

**OneVue Holdings Limited**  
**ACN 108 221 870 (Company)**

**Corporate Governance Statement**

The Board of the Company is committed to principles of best practice in corporate governance and is responsible for ensuring the existence of an effective corporate governance environment to safeguard the interests of the Company, its shareholders and other stakeholders.

This statement sets out the Company's current compliance with the second edition of the *ASX Corporate Governance Council's Corporate Governance Principles and Recommendations with 2010 Amendments, 2<sup>nd</sup> edition* (**Principles** or **Recommendations**). The Principles are not prescriptive regarding the conduct of ASX listed companies. Rather, an ASX listed company is required to disclose the reasons why it is not complying fully with its obligations under the Principles. To the extent that they are relevant to the organisation, the Company has adopted the Principles.

Following admission to the Official List of the ASX, the Company will report any departures from the Principles in its annual report.

The Board considers that the Company complies with the Principles in their entirety. Comments on compliance and departures are set out below.

ASX Corporate Governance Principle/Recommendation	Compliance Status	Particulars of compliance & if not why not
<b>Principle 1 – Lay solid foundations for management and oversight</b>		
<b>Recommendation 1.1:</b> Companies should establish the functions reserved to the board and those delegated to senior executives and disclose those functions.	Compliant	The Board's responsibilities are contained in the Company's Board Charter. The Board Charter also sets out the responsibilities of the Chief Executive Officer. The functions of the Board, Chairman and Chief Executive Officer are also specifically set out in the Board Charter. The Board Charter also explains the relationship between the Board and management.  A copy of the Board Charter is available on the Company's website at <a href="http://www.onevue.com.au">www.onevue.com.au</a> .

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<b>Recommendation 1.2:</b> Companies should disclose the process for evaluating the performance of senior executives.	Compliant	The Board is charged with the responsibility of reviewing and evaluating senior management and the responsibility of the Human Resources, Nomination and Remuneration Committee. A copy of the Human Resources, Nomination and Remuneration Charter is available on the Company's website at <a href="http://www.onevue.com.au">www.onevue.com.au</a> .
<b>Recommendation 1.3:</b> Companies should provide the information indicated in the Guide to reporting on Principle 1.	Compliant	Details as to compliance with Recommendation 1 will be set out in the Company's annual report and this Corporate Governance Statement is disclosed on the Company's website at <a href="http://www.onevue.com.au">www.onevue.com.au</a> .
<b>Principle 2 – Structure the board to add value</b>		
<b>Recommendation 2.1:</b> A majority of the board should be independent directors.	Compliant	<p>The Board comprises one (1) Executive Director and four (4) Non-Executive Directors. All four (4) Non-Executive Directors, being Gail Pemberton, Karen Gibson, Greta Thomas and Garry Wayling, are considered independent.</p> <p>In view of the size of the Company and the nature of its activities, the Board considers that the current mix of skills, qualifications and experience on the Board is consistent with the Company's current circumstances and its long-term interests. The Company considers that the non-independent Directors possess the skills and experience suitable for building the Company.</p> <p>The Board intends to reconsider its composition as the Company's operations evolve, and may in the future appoint additional independent directors as it deems appropriate.</p>

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<b>Recommendation 2.2:</b> The chair should be an independent director.	Compliant	The Company's Chair, Gail Pemberton, is a Non-Executive Director and is considered to be independent.
<b>Recommendation 2.3:</b> The roles of chair and chief executive officer should not be exercised by the same individual.	Compliant	Gail Pemberton is the Chair, and Connie McKeage is the Chief Executive Officer..
<b>Recommendation 2.4:</b> The board should establish a nomination committee.	Compliant	The Board has appointed a Human Resources, Nomination and Remuneration Committee.
<b>Recommendation 2.5:</b> Companies should disclose the process for evaluating the performance of the board, its committees and individual directors.	Compliant	The Company will disclose the process for evaluating the performance of the Board, its committees and individual directors in its future annual reports.
<b>Recommendation 2.6:</b> Companies should provide the information indicated in the Guide to reporting on Principle 2.	Compliant	Details as to compliance with Recommendation 2 will be set out in the Company's annual report and this Corporate Governance Statement is disclosed on the Company's website at <a href="http://www.onevue.com.au">www.onevue.com.au</a> .
<b>Principle 3 - Promote ethical and responsible decision-making</b>		
<b>Recommendation 3.1:</b> Companies should establish a code of conduct and disclose the code or a summary of the code as to: <ul style="list-style-type: none"> <li>the practices necessary to maintain confidence in the company's integrity;</li> <li>the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders;</li> </ul>	Compliant	<p>The Board has established a Code of Conduct.</p> <p>The Code of Conduct sets out the Company's commitment to shareholder value and outlines the ethical characteristics employees should possess which ensures honest and trustworthy deals with third parties.</p> <p>A copy of the Code of Conduct is available on the Company's website at <a href="http://www.onevue.com.au">www.onevue.com.au</a>.</p>

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<ul style="list-style-type: none"> <li>the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.</li> </ul>		
<b>Recommendation 3.2:</b> Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measurable objectives for achieving gender diversity for the board to assess annually both the objectives and progress in achieving them.	Compliant	<p>The Board has established a Diversity Policy.</p> <p>The Company has a strong commitment to diversity in business which is evidenced through its Diversity Policy.</p> <p>A copy of the Diversity Policy is available on the Company's website at <a href="http://www.onevue.com.au">www.onevue.com.au</a>.</p>
<b>Recommendation 3.3:</b> Companies should disclose in each annual report the measurable objectives for achieving gender diversity set by the board in accordance with the diversity policy and progress towards achieving them.	Compliant	The Company will provide details as to compliance with this Recommendation 3.3 in its future annual reports.
<b>Recommendation 3.4:</b> Companies should disclose in each annual report the proportion of women employees in the whole organisation, women in senior executive positions and women on the board.	Compliant	The Company will provide details as to compliance with this Recommendation 3.4 in its future annual reports.
<b>Recommendation 3.5:</b> Companies should provide the information indicated in the Guide to reporting on Principle 3.	Compliant	Details as to compliance with Recommendation 3 will be set out in the Company's annual report and this Corporate Governance Statement is disclosed on the Company's website at <a href="http://www.onevue.com.au">www.onevue.com.au</a> .
<b>Principle 4 - Safeguard integrity in financial reporting</b>		
<b>Recommendation 4.1:</b> The board should establish an audit committee.	Compliant	The Board has established an Audit and Risk Management Committee.

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		A copy of the Audit and Risk Management Committee Charter is available on the Company's website at <a href="http://www.onevue.com.au">www.onevue.com.au</a> .
<p><b>Recommendation 4.2:</b> The audit committee should be structured so that it:</p> <ul style="list-style-type: none"> <li>• consists only of non-executive directors;</li> <li>• consists of a majority of independent directors;</li> <li>• is chaired by an independent chair, who is not chair of the board;</li> <li>• has at least three members.</li> </ul>	Compliant	<p>The Audit and Risk Management Committee currently comprises three (3) non-executive Directors, being Garry Wayling, Gail Pemberton and Greta Thomas, all of whom are independent Directors.</p> <p>The Audit and Risk Management Committee is chaired by Garry Wayling, an independent director.</p>
<p><b>Recommendation 4.3:</b> The audit committee should have a formal charter.</p>	Compliant	<p>The Board has established an Audit and Risk Management Committee Charter to assist with ensuring the integrity and reliability of information prepared for use by the Board.</p> <p>A copy of the Audit and Risk Management Committee Charter is available on the Company's website at <a href="http://www.onevue.com.au">www.onevue.com.au</a>.</p>
<p><b>Recommendation 4.4:</b> Companies should provide the information indicated in the Guide to reporting on Principle 4.</p>	Compliant	<p>Details as to compliance with Recommendation 4 will be set out in the Company's annual report and this Corporate Governance Statement is disclosed on the Company's website at <a href="http://www.onevue.com.au">www.onevue.com.au</a>.</p>

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<b>Principle 5 - Make timely and balanced disclosure</b>		
<b>Recommendation 5.1:</b> Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.	Compliant	<p>The Board has adopted a Share Trading Policy. This policy is designed to maintain investor confidence in the integrity of the Company's internal controls and procedures and to provide guidance on avoiding any breach of the insider trading laws.</p> <p>The Company has adopted a Continuous Disclosure and Shareholder Communications Policy. This policy sets out, amongst other matters, the manner in which the Board will ensure compliance with the ASX Listing Rule disclosure requirements.</p> <p>Copies of the Share Trading Policy and Continuous Disclosure and Shareholder Communications Policy are available on the Company's website at <a href="http://www.onevue.com.au">www.onevue.com.au</a>.</p>
<b>Recommendation 5.2:</b> Companies should provide the information indicated in the Guide to reporting on Principle 5.	Compliant	<p>Details as to compliance with Recommendation 5 will be set out in the Company's annual report and this Corporate Governance Statement is disclosed on the Company's website at <a href="http://www.onevue.com.au">www.onevue.com.au</a>.</p>
<b>Principle 6 - Respect the rights of shareholders</b>		
<b>Recommendation 6.1:</b> Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or a summary of that policy.	Compliant	<p>The Company has established the Continuous Disclosure and Shareholder Communications Policy which sets out, amongst other things, the manner in which the Company will promote effective communication with shareholders and encourage their participation at general meetings.</p> <p>A copy of the Continuous Disclosure and Shareholder</p>

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		Communications Policy is available on the Company's website at <a href="http://www.onevue.com.au">www.onevue.com.au</a> .
<b>Recommendation 6.2:</b> Companies should provide the information indicated in the Guide to reporting on Principle 6.	Compliant	Details as to compliance with Recommendation 6 will be set out in the Company's annual report and this Corporate Governance Statement is disclosed on the Company's website at <a href="http://www.onevue.com.au">www.onevue.com.au</a> .
<b>Principle 7- Recognise and manage risk</b>		
<b>Recommendation 7.1:</b> Companies should establish policies for the oversight and management of material business risks and disclose a summary of those policies.	Compliant	<p>The Board has established an Audit and Risk Management Committee to assist with risk oversight, risk management and internal control.</p> <p>The Board has established the Audit and Risk Management Committee Charter which sets out the function of the Audit and Risk Management Committee.</p> <p>A copy of the Audit and Risk Management Committee Charter is available on the Company's website at <a href="http://www.onevue.com.au">www.onevue.com.au</a>.</p>
<b>Recommendation 7.2:</b> The board should require management to design and implement the risk management and internal control system to manage the company's material business risks and report to it on whether those risks are being managed effectively. The board should disclose that management has reported to it as to the effectiveness of the company's management of its material business risks.	Compliant	<p><i>Design</i></p> <p>Senior management is responsible for setting the policy and procedures to assist with the management of the Company' risk profile. The program is designed to ensure risks (strategic, operational, legal, reputational and financial) are identified, assessed, addressed and monitored to enable the Company to achieve its business objectives.</p> <p><i>Implement</i></p>

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		<p>The management of operational risk and the implementation of mitigation measures remains the responsibility of senior management. In essence, senior management:</p> <ul style="list-style-type: none"> <li>• reports on risk management, including operational issues and operational losses;</li> <li>• monitors operational control weaknesses and breakdowns, including fraud; and</li> <li>• monitors due diligence enquiries conducted for appointment and ongoing monitoring of outsourced arrangements.</li> </ul> <p><i>Review</i></p> <p>The risk management program developed by senior management will be reviewed by the Audit and Risk Management Committee as required. This review is presently performed by the Board.</p> <p><i>Report</i></p> <p>The Board receives regular reports on progress in addressing the risks.</p>
<p><b>Recommendation 7.3:</b> The board should disclose whether it has received assurance from the chief executive officer (or equivalent) and the chief financial officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.</p>	<p>Compliant</p>	<p>The Board Charter and Audit and Risk Management Committee Charter each make provision for the Chief Executive Officer and Chief Financial Officer to provide this assurance.</p> <p>Copies of each of the Board Charter and the Audit and Risk Management Committee Charter are available on the Company's website at <a href="http://www.onevue.com.au">www.onevue.com.au</a>.</p>



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<b>Recommendation 7.4:</b> Companies should provide the information indicated in the Guide to reporting on Principle 7.	Compliant	Details as to compliance with Recommendation 7 will be set out in the Company's annual report and this Corporate Governance Statement is disclosed on the Company's website at <a href="http://www.onevue.com.au">www.onevue.com.au</a> .
<b>Principle 8- Remunerate fairly and responsibly</b>		
<b>Recommendation 8.1:</b> The board should establish a remuneration committee.	Compliant	The Board has established a Human Resources, Nomination and Remuneration Committee.  A copy of the Human Resources, Nomination and Remuneration Committee Charter is available on the Company's website at <a href="http://www.onevue.com.au">www.onevue.com.au</a> .
<b>Recommendation 8.2:</b> The remuneration committee should be structured so that it:  <ul style="list-style-type: none"> <li>• consists of a majority of independent directors;</li> <li>• is chaired by an independent chair;</li> <li>• has at least three members.</li> </ul>	Compliant	The Human Resources, Nomination and Remuneration Committee comprises three (3)] members, being Karen Gibson, Gail Pemberton and Connie McKeage.  Each of Karen Gibson and Gail Pemberton are Non-Executive Directors, both of whom are considered independent.  The Human Resources, Nomination and Remuneration Committee is chaired by Karen Gibson, an independent Director.
<b>Recommendation 8.3:</b> Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives.	Compliant	The Company will distinguish the structure of Non-Executive Directors' remuneration from that of Executive Directors and senior executives in compliance with this recommendation in future annual reports.

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<b>Recommendation 8.4:</b> Companies should provide the information indicated in the Guide to reporting on Principle 8.	Compliant	Details as to compliance with Recommendation 8 will be set out in the Company's annual report and this Corporate Governance Statement is disclosed on the Company's website at <a href="http://www.onevue.com.au">www.onevue.com.au</a> .