

ASX ANNOUNCEMENT

OneVue Holdings Limited (ASX: OVH)

1 March 2018



OneVue Share Trading Policy

In accordance with ASX Listing Rule 12.10, OneVue attaches its updated Share Trading Policy (Policy).

The Policy has been amended to increase and align the length of the closed periods specified in the Policy.

Ashley Fenton

Chief Financial Officer and Company Secretary

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About OneVue Holdings Limited (ASX: OVH)

OneVue is an ASX listed fintech company that partners to disrupt across the superannuation value chain. The business operates through three core divisions: Fund Services, Platform Services and Trustee Services.

OneVue is number 1 in Fund Services managed fund administration and number 1 in Superannuation Trustee Services. 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, OneVue was awarded 'Best Innovator' in the Self Managed Super Fund Provider Awards.

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Share Trading Policy

OneVue Holdings Limited ACN 108 221 870

23 February 2018

Strength in numbers

Contents

1. Introduction.....	3
2. Who this Policy applies to	3
3. What securities are covered by this Policy?	4
4. Insider trading is prohibited at all times	4
5. Guidelines for trading in OneVue securities.....	5
6. ASX notification by Directors	8
7. Compliance responsibilities	8
8. Consequences for breaches.....	8
9. Review of this Policy	9
10. Questions or further information.....	9
11. Disclosure and distribution of this Policy	9

1. Introduction

Objectives

- 1.1 OneVue Holdings Limited (**OneVue**) is committed to complying with the *Corporations Act 2001 (Cth)* (**Act**) and the ASX Listing Rules.
- 1.2 The objectives of this Policy are to:
 - a. minimise the risk of contravening the laws against insider trading in relation to the securities of OneVue and those of other companies;
 - b. ensure that OneVue is able to meet its reporting obligations under the ASX Listing Rules; and
 - c. increase transparency with respect to trading in OneVue's securities by Prescribed Persons (defined in section 2 below).

2. Who this Policy applies to

Insider trading

- 2.1 Prohibition of insider trading on the securities of OneVue and other companies (**see section 4**) applies to the following:
 - a. Directors, employees, secondees and contractors of OneVue and all its subsidiaries (**OneVue Group**) (**Employees**); and
 - b. spouses, partners, children, family trusts, family companies, superannuation funds and any other entities over whom the Employees have influence, including any person who lives in the same home as the Employees (**Family Members**)(together **Restricted Persons**).

Trading in OneVue securities

- 2.2 Trading in OneVue securities (**see section 5**) applies to the following:
 - a. Employees of the OneVue Group, which includes Key Management Personnel (**KMP**); and
 - b. KMP of the OneVue Group and their spouses, partners, children, family trusts, family companies, superannuation funds and any other entities over whom the KMP have influence, including any person who lives in the same home as the KMP (**KMP and their Family Members**)(together **Prescribed Persons**).

Key Management Personnel (KMP)

- 2.3 **KMP** (Key Management Personnel) means Directors, Managing Director, Secretary, Senior Executives, Direct Reports to Senior Executives and any employee (whether full-time, part-time or casual) having authority and responsibility for planning, directing and controlling, directly or indirectly, the activities of the OneVue Group.

3. What securities are covered by this Policy?

3.1 "Securities" are defined very broadly in the Act to include but are not limited to:

- a. shares;
- b. options;
- c. rights;
- d. debentures;
- e. interests in a managed investment scheme; and
- f. any other financial products that are able to be traded on a financial market.

3.2 This Policy applies to:

- a. the issue of new securities of the OneVue Group;
- b. the sale and purchase of any securities of the OneVue Group;
- c. financial products issued or created over or in respect of securities issued by OneVue (eg, warrants and other derivative products), whether the financial products are created by OneVue or by third parties; and
- d. securities of other companies that are able to be traded on a financial market.

4. Insider trading is prohibited at all times

Dealing in securities of OneVue and other companies

4.1 Under section 1043A of the Act, Restricted Persons in receipt of "inside information" about OneVue Group or any other companies must not:

- a. trade or agree to trade in the relevant securities;
- b. procure someone else to trade or agree to trade in the relevant securities; or
- c. communicate (directly or indirectly) or cause someone else to communicate the inside information to:
 - i. another person who is likely to trade or procure someone else to trade, in the relevant securities;
 - ii. another OneVue Group employee unless it is necessary for business purposes and authority to communicate the information has been obtained; or
 - iii. any external parties, including external advisers, industry analysts or business journalists, or confirm any suspicions which they may have.

4.2 Inside information may relate to the OneVue Group, a corporate customer or any other company obtained while working for, or contracting to the OneVue Group. It does not matter how or where the information is obtained, it is mandatory to comply with the insider trading rules when dealing with securities of OneVue and other companies.

4.3 In addition, KMP and Employees are also bound by a duty of confidentiality in relation to information obtained in the course of their duties in respect of third parties.

What is inside information?

4.4 Inside information is:

- a. information that is not generally available; and
- b. if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of the securities (ie. information that would or likely to influence a person's decision to buy or sell securities).

(Material Non-Public information)

Examples of "Material Non-Public Information"

4.5 Examples of possible Material Non-Public Information include, but are not limited to, the following:

- a. a material acquisition, joint venture, realisation or disposal of assets;
- b. a threat of material litigation;
- c. sales and profit results materially exceeding or falling short of the market's expectations;
- d. a material change in debt, liquidity or cash flow;
- e. a significant new development proposal ie, a new product or technology;
- f. the granting or loss of a major contract;
- g. a management or business restructuring proposal;
- h. a change in the capital structure, such as a capital return or the buy back of a financial product;
- i. a payment of dividends or a share issue;
- j. a change to the Board or significant changes in senior management;
- k. the entering into an agreement or option to acquire an interest in an asset or business, or to enter into a joint venture or other arrangement in relation to an asset or business; and
- l. any information required to be announced to the market pursuant to ASX Listing Rule 3.1 (the Continuous Disclosure rule) which is yet to be released to the market.

When is the information "generally available"?

4.6 Information is generally available if:

- a. it is derived from information that has been released to the ASX and the ASX has fully disseminated that information to the market; or
- b. it consists of observations, deductions, conclusions or inferences made or drawn from other generally available information.

5. Guidelines for trading in OneVue securities

General rule

- 5.1 There are certain periods in the year during which Prescribed Persons should not deal in OneVue's securities given the heightened risk of actual or perceived insider trading.
- 5.2 Prescribed Persons are prohibited from dealing in OneVue's securities:
 - a. when in possession of Material Non-Public Information relating to OneVue which is generally not available; or
 - b. during a Closed Period.

Closed Periods

- 5.3 The following are designated Closed Periods:
- a. from the applicable balance date on 30 June until 24 hours after the release of OneVue's full year financial results to the ASX;
 - b. from the applicable balance date on 31 December until 24 hours after the release of OneVue's half year results to the ASX;
 - c. any extension to or reduction in the periods specified in 5.3(a) and (b) above as determined by the OneVue Board of Directors (**Board**), Chair, Managing Director or Secretary from time to time; and
 - d. any ad hoc restriction periods for the purposes of complying with the Act and ASX Listing Rules, including consideration of matters subject to ASX Listing Rule 3.1A. Any such ad hoc restriction periods could be imposed on all Prescribed Persons or individually identified Prescribed Persons, depending on the nature of the matter.

Insider trading laws still apply outside closed periods

- 5.4 The Closed Period trading prohibition does not limit any other obligations set out in this Policy. Any person who possesses Material Non-Public Information relating to OneVue Group and/or any other companies that is not generally available must not trade or procure someone else to trade in the securities of OneVue and/or the relevant companies at all times, including outside the closed periods set out in 5.3 above (see section 4 of this Policy).

KMP to seek Chair's consent prior to trading

- 5.5 OneVue has determined that KMP are more likely to be in possession of Material Non-Public Information regarding OneVue. As a result, prior to dealing in OneVue's securities, KMP must:
- a. first notify and seek consent from the Chair of the proposed type of dealing, the proposed trading date, the price and the number of securities to be traded; and
 - b. communicate to the Secretary prior to executing the approved dealing.

Short term trading is prohibited

- 5.6 Despite anything to the contrary in this Policy, Prescribed Persons must not engage in short term trading of any of OneVue's securities. An example of this would be to purchase OneVue's shares with an intention to sell them within a 12 month period.

Margin loans are prohibited

- 5.7 KMP (including Directors) must not enter into or maintain margin loan arrangements over securities issued by the OneVue Group.
- 5.8 Employees are warned against entering into or maintaining margin loan arrangements over securities issued by the OneVue Group as any forced sale of those securities during a Closed Period will be a breach of this Policy.

Hedging is prohibited

- 5.9 KMP (including Directors) must not:
- a. hedge their existing securities of the OneVue Group; and
 - b. hedge or otherwise limit their exposure to risk in relation to unvested performance rights or options or any other unvested share based remuneration.

Employee incentive schemes

- 5.10 The prohibition on trading in OneVue's securities does not apply to:
- a. acquisitions of shares or options by Employees made under an employee share or option scheme; and
 - b. acquisitions of shares as a result of the exercise of options under an employee option scheme.
- 5.11 However, the prohibition does apply to the sale of shares acquired under an employee share scheme and also to the sale of shares acquired following the exercise of an option granted under an employee option scheme.

Corporate actions

- 5.12 Prescribed Persons who are eligible, may participate in OneVue rights issues, bonus issues or dividend reinvestment plans (**Corporate Actions**) even where the Corporate Actions are made, or acceptance falls, within a Closed Period.
- 5.13 However, Prescribed Persons must not participate in Corporate Actions if they are in possession of inside information relating to OneVue.

Notification of Closed Periods to Employees

- 5.14 The Secretary will notify Employees of the times when the Closed Periods are in place.

Written consent required if trading during Closed Periods

- 5.15 A Prescribed Person may trade in OneVue's securities during a Closed Period if that person obtains written consent to do so.

Procedure for obtaining written consent to trade

- 5.16 A Prescribed Person who wishes to trade in OneVue's securities during a Closed Period (**Applicant**) must obtain the prior written consent (which may be provided by way of an email) of:
- a. the Chair; or
 - b. where the Chair is the Applicant, the chair of the Audit Risk Management and Compliance Committee (**Decision Maker**).
- 5.17 Copies of written approvals must be forwarded to the Secretary prior to the approved purchase or sale transaction.
- 5.18 The Decision Maker may only provide written permission to trade in OneVue's securities where:
- a. the Prescribed Person is in severe financial hardship (or where other exceptional circumstances exist); and
 - b. the Decision Maker is satisfied that there is no inside information which has not been disclosed to the ASX.
- 5.19 A Prescribed Person may be in severe financial hardship if he or she has a pressing financial commitment that cannot be satisfied other than by selling his or her securities in OneVue.
- 5.20 Any application for an exemption allowing the sale of OneVue's securities during a Closed Period based on financial hardship must be made in writing and be accompanied by copies of relevant supporting documentation. Any exemption, if issued, will be in writing and will contain a specified time period during which the sale of securities can be made.
- 5.21 Exceptional circumstances may apply to the disposal of OneVue's securities by a Prescribed Person if the person is required by a court order, a court enforceable undertaking (eg in a bona fide family settlement, to transfer or sell securities of OneVue) or there is some other overriding legal or regulatory requirement to do so.
- 5.22 Any permission provided must be obtained by the Applicant not less than two business days before the proposed trading.

Sales of securities

- 5.23 Prescribed Persons need to be mindful of the market perception associated with any sale of OneVue's securities and possibly the ability of the market to absorb the volume of securities being sold. With this in mind, the management of the sale of any significant volume of OneVue's securities (ie a volume that would represent a volume in excess of 10% of the total securities held by the seller prior to the sale, or a volume to be sold that would be in excess of 10% of the average daily traded volume of the securities of OneVue on the ASX for the preceding 20 trading days) by a Prescribed Person needs to be discussed with the Board prior to the execution of any sale. These discussions need to be documented in the form of a file note, to be retained by the Secretary.

6. ASX notification by Directors

- 6.1 OneVue is required under the ASX Listing Rules to notify the ASX:
- a. of Directors initial holdings upon appointment and any subsequent trading within five business days of the change; and
 - b. whether the trading occurred during a Closed Period and if so, whether written consent was obtained and on what date it was obtained.
- 6.2 To enable OneVue to comply with these requirements, each Director must notify the Secretary with the relevant information as soon as reasonably possible, and in any event no later than three business days after the date of appointment or change. The Secretary will facilitate the transmission of the notification to the ASX. Notifications will also be circulated to the Board.

7. Compliance responsibilities

Employees

- 7.1 Employees are responsible for:
- a. understanding and complying with this Policy; and
 - b. immediately reporting any circumstances which may involve deviation from the Policy to their Manager, Executive General Manager, Secretary or the Chair.
- 7.2 Employees who deal with contractors, consultants or agents who represent the OneVue Group must make them aware of this Policy and that the OneVue Group expects them to conduct their business in accordance with the Policy.

8. Consequences for breaches

- 8.1 Breaches of the insider trading prohibition could:
- a. expose the Restricted Person to criminal and civil liability including fines and imprisonment;
 - b. result in the Restricted Person being sued by another party or OneVue for any loss suffered as a result of insider trading.
- 8.2 Breaches of insider trading provisions or this Policy will also be regarded by OneVue as serious misconduct which may lead to disciplinary action and/or dismissal.
- 8.3 Ultimate discretion rests with the Chair in respect of granting a waiver to the requirements of this Policy to allow Prescribed Persons to trade in the shares of OneVue provided that to do so would not be illegal.

9. Review of this Policy

- 9.1 The Board will review this Policy at least every two years or as required.
- 9.2 This Policy may be amended by resolution of the Board.

10. Questions or further information

- 10.1 If you have any questions relating to or require further information on this Policy, please contact the Secretary.

11. Disclosure and distribution of this Policy

- 11.1 This Policy will be made available on OneVue's website in a clearly marked Corporate Governance section at www.onevue.com.au
- 11.2 A copy of this Policy must be provided to all new Employees as part of their induction to the OneVue Group.



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