

NOTICE OF ANNUAL GENERAL MEETING



23 October 2019

Dear Shareholder,

On behalf of the Board of Directors I am pleased to invite you to attend the 2019 Annual General Meeting (AGM) of OneVue Holdings Limited (OneVue).

The meeting will be held at the offices of Computershare Investor Services, Level 3, 60 Carrington Street, Sydney NSW at **10:00 am (Sydney time) on Wednesday, 27 November 2019.**

The AGM provides shareholders with an opportunity to receive an update on OneVue's performance during the year and plans for the future, to ask questions to the Board and management as well as OneVue's auditors and to vote on the items of business before the AGM.

The following information is enclosed:

- i. Notice of AGM (Notice) and Explanatory Notes
- ii. 2019 Annual Report (if you elected to receive a printed copy). The electronic copy is available on OneVue's website at www.onevue.com.au
- iii. 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 Notes and I encourage you to read these documents carefully.

If you are attending the meeting, please bring the enclosed Proxy Form to facilitate your registration, which will commence at 9:30 am.

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 and management for light refreshments at the conclusion of the meeting.

We look forward to your participation at the meeting.

Yours faithfully

A handwritten signature in black ink, appearing to be "RD", with a long horizontal stroke extending to the right.

Ronald Dewhurst
Chair

Notice of meeting (Notice)

The 2019 Annual General Meeting (AGM) of OneVue Holdings Limited (ACN 108 221 870) (OneVue, the Company) will be held at the Computershare Investor Services, Level 3, 60 Carrington Street, Sydney NSW on **Wednesday, 27 November 2019 at 10:00 am (Sydney time)**. Registration will commence at 9:30 am.

Items of business

Financial statements

To receive and consider the Financial Report together with the Directors' Report and the Auditor's Report as set out in the Company's 2019 Annual Report for the financial year ended 30 June 2019.

Note: There is no requirement for shareholders to approve these reports. Accordingly, there is no vote on this item.

1. Adoption of Remuneration Report

To consider and, if thought fit, pass the following as a non-binding resolution:

That the Remuneration Report of OneVue for the year ended 30 June 2019 as set out in the 2019 Annual Report be adopted.

2. Re-election of Mr Ron Dewhurst as a Director

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

That Mr Ron Dewhurst, a Director retiring by rotation in accordance with the Company's Constitution and being eligible for re-election, be re-elected as a Director of OneVue.

By order of the Board.

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

Ashley Fenton
Company Secretary

23 October 2019

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 must be deposited, transmitted or lodged electronically at least 48 hours prior to the AGM indicating how the individual named on the Proxy Form proposes to vote, i.e. by no later than **10:00 am (Sydney time) on Monday, 25 November 2019**.

Electronic proxies

Electronic proxies must be registered by **10:00 am (Sydney time) on Monday, 25 November 2019** using the website maintained by the Company's share registry provider, Computershare Investor Services Pty Ltd (Share Registry) at www.investorvote.com.au and for Intermediary Online subscribers only, at www.intermediaryonline.com.

A completed Proxy Form, or a copy or facsimile that appears on its face to be an authentic copy of the Proxy Form (and the Power of Attorney or other authority under which the Proxy Form is signed), must be deposited at, or sent by facsimile transmission to, the Company's Share Registry:

By mail

Computershare Investor Services Pty Limited
GPO Box 242, Melbourne VIC 3001, Australia

By person

Computershare Investor Services Pty Limited
Level 3, 60 Carrington Street, Sydney, NSW, 2000

By facsimile

1800 783 447 (from within Australia) or
+61 3 9473 2555 (from outside Australia)

Any revocations of proxies must be received before the commencement of the meeting, or at the Computershare Investor Services registration desk 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 at the addresses or facsimile number in Note B above by no later than **10:00 am (Sydney time) on Monday 25 November 2019**, 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 (online at www.investorcentre.com under the help tab, "Printable Forms").

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 Monday, 25 November 2019**.

F. Voting at the meeting

It is intended that voting on each of the proposed Resolutions at this meeting will be determined by poll.

G. Proxy voting by Chair

The Chair of the Meeting will vote undirected proxies in favour of all Resolutions. The voting restrictions on KMP regarding Resolutions 1 and 2 do not apply to the Chair acting as proxy, if their appointment expressly authorises the Chair to exercise the proxy, even though the Resolutions are connected directly or indirectly with the remuneration of a KMP.

Explanatory notes on items of business

FINANCIAL STATEMENTS

The consolidated annual Financial Report together with the Directors' Report and Auditor's Report of OneVue for the financial year ended 30 June 2019 will be presented at the meeting for consideration in accordance with section 317 of the *Corporations Act 2001* (Cth) (Act).

The reports are available in the 2019 Annual Report on OneVue's website at www.onevue.com.au.

No resolution is required to be moved in respect of this item.

However, shareholders are encouraged to consider these reports and will be given a reasonable opportunity at the meeting to ask questions and comment on the reports and on the management of OneVue generally.

Deloitte Touche Tohmatsu (Deloitte), OneVue's current external auditor, will attend the AGM and there will be a reasonable opportunity for shareholders to ask questions relevant to the audit of the Financial Report and the independence of the auditor in relation to the conduct of the audit. The auditor will also be given a reasonable opportunity to answer any written questions submitted to the auditor under section 250PA of the Act.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

The Remuneration Report forms part of the Directors' Report within OneVue's 2019 Annual Report.

The Remuneration Report:

- i. describes the policies and structure of the remuneration arrangements of the Company and the link between remuneration and the Company's performance,
- ii. sets out the remuneration arrangements for each Director and Key Management Personnel (KMP) of the Company, and
- iii. sets out OneVue's remuneration philosophy, framework and approach.

Shareholders will be given a reasonable opportunity at the meeting to ask questions about, and comment on, the Remuneration Report.

While the vote on this resolution is advisory only and does not bind the Directors or OneVue under section 250R(3) of the Act, the Directors will take the outcome of the vote into consideration in determining future remuneration policy.

Voting restrictions

A vote on Resolution 1 must not be cast by or on behalf of, and OneVue will disregard any vote cast by, a member of OneVue's Key Management Personnel (KMP) whose remuneration is disclosed in OneVue's Remuneration Report and their closely related parties. However, such a person may cast a vote on this resolution if:

- i. the person is appointed as a proxy for a person who is permitted to vote and the proxy appointment specifies the way in which the proxy is to vote on the resolution, or
- ii. the appointed proxy is the Chair of the meeting and the proxy appointment expressly authorises the Chair to exercise the undirected proxies even if the resolution is connected with the remuneration of a KMP.

Directors' recommendation

The Directors recommend that shareholders vote in favour of this advisory resolution.

RESOLUTION 2: RE-ELECTION OF MR RON DEWHURST AS A DIRECTOR

Ron Dewhurst (Fellow FINSIA)

Ron Dewhurst is Chair of the OneVue Board of Directors, a member of the Audit, Risk Management and Compliance Committee and the Human Resources, Nomination and Remuneration Committee.

Ron, having joined the Board of OneVue as a Non-Executive Director on 6 October 2016 and appointed the Chairman of the Board on 23 October 2017, retires by rotation and, being eligible, offers himself for re-election as an independent Non-Executive Director in accordance with clause 3.6 of OneVue's Constitution.

Ron brings global experience to the OneVue Board gained across the investment banking and asset management industries, having held senior leadership roles in some of the world's largest financial and investment companies over a 40-year career. Ron has held several leadership roles including as CEO of Australian stockbroker ANZ McCaughan Ltd, Managing Director of IOOF Holdings Ltd, Head of Americas for JP Morgan Investment Management and Executive Vice President and Head of Global Investment Managers for Legg Mason Inc, based in the US. Ron brings his extensive experience in M&A and global wealth management in public companies to the Board.

Ron brings to the Board extensive expertise in accounting and financial reporting along with his valuable experience in advising listed growth companies.

Ron is also currently Chairman and Non-Executive Director of Sprott Inc. and Non-Executive Director of LGIAsuper, Chairman of Rhinomed Ltd and Unscript'd Limited and Non-Executive Director of Cooper Investors.

Voting restrictions

There are no voting restrictions on this resolution.

Directors' recommendation

Mr Ron Dewhurst has an interest in this resolution and refrains from making any recommendation as to how shareholders should vote on the resolution.

The Directors (with Mr Ron Dewhurst abstaining) recommend that shareholders vote in favour of this ordinary 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

Phone: 1300 855 080 (within Australia)

+61 3 945 4181 (outside Australia)

Online: 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

Phone: 02 8022 7408

OneVue's 2019 Annual Report is available on OneVue's website at www.onevue.com.au.



ONEVUE
OneVue Holdings Limited
ACN 108 221 870

OVH

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

Need assistance?



Phone:

1300 855 080 (within Australia)
+61 3 9415 4181 (outside Australia)



Online:

www.investorcentre.com/contact

OneVue Holdings Limited 2019 Annual Report can be viewed online at www.onevue.com.au/investorcentre/annual-reports



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 am (AEDST) Monday 25 November 2019.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions. Please also see 'how to vote' information in the AGM Notice of Meeting.

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 FOR POSTAL FORMS

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

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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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 the offices of Computershare Investor Services, Level 3, 60 Carrington Street, Sydney NSW on Wednesday, 27 November 2019 at 10:00 am (AEDST) 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 1 Adoption of the Remuneration Report (except where I/we have indicated a different voting intention in Step 2) even though Item 1 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 1 by marking the appropriate box in Step 2. If you appoint the Chairman as your proxy but do not mark how you wish to vote in Step 2, your vote will be considered an undirected proxy. 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.

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.

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Ron Dewhurst as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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Computershare

