Royal Exchange 1225.
- JP Morgan Nominees Australia Ltd: 85 Castlereagh St Sydney 2000

These pages comprise the Annexures A, B and C referred to in Form 604, Notice of change of interests of substantial holder.

Mitch Taylor

Mitch Taylor
Portfolio Manager STAM
2-4-19