

Appendix 4C

Quarterly report for entities admitted on the basis of commitments

Introduced 31/03/00 Amended 30/09/01, 24/10/05, 17/12/10

Name of entity

OneVue Holdings Limited

ABN

15 108 221 870

Quarter ended ("current quarter")

30 September 2014

Consolidated statement of cash flows

Cash flows related to operating activities		Current quarter \$A'000	Year to date (3 months) \$A'000
1.1	Receipts from customers	5,670	5,670
1.2	Payments for (a) staff costs	(3,373)	(3,373)
	(b) advertising and marketing	(46)	(46)
	(c) research and development		
	(d) leased assets		
	(e) other working capital	(3,268)	(3,268)
1.3	Dividends received	4	4
1.4	Interest and other items of a similar nature received	128	128
1.5	Interest and other costs of finance paid		
1.6	Income taxes paid		
1.7	Other (provide details if material)	(328)	(328)
Net operating cash flows		(1,213)	(1,213)

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Appendix 4C
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admitted on the basis of commitments

	Current quarter \$A'000	Year to date (12 months) \$A'000
1.8 Net operating cash flows (carried forward)	(1,213)	(1,213)
Cash flows related to investing activities		
1.9 Payment for acquisition of:		
(a) businesses (item 5)	(873)	(873)
(b) equity investments		
(c) intellectual property	(366)	(366)
(d) physical non-current assets	(12)	(12)
(e) other non-current assets		
1.10 Proceeds from disposal of:		
(a) businesses (item 5)		
(b) equity investments		
(c) intellectual property		
(d) physical non-current assets		
(e) other non-current assets		
1.11 Loans to other entities	(1,000)	(1,000)
1.12 Loans repaid by other entities		
1.13 Other (provide details if material)		
Net investing cash flows	(2,251)	(2,251)
1.14 Total operating and investing cash flows	(3,464)	(3,464)
Cash flows related to financing activities		
1.15 Proceeds from issues of shares, options, etc.	14,002	14,002
1.16 Proceeds from sale of forfeited shares		
1.17 Proceeds from borrowings		
1.18 Repayment of borrowings		
1.19 Dividends paid		
1.20 Other (capitalised IPO costs)	(798)	(798)
Net financing cash flows	13,204	13,204
Net increase (decrease) in cash held	9,740	9,740
1.21 Cash at beginning of quarter/year to date	2,310	2,310
1.22 Exchange rate adjustments to item 1.20	-	-
1.23 Cash at end of quarter	12,050	12,050

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Payments to directors of the entity and associates of the directors

Payments to related entities of the entity and associates of the related entities

	Current quarter \$A'000
1.24 Aggregate amount of payments to the parties included in item 1.2	164
1.25 Aggregate amount of loans to the parties included in item 1.11	-

1.26 Explanation necessary for an understanding of the transactions

Receipts from customers continued to grow reaching \$5,670K. This included a part-quarter contribution of approximately \$620K since acquisition from the Select businesses on 28 August 2014.

The operating cash flow for the quarter included various non-recurring and seasonal factors:

- restructuring costs staff related (\$296K),
- costs for professional fees that are annual in nature (\$137K),
- expensed costs in relation to the Initial Public Offering (\$201K), and
- non recurring outflows in relation to acquisitions (\$127K).

After excluding these items, operating cash flows would have been an outflow of (\$452K)

Factors affecting the cash flow from investing activities were:

- the payments associated with the Computershare Fund Services Pty Ltd acquisition (\$1.3M)
- advance of loan to Super Managers Australia Pty Ltd, a superannuation administration company, of (\$1M) as outlined in the Prospectus and
- net cash received on the Select acquisitions of \$408K.

Non-cash financing and investing activities

- 2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

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Appendix 4C
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The Select business comprises two companies, Select Asset Management Limited (SAML), a specialist provider of responsible entity (RE) and trustee services and Select Investment Partners Limited (SIPL), specialist multi-asset investment manager and implemented portfolio consultant. As part of the acquisition of SAML there is deferred consideration of \$2.236M which is expected to be paid at the end of Q2. As part of the acquisition of SIPL OneVue Holdings Ltd (OneVue) issued \$4.3 million in fully paid ordinary shares as well as contingent consideration estimated at \$500K in OneVue fully paid ordinary shares expected to be issued over 2 tranches in Q3 in FY 2014 and Q1 in FY 2015.

- 2.2 Details of outlays made by other entities to establish or increase their share in businesses in which the reporting entity has an interest

Nil

Financing facilities available

Add notes as necessary for an understanding of the position.

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities	-	-
3.2 Credit standby arrangements	-	-

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Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.		Current quarter \$A'000	Previous quarter \$A'000
4.1	Cash on hand and at bank	\$11,486	\$1,749
4.2	Deposits at call	\$564	\$561
4.3	Bank overdraft	-	-
4.4	Other (provide details)	-	-
Total: cash at end of quarter (item 1.23)		\$12,050	\$2,310

Acquisitions and disposals of business entities

		Acquisitions (Item 1.9(a))	Disposals (Item 1.10(a))
5.1	Name of entity	Select Asset Management Limited trading as Select Fund Services and Select Investment Partners Limited	N/a
5.2	Place of incorporation or registration	New South Wales	

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5.3	Consideration for acquisition or disposal	<p>Consideration for SAML comprises net \$2.719 million in cash. SAML holds regulatory capital comprising mostly of cash. OneVue paid SAML shareholders \$2.4 million at completion on 28 August 2014, and will pay a further \$2.236 million to the SAML vendor shareholders upon the earlier of the date the SAML and OneVue RE licenses are merged, or 6 months after completion. At that time cash balances within the NTA of SAML will be assumed by OneVue reducing the net cash cost of the transaction back to the agreed consideration.</p> <p>The consideration for SIPL comprises:</p> <ul style="list-style-type: none"> •Base Consideration paid on completion of \$4.3 million in fully paid ordinary shares in OneVue Holdings Limited (OneVue) at an agreed price of \$0.35 each, being a total of 12.286 million OneVue shares (and representing approximately 7.4% of OneVue's expanded issued capital); plus •Contingent Consideration to be calculated as 50% of actual Select Brand Book Revenue for FY2015 minus \$0.5 million, payable in respect of the two 6 monthly periods of FY2015 and in fully paid ordinary shares in OneVue at an agreed price of \$0.35 each. 	
5.4	Total net assets	The provisional fair values of the net assets are :SAML \$7,355,177 and SIPL \$4,799,677.	
5.5	Nature of business	SAML is a specialist provider of RE and trustee services to third party domestic and international fund managers. SIPL is a specialist multi-asset investment manager and implemented portfolio consultant.	

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Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act (except to the extent that information is not required because of note 2) or other standards acceptable to ASX.
- 2 This statement does give a true and fair view of the matters disclosed.

Sign here:  Date: 31 October 2014
(Company secretary)

Print name: Thomas Alexander Robertson.....

Notes

1. The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
2. The definitions in, and provisions of, *AASB 107: Statement of Cash Flows* apply to this report except for any additional disclosure requirements requested by AASB 107 that are not already itemised in this report.
3. **Accounting Standards.** ASX will accept, for example, the use of International Financial Reporting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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