

Scheme of arrangement supplementary materials

OneVue Holdings Limited (ASX: OVH) (**OneVue or Company**) is pleased to announce that the Federal Court of Australia has approved the form of a supplementary booklet (**Supplementary Booklet**) to be sent to OneVue shareholders in relation to the proposed acquisition of 100% of the shares in OneVue by Iress Limited (ASX: IRE) (**Iress**) by way of scheme of arrangement (**Scheme**). The Australian Securities and Investments Commission (**ASIC**) has also today registered the Supplementary Booklet.

Publication of the Supplementary Booklet follows OneVue's announcement on 28 September 2020 that Iress has increased the consideration under the proposed Scheme from 40 cents per share to 43 cents per share. Iress has announced that the increased Scheme consideration is its best and final offer to OneVue Shareholders, in the absence of a superior proposal and subject to all of Iress' rights under clause 11.6 of the Scheme Implementation Agreement, which gives Iress the right to make a matching offer in the event of a competing proposal (described further at section 8.5 of the Scheme Booklet).

A copy of the Supplementary Booklet (which contains a notice of an adjourned scheme meeting for the Scheme) containing information about the increased cash consideration under the Scheme and the Scheme timetable is attached. OneVue Shareholders will be notified via email or by post on or before 6 October 2020 with instructions about how to view or download a copy of the Supplementary Booklet.

Adjourned Scheme Meeting

OneVue confirms that the Federal Court of Australia has also made orders postponing the Scheme meeting. The adjournment enables OneVue Shareholders to have sufficient opportunity to review the information set out in the Supplementary Booklet following the increase in Scheme consideration.

The adjourned Scheme Meeting will now be held virtually 10.30am (Sydney time) on Wednesday, 21 October 2020.

An updated Scheme timetable is included in the Supplementary Booklet.

All OneVue shareholders are encouraged to vote either by attending the Scheme Meeting virtually or by appointing a proxy, attorney or corporate representative to attend the Scheme Meeting and vote on their behalf.

For a proxy vote to be effective, the proxy must be lodged or received by Computershare Investor Services Pty Limited, OneVue's share registry, no later than **10.30am (Sydney time) on Monday, 19 October 2020**. Further details as to how to vote in person and by proxy are set out in the 'How to Vote' section of the notice of adjourned Scheme Meeting set out in Annexure B of the Supplementary Scheme Booklet. Shareholders may vote online at www.investorvote.com.au/ovh using their holder number (SRN or HIN) and the postcode of the registered address of the holding. You do not need a proxy form to vote or appoint a proxy.

Valid proxy forms for the Scheme meeting that have been lodged by any OneVue Shareholder are valid unless revoked.

OneVue Shareholders who have already lodged a proxy and do not wish to change their proxy therefore do not need to take any action.

Directors' recommendation

The OneVue Directors continue to unanimously recommend that OneVue shareholders vote in favour of the Scheme in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of OneVue shareholders.

Subject to those same qualifications, each OneVue Director intends to vote all the OneVue shares they hold or control in favour of the Scheme at the Scheme Meeting.

Independent Expert's conclusion

The Independent Expert, Grant Thornton Corporate Finance Pty Ltd has confirmed its opinion that the Scheme is fair and reasonable and is therefore in the best interests of OneVue shareholders in the absence of a superior proposal.

Further information

OneVue encourages shareholders to read both the Scheme Booklet and Supplementary Booklet in its entirety before deciding whether or not to vote in favour of the Scheme at the Scheme Meeting. OneVue also encourages shareholders to note the key events and indicative dates as set out in the Supplementary Booklet.

If, after reading the Supplementary Booklet, you have any further questions in relation to the Scheme or the Supplementary Booklet, please contact the OneVue Shareholder Information Line on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) on Business Days between 9.00am and 5.00pm (Sydney time).

This announcement was authorised for release to the market by the Board of OneVue Holdings Limited.

For further information, please contact:

Connie Mckeage
Managing Director
+61 403 609 965

Ashley Fenton
Chief Financial Officer
+61 2 8823 2550

About OneVue Holdings Limited (ASX: OVH)

OneVue is an ASX listed high growth technology business *with* service leveraged to the superannuation sector. The business operates through two core divisions: Fund Services, and Platform Services.

OneVue is number 1 in Fund Services managed fund administration and number 3 in Superannuation Member Administration. Platform Services was recognised in Investment Trends' December 2017 Platform Competitive Analysis and Benchmarking Report as ranking third in full function platforms, the winner of 'Most New Developments' Award for the second year running and winner of 'Product Offering' Award. In 2017 and 2018.

For further information, visit onevue.com.au

OneVue Holdings Limited | ABN 15 108 221 870 | Level 5, 10 Spring Street, Sydney NSW 2000

P: 1300 219 787 | **E:** enquiries@onevue.com.au



Supplementary Scheme Booklet

OneVue Holdings Limited

ACN 108 221 870

In relation to the acquisition by Iress Limited ACN 060 313 359 (**Iress**) of 100% of the shares in OneVue Holdings Limited ACN 108 221 870 (**OneVue**) by way of scheme of arrangement between OneVue and OneVue Shareholders

VOTE IN FAVOUR

Increased Scheme Consideration - best and final offer

OneVue and Iress have entered into an amendment to the Scheme Implementation Agreement, the effect of which is to increase the Scheme Consideration from \$0.40 to \$0.43 cash for each OneVue Share held by the Scheme Shareholder at the Record Date (Increased Scheme Consideration).

Iress has announced that the Increased Scheme Consideration is its best and final offer to OneVue Shareholders, in the absence of a Superior Proposal and subject to all of Iress' rights under clause 11.6 of the Scheme Implementation Agreement, which gives Iress the right to make a matching offer in the event of a competing proposal (described further at section 8.5 of the Scheme Booklet).

The OneVue Directors continue to unanimously recommend that OneVue Shareholders vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of OneVue Shareholders. Subject to the same qualifications, the Directors continue to intend to vote in favour of the Scheme for the OneVue Shares that they hold or control.

The Independent Expert continues to conclude that the Scheme is fair and reasonable and is in the best interests of the OneVue Shareholders, in the absence of a Superior Proposal. The Increased Scheme Consideration is at the top of the Independent Expert's value range of \$0.36 to \$0.43 per OneVue Share.

If the Scheme is unsuccessful, the Independent Expert has indicated there is a risk that OneVue Shares will trade at prices below the original offer from Iress. On 28 May 2020 (being the last trading price prior to the announcement of the Scheme), OneVue Shares were trading at \$0.24 per share.

The Scheme Meeting has been adjourned by the Court, and is now scheduled to be held virtually at 10.30am (Sydney time) on Wednesday, 21 October 2020.

If you have sold all of your OneVue Shares please disregard this Supplementary Scheme Booklet.

If you have any questions in relation to this Supplementary Scheme Booklet or the Scheme, you should call the OneVue Shareholder Information Line on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) on Business Days between 9.00am and 5.00pm (Sydney time).

This is an important document and requires your immediate attention. It should be read in its entirety. If you are not sure what to do, you should consult your investment or other professional adviser.



Financial adviser

Macquarie Capital (Australia) Limited



Legal adviser

McCullough Robertson Lawyers

Important notices

Supplementary Scheme Booklet

This Supplementary Scheme Booklet supplements the booklet dated 4 September 2020 (**Scheme Booklet**) in connection with the proposed scheme of arrangement between OneVue and OneVue Shareholders pursuant to which it is proposed that Iress will acquire all of the issued shares in OneVue. It is intended that this Supplementary Scheme Booklet be read together with the Scheme Booklet such that references to 'Scheme Booklet' shall be taken to include this Supplementary Scheme Booklet and the information contained herein. A copy of the Scheme Booklet was sent to OneVue Shareholders on 8 September 2020 and is available on the Company's website at www.onevue.com.au.

The purpose of this Supplementary Scheme Booklet is to provide OneVue Shareholders with updated information concerning an increase in the Scheme Consideration and an adjournment of the Scheme Meeting. None of the matters referred to in this Supplementary Scheme Booklet change the OneVue Directors' recommendations in relation to the Scheme. The OneVue Directors continue to unanimously recommend that OneVue Shareholders vote in favour of the Scheme at the Scheme Meeting, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of OneVue Shareholders.

Notice of Second Court Hearing

At the Second Court Hearing, the Court will consider whether to approve the Scheme following the vote at the Scheme Meeting. Any OneVue Shareholder may appear at the Second Court Hearing, expected to be held at 9.30am on 28 October 2020 at the Federal Court of Australia, New South Wales Registry, 184 Phillip St, Sydney (or virtually, as required in accordance with any COVID-19 related requirements or recommendations). Any OneVue Shareholder who wishes to oppose approval of the Scheme at the Second Court Hearing may do so by filing with the Court and serving on OneVue a notice of appearance in the prescribed form together with any affidavit that the OneVue Shareholder proposes to rely on.

Responsibility for information

OneVue has been solely responsible for preparing the information in this Supplementary Scheme Booklet (**Supplementary OneVue Information**). Iress, Iress' advisers and OneVue's advisers do not assume any responsibility for the accuracy or completeness of the Supplementary OneVue Information.

Grant Thornton Corporate Finance Pty Ltd (**Independent Expert**) consents to be named in the Supplementary Scheme Booklet in the form and context in which it is named and to the inclusion of the statements attributed to it at section 1.3 in the form and context in which they are included. The Independent Expert:

- (a) has not authorised or caused the issue of this Supplementary Scheme Booklet;
- (b) does not make, or purport to make, any statement in this Supplementary Scheme Booklet or any statement on which a statement in this Supplementary Scheme

Booklet is based other than as specified in section 1.3; and

- (c) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Supplementary Scheme Booklet, other than a reference to its name and a statement included in this Supplementary Scheme Booklet with its consent.

Role of ASIC and ASX

A copy of this Supplementary Scheme Booklet has been lodged with, and registered for the purposes of section 412(6) of the Corporations Act by, ASIC. Neither ASIC nor any of its officers takes any responsibility for the contents of this Supplementary Scheme Booklet. A copy of this Supplementary Scheme Booklet will be lodged with ASX. Neither ASX nor any of its officers takes any responsibility for the contents of this Supplementary Scheme Booklet.

Important notice associated with Court order under section 411(1) Corporations Act

The Court is not responsible for the contents of this Supplementary Scheme Booklet and, having already ordered that the Scheme Meeting (as adjourned) be held, the Court does not in any way indicate that the Court:

- (a) has formed any view as to the merits of the proposed Scheme or as to how members should vote (on this matter members must reach their own decision); or
- (b) has prepared, or is responsible for, the content of this Supplementary Scheme Booklet.

The order of the Court should not be treated as, an endorsement by the Court of, or any other expression of opinion by the Court on, the Scheme.

Date

This Supplementary Scheme Booklet is dated 1 October 2020.

Important notices from the Scheme Booklet

OneVue Shareholders should refer to the disclaimers and important notices in the 'Important Notices' section of the Scheme Booklet, including but not limited to the paragraphs entitled 'Disclosure about forward looking statements', 'Privacy and personal information' and 'Interpretation', which are also applicable in respect of this Supplementary Scheme Booklet.

Interpretation

Unless otherwise defined in this document or the context otherwise requires, terms defined in the Scheme Booklet have the same meaning when used in this document.

1 Increase in Scheme Consideration

1.1 Increase in consideration

On 1 June 2020, OneVue announced that it had entered into a Scheme Implementation Agreement in connection with the proposed scheme of arrangement between OneVue and OneVue Shareholders pursuant to which it is proposed that Iress will acquire all of the issued shares in OneVue. The Scheme offered OneVue shareholders Scheme Consideration of \$0.40 cash for each OneVue Share that is held by the Scheme Shareholder at the Record Date.

As announced on 28 September 2020, OneVue and Iress have entered into an amendment to the Scheme Implementation Agreement which amends the terms of the Scheme Implementation Agreement, the effect of which is to increase the Scheme Consideration from \$0.40 to \$0.43 cash for each OneVue Share that is held by the Scheme Shareholder at the Record Date (**Increased Scheme Consideration**). A copy of that amending agreement is provided at Annexure A of this Supplementary Scheme Booklet.

Iress has confirmed in its announcement dated 28 September 2020 that the Increased Scheme Consideration is its best and final offer to OneVue Shareholders, in the absence of a Superior Proposal and subject to all of Iress' rights under clause 11.6 of the Scheme Implementation Agreement, which gives Iress the right to make a matching offer in the event of a competing proposal (described further at section 8.5 of the Scheme Booklet).

The Increased Scheme Consideration represents a premium of:

- (a) 79.2% to the OneVue closing share price of \$0.240 on 28 May 2020, being the last trading price prior to the announcement of the Scheme;
- (b) 97.3% to the 1-month VWAP to 28 May 2020 of \$0.218¹;
- (c) 113.2% to the 3-month VWAP to 28 May 2020 of \$0.202²;
- (d) 73.4% to the 6-month VWAP to 28 May 2020 of \$0.248³; and
- (e) 7.5% to the initial Scheme Consideration of \$0.40 per share.

The Increased Scheme Consideration is at the top of the Independent Expert's valuation range of \$0.36 to \$0.43 per OneVue Share.⁴

This change means that, if the Scheme is approved and implemented:

- (a) each OneVue Shareholder holding OneVue Shares on the Record Date will receive \$0.43 cash for each OneVue Share held; and
- (b) the total Scheme Consideration provided by Iress for the acquisition of 100% of OneVue will be \$115,209,922 in cash.

¹ 1-month volume weighted average price of OneVue shares of \$0.218 from 29 April 2020 to 28 May 2020. Calculated on a cumulative volume basis.

² 3-month volume weighted average price of OneVue shares of \$0.202 from 2 March 2020 to 28 May 2020. Calculated on a cumulative volume basis.

³ 6-month volume weighted average price of OneVue shares of \$0.248 from 29 November 2019 to 28 May 2020. Calculated on a cumulative volume basis.

⁴ OneVue notes that pages 24, 32 and 49 the Scheme Booklet incorrectly recorded the Independent Expert's valuation range of \$0.35 to \$0.43 per OneVue Share. The correct range, as set out in the Independent Expert's Report, is between \$0.36 and \$0.43.

If the Scheme is unsuccessful, the Independent Expert has indicated there is a risk that OneVue Shares will trade at prices below the original offer from Iress. On 28 May 2020 (being the last trading price prior to the announcement of the Scheme), OneVue Shares were trading at \$0.24 per share.

1.2 Directors' recommendation

The OneVue Directors continue to unanimously recommend that OneVue Shareholders vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of OneVue Shareholders.

Subject to the same qualifications, the Directors continue to intend to vote in favour of the Scheme for the OneVue Shares that they hold or control. The interests of Directors are set out in sections 4.7.1 and 9.1.1 of the Scheme Booklet.

1.3 Independent Expert's opinion

The Independent Expert, Grant Thornton Corporate Finance Pty Ltd (**Independent Expert**), has confirmed to the OneVue Directors that its opinion, namely that the Scheme is fair and reasonable and is in the best interests of the OneVue Shareholders, in the absence of a Superior Proposal, has not changed.

The Increased Scheme Consideration is at the top of the Independent Expert's value range of \$0.36 to \$0.43 per OneVue Share.

A complete copy of the Independent Expert's Report is included as Attachment A of the Scheme Booklet.

1.4 Adjournment of Scheme Meeting

On 1 October 2020, the Court ordered that the Scheme Meeting be adjourned.

The adjourned Scheme Meeting will now be held virtually at 10.30am on Wednesday, 21 October 2020.

A Notice of adjourned Scheme Meeting is enclosed at Annexure B of this Supplementary Scheme Booklet.

A full list of the new dates in connection with the Scheme is set out on page 4 of this Supplementary Scheme Booklet.

Your vote as a OneVue Shareholder is important and the OneVue Directors encourage you to submit your vote on the Scheme. You can vote by attending the adjourned Scheme Meeting or alternatively by completing the Proxy Form accompanying the Scheme Booklet previously sent to you.

Voting Record Date and proxy forms

Those persons who are registered as OneVue Shareholders at 7.00pm on Monday, 19 October 2020 will be eligible to vote at the adjourned Scheme Meeting.

Further details as to how to vote in person and by proxy are set out in the 'How to Vote' section on page 17 of the Scheme Booklet, the proxy form that has been provided to OneVue Shareholders, as well as the notice of adjourned Scheme Meeting set out in Annexure B of this Supplementary Scheme Booklet.

Proxy already submitted

Valid proxy forms for the Scheme meeting that have been lodged by any OneVue Shareholder are valid unless revoked.

OneVue Shareholders who have already lodged a proxy and do not wish to change their proxy therefore do not need to take any action.

If you have already submitted a valid proxy and you want to change the way in which you have voted, then if you have lodged your proxy online, you can register a new proxy in accordance with the instructions on the Computershare website (www.investorvote.com.au/ovh). You may vote your proxy online if you have not voted online using the same website address if you know your holder number (SRN or HIN) and the postcode of the registered address of the holding. You do not need a proxy form to vote or appoint a proxy. You should contact the OneVue Shareholder Information Line on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) on Business Days between 9.00am and 5.00pm (Sydney time) if you prefer to vote via proxy form and request a new proxy form. Proxies must be lodged and or received by Computershare Investor Services Pty Ltd no later than 10.30am 19 October 2020.

Any subsequent proxy form that you lodge will revoke any earlier proxy form that you have lodged with OneVue.

1.5 Amended Scheme

The Scheme to be voted on is the Scheme set out as an Annexure to the Scheme Booklet. When the matter comes before the Court for approval, OneVue will apply for an amendment to the Scheme to increase the Scheme Consideration from \$0.40 per OneVue Share to \$0.43 per OneVue Share. Iress has agreed to this amendment: see the Amendment to the Scheme Implementation Agreement which is Annexure A of this Supplementary Scheme Booklet. The Court has power to order such an amendment under section 411(6) of the Corporations Act.,

Valid proxy forms for the Scheme Meeting that have been lodged by any OneVue Shareholder are valid unless revoked.

1.6 Other terms of Scheme remain unchanged

Save for as set out above, the other terms of the Scheme Implementation Agreement, the Scheme itself and the Scheme Booklet remain unchanged.

Key dates for OneVue Shareholders

| Event | Date [†] |
|--|---------------------------------------|
| Last date and time to lodge proxies for Scheme Meeting Latest time and date by which proxy votes for the Scheme Meeting must be received by the OneVue Registry | Monday, 19 October 2020 at 10.30am |
| Date and time for determining eligibility to vote at Scheme Meeting | Monday, 19 October 2020 at 7.00pm |
| Scheme Meeting To be held on Wednesday, 21 October 2020 at 10.30am. | Wednesday, 21 October 2020 at 10.30am |
| If the Scheme is approved by OneVue Shareholders | |
| Second Court Date For approval of the Scheme | Wednesday, 28 October 2020 |
| Effective Date The date on which the Scheme becomes Effective and is binding on OneVue Shareholders The date on which Court orders will be lodged with ASIC (at which point the Scheme becomes Effective) and announced on ASX Last day of trading in OneVue Shares – OneVue suspended from trading on ASX from close of trading | Thursday, 29 October 2020 |
| Record Date^{††} All OneVue Shareholders who hold OneVue Shares on the Record Date will be entitled to receive the Scheme Consideration | Monday, 2 November 2020 |
| Implementation Date Date on which Iress becomes holder of 100% of the Scheme Shares Date on which Scheme Consideration will be paid to Scheme Shareholders | Friday, 6 November 2020 |

[†] All times referred to in this Supplementary Scheme Booklet are New South Wales times unless otherwise stated.

^{††} Transfers of OneVue Shares are not registered after this date. OneVue Shareholders on the register at 5.00pm on this date are entitled to the Scheme Consideration.

All dates are indicative only and are subject to change. Certain times and dates are conditional on the approval of the Scheme by OneVue Shareholders and by the Court. OneVue may vary any or all of these dates and times and will provide notice of any such variation on ASX.

Annexure A

Amendment to the Scheme Implementation Agreement

Date: 27 September 2020

To: the Directors
OneVue Holdings Limited (ACN 108 221 870)
Level 5, 10 Spring Street
Sydney, New South Wales 2000

Dear Directors

**Scheme Implementation Agreement dated 1 June 2020 and varied on 17 July 2020 (SIA)
between Iress Limited ACN 060 313 359 (Iress) and OneVue Holdings Limited ACN 108 221 870
(OneVue)**

1. We refer to the SIA between Iress and OneVue dated 1 June 2020 as varied on 17 July 2020.
2. Terms defined in SIA have the same meaning in this letter, unless the context indicates otherwise.
3. Pursuant to clause 22.1 of the SIA, the parties have agreed that clause 1.1 of the SIA is amended so that the definition of "Scheme Consideration" is deleted and replaced with:

Scheme Consideration means an amount to be paid pursuant to the Scheme for each Target Share held by a Scheme Participant calculated as the amount per Target Share of \$0.43.

4. The parties otherwise confirm that the terms of the SIA remain unaltered. Iress also irrevocably confirms and undertakes to OneVue and Scheme Shareholders that if the Scheme Consideration becomes payable under the Scheme, the Deed Poll in favour of Scheme Shareholders (which was executed by Iress on 27 August 2020) will continue to bind Iress to satisfy its obligations under the Deed Poll, including payment of the Scheme Consideration (as amended by paragraph 3 of this letter).
5. Without limiting the obligations of the parties under the SIA, each party must do anything necessary (including executing agreements and documents) to give full effect to this letter and the transactions contemplated by it, including:
 - 5.1. if required, agreeing to any consequential amendments in relation to the Scheme and the Deed Poll;
 - 5.2. making submissions to the Court to exercise its discretion under section 411(6) of the Corporations Act to make orders approving the Scheme (with such modifications to the Scheme Consideration as provided by this letter); and
 - 5.3. providing reasonable assistance to OneVue in its application to the Court for orders approving the Scheme (with such modifications to the Scheme Consideration as provided by this letter).
6. Please confirm your agreement to the terms of this letter by executing the letter where indicated below.
7. This letter may be executed in any number of counterparts. All counterparts together make one instrument.

Yours sincerely



Andrew Walsh - Chief Executive Officer
Iress Limited

Executed as an Agreement

EXECUTED by **IRESS LIMITED** in
accordance with section 127(1) of the
Corporations Act 2001 (Cth) by
authority of its directors:



Signature of director

ANDREW WALSH

Name of director (block letters)



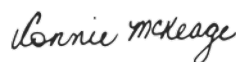
Signature of company secretary

PETER FERGUSON

Name of company secretary (block
letters)

EXECUTED by **ONEVUE HOLDINGS
LIMITED** in accordance with section
127(1) of the *Corporations Act 2001*
(Cth) by authority of its directors:

Signature of director



Name of director (block letters)

Connie Mckeage

Signature of company secretary



Name of company secretary (block
letters)

Ashley Fenton

Annexure B

Notice of adjourned Scheme Meeting

Notice of Court ordered adjourned Scheme Meeting of Shareholders of OneVue Holdings Limited ACN 108 221 870

Notice is given that, by an order of the Federal Court of Australia (**Court**), an adjourned meeting of Shareholders of OneVue Holdings Limited (**OneVue**) will be held virtually on Wednesday, 21 October 2020 at 10.30am (**Scheme Meeting**).

Business

The purpose of the Scheme Meeting is to consider, and if thought fit, to approve a scheme of arrangement (with or without modification) (**Scheme**) between OneVue and the holders of ordinary shares in OneVue (**Scheme Shareholders**) as at Monday, 2 November 2020 (**Record Date**) under part 5.1 *Corporations Act 2001* (Cth) (**Corporations Act**).

To assist you in making an informed voting decision, further information on the Scheme is set out in the Scheme Booklet dated 4 September 2020 and Supplementary Scheme Booklet available with this notice. A copy of the Scheme is at Annexure C to the Scheme Booklet and its purpose and effect is explained throughout that document.

Terms used in this notice have the same meaning as set out in the glossary of the Scheme Booklet.

Scheme Resolution

To consider and, if thought fit, to pass the following resolution (**Scheme Resolution**):

That, under section 411 Corporations Act, the Scheme proposed to be entered into between OneVue and holders of its fully paid ordinary shares is approved and the board of directors of OneVue is authorised to agree to those modifications or conditions which are thought appropriate by the Court and, subject to approval of the Scheme by the Court, to implement the Scheme with any of those modifications or conditions.

There are no voting exclusions that apply to the above resolution.

The Scheme is subject to the approval of the Court under section 411(4)(b) Corporations Act.

OneVue intends to apply to the Court for approval of the Scheme, subject to this resolution being passed by the requisite majorities at the Scheme Meeting.

Requisite majority

Under section 411(4)(a)(ii) Corporations Act, the above resolution must be passed by a majority in numbers of holders of OneVue Shares present and voting (either in person or by proxy, attorney or corporate representative) and representing at least 75% of the votes cast on the resolution (either in person or by proxy, attorney or corporate representative). The vote will be conducted by poll.

Court approval

The Scheme (with or without modification) is subject to the approval of the Federal Court of Australia.

Board comment and recommendations

For the reasons set out in the Scheme Booklet, the OneVue Board continues to unanimously recommend that Scheme Shareholders vote in favour of the Scheme Resolution in the absence of a Superior Proposal,

and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of OneVue Shareholders.

Arrangements for the Scheme Meeting

In light of the COVID-19 outbreak and following guidance from the State and Federal Governments, the Scheme Meeting will be held virtually. There will not be a physical meeting where OneVue Shareholders can attend. OneVue Shareholders are provided with various alternatives to participate in the virtual Scheme Meeting, including the ability to ask questions online or listen to the meeting via conference call as follows:

Watch and participate online

Scheme Shareholders can watch and participate in the Scheme Meeting virtually online via the online platform by using:

- **a web-browser** at <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.
- **the Lumi AGM App** by downloading the Lumi AGM App through Play Store (Android) or Apple Store (Apple users).

Please refer to the user guide on OneVue's website at <https://onevue.com.au/investor-centre/shareholder-meetings/> or by logging into www.investorvote.com.au/ovh.

The meeting ID for the Scheme Meeting is:
362-426-563

Your username is your SRN/HIN

Your password which is your postcode registered on your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.

Participation at the Scheme Meeting online enables Scheme Shareholders to view the Scheme Meeting live, ask questions and cast votes at the appropriate times during the Scheme Meeting.

Dial in conference call

Scheme Shareholders can dial in to the Scheme Meeting by conference call and will be able to listen to the Scheme Meeting.

You will be able to ask questions but not cast votes on the conference call. You can vote by following the instructions set out in the 'How to Vote' section of the Scheme Booklet. Shareholders must register for the conference call using this link <https://s1.conf.com/diamondpass/10009641-invite.html>.

Please refer to the conference call instructions available at <https://onevue.com.au/investor-centre/shareholder-meetings/> or by logging into www.investorvote.com.au/ovh.

By order of the Court and the Board of OneVue Holdings Limited.

Dated: 1 October 2020

A handwritten signature in black ink, appearing to read 'AF', with a horizontal line underneath.

Ashley Fenton
Company Secretary

Explanatory Notes

These notes should be read in conjunction with this Notice of adjourned Scheme Meeting, the Scheme Booklet and the Supplementary Scheme Booklet. The purpose of these notes is to provide information to OneVue Shareholders in deciding whether or not to pass the resolution set out in the Notice of adjourned Scheme Meeting.

Terminology

Capitalised terms which are defined in the constitution of OneVue or in the Scheme Booklet have the same meaning when used in this notice (included these notes) unless the context requires otherwise.

Quorum

The constitution of OneVue provides that the quorum for a meeting of OneVue is two members.

Chairman

The Court has directed that Mr Garry Wayling act as Chairman of the adjourned Scheme Meeting or, failing him, Mr Ron Dewhurst.

Majority Required

In accordance with section 411(4)(a)(ii) of the Corporations Act, the Resolution contained in this Notice of adjourned Scheme Meeting must be passed by:

- a majority in number of the Scheme Shareholders in the company present and voting (either in person or by proxy, attorney or corporate representative) at the Scheme Meeting; and
- at least 75% of the votes cast on the Resolution at the Scheme Meeting.

Voting entitlement

OneVue Shares will be taken to be held by the persons who are the registered holders at 7.00pm on Monday, 19 October 2020. All OneVue Shareholders at that time are entitled to vote at the Scheme Meeting.

How to vote

OneVue Shareholders entitled to vote at the Scheme Meeting can vote by **proxy** or vote if attending the meeting **online**.

In light of the COVID-19 outbreak and following guidance from the State and Federal Governments, the Scheme Meeting will be held virtually. There will not be a physical meeting where OneVue Shareholders can attend. OneVue Shareholders are provided with various alternatives to participate in the virtual Scheme Meeting and voting.

Voting by proxy

For a proxy vote to be effective, the proxy must be lodged or received by Computershare Investor Services Pty Limited (**Computershare**), OneVue's share registry of OneVue no later than 10.30am (Sydney time) on Monday, 19 October 2020. Proxies must be received before that time by one of the following methods:

By post: Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By facsimile: 1800 783 447 (within Australia)
+61 3 9473 2555 (outside of Australia)
Computershare Investor Services Pty Limited

Online (prior to proxy close date 10.30am 19 October 2020):

www.investorvote.com.au/ovh (for Shareholders)

www.intermediaryonline.com (Intermediary Online subscribers only)

A Proxy Form must be received in the manner stipulated above. OneVue reserves the right to declare invalid any proxy not received in this manner.

- 1 If you are unable to attend the meeting, you are encouraged to appoint a proxy to attend and vote on your behalf.
- 2 You may appoint a proxy by lodging a proxy form online or completing the proxy form that has been provided to OneVue Shareholders.
- 3 The proxy need not be a OneVue Shareholder.
- 4 You or your attorney must sign the proxy forms if lodging the proxy by post or facsimile.
- 5 You can direct your proxy how to vote by following the instructions on the proxy form. Any directed proxies that are not voted on a poll at the meeting by a Shareholder's appointed proxy will automatically default to the Chair of the meeting, who is required to vote proxies as directed on a poll.
- 6 If the Chair of the meeting is appointed as your proxy (or is appointed your proxy by default), he can be directed how to vote by ticking the relevant boxes next to the Scheme Resolution on the proxy form (i.e. 'for', 'against' or 'abstain').
- 7 The Chair of the meeting intends to vote all undirected proxies in favour of the Scheme Resolution.
- 8 If you hold OneVue Shares jointly with one or more other persons, in order for your proxy appointment to be valid, all of the Shareholders should sign the proxy form.
- 9 Your appointment of a proxy does not preclude you from attending in person, revoking the proxy and voting at the Scheme Meeting.
- 10 For corporations, the proxy form lodged by post or facsimile must be signed by two directors or by a director and a secretary or, for a proprietary company that has a sole director who is also the sole secretary, by that director, or by its attorney or duly authorised officer.
- 11 Alternatively, the relevant authority (e.g. in the case of proxy forms signed by an attorney, the power of attorney) must be lodged with Computershare prior to or with proxy form. Please contact Computershare on how to lodge the authority or power of attorney on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) (outside Australia) on Business Days between 9 am to 5pm.

- 12 A OneVue Shareholder entitled to cast two or more votes may appoint two proxies to attend and vote for them. If you want to appoint two proxies, an additional proxy form will be supplied by Computershare on request. If two proxies are appointed, both forms should be completed with the nominated proportion or number of votes each proxy may exercise. Otherwise each proxy may exercise half of the votes.
- 13 The duly signed proxy form and the original or a certified copy of any relevant authority (if not lodged previously with Computershare must be received by Computershare no later than 10.30am Monday, 19 October 2020 Proxy forms received by Computershare after this time and date will not be valid.

Voting after 19 October 2020:

Vote online at the Scheme meeting: via <https://web.lumiagm.com> or via the Lumi AGM App (see below).

How to attend and vote online:

Watch and participate online

Scheme Shareholders can watch and participate in the Scheme Meeting virtually online via the online platform by using:

- **a web-browser** at <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.
- **the Lumi AGM App** by downloading the Lumi AGM App through Play Store (Android) or Apple Store (Apple users).

Please refer to the user guide on OneVue's website at <https://onevue.com.au/investor-centre/shareholder-meetings/> or by logging into www.investorvote.com.au/ovh.

The meeting ID for the Scheme Meeting is:
362-426-563

Your username is your SRN/HIN

Your password which is your postcode registered on your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.

Participation at the Scheme Meeting online enables Scheme Shareholders to view the Scheme Meeting live, ask questions and cast votes at the appropriate times during the Scheme Meeting.

Dial in conference call

Scheme Shareholders can dial in to the Scheme Meeting by conference call and will be able to listen to the Scheme Meeting.

You will be able to ask questions but not cast votes on the conference call. You can vote by following the instructions set out in the 'How to Vote' section of the Scheme Booklet. Shareholders must register for the conference call using this link <https://s1.conf.com/diamondpass/10009641-invite.html>.

Please refer to the conference call instructions available at <https://onevue.com.au/investor-centre/shareholder-meetings/> or by logging into www.investorvote.com.au/ovh.

Joint holdings

If you hold OneVue Shares jointly with one or more other person, only one of you may vote. If more than one of you attempts to vote in person at the meeting, only the vote of the holder whose name appears first on the OneVue Share Register will be counted.

Advertisement

Where this Notice of Scheme of Meeting is advertised unaccompanied by the Scheme Booklet, a copy of the Scheme Booklet can be obtained by anyone entitled to attend the meeting from ASX's website (<https://www.asx.com.au/asx/share-price-research/company/OVH>) or OneVue's website at <https://onevue.com.au/investor-centre/shareholder-meetings/>.

Court Approval

If the Resolution contained in this Notice of adjourned Scheme Meeting is approved at the adjourned Scheme Meeting by the requisite majorities, the implementation of the Scheme (with or without modification) will be subject to (among other things) the subsequent approval of the Scheme by the Court.