

2 October 2015

Dear Shareholder

On behalf of the Board of Directors I invite you to attend the 2015 Annual General Meeting of OneVue Holdings Limited (OneVue) which will be held at the Christie Conference Centre, 3 Spring Street, Sydney NSW on Thursday 5 November 2015. The meeting is scheduled to commence at 10:00 am.

The following information is enclosed:

- Notice of Annual General Meeting (the Notice) and Explanatory Memorandum
- 2015 Annual Report (if you elected to receive a printed copy). The electronic copy is available on OneVue's website at www.onevue.com.au.
- 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 Memorandum and I encourage you to read these documents carefully.

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 for light refreshments at the conclusion of the meeting.

If you plan to attend the meeting, please bring the enclosed proxy form to facilitate your registration which will commence at 9:30 am. I look forward to the opportunity to meet with you.

Yours faithfully

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

Gail Pemberton
Chair

Notice of Meeting

The 2015 Annual General Meeting (AGM) of OneVue Holdings Limited (ACN 108 221 870) (OneVue, the Company) will be held at Christie Conference Centre, 3 Spring Street, Sydney on Thursday 5 November 2015 at 10 am. Registration will commence at 9.30 am.

Ordinary Business

1. Financial Statements

To consider and receive the Financial Report, the Directors' Report and the Auditor's Report of OneVue for the financial year ended 30 June 2015.

2. Election of Mrs Karen Gibson as a Director

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

That Mrs Karen Gibson, having been appointed as a Director who automatically retires under the constitution and is eligible for re-election, be elected as a Director of OneVue.

3. Election of Ms Greta Thomas as a Director

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

That Ms Greta Thomas, having been appointed as a Director who automatically retires under the constitution and is eligible for re-election, be elected as a Director of OneVue.

4. Remuneration Report

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

To adopt the Remuneration Report of OneVue for the year ended 30 June 2015.

5. Approval of the OneVue LTI and Rights Plan

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

That, for the purposes of Listing Rule 7.2 Exception 9, the Corporations Act S260C (4) and for all other purposes, the OneVue LTI and Rights Plan (the Plan) and any grants of Rights (as defined in the Plan) and any resultant issues of Shares (fully paid ordinary shares in OneVue Holdings Limited) that result from the exercising of Rights under the Plan, as well as any financial assistance resulting from the operation of the Plan, as described in the Explanatory Notes to this Notice of Meeting, be approved.

6. Grant of Performance Rights and Restricted Rights to the Managing Director

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

That approval is given for the issue of:

(a) 479,000 Performance Rights in relation to long term incentives (LTI), with vesting subject to the achievement of performance relative to the Vesting Condition and,

(b) 348,866 Restricted Rights in relation to a salary sacrifice arrangement,

to the Managing Director Ms Connie Mckeage, under the OneVue LTI and Rights Plan (the Plan) on the terms and conditions described in the Explanatory Notes to this Notice of Meeting, and for the purposes of section 208 of the Corporations Act.

Voting Exclusions

A vote on item 4 must not be cast (in any capacity) by, or on behalf of:

- a) a member or former member of the key management personnel (KMP) whose remuneration details are disclosed in OneVue's Remuneration Report; or
- b) a closely related party of such a KMP,

unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the proxy form. A closely related party includes close family members and companies controlled by the KMP.

The Company will disregard any votes cast on Items 5 and 6 by any Directors who are eligible to participate in the Plan, and any associates of those Directors.

However the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Proxy Voting by Chair

The Chair of the Meeting will vote undirected proxies in favour of all items. The voting exclusion on KMP in item 4 does not apply to the Chair of the Meeting acting as proxy if their appointment expressly authorises the Chair of the Meeting to exercise the proxy even if that item is connected directly or indirectly with the remuneration of a KMP of OneVue.

By resolution of the Board.

A handwritten signature in blue ink, appearing to read "A Fenton", with a horizontal line underneath.

Ashley Fenton
Company Secretary
Sydney, 2 October 2015

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 given by post, fax or delivery must be received by OneVue's share registry, Computershare Investor Services Pty Limited, at GPO Box 242, Melbourne, VIC, 3001 (facsimile number within Australia 1800 783 447 or from outside Australia +61 3 9473 2555) or at Level 4, 60 Carrington Street, Sydney, NSW, 2000 or at OneVue's registered office in Sydney, by no later than 10:00 am (Sydney time) on Tuesday, 3 November 2015. Any revocations of proxies must be received at one of these places before the commencement of the meeting, or at the registration desk at the Christie Conference Centre, Sydney for the 2015 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, or at OneVue's registered office in Sydney, by no later than 10:00 am (Sydney time) on Tuesday, 3 November 2015, 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, 3 November 2015.

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.

Explanatory Notes on Items of Business

Item 1 – Financial Statements

As required by section 317 of the *Corporations Act 2001 (Cth)* (the Act), the Financial Report, Directors' Report and Auditor's Report of OneVue Holdings Limited (OneVue) and its subsidiaries (OneVue Group) for the most recent financial year will be laid before the meeting.

The reports are available in the Annual Report on OneVue's website at onevue.com.au

Shareholders will be provided with the opportunity to ask questions about, or make comments on, the reports, management or about OneVue Group generally but there will be no formal resolution put to the meeting. BDO, OneVue's external auditor, will attend the AGM and there will be a reasonable opportunity for members as a whole to ask questions relevant to the audit.

Items 2 to 3 – Election of Directors, Mrs Karen Gibson and Ms Greta Thomas, offer themselves for election as required by clause 3.3(a) of OneVue's Constitution. A brief summary of their qualifications and experience is provided below.

2. Election of Mrs Karen Gibson as a Director

Karen Gibson (BSc, MBA, GAICD)

Chair of the OneVue Human Resources, Nomination and Remuneration Committee and member of the Audit, Risk Management and Compliance Committee.

Karen Gibson joined the Board of OneVue as Non-Executive Director on 1 March 2014. She joined the Board of MAP Funds Management Ltd as a Non-Executive Director on 12 February 2013 and was appointed Chair of MAP Funds Management Ltd on 12 February 2015.

Karen has a deep understanding of the superannuation industry and a reputation for sound and ethical decision making. During her career, Karen has worked with boards of large and small, retail and industry, government and non-government organisations.

With more than 25 years experience in operations, strategic development, investment strategy, and change and risk management, Karen has held executive roles with retail, industry and corporate funds and has facilitated successful merger outcomes in those positions.

Karen is a graduate of the Australian Institute of Company Directors. She is also a former state director and member of the Australian Superannuation Funds Association and is a

Fellow of the Australian Institute of Management. She is a member of the Board of Management of International House (UQ).

3. Election of Ms Greta Thomas as a Director

Greta Thomas (MBA, GAICD)

Member of the Audit, Risk Management and Compliance Committee and the Human Resources, Nomination and Remuneration Committee.

Greta Thomas joined the Board of OneVue as Non-Executive Director on 27 March 2014. She joined the Board of MAP Funds Management Ltd as a Non-Executive Director on 12 February 2015.

Greta brings to the OneVue Board more than 25 years' experience in innovation, strategy, marketing and business growth.

She is chief executive of her own consultancy, INNOVAID, which advises organisations on creating new business ventures and revenue streams. She is also co-founder of Full Potential Labs, a science and evidence-based learning and performance business for leaders and their teams.

Previously in her career, Greta was instrumental in the launch of eBay Australia as Chief Marketing Officer and she was also an award-winning consultant with global management consulting firm, McKinsey & Company. Additionally, whilst based in Europe, she helped to build (RED)TM, an international business with purpose founded by Bono and Bobby Shriver.

In 2011 Greta was named one of the "Leading 50" current and emerging female leaders by the Australian expatriate organisation, Advance. Greta has an Executive MBA from the Australian Graduate School of Management and is a graduate of the Australian Institute of Company Directors. She is a former Non-Executive Director of Sydney Dance Company and a current Non-Executive Director of Friends of the Mater Foundation.

Item 4 – Remuneration Report

As required by section 250R(2) of the *Corporations Act 2001(Cth)* (the Act), a resolution that OneVue's Remuneration Report be adopted must be put to the vote.

Section 250R(3) of the Act provides that the vote on the resolution is advisory. However, if 25% or more of the votes are cast against two consecutive annual section 250R(2) resolutions, the Act requires a shareholder vote on whether to convene a special meeting at which all Directors (other than a Managing Director) who were in office when the second 250R(2) resolution was passed must stand for re-election.

The Remuneration Report is contained within the Directors' Report in OneVue's 2015 Annual Report on OneVue's website at onevue.com.au.

Item 5 – Approval of the OneVue LTI and Rights Plan

Shareholder approval is sought for the OneVue (the Company) LTI and Rights Plan (Plan) in order to preserve the 15% limit on new Share (fully paid ordinary shares in OneVue) issues that may be made in each year without shareholder approval. If passed the approval will exclude from the calculation of the limit any Shares that are issued under the Plan on exercise of Rights that are granted under the Plan, during the subsequent three (3) years (Listing Rule 7.2 exception 9).

Section 260A of the Corporations Act restricts the circumstances in which financial assistance may be provided to a person for the purposes of acquiring Shares. Section 260C (exemption 4) exempts assistance that arises under a shareholder approved employee share scheme. Therefore OneVue seeks that approval from Shareholders (shareholders of OneVue).

Senior executive remuneration is determined by the non-executive members of the Board (the Board of OneVue), having consideration of relevant market practices and the circumstances of the Company, on an annual basis. It is the view of the non-executive Directors of the Board that it is in the interests of Shareholders for selected senior executives (the Participants) to receive part of their total remuneration packages (TRPs) in the form of Rights.

The Plan is therefore designed to form a significant component of remuneration and to create alignment between shareholder benefit and the remuneration of selected senior executives. If approved, grants under the Plan will facilitate OneVue providing appropriate, competitive and performance-linked remuneration to senior executives. The non-executive members of the Board seek to ensure that grants to senior executives are made at levels that will appropriately position their TRPs in the market, in accordance with the Company's remuneration policies. The Board regularly reviews market positioning, the elements and mix of remuneration for senior executives to ensure remuneration remains reasonable, within the range of market practices, and is appropriate to the circumstances of the Company.

Non-executive Directors are not eligible to participate in the Plan.

As at the date of this Notice of Meeting, no rights have been issued under the Plan.

A summary of the main features of the Plan is set out in the table below:

Aspect	Details
Instrument	<p>The Plan uses Rights which are an entitlement, subject to vesting, to a Share when exercised. Rights are granted for no monetary consideration and the exercise price of a Right is nil, unless otherwise determined by the Board.</p> <p>The value that may be realised is a function of the Share Price on the ASX. For the purposes of the Plan, the Share price will be calculated using a 14 day volume weighted average price (VWAP) calculation.</p> <p>The Plan allows for three kinds of Rights which may be appropriate forms of remuneration under various circumstances, being;</p> <ul style="list-style-type: none"> • Performance Rights which vest when performance conditions have been satisfied, suitable for use as a long term incentive (LTI), • Retention Rights which vest after the completion of a period of service, suitable as a form of STI deferral (if applicable) and retention of key employees identified throughout the Company, and • Restricted Rights which are vested but subject to disposal restrictions that also apply to the Shares acquired when such Rights are exercised, suitable for of STI deferral and salary sacrifice arrangements. <p>Only Performance Rights are to be used in relation to grants of LTI.</p>
Eligibility	<p>All Senior Executives of OneVue are eligible to participate. Senior Executives are deemed as the MD/CEO, roles that report to the MD/CEO and others nominated by the Board.</p> <p>Non-executive Directors are not eligible so as to ensure their independence with regards to the oversight of the Plan.</p>

Aspect	Details
Terms & Conditions	The Board has the discretion to set the terms and conditions on which it will offer Rights under the Plan, including the Vesting Conditions and modification of the terms and conditions as appropriate to ensuring the plan operates as intended. All Performance Rights offered will be subject to Vesting Conditions which are intended to be challenging and linked to growth in shareholder value. The terms and conditions of the Plan include those aspects legally required as well as a method for calculating the appropriate number to vest in the circumstances of a change of control, a major return of capital to Shareholders and the treatment of Rights in the circumstances of various forms of termination of employment.
Number of Rights	The number of Rights to be offered will be at the discretion of the Board. It is intended that the number of Rights to be granted will be determined annually with regard to the Participant's Base Package, relevant market practices and the relevant policies of the Company regarding their remuneration.
Measurement Period	The Measurement Period may be determined by the Board as part of each offer. In the case of Performance Rights, the Measurement Period is intended to be three years (starting from the start of the financial year in which a grant is made) with no vesting prior to the end of the Measurement Period. However, different Measurement Periods may be applied when warranted.
Vesting Conditions	<p>Vesting Conditions are to be determined by the Board as part of each offer of Performance Rights, however the conditions selected are intended to create alignment with the experiences and expectations of Shareholders over the Measurement Period.</p> <p>The Board retains discretion to vary vesting including if it forms the view that the level of vesting that would otherwise apply would be inappropriate in the circumstance having regard to the experience of Shareholders during the relevant Measurement Period.</p> <p>If Rights are tested for vesting and do not vest, and there remains no opportunity for retesting, they will lapse.</p>
Term	The term of Rights will be 5 years unless otherwise determined by the Board.

Aspect	Details
Exercise of Vested Rights	<p>The exercise of vested Rights will be subject to the receipt of a Notice of Exercise completed by the Participant, within the Term of the Rights.</p> <p>On exercise of vested Rights, Shares they may be provided directly by a new issue or via the OneVue Holdings Limited Employee Share Trust (EST).</p> <p>Rights not exercised within their Term will lapse.</p>
Cessation of Employment	<p>The Plan contains provisions concerning the treatment of vested and unvested Rights in the event that a Participant ceases employment.</p> <p>If a Participant ceases employment prior to the vesting of grant of Rights, all unvested Rights held by the Participant will lapse unless otherwise determined by the Board (subject to the termination benefit limit if applicable to the incumbent).</p>
Change of Control of the Company	<p>In the event of a change of control;</p> <ol style="list-style-type: none"> Performance Rights that were granted to the Participant during the financial year in which the Change of Control occurred will be forfeited in the same proportion as the remainder of the financial year bears to the full year, Remaining unvested Performance Rights will vest in the same proportion as the Share Price has increased since the beginning of the Measurement Period, Residual unvested Performance Rights will either lapse or some or all may vest in the Board's discretion, and Retention Rights will vest.
Voting and Dividend Rights	<p>Rights do not carry voting or dividend entitlements. Shares issued when Rights vest carry the rights and entitlements of Shares, including voting and dividend rights.</p>
No Transfer of Rights	<p>Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered except where the transfer is effected by operation of law.</p>
Quotation	<p>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.</p>

Aspect	Details
Variation of Terms and Conditions	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.
Issue or Acquisition of Shares	Shares allocated to a Participant when Rights are exercised may be issued by the Company or acquired on or off market by the Company or its nominee. The nominee may be a trust, the purpose of which is to facilitate the operation of the plan.
Cost and Administration	The Company will pay all costs of issuing and acquiring Shares for the purposes of satisfying exercised Rights, as well as any brokerage on acquisitions of Shares for this purpose and all costs of administering the Plan.
Other Terms of the Plan	The Plan also contains customary and usual terms having regard to Australian law for dealing with winding up, administration, variation, suspension and termination of the Plan.
Hedging	The Company prohibits the hedging by Participants of Rights and Shares subject to dealing restrictions.
Plan Limit	No Rights shall be granted in relation to this Plan if the total number granted in the previous 5 years, including the grant being considered, would exceed 10% of the number of Shares on issue at the time of the calculation
Lapse and Forfeiture of Rights	Rights will lapse if they are unvested and there is no possibility for them to vest.

No loans will be provided to any Participants in relation to the acquisition or exercise of Rights under the Plan.

As the non-executive Directors are not eligible to participate in the Plan it is recommended by them that Shareholders vote in favour of this resolution.

The Company will disregard any votes cast on Item 5 by Ms Connie Mckeage and any associates.

The Chair will vote undirected proxies **FOR** this resolution.

Item 6 – Approval of the Granting of Performance Rights and Restricted Rights to the Managing Director

ASX Listing Rule 10.14 requires the Company to obtain shareholder approval for the issue of securities to a Director under an employee incentive scheme. Chapter 2E of the Corporations Act requires the Company to seek shareholder approval for a financial benefit to a related party of the Company. The Company is seeking shareholder approval for the proposed grant of Performance Rights in relation to long term incentives, and Restricted Rights in relation to a salary sacrifice arrangement, to Ms Connie Mckeage, Managing Director.

The Plan has been designed to facilitate OneVue moving towards best practice remuneration structures for executives.

Performance Rights: A key component of effective remuneration for executives is a long term incentive to support retention, drive shared performance objectives and link remuneration to Company performance and the experience of shareholders.

The features of the proposed FY16 offer of Performance Rights to the Managing Director are summarised below:

The OneVue LTI and Rights Plan (Plan) is to be used for the proposed granting of Rights to Ms Connie Mckeage, Managing Director (MD). Details of the Plan are presented in the explanation to the resolution seeking approval of the Plan. The vesting of the Rights will be subject to achievement of performance relative to the Vesting Condition.

Approval is sought to grant the maximum number of Performance Rights as follows:

Tranche	Target as % of Base Package	Maximum Number of Performance Rights	Measurement Periods Commencing on 1 July 2015	Vesting Condition
1	50%	479,000	3 years	iTSR

NB: It is intended that all grants of Performance Rights will have 3 year Measurement Periods or longer.

The formula for calculating the maximum number of Performance Rights to be granted is:

Maximum Number of Performance Rights = Base Package x Target LTI% ÷ Right Value ÷ Vesting % at Target Performance.

Where: Base Package = \$393,000, Target LTI% of 50% and Right Value is \$0.4099 and vesting at target performance for each tranche is 100%.

The Rights Value has been calculated as Share Price less FY15 dividends x 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 FY15 results, which was \$0.4099.

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 a Company's shares over the Measurement Period assuming that dividends are reinvesting into the Company's shares. Accumulation Indices reflect TSR.

The following vesting scale will be applied to the tranche subject to the iTSR Vesting Condition:

Performance Level	OneVue's TSR as % of the Movement in the AOA I	% of iTSR Tranche of Performance Rights to Vest
Below Threshold	<AOAI	0%
Threshold	100% of AOA I	50%
Between Threshold and Target	>100% & <150% of AOA I	Pro-rata
Target	150% of AOA I	100%

Restricted Rights: This grant of Restricted Rights will be necessary to ensure that the total Base Package, inclusive of Restricted Rights, is not uncompetitive and that the MD/CEO is remunerated appropriately for the role with respect to relevant market practices referenced by the Board.

A recent independent review of OneVue's remuneration practices as compared to relevant market practices highlighted that the role was currently remunerated significantly below P50/middle of the market. Ms Mckeage has entered into a voluntary agreement with the Board 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. Rights that are granted in relation to sacrificed or substituted salary will not be subjected to performance testing or vesting conditions, in accordance with the nature of Base Package, which is effectively guaranteed income (contingent on employment). In proposing the grant the Board takes consideration of the commitment of the executive to the Company. In determining when to make the grant the Board will take into consideration the likelihood of continued employment in respect of the incumbent for the remainder of the financial year to which the sacrifice arrangement relates.

The features of the proposed FY16 offer of Restricted Rights to the Managing Director are summarised below.

The OneVue LTI and Rights Plan (Plan) is to be used for the proposed granting of Rights to Ms Connie Mckeage, Managing Director (MD). Details of the Plan are presented in the explanation to the resolution seeking approval of the Plan.

Approval is sought to grant 348,866 Restricted Rights, which will be immediately vested on grant date and subject to disposal restrictions for so long as they are Rights. Disposal restrictions prevent the Rights and Shares being transferred, sold, dealt with or otherwise encumbered for the period of the restriction, and the Company may seek to apply a CHESS holding lock to ensure the restriction is effective.

The formula for calculating the maximum number of Restricted Rights to be granted is:

Number of Restricted Rights = Base Package x % Sacrificed ÷ Right Value

Where: Base Package = \$393,000, % Sacrificed is 36.39% and Right Value is \$0.4099.

The Right Value has been calculated as Share Price less FY15 dividends x 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 FY15 results, which was \$0.4099.

Comments applicable to both Performance Rights and Restricted Rights:

No grants of Rights under the Plan have been made previously. No other Director of OneVue or their associates are to be offered Rights under the Plan. No other Director is entitled to participate in the Plan.

No loans will be provided to Ms Mckeage in relation to the acquisition or exercise of Rights under the Plan.

If approved the Performance Rights and Restricted Rights will be issued to Ms Mckeage within twelve months of the meeting date.

No Directors other than Ms Connie Mckeage have an interest in the outcome of the proposed resolution. The Directors excluding Ms Connie Mckeage, unanimously recommend that shareholders vote **FOR** Item 6.

The Company will disregard any votes cast on Item 6 by Ms Connie Mckeage, and any associates.

The Chair will vote undirected proxies **FOR** 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 8823 2550

OneVue's 2015 Annual Report is available on OneVue's website at onevue.com.au



OneVue Holdings Limited
ACN 108 221 870

000001 000 OVH
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



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

For your vote to be effective it must be received by 10:00am Tuesday 3 November 2015

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

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.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- ☒ Review your securityholding
- ☒ Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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 Christie Conference Centre, 3 Spring Street, Sydney NSW 2000 on Thursday, 5 November 2015 at 10:00 am 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 Item 4 (except where I/we have indicated a different voting intention below) even though Item 4 is 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 Item 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.

Ordinary Business

	For	Against	Abstain
2 Election of Mrs Karen Gibson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Ms Greta Thomas as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of the OneVue LTI and Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Grant of Performance Rights and Restricted Rights to the Managing Director	<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

1 8 9 8 2 1 A

Computershare +



OneVue Holdings Limited
ACN 108 221 870

All general correspondence to:
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 855 080
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2500
www.investorcentre.com/contact
www.computershare.com

└ 000002 000 OVHRM
MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in OneVue Holdings Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

OneVue Holdings Limited

